

# THE JAMAICA ASSOCIATION OF MONTREAL INC.



## BY-LAWS

WE GROW BECAUSE WE SERVE

UPDATED ON OCTOBER 28, 2021  
AND APPROVED BY THE MEMBERS AT THE ANNUAL GENERAL MEETING  
ON DECEMBER 11, 2021

JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

**TABLE OF CONTENTS**

**BY-LAW ONE: GOVERNANCE**

<b>PART 1: OVERVIEW OF THE CORPORATION</b>	<b>3</b>
<b>PART 2: MEMBERS</b>	<b>4</b>
<b>PART 3: DUES</b>	<b>5</b>
<b>PART 4: MEMBERS' MEETINGS</b>	<b>6</b>
<b>PART 5: BOARD OF DIRECTORS</b>	<b>8</b>
<b>PART 7: BOARD ELECTION &amp; PROCESS</b>	<b>14</b>
<b>PART 8: FINANCIAL YEAR, ACCOUNTS &amp; AUDIT</b>	<b>17</b>
<b>PART 9: CONTRACTS, CHEQUE DRAFTS &amp; BANK ACCOUNTS</b>	<b>17</b>
<b>PART 10: DECLARATIONS</b>	<b>18</b>
<b>PART 11: INTERPRETATIONS</b>	<b>19</b>
<b>BY-LAW TWO: INDEMNIFICATION OF OFFICERS &amp; DIRECTORS</b>	<b>20</b>
<b>BY-LAW THREE: BORROWING</b>	<b>21</b>

## **PART 1: OVERVIEW OF THE CORPORATION**

### **ARTICLE 1.1: NAME**

- 1.1.1 The corporate name of the Corporation is JAMAICA ASSOCIATION OF MONTREAL INC. referred to herein as the Corporation.

### **ARTICLE 1.2: MISSION & OBJECTIVES**

- 1.2.1 The objects of the Corporation as set out in its Letters Patent, as amended, are to establish, maintain, and conduct a social club for the accommodation, recreation, and convenience of the members of the Corporation; and to raise moneys for educational purposes.
- 1.2.2 The mission of the Corporation is to assist in improving and enhancing the quality of life for the Jamaican Community
- 1.2.3 In fulfilling this Mission, the Corporation manages its operations to ensure the development of the community through economic educational, cultural, and social activities by achieving the following objectives:
1. To celebrate, promote and support positive values of Jamaican traditions, customs, and language.
  2. To improve the quality of life for Jamaicans and all those who ascribe to the goals and Mission of the Association.
  3. To provide cultural, social and education programs and activities for all (children, youth, young adults, adults, and seniors)
  4. To advocate on behalf of the community and to empower community members on economic, social, political, educational fronts
  5. To foster cultural identity and appreciations for all generations of Jamaicans in Montreal as well as to foster cultural integration with the aim of developing an anti-racist society in Montreal, Quebec, and Canada.
  6. To collaborate with other community organizations and agencies that share similar visions, values, and goals.
  7. To acquire and hold a property through purchase, bequest, lease, or other means to adequately house the Association

### **ARTICLE 1.3: CORPORATE SEAL**

- 1.3.1 The corporate seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the year of its incorporation.

JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

**ARTICLE 1.4: OFFICE LOCATION**

- 1.4.1 The head office and chief place of business of the Corporation shall be in the city of Montreal in the Province of Quebec.

**ARTICLE 1.5 NON-PROFIT STATUS**

- 1.5.1 The Corporation is incorporated in Quebec as a non-profit organization (*OSBL – organisme sans but lucratif*) under *Loi sur les compagnies* (LRQ chapter c-38, part III) registered on June 15, 1970 and registered under the number 1141772351.
- 1.5.2 The work of the Corporation is carried out without the purpose of gain for its members and to fulfill the Mission of the Corporation.

**PART 2: MEMBERS**

**ARTICLE 2.1: CLASSES AND QUALIFICATIONS**

- 2.1.1 There shall be two (2) categories of membership:
1. Active Members;
  2. Lifetime Members
- 2.1.2 New members shall only become Active Members with voting rights after having paid their annual dues for one year.
- 2.1.3 Active Members have the right to receive notice of membership meetings, vote at those meetings and be eligible to become a member of the Board.
- 2.1.4 Active Members shall be those persons of Jamaican heritage or other individuals who interested and committed to the mission and objects of the Corporation whose applications for Active Membership in the Corporation have been approved and accepted by the Board of Directors of the Corporation and who have paid their annual dues on time. Only the Board of Directors of the Corporation may approve and accept applications for Active Membership in the Corporation.
- 2.1.5 The membership year is the fiscal year, October 1 – September 30. Fees are due on or before September 30 to be eligible to vote at the Annual General Meeting in December.
- 2.1.6 Lifetime Members are Active Members who have demonstrated long time commitment to the Corporation They have been proposed and accepted by the Board of Directors.

**JAMAICA ASSOCIATION OF MONTREAL BYLAWS**  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

The Board of Directors can approve one new lifetime membership per calendar year.  
Lifetime members are exempt from payment of annual dues.

**ARTICLE 2.2: APPLICATION**

- 2.2.1 Applications for Active Membership shall be made in writing on the form prescribed by the Board of Directors and must be approved by the Board.

**ARTICLE 2.3: VOTING RIGHTS**

- 2.3.1 Active Members and Lifetime Members have the right to vote at all meetings of the members of the Corporation. Each member has one vote. There is no proxy voting.

**ARTICLE 2.4: RESIGNATION AND REMOVAL**

- 2.4.1 Any member may resign at any time.
- 2.4.2 The Board may, by resolution, suspend or permanently revoke the membership of any Active Member whom they determine to have failed to continue to meet the eligibility criteria or to abide by the Corporation's bylaws and policies.
- 2.4.3 The Board's decision will be made after having given the individual in question a chance to express their perspective. The subsequent decision will then be final and without appeal.

**PART 3: DUES**

**ARTICLE 3.1 DUES**

- 3.1.1 Membership dues shall be paid by on a yearly basis no later than September 30 of each year.
- 3.1.2 The board of directors shall determine the annual dues for the coming year at least 60 days in advance of the fiscal year end, and publish the dues on the Corporation's website
- 3.1.3 Paid up members will obtain certain benefits that include a membership card and special offers through the Corporation and in the community at large.
- 3.1.4 Members will be provided with reasonable notice respecting the deadline for payment of dues for members to be able to exercise their voting rights.

## **PART 4: MEMBERS' MEETINGS**

### **ARTICLE 4.1: MEMBERS' MEETINGS**

- 4.1.1 Members meetings shall be convened 8 months of the year on a Saturday evening in the following months: February, March, April, May, June, September, October, and November.
- 4.2.1 The Board of Directors shall determine the date for each meeting and publish meeting dates at least 15 days in advance of each meeting on the Corporation's website

### **ARTICLE 4.2: ANNUAL GENERAL MEETING**

- 4.2.1 The Annual General Meeting of the Members of the Corporation shall be held on such date:
1. once at least in every fiscal year;
  2. not later than three (3) months from the end of the Corporation's financial year;
  3. not later than the last day of December of the same year;
- 4.2.2 The notice of the annual meeting of the Members of the Corporation shall be sent to Members no later than the first day of November.
- 4.2.3 Annual general meetings of the Members of the Corporation shall be held at the head office of the Corporation or at such other place, within the Province of Quebec, as may be determined by resolution of the Board of Directors.
- 4.2.4 If the Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of telephonic, electronic, or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic, or other communication facility that the Corporation has made available for this purpose.
- 4.2.5 The Board may determine that a meeting of Members shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting. The Board may establish procedures regarding the holding of meetings of Members by such means.

**JAMAICA ASSOCIATION OF MONTREAL BYLAWS**  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

- 4.2.6 Votes shall be determined by a show of hands, voting credentials, or using an electronic voting system with respect to a hybrid or fully virtual meeting, unless a recorded ballot is requested by a Voting Member.

**ARTICLE 4.3: SPECIAL MEETINGS**

- 4.3.1. Special general meetings of the Members may be called at any time by the President, or a Vice-President and under authority of a resolution of the Board of Directors.
- 4.3.2 A special general meeting shall be called whenever at least 20 per cent (20%) of the Members in good standing request such a meeting in writing.
- 4.3.3 Any such resolution or request shall specify the object for which the meeting is to be called. The notice of a special general meeting of members shall state in specific terms the purpose(s) of such meeting.
- 4.3.4 The President or, in his/her absence, a Vice-President, shall upon adoption of such resolution or on receipt of such a request cause the meeting to be called by the Secretary.
- 4.3.5 A special general meeting of the Members shall be held at the head office of the Corporation or at such other place, within the City of Montreal, as may be determined by resolution of the Board of Directors, or pursuant to Sections 4.2.4 and following.

**ARTICLE 4.4: NOTICE OF MEETINGS**

- 4.4.1 Notice specifying the place, day, and hour of each annual and each special general meeting of the Members shall be provided in writing by letter or by email to all eligible to vote who have provided their address at least seven (7) days before the date fixed for the meeting. Written notice shall also be posted at the head office of the organization and on its website.
- 4.4.2 Irregularities in sending or giving of the notice the accidental omission to give notice of any meeting to any member, or the non-receipt of any such notice by any of the members shall not invalidate any meeting date.

**ARTICLE 4.5: CHAIRMAN**

- 4.5.1 The President or, in his/her absence, any Vice-President shall preside at the members' meeting.
- 4.5.2 If the President and the Vice-Presidents are all absent, the Treasurer or a Director may act as the Chairman for that meeting.

JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

**ARTICLE 4.6: QUORUM**

- 4.6.1 For the purpose of Members' meetings fifteen (15) members shall constitute a quorum.
- 4.6.2 All decisions will be made by a majority vote of 50%+1 except where the laws of Quebec or these bylaws specify otherwise.

**ARTICLE 4.7: RIGHT TO VOTE**

- 4.7.1 At all Members' meetings, each Active Member in good standing shall be entitled to one (1) vote.
- 4.7.2 There is no proxy voting.

**ARTICLE 4.8: SCRUTINEERS**

- 4.8.1 The President at any Members' meeting may appoint one (1) or more persons to act as scrutineer or scrutineers at such meeting, as needed

**ARTICLE 4.9: ADDRESSES OF MEMBERS**

- 4.9.1 Every member shall provide a correct address and or a correct email address to which all notices shall be mailed or sent

**PART 5: BOARD OF DIRECTORS**

**ARTICLE 5.1: NUMBER OF DIRECTORS**

- 5.1.1 The Board of Directors of the Corporation shall consist of nine (9) directors. This number can be modified in accordance with Article 87 of the Loi sur les compagnies.

**ARTICLE 5.2 COMPOSITION OF THE BOARD OF DIRECTORS**

- 5.2.1 Of the nine (9) Directors, five (5) are Officers:

- 1. President
- 2. 1<sup>st</sup> Vice President
- 3. 2<sup>nd</sup> Vice President
- 4. Treasurer
- 5. Secretary

- 5.2.2 The Directors and the Officers shall be elected by the Members at the Annual General Meeting



**ARTICLE 5.3                    ELIGIBILITY OF DIRECTORS**

5.3.1 Any person is eligible to be a Director of the Corporation if they:

1. Are a current Member of the Corporation in good standing;
2. Are of Jamaican heritage – being born in Jamaica or having a parent or grandparent who was born in Jamaica;
3. Are over the age of eighteen (18);
4. Are legally competent to conduct business and enter contracts under the laws of Canada and its provinces; and
5. Are not an employee of the Corporation.

5.3.2 Additional Criteria

1. Without restricting or altering the foregoing, the Board may at its discretion provide certain criteria that are desired or expected of Directors and nominees. If the Board provides such additional criteria, it shall clearly specify that such criteria are instructive only and have no impact on the eligibility of any person to be a Director of the Corporation.

**ARTICLE 5.4                    ROLE OF THE BOARD**

5.4.1 The Board shall have full power and authority to manage and control the affairs of the Corporation and to formulate and implement its policies.

5.4.2 The Board:

1. Exercises the powers and accomplishes the acts set out in its Letters Patent and the bylaws as well as all other acts required by law in the best interest of the Corporation;
2. Receives, acquires, and administers the goods of the organization;
3. Approves the use of funds;
4. Establishes policies for the management of the human, material, and financial resources of the Corporation;
5. When appropriate, forms committees and determines the mandate and powers of these committees;
6. Accounts for its acts and decisions at meetings of the Members. The Board shall submit an activity report and a report on financial operations at each Annual General Meeting;
7. Acts and governs as a collective entity; no individual Board member can make decisions or act in the name of the Corporation unless specifically authorized to do so by a Board resolution;
8. Shall fill any vacancy on the Board that arises during the year, should it wish to do so

## **ARTICLE 5.5 LENGTH OF TERM: OFFICERS & DIRECTORS**

### **5.5.1 LENGTH OF TERM:**

5.5.1.1 Officers are elected for **two-year terms** as follows:

1. In odd-numbered years, the President, 2<sup>nd</sup> Vice President, and Secretary will be elected.
2. In even-numbered years, the 1<sup>st</sup> Vice President and Treasurer will be elected.

5.4.1.2 Directors who are not Officers are elected for a **one-year term**.

### **5.5.2 TERM LIMITS:**

1. Officers are eligible for re-election for up to 3 consecutive terms (6 years).
  - i. After this time, an Officer cannot run for re-election as an Officer or be named to fill
  - ii. vacancy as an Officer until at least one year has passed.
2. There are no term limits for Directors who are not Officers.

## **ARTICLE 5.6: MEETINGS AND NOTICES**

5.6.1 The Board of Directors shall meet at regular intervals and at least eight (8) times per year.

5.6.2 The notice of meeting of meeting dates shall be given at the beginning of the fiscal year. A notice of meetings shall be given a minimum of seven (7) days in advance of the meeting.

5.6.3 Directors may participate in a meeting by conference call, video conferencing or other electronic means if they are not able to be physically present and provided most of the Directors present at the meeting agree.

5.6.4 A resolution signed by all Directors is valid in lieu of a decision at a meeting. Written confirmation of approval sent to the Secretary by email or by other means serves to document a Director's signature.

5.6.5 The Executive Director or equivalent staff position of the Corporation is expected to participate in Board meetings although they have no vote.

JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

**ARTICLE 5.7: QUORUM**

5.7.1 The quorum for meetings of the Board of Directors is a majority of the number of sitting Directors.

**ARTICLE 5.8 REMOVAL OF DIRECTORS**

5.8.1 In certain circumstances, the full board or the membership may judge it necessary to remove a Director. The Board may, by resolution, suspend or permanently remove a Director for one of the following reasons.

5.8.2 Removal by the Board of Directors:

1. Three consecutive absences from meetings or failure to otherwise participate in Board decision making without providing a reasonable excuse;
2. Failure to disclose a conflict of interest;
3. Engaging in public hate speech towards a group of people based on religion, gender, sexual orientation, or ethnicity.
4. Actions against the interests of the Corporation;
5. Harassment of staff, volunteers, or other Directors;
6. Lack of compliance with the bylaws, code of conduct and other policies of the Corporation.

5.8.3 The Board's decision will be made after having given the individual in question a chance to express their perspective. The subsequent decision will then be final and without appeal.

5.8.4 Removal by the membership

1. Twenty percent (20%) of Members may call for a Special General Meeting to remove a Director;
2. Any Director may be removed at a Special General Meeting of the members called for that purpose by the vote of two thirds (2/3) of the voting Members present.

## **ARTICLE 5.9 VACANCY**

5.9.1 A vacancy occurs following:

1. The resignation in writing of a Director;
2. The death or illness of a Director;
3. The dismissal of a Director after two thirds (2/3) of the members present at the AGM or at an SGM called for that purpose to vote, or by removal by the Board of Directors pursuant to Article 5.8.2.

## **ARTICLE 5.10 REMUNERATION OF DIRECTORS**

5.10.1 No Director shall receive any remuneration, though he/she may be reimbursed the reasonable traveling and other expenses incurred through the fulfillment of his/her duties as a Director that have been pre-approved by resolution of the Board or by virtue of a Board-approved policy.

## **ARTICLE 5.11 CONFLICT OF INTEREST**

5.11.1 A conflict of interest is a perceived, potential, or actual situation in which a board member has personal or financial interest that could prevent them from being impartial and loyal to the Corporation. Conflicts include personal, professional, volunteer positions and relationships.

5.11.2 All Directors shall abide by the Corporation's Code of Conduct and/or Conflicts of Interest Policy and annually certify their adherence to it.

5.11.3 Members of the Board should be independent and impartial parties who do not reside in the same household, are close relatives, or who are married shall abide by their duty of loyalty to the Corporation and ensure they are free from any conflict of interest when participating in Board decisions.

## **PART 6: OFFICERS' ROLES**

## **ARTICLE 6.1 OFFICERS**

6.1.1 The Officers of the Corporation shall be the:

1. President,
2. 1<sup>st</sup> Vice-President,
3. 2<sup>nd</sup> Vice-President,
4. Treasurer,
5. Secretary.

**ARTICLE 6.2: RESPONSIBILITIES OF THE PRESIDENT**

- 6.2.1 Assures all meetings of the Members and of the board are conducted appropriately, chairs those meetings when possible, and ensures appropriate follow-ups occur;
- 6.2.2 Ensures that the Board has all the information it needs to manage and make decisions for the Corporation;
- 6.2.3 Can make administrative decisions related to Board approved decisions;
- 6.2.4 Is the Board's primary liaison with the Executive Director;
- 6.2.5 Acts as public spokesperson for the Board and Corporation, as required;
- 6.2.6 Serves as a signing officer;
- 6.2.7 Is an ex-officio member of all committees. This means that the President has the right to attend and vote on all committees.

**ARTICLE 6.3: RESPONSIBILITIES OF THE 1<sup>st</sup> VICE-PRESIDENT**

- 6.3.1 In the absence or incapacity of the President, exercises the powers and fulfills the functions of that role;
- 6.3.2 Serves as a signing officer;
- 6.3.3 Fulfills any additional functions assigned by the Board.

**ARTICLE 6.4: RESPONSIBILITIES OF THE 2<sup>nd</sup> VICE PRESIDENT**

- 6.4.1 In the absence or incapacity of the 1st Vice-President, exercises the powers and fulfills the functions of that role.
- 6.4.2 Fulfills any additional functions assigned by the Board.

**ARTICLE 6.5: RESPONSIBILITIES OF THE SECRETARY**

- 6.5.1 Takes minutes at meetings of Members and of the Board;
- 6.5.2 Oversees the keeping of records, policies, and membership;

**JAMAICA ASSOCIATION OF MONTREAL BYLAWS**  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

- 6.5.3 Maintains or ensures the maintenance of the files and the records of the organization to be passed on to future officers and ensures the security and confidentiality of all such files and record;
- 6.5.4 Serves as a signing officer;
- 6.5.5 Disseminates information about the Corporation and activities to members;
- 6.5.6 Fulfills any additional functions assigned by the Board;

**ARTICLE 6.6 RESPONSIBILITIES OF THE TREASURER**

- 6.6.1 Ensures that the Board receives relevant and regular financial statements;
- 6.6.2 Ensures that an annual budget is created and approved by the Board;
- 6.6.3 Collaborates with the Auditor and President in the review and presentation of annual audited financial statements;
- 6.6.4 Ensures that complete and accurate financial records are kept in accordance with generally accepted accounting practices;
- 6.6.5 Serves as a signing officer;
- 6.6.6 Fulfills any additional functions assigned by the Board.

**PART 7: BOARD ELECTION & PROCESS**

**ARTICLE 7.1: NOMINATION PROCESS**

**7.1.1. Nominations Committee**

- 1. The Board of Directors shall form a Nominations Committee ( “the Committee”) which shall be responsible to manage and oversee the process of nominations for election as a Director, in accordance with a Board approved policy, as amended from time to time.

**7.1.2. Committee Composition**

- 1. The Committee shall be composed of 3 members of the Board of Directors (selected by the Board), and 3 Active members who shall be elected to the Committee each year at the Annual General Meeting.

JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

7.1.3 Nominations Process

Not less than three (3) months prior to each annual general meeting, the Committee will prepare the following information for the Board to review, revise as necessary and approve:

1. The total number of Director positions on the Board open for election
2. A list of the Director whose terms are expiring at the annual general meeting;
3. The number of Officer positions that are currently or will become available for election at the annual general meeting;
4. The term for each such position to be filled; and
5. a summary of the skill sets and other attributes needed to ensure the board has the appropriate capacity to function effectively as a team.

7.1.4 Request for Nominations

On the date set to open nominations, the Committee will circulate to all Directors and Members a request for nominations. The request for nomination package will include the following information and documents:

1. the number of Director positions expected to be filled at the annual general meeting;
2. the Officer positions to be filled following the sequence of:
  - a. **Odd-numbered year:**
    1. Position 1 – President,
    2. Position 3 – 2<sup>nd</sup> Vice-President,
    3. Position 5 – Secretary,
  - b. **Even-numbered year:**
    1. Position 2 – 1<sup>st</sup> Vice-President,
    2. Position 4 – Treasurer
3. the term of each position to be filled;
4. the minimum eligibility criteria to become a director as set out in Article 4.3 of this by-law;
5. the preferred skill profile for candidates for nomination;
6. instructions on how to nominate a candidate and where to send such nomination; and
7. the date of close of nominations.

**JAMAICA ASSOCIATION OF MONTREAL BYLAWS**  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

7.1.5 The request for nominations package will be sent to Directors and Members by email wherever possible and other means where necessary.

7.1.6 Nominations by the Committee

1. In addition to the candidates nominated by Directors and Members, the Committee may nominate one or more suitable individuals to stand for election at the next annual general meeting.

7.1.7 Additional Committee Responsibilities

1. The Committee must ensure that there are at least as many candidates for election as there are expected vacancies to be filled.
2. The Committee will abide by the Board approved policy for the nomination of Directors and election of Officers as amended from time to time.

7.1.8 Close of Nominations

Following the close of nominations the Committee will circulate to all Members the following information with the notice of annual general meeting:

1. the number of Director and Officer positions to be filled at the annual general meeting;
2. the number of nominations reviewed by the Committee;
3. a brief profile for each of the continuing candidates outlining his or her relevant skills and experience; and
4. which candidates, if any, are endorsed by the Committee as preferred candidates for election.
5. Communication of final election results will be communicated to Directors and Members by e-mail and on the Corporation's website.

**ARTICLE 7.2                      ELECTIONS**

7.2.1 Presentation:

1. Each candidate for the Board of Directors shall be given 10 minutes at the AGM to present their case for being elected to the Board prior to the elections;

7.2.2 Voting:

1. Where more than one candidate is being presented for election to a position as a board member or Officer, the vote shall be taken by secret ballot supervised by the Scrutineer.



JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

2. Where it is not possible to declare the results of all the positions open for election, Members shall be notified of the election results within 48 hours through a posting on the Corporation's website and other social media.

## **PART 8: FINANCIAL YEAR, ACCOUNTS & AUDIT**

### **ARTICLE 8.1: FINANCIAL YEAR**

- 8.1.1 The financial year of the Corporation shall end on the thirtieth (30<sup>th</sup>) day of September in each year.

### **ARTICLE 8.2: ACCOUNTS**

- 8.2.1 The Board of Directors shall keep proper records of accounts with respect to all money received and spent by the Corporation.
- 8.2.2 This includes keeping receipts, bill of sales and purchases by the Corporation, the assets and liabilities of the Corporation and all other financial transactions affecting the financial position of the Corporation.

### **ARTICLE 8.3: AUDIT**

- 8.3.1 The appointment, rights and duties of the auditor or auditors of the Corporation shall be regulated by the Companies Act.
- 8.3.2 At least once in every financial period the accounts of the Corporation shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by such auditor or auditors and shall be presented to the Members at the Annual General Meeting.

## **PART 9: CONTRACTS, CHEQUE DRAFTS & BANK ACCOUNTS**

### **ARTICLE 9.1: CONTRACTS**

- 9.1.1 All deeds, documents, contracts, engagements, bonds, debentures, and other instruments requiring execution by the Corporation shall be signed by two Officers that include the President, the Secretary or Treasurer.
- 9.1.2 No individual director, officer, agent, or employee shall have any power of authority to bind the Corporation by any contract or engagement or to pledge its credit. These matters are to be discussed and decided at the Board level.

JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

9.1.3 No member of the Board of Directors shall benefit financially from the Corporation.

**ARTICLE 9.2: CHEQUES AND DRAFTS**

9.2.1 All cheques, bills or exchange or other orders for the payment of money, notes or other evidence of indebtedness issued, accepted, or endorsed in the name of the Corporation shall be signed by two of three officers that include:

1. The President;
2. The Treasurer; or
3. The Secretary

**ARTICLE 9.3: DEPOSITS**

9.3.1 The funds of the Corporation must be deposited to the credit of the Corporation with a Canadian chartered bank approved by the Board of Directors.

**ARTICLE 9.4: DEPOSIT OF SECURITIES FOR SAFEKEEPING**

9.4.1 The securities of the Corporation shall be deposited with one or more banks, trust companies or other financial institutions in Canada. The financial institution will be selected by the Board of Directors.

9.4.2 Any securities that are deposited may be withdrawn, only upon the written order of the Corporation, signed by two of three officers that include the President, the Treasurer, or the Secretary.

**PART 10: DECLARATIONS**

10.1 The President and Treasurer, as authorized by the Board, are empowered to appear, and answer to writs, court orders or judicial proceedings, and or interrogations as needed and required.

JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

**PART 11: INTERPRETATIONS**

In the interpretation of the By-laws of the Corporation, unless the context otherwise requires, words importing the masculine gender shall include the feminine gender.

Enacted on this 28TH day of OCTOBER , 2021

Signed and sealed this 11<sup>th</sup> day of December, 2021

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President (signed Mark Henry)

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Secretary (signed Keisha Wilson )

Corporate Seal

**BY-LAW TWO: INDEMNIFICATION OF OFFICERS & DIRECTORS**

Every director or officer of the Corporation and his heirs, executors and administrators and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from time to time and always, from and against:

1. all costs, charges, and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, for or in respect of any act, deed, matter, or thing, whatsoever, heretofore or hereafter made, done, or permitted by him, in or about the execution of the duties of his office, and,
2. all other costs, charges, or expenses that he sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by this own willful neglect or default.

Enacted this 15<sup>th</sup> day of June 1970.

Signed and sealed this 15<sup>th</sup> day of June 1970.

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President

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Secretary

(Corporate Seal)

### **BY-LAW THREE: BORROWING**

The Board of Directors are hereby authorized:

1. to borrow money to obtain advances upon the credit of the Corporation, from any bank, corporation, firm, or person, upon such terms, covenants, and conditions, at such time, in such sums to such an extent and in such manner as the Board of Directors in their discretion may deem expedient;
2. to limit or increase the amount to be borrowed;
3. to issue or cause to be issued bonds, debentures, or other securities of the Company and to pledge or sell the same for such sums, upon such terms, covenants, and conditions and at such prices as may be deemed expedient by the Board of Directors;
4. notwithstanding the provisions of the Civil Code of the Province of Quebec, to hypothecate, mortgage, pledge and charge, cede and transfer the property, undertaking and assets, real or personal, moveable or immoveable, present or future, of the Corporation to secure any such bonds, debentures or other securities, or give part only of such guarantee for such purposes; and constitute the hypothec, mortgage or pledge or charge or cession and transfer above mentioned, by trust deed in accordance with the laws of the Province of Quebec or in any other manner;
5. to hypothecate or mortgage the immoveable property of the Corporation, or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment or performance of any other debt contract or obligation of the Corporation;
6. as security for any discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Corporation, to any bank, corporation, firm or person, and interest thereon, to hypothecate, mortgage, pledge, and give to any bank, corporation, firm or person any and all of the Corporation's property, real or personal, moveable or immoveable or mixed, now owned or hereafter acquired, or both, and to give such security thereon as may be taken by a bank under the provisions of the Bank Act, and to renew, alter, vary or substitute such security from time to time, with authority to enter into promises to give security under the Bank Act for any indebtedness contracted or to be contracted by the Corporation to any bank;
7. to delegate to such officers(s) or director(s) of the Corporation as the directors may designate all or any of the foregoing powers to such extent and in such manner as the directors may determine.
8. AND the powers of borrowing and giving security hereby authorized shall be deemed to be continuing powers and not to be exhausted by the first exercise thereof, but may be

JAMAICA ASSOCIATION OF MONTREAL BYLAWS  
(ratified by our membership at the Annual General Meeting - December 11, 2021)

exercised from time to time hereafter, until the repeal of this by-law and notice thereof has been given in writing.

Enacted this 15<sup>th</sup> day of June 1970.  
Signed and sealed this 15<sup>th</sup> day of June 1970.

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President (Maurice Valentine)

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Secretary (Renn E. Brown)

(Corporate Seal)