

**Saint John Multicultural & Newcomers Resource Centre Inc.**

**CONSTITUTION**

**Article # 1: NAME**

The organization shall be called The Saint John Multicultural & Newcomers Resource Centre / Centre d'accueil multiculturel et des nouveaux arrivants de Saint John hereinafter referred to as the Saint John Newcomers Centre (SJNC).

**Article # 2: STATUS**

The SJNC shall be defined as, non-profit, non-political, and non-sectarian.

**Article # 3: PURPOSE AND OBJECTIVES**

3.1 The purpose of the SJNC is to improve the cultural, social, and economic well-being of citizens and newcomers of all backgrounds to the region and to promote equality for all cultural groups.

3.2 The objectives of the SJNC are:

- a) To collaborate between service providers and volunteer-run organizations serving the communities of the Greater Saint John area to further interests of newcomers;
- b) To celebrate multiculturalism within our region;
- c) To promote equality for all ethno-cultural groups
- d) To serve as a central location where all citizens and newcomers to our region can gain access to community services and information; and
- e) To foster a welcoming and supportive environment.

3.3 The SJNC shall coordinate the organization of activities with the support of members to achieve its purpose and objectives.

**Article # 4: JURISDICTION**

The SJNC shall operate in the City of Saint John and serve the Greater Saint John area in the Province of New Brunswick.

## **BY -LAWS**

### **1. Article # 1: STRUCTURE**

The SJNC shall consist of a, a Board of Directors (herein referred to as the “Board”), an Executive Committee (herein referred to as the “Executive”), and other committees as determined by the Board.

### **2. Article # 2: MEETINGS**

#### **2.1. Annual General Meeting (AGM)**

2.1.1 The Annual General Meeting (AGM) shall be held once a year, no later than (6) six months following the end of the fiscal year, at a time and place to be designated by the Board.

2.1.2 The Chairperson of the Board shall call the Annual General Meeting (AGM).

2.1.3 A quorum for the Annual General Meeting (AGM) shall be a simple majority (50% +1) fifty percent of the Board plus one

#### **2.2 Board Meetings**

2.2.1 The Board shall hold regular meetings as frequently as it deems necessary, and upon dates to be fixed by the Board. The proposed agenda and notice specifying time and place shall be provided by the Secretary at least (3) three days prior to the meeting. Minutes of meetings held shall be processed within a reasonable time.

2.2.2 Special meetings of the board may be called at the request of a simple majority (50% + 1) fifty percent of the Board plus one.

2.2.3 No additional items shall be added to the agenda of the special board meeting

2.2.4 A quorum for meetings of the Board shall be a simple majority (50% + 1) fifty percent of the Board plus one.

2.2.5 Each board members shall have one vote at meetings of the Board. Each Officer shall have one vote at meetings of the Executive Committee. The Chairperson shall not have a vote except in the case of a tie, in which case he/she shall cast a vote to break the tie.

2.2.6 Robert’s Rules of order shall govern the SJNC in all procedural matters

### **3. Article #3: BOARD OF DIRECTORS**

#### **3.1 Composition**

The Board of Directors shall be composed of up to (4) four Executive Members, plus not more than (5) five additional Board Members. SJNC will strive for ethnic diversity within the board membership. SJNC. The Managing Director of the SJNC shall be an ex-officio member of the Board. Ex-officio members shall have no voting rights.

#### **3.2 Powers and Duties**

The powers & duties of the Board shall be:

- a) to govern SJNC by establishing policies and objectives
- b) to Select, appoint, support and review the performance of the Managing Director
- c) to ensure the availability of adequate financial resources
- d) to approve annual budgets
- e) to account to stakeholders for SJNC's performance
- f) to establish standing & ad hoc committees as required

#### **3.3 Conflicts of Interest**

All Board members must abide by the most current SJNC Conflict of Interest Policy

#### **3.4 Protection of Board Members**

Every Director of SJNC, his/her heirs, executors, administrators and assigns shall be indemnified and saved harmless by SJNC from and against all manner of actions, causes of actions, costs, claims, interest, debts, and demands whatsoever in respect of any act, omission, deed, matter or thing done or permitted by him/her to be done in the execution of his/her duties as Director. No Director of SJNC shall be liable for the acts, receipts, neglects or defaults of any other Director, office or employee of SJNC or joining in any receipt or act for conformity or for any loss, damage, or expense happening to SJNC through the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to SJNC shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects of the company shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may affect SJNC in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful neglect or default.

#### **3.5 Indemnities to Board Members and Others**

The Directors are hereby authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of SJNC.

#### **4. Article # 4: EXECUTIVE COMMITTEE**

##### **4.1 Composition**

The Executive Committee shall be composed of the Chair, the Vice-Chair, the Secretary, and the Treasurer. The Managing Director is the ex-officio member of the committee.

##### **4.2 Powers and Duties**

The Powers and Duties of the Executive Committee are:

- a) to supervise, along with the Managing Director, the overall operation of the SJNC;
- b) to represent SJNC in any public or official matter;
- c) to approve the annual work plan for the Managing Director;
- d) to make recommendations to the Board;
- e) to carry out all board decisions and report to the board; and
- f) to coordinate activities of the board.

##### **4.3 Executive committee meetings**

The Executive committee shall hold regular meetings as frequently as it deems necessary, and upon dates fixed by the committee.

##### **4.4 Quorum**

A quorum for the meetings of the Executive committee shall be a minimum of (2) two executive committee members.

#### **5. Article # 5: APPOINTMENT OF BOARD MEMBERS**

##### **5.1 Nominating Committee**

Each year the Board shall establish a Nominating Committee consisting of at least (3) three members

##### **5.2 Nominating Procedures**

The Nominating Committee shall present the candidates for the Board of Directors at the Annual General Meeting.

##### **5.3 Elections of Executive Committee Members of the Board**

Executive members shall be elected by Board Members at the first board meeting following the Annual General Meeting. An ex-officio member of the board shall preside over the election.

##### **5.4 Replacement of Executive Members and Board Members**

The Board shall fill all vacant positions as soon as possible.

## **6. Article #6: TERM OF SERVICE**

### **6.1 Timelines for Board Appointments and Executive Members**

New Executive Members and Board Members shall be appointed annually at the Annual General Meeting. Board members are appointed for a 3-year renewable term, and the executive is elected two-year term

6.1.1 Re-Election - The members elected to the Executive may hold office up to (2) two consecutive terms

### **6.2 Resignation**

All Executive Members and Board Members may resign their positions by presenting a letter of resignation to the Secretary.

### **6.3 Removal of Executive Members and Board Members**

Any or board member who misses three (3) consecutive meetings of the Board without reasonable cause will receive written notice and be considered as having resigned from the Board. Any board member whose conduct is considered by the Board to be contrary to the Purpose and Objectives of the SJNC may be removed from the Board by a two-thirds vote of the Board. Such or Board Member may appeal the decision by submitting a written appeal to the Board within two (2) weeks of written notification of the removal.

## **7. Article # 7: REMUNERATION**

No Board member, or member of any committee shall receive any remuneration for work performed for the SJNC. These persons will be reimbursed for reasonable expenses incurred while performing such duties.

## **8. Article # 8: OPERATIONS**

### **8.1 Strategic Planning**

All board members will participate in the strategic planning process of SJNC.

### **8.2 Financial Audit**

The Board shall appoint an auditor to audit the SJNC financial statements covering the previous fiscal year prior to presentation to the General Assembly at the Annual General Meeting.

### **8.3 Borrowing**

The Board of Directors of SJNC is hereby authorized from time to time : 1) establish with any banking or lending institution a line of credit for the SJNC up to a maximum of \$20,000 on such terms as may be deemed expedient 2) Mortgage, hypothecate, charge or pledge or give security, in any manner whatsoever, upon all or any of the property, real and personal, immovable and moveable, undertakings and rights of the company, present and future, to secure any money borrowed or to be borrowed or any obligations or liability of the company, present or future; 3) delegate to such officers(s) or Directors(s) of SJNC as the directors may designate, all or any of the foregoing powers to such extent and in such manner as the directors may from time to time determine.

## **9. Article # 9: EXECUTION OF DOCUMENTS**

**9.1** All documents, transfers, assignments, contracts, obligation, certificates and other instruments shall be signed on behalf of the organizations by managing director and an approved signing officer.

## **10. Article # 10: DISSOLUTION**

**10.1** In the case of dissolution of the SJNC, all the assets and moneys of the SJNC, shall be passed to charitable organizations as decided by the Board.

## **11. Article # 11: AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

**11.1** This Constitution may and by-laws by approval of a motion by a two-thirds majority at the Annual General Meeting, provided that written notice of the proposed amendment(s) shall have been provided to the members at least fifteen (15) days prior to the meeting.