

# VWAT Family Services

## BY- LAW



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## VWAT FAMILY SERVICES

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This By-Law supersedes and replaces any previous By-laws and takes effect and governs the organizations and the transactions of the affairs of the Corporation.

## **CHAPTER 1: DEFINITION**

### **1.01 Application**

In this By-law and all other By-laws, and resolutions of the Corporation, unless the context otherwise requires :

### **1.02 Terms**

- a) "Act" means the Corporation Act of Ontario and any act thereafter may be substituted therefore, as from time to time amended.
- b) "Board" means the Board of Directors of the Corporation.
- c) "Corporation" means VWAT Family Services.
- d) "Letters Patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent.
- e) "Person" means an individual and does not include a corporation, a partnership, an association, a firm or any equivalent entity.
- f) "Executive Director" means the employee who manages the activities of the Corporation office.

### **1.03 Number**

- a) In this By-Law, words importing indicating the singular number include the plural and vice-versa.
- b) The quorum to validate the legitimacy of a meeting has to be based on the list of members and that of the Board and the Executive Committee and the Advisory Committee
- c) In vote counting, the percentage shall be based on votes from showing of hands and proxy votes or the collected ballots minus the number of blank and invalid votes

## **CHAPTER 2: PRINCIPLE – OBJECTIVES – POLICY – STANCE**

### **2.01 Principle**

The Corporation operates to promote and foster unity and solidarity among the mass exodus of Vietnamese refugees (widely known as "Boat People") from Communism settled in their second adopted country/homeland so that they can support each other, especially among women, in every field.

### **2.02 Objective**

To preserve and promote Vietnamese cultural traditions and heritage for the next generations so that they will be proud of their roots, and further to introduce the Vietnamese culture to the Canadian diversified multicultural society.

### **2.03 Policy**

The Corporation is a non-profit and charitable organization, serving people of all ethno-cultural groups and sectors.

### **2.04 Stance**

As a non-profit organization, the Corporation does not get involved in political activities, however, since the large majority of the Vietnamese in Canada today are descendants of Vietnamese

refugees, the stance of the Corporation, therefore, is nationalistic, anti-authoritarian Communism. The heritage yellow flag of the Vietnamese refugees, which is officially recognized by the Canadian Government, is the symbol of the Corporation.

## **CHAPTER 3: STRUCTURE**

The structure of the Corporation is that of a organization which consists of members, the General Assembly (GA), the Board of Directors, the Executive Committee (EC) and the Audit Committee.

## **CHAPTER 4: MEMBERSHIP**

### **4.01 Membership**

Members are citizens or permanent residents of Canada,

- Vietnamese origin, 18-year-old and over,
- Residing in Toronto and the surrounding areas,
- Share the principles, objectives of the Corporation as stated in Article 2,
- Having paid their membership dues.

### **4.02 Membership Rights**

- To participate in all activities and enjoy all the rights stipulated in the Corporation's By-Law and Rules and Regulations.
- To vote and run in election to the Board.
- Members who hold at least 10 percent of the total votes eligible to be cast at a meeting have the right to request the Board to call a meeting for the purposes outlined in the requisition.

### **4.03 Membership Duties**

- Respect the Corporation's By-Law, Rules and Regulations.
- Participate in Corporation's activities.
- Promote and recruit/develop memberships as well as all activities of the Corporation.

## **CHAPTER 5: GENERAL ASSEMBLY**

### **5.01 Definition**

The General Assembly is the general meeting of all members of the Corporation. It is the highest authority of the Corporation.

### **5.02 General Assembly Procedure**

- a) The General Assembly is run by a Chairing Committee usually consists of three (3) or five (5) members:
  - Chair: one (1) person. The President of the EC is also the Chair of the General Assembly;
  - Secretary: one (1) person. The General Secretary of the EC is also the secretary of the GA;
  - Coordinating and vote counting: two (2) people, elected on site.
- b) Responsibilities/Duties of the Chairing Committee: run, control, collect votes and declares voting results or resolutions of the general assembly and prepare the minutes.

- c) If the President or the Secretary of the EC is unable to attend the GA, the Board shall assign a member of the Board to take over their role at the GA.

### **5.03 Annual General Assembly**

An Annual General Assembly is called annually in May or June by the Board. Time, place, location and agenda of the Assembly must be announced by notice 40 days before the date.

### **5.04**

The Annual General Assembly is convened once every year to:

- Review the Board's Annual Corporation Operation Report;
- Elect members of the Board (whole or additional);
- Vote of non-confidence on all or a single member of the Board;
- Approve and amend By-law of the Corporation.

### **5.05 Extraordinary General Assembly**

An Extraordinary General Assembly is convened by:

- The Board to address urgent matters of the Corporation that the Board fails to resolve;
- The Audit Committee, with justifiable reasons (e.g. violations of By-law, Rules and Regulations by the Board) and with consent of 20% of members;
- The Audit Committee at the request of 51% of members.

### **5.06**

Extraordinary General Assemblies are convened by notice sent to all members stating reasons, time, date, location and agenda 30 days before the date.

### **5.07 Valid General Assembly**

- a) A General Assembly is valid only when attended by more than half of members, proxies included.
- b) A valid General Assembly will proceed until its business finished even if someone leaves.

### **5.08 Reconvened General Assemblies**

If a General Assembly is invalid, it will be reconvened four (4) weeks later. The reconvened GA is valid even when the quorum mentioned above is not met. All decisions made by this reconvened GA are final.

### **5.09 Proxy Votes**

- c) Members who are unable to attend the GA may authorize other members to cast their proxies by signed authorization forms.
- d) A member can only represent a maximum of two (2) absent members.

## **CHAPTER 6: BOARD OF DIRECTORS**

### **6.01**

The Board consists of a minimum of seven (7) and a maximum of thirteen (13) regular members directly elected by the General Assembly to govern all activities of the Corporation and is responsible to the General Assembly

### **6.02**

Board Members' term is two (2) years. Members of the Board can be re-elected.

### **6.03**

Board Members are volunteers and receive no compensation.

### **6.04 Nomination and Selection of Board of Directors**

- a. The Nomination Committee consists of three (3) members appointed by the Board with a term of four (4) years.
- b) Nomination by Committee: The Nominating Committee selects and nominates the most suitable candidates to the full board for consideration. Nominations may also be submitted by members to the Nominating Committee.
- c) Proposal Nominating Directors: A proposal may include nominations for the election of directors if the proposal is signed by not less than 5 percent of the members of the corporation entitled to vote at the meeting at which the proposal is to be presented. This article does not preclude nominations from being made at a meeting of the members.
- d) Board Approval: The full board votes on the nominated candidates. Approval typically requires a majority vote.
- e) Appointment: Once approved, the candidates are formally invited to join the Board. Their appointment is finalized at the next Board meeting and subsequently ratified at the Annual General Meeting.

### **6.05 Election**

Decided by the Chairing Committee at the time of voting, votes can be cast by either shows of hands or ballots.

### **6.06 Execution of Consent**

All Directors are required to execute a "Consent to Act as Director" form. The completed consent forms will be retained by the Corporation for a minimum of six years following the conclusion of each Director's final term.

### **6.07 Declaration of Conflicts of Interest**

Every Director of the Corporation be required to declare any conflict of interest, including but not limited to:

- (a) Any direct or indirect interest in a contract, arrangement, or proposed contract or arrangement with the Corporation.
- (b) Serving as a director, officer, or in a similar capacity, or having any interest in another party to such a contract, transaction, or arrangement.
- (c) Holding any office, employment, or other position with, or having any pecuniary interest in the Corporation or any other corporate entity.

Declarations must be made to the extent, in the manner, and at the time required by the Act. Furthermore, directors must refrain from voting on any contract, arrangement, or proposed contract or arrangement when prohibited by the Act.

### **6.08 Confidential Information**

Every Director shall enter into a confidentiality agreement with the Corporation (the "Confidentiality Agreement").

Under the terms of the Confidentiality Agreement, a Director shall not use or disclose any information or facts relating to the operations and affairs of the Corporation to any person, except

as necessary to perform their duties on behalf of the Corporation, during or after their term of directorship, without first obtaining the consent of the Chair of the Board.

Furthermore, every Director shall take all reasonable precautions to prevent the inadvertent disclosure of such information.

## **CHAPTER 7: AUDIT COMMITTEE**

### **7.01 Composition – Term**

The Audit Committee consists of three (3) to five (5) members appointed by the Board with a term of four (4) years.

### **7.02 Audit Committee Candidacy**

Candidates must be ex- members of a previous Board of the Corporation or an affiliated association with experience in community activities.

### **7.03 Duties**

The Audit Committee is primarily responsible for overseeing the organization's financial reporting, internal controls, risk management, and compliance with legal and regulatory requirements.

The Committee has to elect a Chair / Chief and a Deputy.

## **CHAPTER 8: EXECUTIVE COMMITTEE**

### **8.01**

Within four (4) weeks after the date of the GA, the Board has to elect a President of the Board and the Executive Committee.

### **8.02**

The executive committee is composed of five (5) people:

#### **a) The President**

Is also the President of the Board and the President of the Corporation. The President must be female. The President represents the Corporation, the Board and the Executive Committee in all activities of the Association.

#### **b) Vice-President of External Affairs**

- Assists the President on external affairs.
- Acts on behalf of the President on external affairs.
- Responsible for cultural and social activities.
- Supports the Executive Director.

#### **c) Vice-President of Internal Affairs**

- Assists the President on internal affairs.
- Acts on behalf of the President on internal affairs.
- In charge of planning the activities of the Corporation.
- Support the Executive Director.

#### **d) General Secretary**

- Assists the President and Vice Presidents in the management of documents, responsible for Corporation records, and takes minutes of the Executive Committee and Board meetings.
- In charge of administrative matters and, keeping essential documents of the Corporation such as the By-law, Rules and Regulations.
- Responsible for preparing documents that reflect the decisions of the EC, Board and the General Assembly.
- Responsible for the preparation of the minutes of the EC, Board and the GA meetings.
- Organizes activities of the Board.
- Carries out the above plans and report the outcomes to the Board.

#### **e) Treasurer**

- Responsible for keeping of the financial records of the Corporation.
- Reviews and approves the financial reports of the Executive Director to be presented at the regular meetings of the Board.
- Manages the Corporation properties and bank accounts.
- Monitors the process of annual tax return filing of the Corporation.
- Reports on the audited financial statements of the Corporation at the Annual General Assembly.
- Maintain and preserve all financial statements mentioned above.

### **8.03 Duties**

- Operate Corporation activities according to By-Law and Rules and Regulations of the Corporation.
- Be accountable to the General Assembly.
- Co-ordinate activities of the Corporation with other associations.
- Help to fulfill all social activities as per required by various Government grants and funds.
- Develop short and long term plans for the operation and activities of the Corporation.

## **CHAPTER 9: RESIGNATION AND PLURALITY**

### **9.01 Resignation**

- a) When Board members are unable to serve their full term, they must send their resignation letters to the Board stating their reason or reasons.
- b) The resignation becomes effective on the 30th day the resignation is received by the Corporation.
- c) The Board then must convene a meeting to elect their interim replacements.

### **9.02 Interim Assignment**

In the case a member of the EC must be absent for a short time due to any reason, the President shall assign a member of the Board to take over the position temporarily.

In the case the absent member is the President, the Vice-President of External Affairs, Vice-President of Internal Affairs or the General Secretary, in succeeding order, will take over her position temporarily.

## **CHAPTER 10: ADVISORY COUNCIL**

### **10.01**

The Advisory Council consists of an unlimited number of members who are invited by the Board.

### **10.02**

The Advisory Council gives advice to the Board.

### **10.03**

The term of the Advisory Council ends at the same time as that of the Board.

## **CHAPTER 11: PROPERTY/ASSETS AND SPENDING**

### **11.01 Property / Assets**

Property/assets of the Corporation include:

- Membership fees and donations;
- Grants from organizations or governments for social activities;
- Fundraising events.

### **11.02**

Finances of the Corporation must be deposited into accounts at a Canadian bank.

### **11.03**

All spending has to be made with cheques.

### **11.04**

Receipts are required for any/all spending.

### **11.05**

There should be two (2) signatures: that of the Treasurer and the other of the President or the Executive Director on all Corporate cheques.

### **11.06 Borrowing Power**

No director shall be authorized to conduct any financial transaction or commitment, or borrow money on the credit of the Corporation, without the prior approval of the Board.

## **CHAPTER 12: AUDITOR**

The auditor shall be an independent chartered accountant or firm of chartered accountants. The Board is responsible for ensuring that the members present at Annual General Assembly receive a written report on the financial position of the Corporation. Such financial reports should be audited by the Auditor.

## **CHAPTER 13: RULES AND REGULATIONS**

### **13.01**

This By-Law document is attached with the Corporation Rules and Regulations.

### **13.02**

Articles and sections related to specific operation that are not addressed in this By Law will be addressed in the Rules and Regulations of the Corporation.

### **13.03**

The Board is responsible to develop the Rules and Regulations of the Corporation.

## **CHAPTER 14: APPROVAL OF BY-LAW**

Corporation By-Law takes effect immediately upon the approval of the General Assembly.

## **CHAPTER 15: AMENDMENTS**

### **15.01**

All chapters, articles and clauses of the Corporation By-Law can be amended to adapt to the actual situation.

### **15.02 Approval and Effective date**

- a) The Board may from time to time in accordance with the Act amend or repeal and replace any By-law.
- b) The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.
- c) The by-law, amendment or repeal is effective from the date of the resolution of the directors. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed.

## **CHAPTER 16: MERGING AND DISSOLUTION**

### **16.01**

In the case the existence of the Corporation is no longer required, the Corporation shall be dissolved. Also, in the case a merger is required for the purpose of consolidation, the Corporation shall be consolidated.

### **16.02**

A Decision for the dissolution or merging of the Corporation as stated in 16.01 is made by the General Assembly with a vote of above 75% members.

### **16.03**

Duties of the Board and the Audit Committee shall only expire 30 days after the handover of the Corporation assets.

## **CHAPTER 17: REPEAL AND TRANSITION**

- a) All previous Corporation By-law are repealed as of the coming into force of this By-Law.
- b) This By-Law is not retroactive and will not affect activities and decisions made pursuant to any such By-Law prior to its repeal.

The undersigned, Directors of VWAT Family Services and members of the Executive Committee vested by the power of the General Assembly and the Board of Directors, hereby sign the foregoing resolution.

Dated in Toronto, Ontario, Canada September 15, 2024

Chair and President  
VWAT FAMILY SERVICES

Signature: \_\_\_\_\_  
Name: Hoang, Binh Minh

Secretary  
VWAT FAMILY SERVICES

Signature: \_\_\_\_\_  
Name: Le, Kim Cuong