

**Nigerian Canadian Association Council of Presidents
(NCACP)**

Bylaws

June 2024.

First Draft (As amended)

V2.0

1. Introduction

1.1 Name

The name of the association shall be **Nigerian Canadian Association Council of Presidents** (hereinafter referred to as the "**Association**" or "**NCACP**").

1.2 Status

The Nigerian Canadian Associations Council of Presidents (NCACP) shall be defined as a Non-Profit organization? (Pending: More of NFP)

1.3 Core Values

The Nigerian Canadian Association Council of Presidents (NCACP) is a distinguished body dedicated to enhancing the collective impact of Nigerian Canadian Associations, ensuring that the community's voice is heard, and its needs are met. The council's initiatives are designed to empower members, promote cultural heritage, and contribute positively to the broader Canadian society through:

1.3.1 **Unity:** A unifying platform that brings all Nigerian Canadian Associations

Presidents in all Canadian Provinces under a common umbrella to promote solidarity and a shared sense of purpose.

1.3.2 **Cooperation:** Encouraging collaborative efforts among member associations to

address unique or common challenges faced by Nigerians in Canada and leverage collective strengths.

1.3.3 Mutual Support: Providing a support network for member associations, helping them navigate challenges and celebrate successes.

1.4 Mission

To create a strong, thriving, and cohesive network of leaders who work collaboratively to address the challenges faced by Nigerians in Canada and leverage the opportunities facing our communities. Promote the image and welfare of Nigeria and Nigerians.

1.5 Vision

Advocates for our shared interests and provides opportunities for growth and development. Uphold the values of integrity, inclusivity, and excellence in leadership endeavors, ensuring that every member feels valued, supported, and empowered.

1.6 Objectives

To serve as the official liaison and advocate group between the Nigeria High Commission in Canada, the Government and Government officials of the Federal Republic of Nigeria, the Government and Government officials of Canada and every Nigerian living in Canada. Through collective effort and shared vision, the council aims to make a positive and lasting impact on the lives of Nigerian Canadians across the country.

1.6.1 Foster Unity:

- a) **Promote Cultural Integration:** Encourage the celebration and preservation of Nigerian culture, traditions, and values within the Canadian multicultural landscape.

- b) **Build Community Ties:** Strengthen relationships among various Nigerian Canadian Associations and individuals through regular events, forums, and networking opportunities.
- c) **Support Inclusivity:** Ensure that all NCACP members and the Nigerian Canadian population, regardless of their background, have a voice and feel included in the community's activities and decisions.

1.6.2 Enhance Cooperation:

- a) **Collaborative Initiatives:** Promote collaborative projects and programs that benefit the Nigerian Canadian communities, such as educational workshops, health initiatives, and economic development projects.
- b) **Resource Sharing:** Facilitate the sharing of resources, knowledge, and expertise among member associations to maximize impact and efficiency.
- c) **Advocacy:** Represent and advocate for the interests of Nigerian Canadians at local, provincial, and federal levels of government, as well as within other relevant institutions and organizations.

1.6.3 Provide Mutual Support:

- a) **Support Networks:** Establish support networks to assist members in times of need, including mentorship programs, career counseling, and social support services.

- b) **Information Dissemination:** Create a centralized information hub to provide timely and accurate information on issues affecting the Nigerian Canadian communities, such as immigration, legal matters, and diplomatic services.
- c) **Crisis Assistance:** Develop mechanisms to provide aid and support during emergencies or crises, ensuring members have access to necessary resources and assistance.

1.6.4 Ensure Effective Governance:

- a) **Leadership Structure:** Establish a clear and transparent leadership structure that delineates roles, responsibilities, and decision-making processes within the council.
- b) **Operational Guidelines:** Develop comprehensive operational guidelines to ensure consistency, accountability, and efficiency in the council's activities and initiatives.
- c) **Regular Review:** Implement regular reviews and evaluations of the council's performance and governance practices to identify areas for improvement and ensure alignment with the council's objectives.

1.6.5 Clear Structure for Leadership and Operational Activities:

- a) **Committee Formation:** Create specific committees and task forces as needed to address particular issues, projects, or initiatives, ensuring focused and effective action.

- b) **Documentation and Reporting:** Maintain thorough documentation of meetings, decisions, and activities, and ensure transparent reporting to all member associations.
- c) **Strategic Planning:** Engage in strategic planning to set long-term goals, priorities, and action plans that guide the council's efforts and ensure sustainable progress.

2. Membership

2.1 Membership of the Council shall be open to all sitting Presidents of Nigerian Canadian Associations (NCA) in the ten (10) provinces and three (3) territories in Canada.

2.2 **Membership** is granted to any individual of Nigerian heritage residing in Canada who holds the office of the President of any Nigerian Canadian Association and commits to abide by the Bylaws of the Council, as well as promote the mission, affairs, and activities of the Council as required hereunder, subject to being in good standing with regards to membership fees. A member shall have the right to:

- a) Be heard and contribute to any issues affecting members or activities of the Council.
- b) Vote at any meeting of Members of the Council.
- c) Vote by proxy at the Annual General Meeting of the Council where the elections of the Executive and Trustees are held.
- d) Receive notice of any general meeting of Members.
- e) Be free to contact the Council Secretariat for issues of concern.

2.3 Membership Obligation

2.3.1 Membership Fee: There shall be a non-refundable annual membership due to be charged to the NCA chapter on behalf of the council member from each of the President Members of the Council in the amount specified hereunder.

2.3.2 Fee Amount: Subject to future amendment of this Bylaw and until changed by a two-thirds (2/3) majority vote of Members in attendance at an Annual General Meeting, the applicable annual membership dues shall be \$200 for each member.

2.3.3 Active Participation: Attend and actively participate in all council meetings and events. Contribute to discussions, share insights, and provide constructive feedback to help shape council decisions.

2.3.4 Adherence to Council Framework: Follow the established framework and guidelines set forth by the council to ensure consistency and effectiveness in operations. Respect the council's leadership structure and contribute to its integrity and functionality.

2.3.5 Commitment to Ethical Conduct: Uphold the highest standards of integrity, transparency, and accountability in all council-related activities. Foster a culture of respect, inclusivity, and fairness in interactions with fellow members and the broader community.

2.4 Membership Benefits

Neither the Executive Officers nor the Trustees of the Council, as well as members of any committees established pursuant to these Bylaws, are entitled to any remuneration or

compensation as a result of the office they hold in the Council. For greater certainty, no Executive Officer, Trustee, or committee member of the Association will receive any salary, fee, or compensation of any kind whatsoever for services provided to the Association or its members as a result of these Bylaws. Membership in the NCACP provides numerous benefits which can be categorized into personal, professional, and organizational advantages, ranging from:

2.4.1 Networking Opportunities: Opportunity to network with other Nigerian community leaders across Canada, facilitating the sharing of ideas, experiences, and best practices.

2.4.2 Advocacy and Representation: Be part of a collective voice that advocates for the interests and needs of the Nigerian Canadian community at various governmental and organizational levels.

2.4.3 Capacity Building: Access to leadership training programs and resources to enhance governance skills and organizational management.

2.4.4 Visibility and Recognition: Increased visibility and recognition through NCACP platforms for various awards and recognitions celebrating outstanding community service and leadership.

2.4.5 Mentorship and Guidance: Opportunities to mentor emerging leaders within the Nigerian Canadian community or receive mentorship from experienced leaders.

3. Executive Council

The management of the activities of the Council shall be vested in the officers who, in addition to the powers and authorities by these Bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Council and are not hereby or by statute expressly directed or required to be exercised or done by the Council in general meeting.

3.1 Executive Officers of the Council

The duties of the executive council shall, amongst others, include the following:

- a) **Policies and Procedures:** Make policies and procedures as may be deemed necessary to guide the affairs of NCACP.
- b) **Committee Appointments:** Appoint the Chairs and the members of the Standing and Special Committees in accordance with the applicable Governance Policies of NCACP.
- c) **Record Keeping:** Ensure that all necessary books and records of NCACP are regularly and properly kept.
- d) **Committee Creation:** Create committees and establish terms of reference for them.
- e) **Auditor Appointment:** Recommend the appointment of an independent auditor where necessary.

- f) **Transition of Duties:** Each officer shall ensure a smooth transition of duties to his/her successor by submitting a comprehensive handover note to the successor.

3.2 The officers may hold as many meetings as the business of the Council may require, which meetings shall be called by the secretary orally or in writing through official or social media platform to each officer within a reasonable amount of time before the meeting is to take place.

3.2.1 The Chairperson shall be entitled to vote as a member of the Council and, in the case of an equality of votes, he/she shall have a casting vote in addition to the vote to which he/she is entitled as a member of the Committee. When a meeting is presided over by the Vice-Chairperson, he/she shall have the casting vote.

3.2.2 The leadership of the Council shall be made up of five (5) officers with their corresponding core duties highlighted below:

- a) Chairperson
- b) Vice-Chairperson
- c) Secretary
- d) Financial Secretary
- e) Public Relations Officer (PRO)

3.3 The duties of the leadership of the Council shall, amongst others, include the following:

3.3.1 Chairperson:

- a) Shall provide overall leadership and direction to the council.
- b) Shall preside over all council meetings and ensure orderly conduct.
- c) Shall represent the council in all official capacities and act as the spokesperson for the council.
- d) Shall facilitate the implementation of council decisions and initiatives.
- e) Shall oversee the formation of committees and appoint committee members as needed.
- f) Shall ensure effective communication and collaboration among council members.

3.3.2 Vice-Chairperson:

- a) Shall assist the Chairperson in their duties and act on their behalf in their absence.
- b) Shall coordinate specific projects and initiatives as assigned by the Chairperson.
- c) Shall support the Chairperson in representing the council in official capacities.
- d) Shall work with the Secretary to ensure the effective implementation of council decisions.
- e) Shall oversee the activities of committees and provide guidance as needed.

3.3.3 Secretary:

- a) Shall prepare and distribute meeting agendas in consultation with the Chairperson.
- b) Shall record and maintain accurate minutes of all council meetings.
- c) Shall manage the council's correspondence and official documents.
- d) Shall ensure timely communication of council decisions, actions, and important information to all members.
- e) Shall maintain an up-to-date directory of council members and contact information.
- f) Shall assist in the preparation of reports and documentation required for council activities.

3.3.4 Financial Secretary:

- a) Shall manage the council's financial resources and maintain accurate financial records.
- b) Shall prepare and present financial reports at each council meeting.
- c) Shall develop and oversee the council's budget in collaboration with other leadership members.
- d) Shall ensure timely payment of bills and proper documentation of all financial transactions.

- e) Shall coordinate fundraising activities and initiatives to support the council's projects.
- f) Shall ensure compliance with all financial regulations and reporting requirements.

3.3.5 Public Relations Officer (PRO):

- a) Shall manage the council's public image and communication strategies, including social media, press releases, and newsletters.
- b) Shall develop and implement outreach programs to promote the council's activities and initiatives within the Nigerian Canadian community.
- c) Shall coordinate the promotion of council events and programs, ensuring wide visibility and participation.
- d) Shall serve as a liaison between the council and the community, gathering feedback and addressing concerns to enhance the council's impact.

3.4 Officers Appointment Process

3.4.1 Eligibility for Election: To ensure that our leadership reflects our mission, vision, and core values, the following eligibility criteria have been established for individuals seeking to contest in the election for Executive Officers of the Council. Election can be through an open ballot using an electronic poll or through a secret ballot which will be dependent and decided upon by a majority of members.

- a) **Membership Status:** Must be a registered and active member of the Nigerian Canadian Association for at least six months prior to the election. Must be in good

standing with the Council, having no outstanding dues or unresolved disciplinary actions, and attend at least 80% of the council meetings.

- b) **Leadership Experience:** Must have served in a leadership position within the Nigerian Canadian community, either in a local chapter or within the NCACP. Demonstrated commitment to the values and mission of the NCACP through active participation in community activities and initiatives.
- c) **Residency:** Must be a Canadian Citizen. Should have resided in Canada for at least three consecutive years prior to the election.
- d) **Professional and Educational Background:** Must possess a minimum of a university degree or equivalent. Demonstrated skills in leadership, management, and community organization.
- e) **Character and Integrity:** Must have a reputation for integrity, honesty, and ethical behavior both within the Nigerian Canadian community and the broader society with no criminal record. Must not have any criminal convictions that could impair their ability to serve effectively.
- f) **Commitment to Service:** Must be willing to commit the time and effort required to fulfill the responsibilities of the Executive Officer role, including attending meetings, participating in events, and leading initiatives. Must agree to uphold the constitution and bylaws of the NCACP and work collaboratively with other members of the Executive Council.

- g) **Endorsements:** Should provide a written statement to the Council of their intent, outlining their vision, goals, and plans for contributing to the growth and development of the NCACP.

3.5 Election Process

A three-person nonpartisan election committee will be formed and adopted by the general membership. The election committee will:

3.5.1 Call for Expression of Interest/Nomination: Announce the call for nominations at least 20 days prior to the election date. This can be done through official communication channels such as email, WhatsApp, the organization's website, and meetings.

3.5.2 Nomination Form: Provide a standardized nomination form that must be completed by the nominator and the nominee.

3.5.3 Screening and Vetting: The Committee reviews all nominations to ensure candidates meet the eligibility criteria and have submitted all required documentation.

3.5.4 Announcement of Candidates: Publish the list of vetted candidates at least 15 days before the election, along with their profiles and vision statements.

3.5.5 Campaign Guidelines: Provide clear guidelines for campaigning, ensuring fairness and respect among candidates. Organize forums or meetings where candidates can present their platforms and answer questions from members.

3.5.6 Election: Set and announce the election date well in advance. Elections should ideally be held during a General Assembly or Annual General Meeting. Considering the

various locations of members, the Voting Method shall be online voting to ensure security, transparency, and accessibility to all eligible members. The Committee shall specify the voting period, including start and end times, to allow sufficient opportunity for all members to participate. The Committee shall announce the election results promptly both during the meeting and through official communication channels.

3.6 Tenure of Office

NCACP aims to maintain dynamic and effective leadership that continuously works towards the betterment of the Nigerian Canadian community.

- a) **Term Duration:** All officers of the Council shall hold office for a period of 1 year, after which they can be re-elected (total of 2 years at an instance).
- b) **Term Limits:** An officer of the Council shall be ineligible for re-election to a position in the executive council after 2 consecutive terms in the same position. However, such an officer is eligible for the same or another position in the Executive Council if he/she chooses after 1 year as an ordinary member.
- c) **Vacancy:** Contest into any of the offices will be conducted as the office becomes vacant, either by the ineligibility of the current officer to be a member or due to disciplinary action. No office(s) should be vacant for more than 21 days before a replacement is made.

4. Board of Trustees

The Board of Trustees (BoT) of the Nigerian Canadian Association Council of Presidents (NCACP) serves as the governing body responsible for the strategic direction, oversight, and long-term sustainability of the organization. The Board of Trustees shall be made up of reputable individuals with irrefutable contributions to society. This body shall consist of thirteen (13) non-executives, each member representing each of the ten (10) provinces, NCA's and three (3) territories, nominated by the President of such Provincial or Territory.

4.1 Eligibility

- a) Should have significant experience in leadership roles, preferably within non-profit organizations, community groups, or relevant professional fields.
- b) Possess key skills and expertise in areas such as governance, finance, fundraising, legal matters, strategic planning, and community engagement.
- c) Have a reputation for integrity, ethical conduct, and sound judgment.

4.2 Responsibilities

- a) Provide oversight and input into the strategic direction of the organization, ensuring alignment with the mission and vision.
- b) Ensure that the organization complies with all legal and regulatory requirements.
- c) Monitor the financial health of the organization through regular financial reports and audits.
- d) Oversee fundraising strategies and initiatives to ensure financial sustainability.
- e) Ensure there are plans in place for board and executive leadership succession.

- f) Foster relationships with key stakeholders, including donors, partners, and community organizations.
- g) Conduct regular self-assessments to evaluate the effectiveness of the board.
- h) Disclose any potential conflicts of interest and abstain from voting on matters where a conflict exists.

4.3 Tenure of Office

- a) Each member of the Board of Trustees can serve a term of two (2) years, renewable yearly.
- b) Trustees may serve a maximum of two (2) consecutive terms. After serving two consecutive terms, a Trustee must step down for at least one term before being eligible for re-election or reappointment.
- c) To ensure continuity and stability, the terms of the Trustees will be staggered. This means that approximately half of the Trustees will be up for election or reappointment each year. This approach helps maintain experienced leadership on the Board while bringing in fresh perspectives regularly.
- d) Outgoing Trustees will be expected to assist with the transition process to ensure a smooth handover of responsibilities to incoming Trustees.
- e) The performance of Trustees will be reviewed periodically to ensure they are meeting their responsibilities and contributing effectively to the Board's work.
- f) Trustees may be removed from office before the end of their term for reasons such as misconduct, failure to fulfill duties, conflict of interest, or other actions deemed detrimental to the organization. The removal process will involve a formal petition,

review, and vote by the Board of Trustees requiring a two-thirds majority to pass. To begin the removal process, a petition needs to be submitted to the B.O.T Ethics committee.

5. Advisory Committee

5.1 Establishment and Composition

An Advisory Committee shall be established to preserve institutional knowledge and expertise, facilitate leadership transition, and support the strategic continuity of the Council.

- a) The Advisory Committee shall be composed of the Council immediate past Chairman, immediate past General Secretary, and immediate past Treasurer of the Council.
- b) These individuals shall be designated as Advisory Members upon the completion of their respective tenures.

5.2 Role and Authority

- a) Advisory Members shall serve in a non-voting capacity, offering guidance, institutional knowledge, and transition support to the current Executive Council.
- b) Advisory Members may be excluded from in-camera/in-person sessions at the discretion of the Executive Council.

5.3 Term of Service

- a) The Advisory Committee members shall serve for a single term of one (1) year,

beginning from the date of assumption of their role on the committee.

b) No extension of tenure shall be granted beyond the one-year term.

5.4 Limitations

The Advisory Committee shall not exercise executive authority or participate in Council voting matters but shall operate strictly in an advisory capacity unless otherwise requested by the Executive Council.

6. Petition Against Misconduct of an Executive Officer

- a) **Identify Misconduct:** Recognize the behavior or action that constitutes misconduct. This can include unethical behavior, abuse of power, financial impropriety, violation of bylaws, or other actions detrimental to the NCACP.
- b) **Document Evidence:** Collect detailed information and evidence related to the misconduct. This may include dates, times, descriptions of incidents, witness statements, and any supporting documents such as emails, texts, or financial records.
- c) **Draft and Submit the Petition:** Ensure the petition is in a clear, concise, and formal format. Include contact information for the primary petitioner.
- d) **Acknowledgment and Initial Review:** The Ethics Committee acknowledges receipt of the petition within 7 days, providing confirmation to the primary petitioner.
- e) **Initial Review:** The Ethics Committee conducts an initial review of the petition to assess its validity and seriousness. This may involve preliminary discussions with the petitioner(s) and the accused Executive Officer. If necessary, the panel may

recommend interim measures to ensure the integrity of the investigation and the safety of all parties involved.

- f) **Communication of Decision:** The decision is communicated in writing to the petitioner(s) and the accused within 14 days of the Ethics Committee's review.
- g) **Filing an Appeal:** If either party is dissatisfied with the decision, they may file an appeal within 14 days of receiving the decision.
- h) **Final Decision:** The Executive Board reviews the appeal and makes a final decision within 30 days. This decision is binding and is communicated to all parties involved.
- i) **Confidentiality:** All proceedings related to the petition will be conducted with strict confidentiality to protect the privacy of all parties involved.

7. Meetings and Procedures of NCACP

Subject to the voting requirements in these Bylaws, including without limitation the qualification to vote at any meeting of Members, each Member in good financial standing with the Association shall be entitled to one vote on any issue. For greater certainty, proxy voting is permitted only for the election of Executive officers of the Association.

- a) **Regular Meetings:** Regular meetings will be held on a bi-monthly basis. A meeting schedule for the entire year will be established at the beginning of each year, with dates and times communicated to all members.
- b) **Special Meetings:** Special meetings may be called as necessary to address urgent matters.

- c) **Annual General Meeting (AGM):** The AGM will be held once a year. The date and time of the AGM will be set well in advance and communicated to all members. The AGM will cover annual reports, elections, major decisions, and strategic planning.
- d) **Quorum:** A quorum is defined as at least 50% of the total number of participating members. A quorum is required to conduct official business and make binding decisions.
- e) **Voting:** Decisions will be made by a majority vote of the members present, provided a quorum is met. Voting can be conducted by a show of hands, voice vote, electronic poll, or secret ballot as deemed appropriate. In the event of a tie, the President will cast the deciding vote.

8. Financial Planning and Management

This will ensure the sustainable and efficient use of resources to achieve the Council's vision, mission, and core values among the Nigerian Canadian communities.

Key Components:

8.1.1 Budgeting:

- a) **Annual Budget:** Develop a comprehensive annual budget outlining projected income and expenses. This includes membership fees, donations, event revenues, grants, and other funding sources.
- b) **Approval Process:** Present the budget to the council for approval. Ensure transparency and provide detailed justifications for each budget line item.

- c) **Monitoring:** Regularly monitor actual income and expenses against the budget.
Adjust as necessary to address variances.

8.1.2 Income Management:

- a) **Revenue Streams:** Identify and diversify revenue streams to ensure financial stability. This includes membership fees, fundraising events, grants, and sponsorships.
- b) **Collection Process:** Implement efficient processes for collecting membership dues and other revenues. Utilize online payment systems to facilitate easy and timely payments.
- c) **Grants and Sponsorships:** Actively seek grants and sponsorship opportunities to support various programs and initiatives. Ensure compliance with grant requirements and reporting.

8.1.3 Expense Management:

- a) **Cost Control:** Implement cost-control measures to ensure expenditures are necessary and within budget. Regularly review expenses to identify and eliminate unnecessary costs.
- b) **Approval Protocols:** Establish clear protocols for approving expenses. Require documentation and approval for all expenditures to maintain accountability.
- c) **Vendor Management:** Negotiate favorable terms with vendors and service providers. Ensure contracts are in place for major expenditures and services.

8.1.4 Financial Reporting:

- a) **Regular Reports:** Prepare regular financial reports (monthly, quarterly) for review by the Executive Officers and council members. Reports should include income statements, balance sheets, and cash flow statements.
- b) **Transparency:** Maintain transparency in all financial dealings. Make financial reports accessible to members upon request to build trust and confidence.
- c) **Annual Audit:** Conduct an annual audit of the association's financial records by an independent auditor. Present audit findings to the council and address any identified issues.

8.2 Fundraising and Reserves:

- a) **Donor Engagement:** Develop a donor engagement strategy to build and maintain relationships with donors. Provide regular updates on how their contributions are making an impact.
- b) **Reserve Fund:** Establish a reserve fund to provide financial stability in times of unexpected expenses or revenue shortfalls. Determine an appropriate reserve target and contribute to it regularly.

8.3 Compliance and Risk Management:

- a) **Regulatory Compliance:** Ensure compliance with all relevant financial regulations and reporting requirements. This includes tax filings, grant reporting, and other legal obligations.

- b) **Risk Management:** Identify financial risks and develop strategies to mitigate them.

This includes having appropriate insurance coverage and maintaining internal controls to prevent fraud.

9. Bank Account and Signatories

The Council shall maintain bank account(s) as may be recommended by the Council's leadership.

There shall be three signatories to the account(s). The signatories to the Association's account(s) for the opening of an account or withdrawing funds from the account(s) or any transaction that involves any charge on the Council funds shall be signed by two signatories to the account(s) with the Chairperson as the primary signatory and any of either the Financial Secretary or Secretary.

On no account shall any of the above officers or any member of the Council act alone as sole signatory in dealing with the Council's bank account(s), save for the purpose of depositing funds therein or transactions that may charge the Council's funds subject to the approval of the Council leadership.

10. Amendment of the NCACP Bylaws and Association Dissolution

- a. These Bylaws shall not be suspended, altered, or added to except by a Special Resolution of Members passed at a duly convened general meeting.
- b. Special Resolution shall mean a majority of not less than three-quarters of such Members entitled to vote and are present in person at a duly-called general meeting

in which a quorum is formed and of which twenty-one (21) days written notice specifying the intention to propose such a Special Resolution has been given to Members in the manner provided herein.

11. Dissolution

In the event of dissolution or liquidation of the Association: All assets remaining after payment of liabilities will be distributed to one or more recognized Canadian charitable organizations as determined by the Members in a general meeting as advised by the Executive. Should they fail to do so, then the appointed liquidator shall nominate such charitable organization.

12. Appreciation

Special appreciation for the commitment of the team that worked on this Draft.