

In the Name of Allah, the Most Beneficent, the Most Merciful

From Him we seek help

**Articles of Association
Sudanese Canadian Community Association of London Ontario and Area**

Clause 1

Definitions

- 1) These Articles of Association shall be entitled Articles of Association of the Sudanese Canadian Community Association of London Ontario and Area which is formed according to its Memorandum of Association.
- 2) Each of the words and expressions given below shall have the meaning assigned to it unless the context otherwise requires.
- 3) The words importing the masculine gender include the feminine and vice versa.

Association: The Sudanese Canadian Community Association of London Ontario and Area

Memorandum of Association: The Memorandum of Association of the Community Association which is the document forming the Association.

Articles of Association: These Articles of Association which incorporate the set of articles, regulations, and orders organizing the work of the Association and its board of directors and specify the board relationship with the members.

General Meeting: The body comprised of all registered full members who have paid the prescribed annual membership fees at the time of the general meeting.

Resolution passed by Circulation by General Meeting: It is the resolution issued by the General Meeting not held in person, and the opinions of the absolute majority or of the two thirds of the full members, as the case may be, have been taken by passing a document to each one of them.

Board of Directors: The board elected by virtue hereof.

Board: The board of directors.

Member: The member of the Association.

Sudanese: Each person who was born inside or outside Sudan for a Sudanese parent or is a naturalized Sudanese citizen.

Absolute Majority: The number exceeds half of the total number of the registered full members of the Association who have paid the prescribed annual membership fees.

Simple Majority: The number exceeds half of the total number of the absolute majority of the members present.

Full Membership: The full member means each one whose membership application is accepted by the board of directors or the general meeting according to these Articles of Association, and who regularly pays the membership fees, and is not in breach of the Memorandum of Association and / or these Articles of Association.

Honorary Membership: It means membership by affiliation or honorary membership which shall be conferred to the persons who render to the Association extraordinary material or moral services and who are not subject to the conditions of full membership.

Clause 2:

Purposes: According to the provisions of the Memorandum of Association, the board of directors shall have the right to propose these Articles of Association to organize the work of the Association and to set the regulations which govern the matters of membership and interpretation of the Memorandum of Association.

(Chapter 1)
Membership and Members Rights and Duties

Clause 3:

Types of the Membership

- 1) Full Membership
- 2) Honorary Membership

Clause 4:

Conditions of the Membership

- 1) Subject to the conditions of membership stated herein below, any Sudanese person and their spouse may apply for joining the Association.
- 2) Without prejudice to the generality of the foregoing, to be eligible as a member, the applicant shall meet the following conditions:
 - a) To be at least 18 years old.
 - b) To be resident in London Ontario or in its surrounding area.
 - c) To fill in the membership application issued by the board of directors.
 - d) To have the membership been approved by the board of directors, or by the general meeting if rejected by the board of directors.
 - e) To pay the annual fees.

Clause 5:

Rights of the Full Membership

- A) Each full member shall have the following rights:
 - 1) The member and his or her children under 18 years old shall have the right to enjoy the services and facilities provided by the Association.
 - 2) The member and his or her children under 18 years old shall have the right to participate in the different activities of the Association.
 - 3) He or she shall have the right to attend all general meetings and discuss the matters of the community.

- 4) He or she shall have the right to freely express his or her opinion about the Association in a civilized and politic way.
 - 5) He or she shall have the right to have access to the Memorandum of Association, Articles of Association, and board of directors' meetings minutes.
- B) Non-members may not enjoy any of the rights stated above.

Clause 6:

Duties of the Full Membership

The duties of each full member are as follows:

- 1) To fully abide by the Memorandum and Articles of Association.
- 2) To timely pay the annual membership fees.
- 3) To preserve the reputation of the Association and to respect its members.
- 4) To actively and positively contribute to the Association's attainment of its objectives.
- 5) To update the secretary general on any changes to his or her marital status, residence, or phone number so that he or she can be reached easily.

Clause 7:

Honorary Membership

- 1) Honorary members are permitted to attend Association general meetings, but they are not permitted to participate in voting or election processes or to stand for office.
- 2) The honorary members shall not be required to pay membership fees or make any other financial contributions to the Association. He or she may, however, freely donate to the Association in accordance with the law.
- 3) The board of directors has the right to revoke the honorary member's membership at any time it deems that it is appropriate to do so in the Association's best interests.

Clause 8:

Membership Suspension

It means the following:

- A) A member will no longer be able to use the Association's services and will not be allowed to take part in its activities.
- B) A member will not be allowed on the Association's premises unless He or she is there to receive or express condolences.

The following rules shall apply to the membership suspension:

- A) The board of directors shall have the right to suspend the membership of the full member in the following cases:
 - 1) If the member violates the Memorandum or Articles of Association.
 - 2) If without permission from the board of directors, he or she has represented the Association or implicated it in a subject or duty.
 - 3) If the member purposefully carried out an act with the objective to undermine the community's cohesiveness and unanimity.
 - 4) If the member has done something to harm the Association, either physically or morally.
 - 5) If the member has engaged in a dishonourable act that harms the Association's reputation.
 - 6) If a member assaulted, verbally or physically abused, or insulted another member while taking part in Association-sponsored activities or attending meetings.
- B) Before making a decision to suspend a member, he or she must be given the entire opportunity to present their case in person or through a representative. He or she is entitled to make an appearance before the board for this reason.
- C) The board of directors' decision to suspend a member must be impartial and fair.
- D) The member whose membership has been suspended by a board decision has the right to request a reconsideration of that decision. The board shall be at liberty to make any decision it considers appropriate.
- E) The suspended member shall have the right to attend the general meeting only to challenge the board's judgement against them.

Clause 9:

Loss of the Membership

- 1) If a member passes away or submits a written resignation to the board of directors and the board is unable to persuade him or her to stay a member, the member shall lose their membership.
- 2) The membership may also be revoked by the general meeting on the board of directors' advice.
- 3) The resigned member must submit a fresh application and meet the requirements listed above in order to regain membership in the Association.

(Chapter 2)

Bodies of the Association

Clause 10:

The Association shall have two bodies:

1) General Meeting:

It is made up of all full members as described in Clause 1 above and serves as the highest body of the association.

Board of Directors:

It shall take over the administration of the Association's business. It shall be made up of eleven members legitimately elected at a general meeting of all full members that was properly called.

Clause 11:

Functions of the General Meeting

The general meeting shall conduct the following business:

- 1) To elect the board's directors.
- 2) To examine and approve the annual report and the financial report that the board of directors prepared.
- 3) To wind up and liquidate the Association.
- 4) To dissolve the board of directors.
- 5) To review and make decisions about the objections and complaints made in opposition to the board of directors' decisions.
- 6) To accept and/or change the articles of association as well as the memorandum of association.
- 7) To make decisions about membership applications submitted to it by the board of directors.
- 8) To discuss and decide on the issues brought up to it by the board of directors, and it has the right to bring up any issue it deems acceptable for discussion.
- 9) To designate a female member to serve as the secretary for women and children and a female member to serve as an assistant secretary for women and children.

Clause 12:

General Meetings

- 1) Upon receiving a written invitation from the board of directors, the Association general meeting must take place in London, Ontario, at least once every year or whenever it is necessary. A copy of this notice must be placed on the Association's premises.
- 2) To attend at the meeting, the member should be:
 - a) A full member, or
 - b) Honorary member.

- 3) To attend the meeting, the members should show the meeting invitation letter or any document acceptable to the board of directors.
- 4) The annual general meeting must take place no earlier than March and no later than April.
- 5) A member who has not paid the annual fees before at least one month from the general meeting date shall not be eligible to vote, elect, or run for office.
- 6) A chairperson for the general meeting shall be chosen by the full members present. To avoid any negative criticism, all members should address their questions to the chairperson who has been nominated.
- 7) Unless otherwise specified in the Memorandum of Association or in these Articles of Association, the general meeting's resolutions must be approved by a simple majority of the full members in attendance.
- 8) Each member shall have one vote. The chairperson of the general meeting shall, in the case of a tie, have a second casting vote.
- 9) Unless a member requests a secret ballot and the request is approved by a simple majority, voting must take place in public.
- 10) Discussions at the general meetings must be civil, respectful, and courteous. Since all work done at the Association is volunteer-based, demonstrating respect and sensitivity would undoubtedly inspire others to participate in community service and take the lead on constructive initiatives.
- 11) The chairperson of the general meeting has the authority to ask a member to stop using offensive, abusive, or hurtful language. The chairperson of the general meeting has the right to ask the member to stop and sit down if they engage in the same behaviour again. The chairperson of the general meeting has the right to ask someone to leave the meeting if they have disobeyed the order.
- 12) The member must comply with the request to depart right away.
- 13) The discussion opportunities should be distributed equally among the members by the chairperson.
- 14) Setting the agenda, preparing for the meeting, and maintaining the minutes are all tasks that fall under the purview of the general secretariat.
- 15) Each full member has the right to request a special general meeting by submitting a request to the board of directors, provided that the request is approved by two-thirds of the full members. Within one month of the application's submission, the board must call for this meeting.
- 16) A resolution by circulation adopted by the majority of the attendees of a general meeting shall be regarded as having been adopted by a general meeting duly called and assembled in person.

Clause 13:

Board of Directors

- (A) The board of directors shall consist of:

- 1) Chairperson.
- 2) Deputy Chairperson.
- 3) Secretary General.
- 4) Treasurer.
- 5) Director
- 6) Director
- 7) Director

(b) A director shall be elected for two-year period, and he or she may be re-elected for a further period after completion of the first one.

(c) Every year, the directors shall be elected at the annual general meeting to fill any vacancies.

(d) As an exception, the aforementioned sub-clause (b) does not apply to the first elected board. The secretary for women and children shall be elected for two years, her assistant for one year, and four directors for one year. The entire board of directors' resignation or dissolution by the general meeting shall also fall under this exception.

e) After being elected, the board of directors shall convene its first meeting, at which time the directors shall divide up the aforementioned responsibilities.

Clause 14:

Functions of the Board of Directors

The functions of the board of directors shall be as follows:

- 1) To oversee the Association activities and carry out the objectives outlined in the Memorandum of Association.
- 2) To oversee the Association's activities and the administration of its premises, as well as the protection of its assets.
- 3) To make decisions about membership applications and collect membership fees from members.
- 4) To sign the contracts on the Association's behalf and in the Association's best interests.
- 5) To create and implement all bylaws governing how the Association's work is to be organized.
- 6) To borrow money on behalf of the Association in order to achieve its objectives, but only up to a maximum of 10,000 Canadian Dollars. The board must ask the general meeting for approval if it exceeds the same.
- 7) To designate two full members with experience in accounting to examine the annual financial report before it is presented to the annual general meeting. Before at least three weeks from the date the general meeting was called, the board shall grant them access to the accounts.
- 8) To create specialized committee(s) to assist in achieving the Association's objectives, with the understanding that the relevant secretaries shall be in charge of those

- committees, as the case may be. The board of directors should establish a committee whose primary duties include forging connections between the Association and Canadian nonprofits, governmental and quasi-governmental organizations, and parliamentary, legislative, and diplomatic authorities. The chairperson shall be in charge of this committee, and members shall include the deputy chairperson, secretary general, and the pertinent secretary.
- 9) To implement innovative ideas that strengthen the Association's members' sense of community and cooperation and advance the Association.
 - 10) To support and participate in the cultural, social, and charitable endeavours that tie the Association to Sudan.
 - 11) To carry out the tasks that assist the Association in integrating into Canadian society and obtaining the benefits of all programs, grants, and assistance provided by the Canadian government and Canadian organizations.
 - 12) To represent the Association before the third parties.
 - 13) To accept, reject, suspend, or propose revocation of membership in accordance herewith.
 - 14) To work in concert with groups that share similar objectives to carry out joint work plans.
 - 15) To send out invitations to members for ordinary or special general meetings in accordance herewith.
 - 16) To present an annual report to the duly called general meeting outlining the Association's activities and financial standing during the time leading up to the meeting.
 - 17) To put the general meeting's decisions into action.
 - 18) To confer honorary membership.
 - 19) If a board position becomes vacant and the board is unable to fill it from among the directors, it may, unless the vacant positions are more than half the directors, appoint a full member to occupy the position temporarily until the date of the earliest annual general meeting.
 - 20) If the number of directors has reduced by more than 50%, the board of directors should summon an extraordinary general meeting for election within one month at the most.

Article 15:

Board Meetings

- 1) The board must meet once per month. The secretary may call for any necessary extraordinary meeting(s) after consulting with the chairperson.
- 2) If more than half of the directors are present, the meeting of the board is lawfully formed.
- 3) The directors shall vote by a show of hands. All directors, even the directors who dissented or abstained, must abide by the majority's decision.

- 4) Unless the board determines otherwise, the decisions and discussions made during board meetings shall be confidential.
- 5) The board chairperson shall, in the case of a tie, have a second casting vote.
- 6) A director shall be regarded to have resigned if he or she submits a letter of resignation in writing and the board is unable to persuade him or her to change his or her mind, or if the director absents themselves for four consecutive board meetings.
- 7) The board resolution must be communicated to the director, who has offered his or her resignation or has been deemed to have resigned in accordance with the terms of the previous sub-clause, in writing and in front of a witness.

Article 16:

Responsibilities of the Directors

1- Responsibilities of Chairperson

- a) To preside over the board meetings.
- b) To sign all financial documents, contracts to which the Association is a party, grants, and assistance transactions from the government or other organizations alongside the relevant secretary.
- c) To serve as the Association's official representative and spokesperson.
- d) To monitor the implementation of the decisions made by the general meeting, board of directors, and/or other bodies of the Association.
- e) To monitor the development of the board of directors' activity and the effectiveness of the various secretariats.
- f) To the extent that doing so does not conflict with the conditions of the Memorandum of Association or these Articles of Association, to delegate a portion of his or her powers and authorities to any director or body at the various bodies of the Association.

2- Responsibilities of the Deputy Chairperson

- a) To assist the chairperson in all responsibilities stipulated in the preceding sub-clause.
- b) To replace the chairperson and act on his or her behalf in the case of absence of resignation.

3- Responsibilities of the Secretary General

- a) To document and maintain the minutes of the board of directors' and general meetings.
- b) To preserve all Association records and reports.
- c) To preserve a record of Association publications and correspondence.
- d) To maintain the register of membership and applications for membership.
- e) To plan, organize, and invite the directors and members to the board and general meetings.
- f) To oversee any calls and communication that the Association receives, and to respond to such correspondence in collaboration with the chairperson - or deputy chairperson, in the event that the former is unavailable - or the appropriate director.
- g) To take part in running the Association's website.

4- **Responsibilities of the Treasurer**

- a) To collect the membership fees.
- b) To manage and control the Association financial transactions.
- c) To keep the Association financial documents and records.
- d) To prepare the monthly financial report to be submitted to the board of directors and the members.
- e) To prepare the annual financial report to be submitted to the general meeting.
- f) To create the plans and programs which help grow and develop the Association financial resources.
- g) After obtaining the board approval in writing, He or she may borrow in the name and for the benefit of the Association up to ten thousand Canadian dollars.

5- **Responsibilities of the First Director**

- a) To undertake the tasks assigned by the board of directors.

6- **Responsibilities of the Second Director**

- a) To undertake the tasks assigned by the board of directors.

7- **Responsibilities of the Third Director**

- a) To undertake the tasks assigned by the board of directors.

Clause 17:

Financial Sources

They shall be composed of the following:

- 1) Annual membership fees.
- 2) Unconditional donations and financial aid.
- 3) Loans as deemed necessary by the board according to Clause 14-6.
- 4) Renting the Association premises to other associations or organizations subject to the premises internal bylaws.
- 5) Any other revenues from the other activities of the Association.

Clause 18:

Administration of the Accounting

- 1) The Association financial year commences on the first day of February and ends on the last day of January of the subsequent year.
- 2) The moneys of the Association shall be deposited in any recognized Canadian bank. No withdrawals may be made except for the purposes determined by the Association.
- 3) The Association accounts shall be annually audited.

- 4) The treasurer and the chairperson or deputy chairperson shall jointly sign the cheques issued by the Association.
- 5) The treasurer should organize and keep the financial documents and keep accounting records according to the accounting standards duly recognized in Canada.
- 6) The treasurer should submit to the auditors the closing annual accounts before at least three weeks from the date of the general meeting.

Clause 19:

Membership Fees

- 1) The general meeting shall fix the annual membership fees upon the recommendation of the board of directors.
- 2) The fees shall be paid in cash or by cheques or any other suitable means as determined by the treasurer.

Clause 20:

Complaints

- 1) An Association member may file a complaint against the board of directors, any director, or another member for any harm they have suffered as a result of one of those parties acting in violation of the Memorandum of Association or these Articles of Association.
- 2) Complaints must be made in writing to the board secretary general, who should bring them up at the board's first scheduled meeting.
- 3) The board of directors must make an honest, unbiased, and just decision on any grievance brought up against it, another director, or a member of the Association.
- 4) The complaining member has the right to ask for inclusion of his or her complaint on the agenda of the general meeting if he or she disagrees with the decision made regarding it.

Clause 21:

Discipline of the Members

The board of directors has the authority to penalise any member of the Association for any of the following offences on its own initiative or as a result of a complaint made by a member:

- 1) Violating the memorandum and articles of association.
- 2) Causing moral or material harm to the Association.
- 3) Reprehensible actions that harm the Association's reputation and image.

- 4) Fighting with another member while participating in an association activity or on an association premises.
- 5) Insisting on using profanity or other language that violates public decency on Association premises or while participating in Association-sponsored events. For the purposes of this sub-clause, "insisting" refers to performing an act repeatedly.

Clause 22:

Sanctions

If it is established that a member has engaged in any of the behaviours listed in the preceding clause, the board of directors may impose all or any of the following sanctions:

- 1) Warning.
- 2) Reprimand.
- 3) Membership suspension for the amount of time determined by the board of directors.
- 4) Recommending membership withdrawal to the general assembly.

Clause 23:

Dissolution and Liquidation

- 1) A resolution to dissolve and liquidate the Association must be approved by two thirds of the members present at a general meeting that has been lawfully called and is attended by the majority of the members. This action shall not happen until the subsequent actions have been completed:
 - a) To inform the members in writing of the purposes and justifications for the resolution of dissolution before fourteen days have passed since the date of the general meeting.
 - b) To establish a committee to estimate the Association's assets and uphold any agreements with entities or individuals.
 - c) In the event of dissolution and liquidation, the Association's assets and properties shall, following payment of all payments due from it, go to an entity or organisation with comparable objectives.

Clause 24:

Approval of the Articles of Association

These Articles of Association shall come into effect after issuing of a resolution approved by the absolute majority of the Association general meeting held in person or passed by circulation.

Clause 25:

Amendment of the Articles of Association

The Articles of Association may be amended by a resolution approved by the majority of two thirds of the Association full members in a general meeting duly constituted in person or passed by circulation.

The amendment of these Articles of Association has been approved by the general meeting on 01/10/2013.