



*By-Laws of*  
**Yoruba Foundation, Calgary**

Revised August 1, 2016

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## ARTICLE 1: NAME AND PURPOSE

ARTICLE	TITLE	DESCRIPTION
<b>ARTICLE 1(1)</b>	<b>PREAMBLE:</b>	<p>The people of Canada through their elected representatives have affirmed the principles of multi-culturalism as a fundamental tenet upon which the Canadian society was built and continues to exist and function. This expression of respect for the unique characteristics that peoples of different backgrounds bring to the Canadian political landscape has been the pivot for peaceful co-existence and progress, as enshrined in the "Canadian Charter of Rights and Freedoms."</p> <p><b>Therefore:</b> We, the Yoruba People of the Nigerian cultural mosaic, hereby form an organization, which will act as a vehicle for facilitating and enhancing our contribution to this cultural process.</p>
<b>ARTICLE 1(2)</b>	<b>NAME</b>	<p>The name of the Association is "The Yoruba Foundation, Calgary", and is referred to herein as "The Foundation" or hereafter as "Yoruba Foundation".</p>
<b>ARTICLE 1(3)</b>	<b>STATEMENT OF PURPOSE/OBJECTIVES</b>	<p>The purposes and objectives of the Yoruba Foundation, Calgary are stated hereunder:</p> <ol style="list-style-type: none"><li>a) To exhibit and promote those aspects of the Yoruba culture that would contribute positively to the Canadian cultural mosaic.</li><li>b) To provide a positive environment where our members can assemble from time to time for social, economic and cultural dialogue.</li><li>c) To provide a cultural connection and identity for all children of Yoruba heritage and other children that may like to explore the Yoruba way.</li><li>d) To create a network for rendering reasonable and acceptable assistance, as deemed fit by the Foundation, to members who need such assistance from time to time. Needs shall be determined by a joint committee of the Board of Directors and the Executive Council.</li><li>e) To provide the base for social and economic networks that will benefit</li></ol>

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our members and facilitate their meaningful contribution to the growth and development of the City of Calgary.

- f) To represent the Yoruba interest, exhibit and promote the Yoruba way of life in a non-offensive way that would endear other associations or groups to sharing its rich culture and impeccable values.

**ARTICLE**      **AFFIRMATION**  
**1(4)**

**We affirm that:**

- a) Our association shall be referred to as "The Yoruba Foundation, Calgary" (hereinafter referred to as "The Foundation").
- b) The Foundation shall be a cultural organization and sovereign in its composition.

## ARTICLE 2: DEFINITIONS

<b>ARTICLE 2(1)</b>	<b>BOARD MEMBER</b>	A duly elected serving member of the Board of Directors.
<b>ARTICLE 2(2)</b>	<b>EXECUTIVE OFFICER</b>	A duly elected serving member of the Executive Council.
<b>ARTICLE 2(3)</b>	<b>FISCAL YEAR</b>	The fiscal year of the Foundation shall commence on <b>August 1<sup>st</sup></b> of a calendar year and ends on <b>July 31<sup>st</sup></b> of the immediate following calendar year.
<b>ARTICLE 2(4)</b>	<b>MEMBERSHIP IN GOOD STANDING</b>	<ul style="list-style-type: none"><li>a) Members shall be considered to be in <i>good standing</i> when they have fulfilled their financial and other obligations to the Foundation i.e., completed membership application, provided all necessary information requested on the application form, paid their registration and annual membership <u>fees</u> in accordance with the requirement of Article 3(5) of the bylaw, had his/her application form accepted and member's name must appeared in "The Yoruba Foundation Membership Register".</li><li>b) A member shall be considered to be in good standing where the member's name is missing from the Foundation's Register due to an administrative error but, he/she has fulfilled all the requirements stipulated in the preceding paragraph at least ninety (90) days prior.</li></ul>
<b>ARTICLE 2(4)(A)</b>	<b>GENERAL ASSEMBLY</b>	Shall refer to the general assembly of all members in good standing in the Yoruba Foundation, Calgary.
<b>ARTICLE</b>	<b>PERSON</b>	" <i>Person</i> " means an individual: male or female who has attained the age of 18

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<b>2(5)</b>		years or older. "Person" shall also be interpreted to mean an immediate single family residing in the same household and consisting of a either a mother, a father OR both mother and father: plus children under the age of 18 years old, all living in the same household.
<b>ARTICLE 2(6)</b>	<b>PROXY VOTING</b>	<p>The practice of casting a vote for an absentee member.</p> <p>a) Any member who has not withdrawn from membership nor has been suspended or expelled shall have the right to vote or be voted for at any elections of the Foundation.</p>
<b>ARTICLE 2(7)</b>	<b>ROBERT'S RULE OF ORDER</b>	Robert's Rules of Order shall refer to the procedure of conducting meeting that is based on the consideration of the rights: of the majority, of the minority (especially a large minority greater than one-third), of individual members, of absentee members, and of all of these groups taken together (Refer to Appendix 1 for operational details)
<b>ARTICLE 2(8)</b>	<b>SECRET BALLOT</b>	A process in elections where the choice of the voters is kept confidential. The basic purpose of this process is to allow the voter to record their choice without intimidation.
<b>ARTICLE 2(9)</b>	<b>SHOW OF HANDS</b>	A process in elections where the choice of the voters is open. The basic purpose of this process is to allow the voter to record their choice to the knowledge of other members.
<b>ARTICLE 2(10)</b>	<b>SPECIAL RESOLUTION OF THE GENERAL ASSEMBLY</b>	"Special Resolution of the General Assembly" shall mean a majority of not less than 75% of members in good standing who are present, in person or by proxy, at a duly-called Annual General Meeting in which a quorum, as per article 4(3), is formed and of which, at least, 21 days notice specifying the intention to propose such a resolution has been given.

## ARTICLE 3: MEMBERSHIP

**ARTICLE  
3(1) CATEGORIES OF  
MEMBERSHIP**

- (A) **FULL MEMBERSHIP** *Full Membership* in the Foundation shall be opened to any “person” or “persons” of Yoruba origin by birth, heritage, and or marriage and that is/are legally residing in Metropolitan Calgary in the Province of Alberta, Canada.
- (B) **ASSOCIATE MEMBERSHIP** *Associate Membership* in the Foundation **may** be granted to *person(s)* with heritage background that is not of Yoruba *origin*, provided that such *person(s)* to whom the membership is granted shares a common goal and interest with the Foundation and in accordance with the mission statement of the Foundation.
- (C) **HONORARY MEMBERSHIP** *Honorary Membership* in the Foundation **may** be granted to person(s) in recognition of their outstanding contribution to the foundation regardless of their heritage background, provided that such *person(s)* to whom the membership is granted shares a common goal and interest with the Foundation and in accordance with the mission statement of the Foundation.
- (D) **OBSERVER** *Observer:* A limited membership privilege shall be granted to person(s) that is/are of Yoruba origin but, as of the time of application, is/are on a Visitor’s Visa in Canada or guest(s) invited by member(s) in good standing, as per article 2(5) above. The extent of such person’s participation shall be limited to observation at any of the Foundation’s functions as a Guest(s) and would not have full membership privileges as defined in Article 3(3)(3) below.

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**ARTICLE  
3(2)**

**RIGHTS OF  
FOUNDATION MEMBERS**

- a) All full and associate members of the Foundation shall be entitled to cast their votes under the principle of “one-man-one-vote”; during an election or any other decision making process that requires the casting of votes by members.
- b) All full and associate members of the Foundation shall be eligible to seek an executive office provided that he/she meets the standard requirement set out in Article 3(3) (1) & Article 3 (3) (2) of this Bylaw.
- c) All full and associate members of the Foundation shall be eligible to receive benefits available to members provided that members seeking the benefits are **“members in good standing”**.
- d) Any member offended by reason of any decision made by a sub-committee or the executive body has the right to present his/her case to the general assembly during any of the scheduled meetings. The process for making such presentation shall be as follows: the member must notify the General Secretary (14 days in advance of the scheduled meeting date) of his/her intention to make such presentation at the upcoming meeting so that his/her presentation can be included in the agenda for that meeting. An independent committee of three to four members of the Foundation shall be established to look into such complaint and report back to the general assembly.

**ARTICLE  
3(3)**

**MEMBERSHIP  
PRIVILEGES**

**1) Full Members**

**Articles 3(3)(1) to 3(3)(3)** below defines the rights and privileges of all categories of membership in the Foundation.

All full members shall be entitled to:

- a) One vote on any issues on the floor of the general assembly, with the exception of issues reserved for the executive council, board of directors or committee members.
- b) Stand election for positions in the executive council, or committees, except members under investigation for conducts detrimental to the interests of the Foundation as per Articles 3(7) and 7(8) below.
- c) Comment on issues under discussion on the floor of the assembly
- d) Volunteer his/her time or services for the Foundation.
- e) Attend all general and special meetings of the Foundation.

**2) Associate/Honorary Members**

All Associate/Honorary members shall be entitled to:

- a. One vote on any issues on the floor of the general assembly, with the exception of issues reserved for the executive council, board of directors or committee members.
- b. Comment on issues under discussion on the floor of the assembly
- c. Volunteer his/her time or services for the Foundation.
- d. Attend all general and special meetings of the Foundation.
- e. Stand election for positions in the executive council, or committees, except members under investigation for conducts detrimental to the interests of the Foundation as per Articles 3(7) and 7(8) below.

**3) Observer**

All Observer Members shall be entitled to:

- a) Comment on issues under discussion on the floor of the assembly.
- b) Volunteer his/her time or services for the Foundation.
- c) Attend all general meetings of the Foundation.

**T  
ARTICLE  
3(4)**

**OBLIGATION OF MEMBERS**

All members shall:

- a) Pay a one-time registration fee in accordance with paragraph (a) of Article 3(6).
- b) Make prompt payment of annual dues in accordance with paragraph (b) of Article 3(6).
- c) Be in attendance at the Foundation's annual general meeting when elections of executives and other important issues are discussed and voted on.
- d) Be in attendance for at least 50% of the scheduled meetings during each fiscal year.
- e) Participate in two or more of the Foundation's events that are volunteer-based during each fiscal year.

**ARTICLE APPLICATION FOR**

Application for membership in the Foundation shall be made on the prescribed

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**3(5) MEMBERSHIP** form approved by the general assembly. The applicant shall provide all the information required and applications shall be accompanied by applicable registration fee as prescribed in *Article 3(6)(a)*

**ARTICLE 3(6) MEMBERSHIP DUES**

- a) There shall be a non-refundable, one-time registration fee of \$15.00, \$30.00 and \$50.00 for single, family and associate members respectively. This registration fee shall accompany the application form for membership at the time the application form is submitted. Application(s) submitted without the registration fee **shall** not be processed until such time when the fee is received.
- b) An annual membership fee shall be paid at the beginning (within 45 days from the beginning of the fiscal year) of each "*fiscal year*" of the Foundation. The annual fee shall be set at \$20.00, \$40.00 and \$100.00 for single, family and associate members respectively.
- c) Notwithstanding **Article 3(6)(b)**, the executive **may** review and amend the content of this paragraph once every three years. The process for undertaking such amendment **must** include: a presentation to the general house by the members of the executive council advising the house of the **need** to amend the prescribed amount, with a majority approval by two-thirds (2/3) of the members in attendance, where a quorum was formed by members in attendance.
- d) New members who registered at the Annual General Meeting (AGM) are not eligible to vote at the same AGM. Members must be *members in good standing* (as defined in Article 2(4)) in the Foundation for a period of not less than ninety (90) days prior to the date of the AGM in order to be eligible to vote.

**ARTICLE 3(7) WITHDRAWAL, SUSPENSION AND EXPULSION OF MEMBER**

- a) Members who wish to withdraw their membership in the Foundation may do so by submitting a written notice of withdrawal to the General Secretary and providing a 30 days notice. Upon receipt of such notification, the General Secretary shall review the member's reason for wanting to withdraw his/her membership. At the discretion of the executive officers, the President and, or the General Secretary may approach the member signifying intention to withdraw in an attempt to

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reconcile whatever the perceive/real problem may be. Where there is failure to achieve a reconciliation the executive shall accept the notice of withdrawal at which point the withdrawing member ceases to be a member of the Foundation.

- b) Notwithstanding paragraph (a) above, members who withdraw their membership from the Foundation may be held liable for any outstanding annual due or the Foundation's resources/materials in their possession as of the time their notice of withdrawal was accepted.
- c) Suspension of a member shall occur when the member is found guilty of, knowingly violating the Foundation's bylaw or the member's action has resulted in injury to the Foundation or any of its members.
- d) Notwithstanding paragraph (c) above, where the violation of the bylaw and the injurious action of the member constitute gross negligence, the member shall be considered for EXPULSION.
- e) Expulsion of a member shall be **mandatory** where the member is found guilty of a criminal offence under the Criminal Code Act of Canada.
- f) Where a member is expelled under paragraph (c) above, he/she may appeal his/her expulsion to the executive council for re-consideration. However, expulsion under paragraph (e) above shall be **final** until such a time that the individual can provide proof that he/she has been rehabilitated or pardoned by the appropriate arms of government responsible for the conviction.
- g) In circumstances where a member, observer or guest disrupts the Foundation's functions, assaults another member/ guest or engage in disorderly conduct, such member shall be removed from the venue immediately and may be subject to suspension/expulsion under paragraph (c) and (d) above.

<b>ARTICLE 3(8)</b>	<b><i>DISCIPLINARY/ HEARING COMMITTEE</i></b>	The disciplinary/hearing committee shall resolve protests and disputes arising between members of the Foundation. The decision of the hearing committee shall be forwarded to the general membership through the executive for ratification
<b>ARTICLE 3(8) A</b>	<b><i>MEMBERSHIP OF DISCIPLINARY/ HEARING COMMITTEE</i></b>	The hearing Committee shall comprise of any (6) unaffected members drawn from the Executive, Board of Directors and members of the Foundation. The Secretary of the Foundation shall document the actions of the hearing committee. If a hearing committee member has a vested interested in the outcome of a particular protest or dispute, that member shall be excused from participating in that particular matter

## ARTICLE 4: MEETINGS & VOTING

### **ARTICLE 4(1)**

#### **CATEGORIES-OF MEETINGS**

- a) The Foundation shall operate its gathering under three categories of Meetings namely:
  - i. Annual General Meeting
  - ii. General Meeting
  - iii. Special Meeting
- b) The **Annual General Meeting** shall be called once a year and shall fall on any first Sunday of the month not later than two months after the end of the fiscal year. Its purpose shall include: (1) the election of new Executive bodies, (2) report of the financial activities during the year by the Treasurer and (3) any other report(s) from the executive council necessary to keep its members informed.
- c) **General meetings** shall be the regularly (monthly) held meetings. The purpose of these meetings shall be to: (1) provide information to members on a regular basis, and (2) advise members of up-coming activities and special events of interest to members. ***General meetings shall be held on the 1<sup>st</sup> Sunday of each month. There shall be no General meeting during the month of the Annual General Meeting.***
- d) The President or any other member of the executive designated by the President may call a **Special meeting**. The purpose of such meeting shall be set forth on the Notice of Meeting circulated to all members. Decisions made at such meeting must comply with the quorum requirements of the Foundation as defined in Article 4(3).

### **ARTICLE 4(2)**

#### **NOTICE OF MEETING**

- a) Twenty-one days (21) days of notice shall be required when calling an Annual General Meeting, while fourteen (14) days of notice shall be required for General Meetings.
- b) For Special meetings, the notice shall be a minimum of twenty-four

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hours (24 hrs.), especially when the meeting so called arises as a result of an emergency within the community.

- c) The method of providing notice to members in paragraphs (a) and (b) shall include e-mail, telephone, fax and/or word of mouth.

**ARTICLE**      **QUORUM**  
**4(3)**

- a) The quorum for all meetings of the Foundation shall be 40% of *members in good standing*
- b) Notwithstanding article 4(3)(a) above, the quorum for Special Meetings shall be 25% of *members in good standing*.
- c) For the purposes of forming a *quorum* at an executive meeting, six (6) or two-thirds (2/3) of the executive members, one of which must be the President, Vice President or any other member of the executive council designated by the president, must be in attendance.
- d) Notwithstanding Sections a, b and c, quorum is formed at any meeting of the Foundation when the total number of attendees, including members of the Executive Council present, is fifteen (15), or when it is 4:15 PM, or fifteen minutes after the time agreed to commence the meeting as may be decided by the President, or any person acting in that capacity, or as may be decided by the Executive council

**ARTICLE**      **ADJOURNMENT**  
**4(4)**

Meetings may be adjourned at any time or re-schedule to another place at some other time. The process for adjourning a meeting shall include: (1) a proper motion for adjournment, (2) proper seconding of the motion, and (3) the passing of the motion through a vote in support of the motion by a simple majority of those in attendance.

**ARTICLE**      **VOTING**  
**4(5)**

- a) Prior to the commencement of any voting process, there shall be a *motion* duly moved by a member and supported/seconded by another member of the Foundation. Both the mover and the seconder **must** be *members in good standing*.
- b) Each member *in good standing* shall be entitled to *one vote*. The use of proxy vote is permitted and may be exercised only by submitting a duly signed and sealed note to the General Secretary of the electoral

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committee at least 24 hours prior to the time of voting. Proxy votes shall **only** be permitted on certain issues. The executives shall advise the general assembly in advance of those issues for which proxy votes may be used.

- c) Provided that a *quorum*, consisting of members in *good standing* was formed during a voting process in accordance with *paragraph 4(3(a))*, all decisions made shall be based on the consensus of the majority.
- d) The voting process in all cases shall be carried out by a show of hands either for or against the motion on the floor. However, ***where and when the executive council deems it necessary***, voting by secret ballots may be engaged.
- e) The president shall preside over all voting procedures and he is exempted from voting on any issue. However, in the event of a tie in a voting process, the president shall cast the deciding vote. **In doing so, the President shall be guided by the mission statement and the overall goal and objective of the Foundation.**
- f) All decisions made through the process in the general assembly shall be **documented in detail** by the General Secretary and shall become part of the minutes of the meeting.

**ARTICLE VOTING INFORMATION**  
**4(6)**

The information to be included prior to voting on any issue before the general assembly are:

- 1) The number of members in good standing in attendance that can participate in the voting process.
- 2) The name of the member that made the motion.
- 3) The name of the member that seconded the motion.
- 4) The number of members that voted for and against the motion.
- 5) A statement concluding whether or not the motion was carried.

## ARTICLE 5: THE EXECUTIVE COUNCIL

<b>ARTICLE 4(7)</b>	<b>CONFERENCE MEETING</b>	<p>Any meeting which may be required of the Executive, Board of directors and other committees may be conducted by conference call. Any decision taken through conferencing involving the Executives, Board Members and/or other Foundation Committee members shall be deemed valid.</p>
<b>ARTICLE 5(1)</b>	<b>POSITIONS</b>	<p><b>The following offices in the Executive shall be open for election:</b></p> <ul style="list-style-type: none"><li>i. President</li><li>ii. Vice-President</li><li>iii. General Secretary</li><li>iv. Assistant General Secretary</li><li>v. Treasurer</li><li>vi. Financial Secretary</li><li>vii. Public Relations Officer</li><li>viii. Social Affairs Officer / Youth Coordinator</li><li>ix. Assistant Social Affairs Officer / Youth Coordinator</li><li>x. Assets Management Officer</li><li>xi. Director of Humanitarian Affairs</li></ul>
<b>ARTICLE 5(2)</b>	<b>POWERS &amp; DUTIES</b>	<p>The Executive Council shall be responsible for the day-to-day running of the affairs of the Foundation. The duties of officers shall be as defined hereunder.</p>

**ARTICLE  
5(3)**

**PRESIDENT**

**This is the chief executive officer (CEO) for the Foundation. The President shall:**

- a. Preside at all general assembly meetings and all meetings of the executive council.
- b. Represent the association in all official matters.
- c. Present his/her strategy for promoting the progress of the organisation at the first general meeting after assuming office.
- d. Provide direction and guidance for the Foundation.
- e. On the recommendation of the general assembly of the association, make appointments of standing committees.
- f. Have the power to set up ad hoc committees.
- g. Carry out other duties as necessary to perform the function of this office.
- h. He/she is empowered to call the regular and special meeting of the executive council and of the general assemble in accordance with the By-laws of the foundation. Furthermore, he/she is empowered to appoint any active member or members to perform any duty in the name of the foundation in accordance with this By-laws with the approval of two third (2/3) of the executive council.
- i. He/She shall be charged with and responsible for implementing, administering and responsible for implementing, administering and explaining the policies of his/her Executive Council.
- j. He/She shall have the constitutional power to represent the foundation in official duties, subject to the approval of the Executive Council.
- k. He/She shall not be empowered to administer the affairs of the foundation or make a decision independently without the authority of the Executive Council.
- l. He/she shall be a co-signatory to all Bank accounts.

**ARTICLE  
5(4)**

**VICE-PRESIDENT**

**The Vice-President shall:**

- a. Assist the President to coordinate and supervise all activities of the Foundation.
- b. Work with all other officers of the executive to ensure full compliance with all the affairs of the organization.
- c. Preside over meetings in absence of the President
- d. Carry out other duties necessary to perform the function of this office, as

designated by the President or the Executive Council from time to time.

**ARTICLE**            **GENERAL SECRETARY**  
**5(5)**

**This is the chief operating officer (COO) for the Foundation. The General Secretary shall:**

- a. Keep accurate record of minutes of all meetings of the Executive and the general assembly.
- b. Prepare minutes of all meetings and distribute or cause to be distributed to the officers within thirty (30) days following the meeting.
- c. Notify or cause to be notified, all officers: the time, date and location of all meetings of the Executive Council. Such notice, with the exception of notices for special meetings, shall be served not less than fourteen (14) days prior to the meeting
- d. Notify or cause to be notified, all general members of the time, date and location of all meetings of the Foundation, as per article 4(2)(a) and 4(2)(b) above.
- e. Preside over meetings in the absence of the President and Vice-President
- f. Carry out other duties as are necessary to perform the functions of this office.
- g. He/She shall be in charge of all administrative records of the foundation and shall be responsible for all correspondence of the foundation both out-going and in-coming.
- h. He/She shall inform members and councils of the decisions taken by the Executive council.
- i. He/she shall prepare and present to the general assembly an annual report of the Foundation activities.
- j. He/She shall coordinate all chapters in conjunction with the President and the Executive Council.
- k. He/she shall file the necessary documents with the government regularly as required by Law.

**ARTICLE**            **Minutes of Meetings**  
**5(5)(A)**

1. The minutes of all meetings shall include the following:
  - a. The date, time and place of the meeting
  - a) Members present
  - b) Adopted agenda(s)
  - c) Decisions made in the form of consensus, motions and subsequent voting

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results.

- d) Adjournment
- 2. The minute of the last meeting shall be made available through the electronic medium prior to the commencement of the next meeting.
- 3. The minute shall be corrected and adopted as soon as the meeting is called to order and a quorum is formed.
- 4. The adopted minutes shall be filed as a permanent record of the meeting.

**ARTICLE 5(6) TREASURER**

**This is the chief financial officer (CFO) for the Foundation. The Treasurer shall:**

- a. Coordinate and manage all financial affairs of the organization, prepare annual budget, provide year to date quarterly financial reports on the status of and on-going financial activities of the organization
- b. Be one of the principal signatories for the organization, along with the President, and Vice-President.
- c. Work with the appointed external auditor for the association.
- d. Carry out other duties as are necessary to perform the function of this office.

**ARTICLE 5(7) FINANCIAL SECRETARY**

**This is the financial controller for the Foundation. The financial secretary shall:**

- a. Oversee the collection and recording of all moneys collected by the association.
- b. Work closely with the CEO, COO and CFO of the association
- c. Hand-over all moneys to the treasurer for deposit within three (3) working days.
- d. Carry out other duties as are necessary to perform the functions of this office.

**ARTICLE 5(8) PUBLIC RELATIONS OFFICER**

**The public relations officer shall:**

- a. Be the "mouth-piece" of the association, and would ensure that all activities and pronouncements of the association are communicated to members of the association.

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- b. Work closely with his/her counterpart in NCAC.
- c. Establish significant contacts with members of the local and international media to enable the **Foundation**, in conjunction with NCAC where necessary, to disseminate information and press releases.
- d. Organize news conferences and public statements in conjunction with NCAC, whenever necessary.
- e. Carry out other duties as necessary to perform the function of this office
- f. The Public Relation Officer shall be responsible for all such activities that will affect the positive public image of the Foundation both at home and abroad.
- g. He/She shall take charge of all internal and external publicity relating to the Foundation as approved by the Executive Council.

**ARTICLE  
5(9)**

**SOCIAL AFFAIRS  
OFFICER**

**The Social events officer shall:**

- a. Coordinate and manage all social activities planned by the **Foundation**.
- b. He/she shall be responsible for organizing, coordinating and arranging all social or public gatherings of the Foundation.
- c. Work closely with his/her counterpart in NCAC.
- d. Carry out other duties as are necessary to perform the functions of this office.

**ARTICLE  
5(10)**

**ASSISTANT GENERAL  
SECRETARY**

**The Assistant general secretary shall:**

- a. Assist the General Secretary in all duties and responsibilities, and all other duties that may be assigned by the General Secretary
- b. Manage all assets of the Foundation (tangible and intangible).
- c. Procure or organize procurement of all assets for the Foundation provided that either the general assembly or the executive body or both have granted approval, as may be deemed necessary.
- d. Ensure that all assets belonging to the Foundation are duly returned and accounted for by an outgoing executive, committee or Foundation member(s).
- e. Be the custodian of the record(s) of all assets owned or borrowed, that are temporarily or permanently in the hands of the Foundation.
- f. Work closely with the CEO, COO and CFO of the Foundation
- g. Prepare an annual report indicating all assets owned by the Foundation and

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identifying any new addition bought during the fiscal year ending.  
Furthermore, the report should specify the location of all assets that are not directly in the custody of the Assets Management Officer.

**ARTICLE  
5(11)**      **DIRECTOR OF  
HUMANITARIAN  
AFFAIRS**

**The Director of Humanitarian Affairs shall:**

- a) Be the chair of the Humanitarian Affairs Committee;
- b) Review personal needs as requested or identified by member(s).
- c) Establish guidelines for providing support from time to time as the need arises from members or in the community;
- d) Recommend, implement and/or coordinate programs to assist new immigrants;
- e) Develop, present and implement strategies for providing humanitarian support to all peoples of Yoruba heritage (by birth, marriage or adoption) within the City of Calgary

**ARTICLE  
5(12)**      **ASSISTANT SOCIAL OFFICER/  
YOUTH COORDINATOR**

**The Assistant Social Affairs Officer / Youth Coordinator shall:**

- a) Assist the Social Affairs Officer in coordinating and managing all social activities planned by the Foundation
- b) Support the Social Affairs Officer in organizing, coordinating and arranging all social or public gatherings of the Foundation as required
- c) Work closely with his/her counterpart in NCAC
- d) Be the Liaison between the Foundation and the Yoruba Youth in the community
- e) Update and brief the Foundation on the happenings within the Yoruba Youth Community
- f) Advise the Foundation on the activities that can attract Youths to the Foundation
- g) Carry out other duties as necessary to perform the functions of this office



## ARTICLE 6: BOARD OF DIRECTORS

<b>ARTICLE 6(1)</b>	<b>ELECTION</b>	The members of the Foundation at the annual general meeting will elect by ballot from the Membership, Directors who will constitute the Board of Directors of the Foundation. The Board of Director positions shall be volunteer positions.
<b>ARTICLE 6(2)</b>	<b>TERMS OF OFFICE</b>	The term of each Director shall commence once officially elected at the annual general meeting and shall continue for a period specified in Article 7(7) (A).
<b>ARTICLE 6(3)</b>	<b>FILLING VACANT BOARD POSITIONS</b>	In the event that positions on the Board become vacant between terms, the Executive Council shall have the right to fill positions on the Board from the Members on an interim basis until an official election can be held at an annual meeting. Article 7(8) applies to the Directors/Trustees as elected officers
<b>ARTICLE 6(4)</b>	<b>POWERS AND DUTIES</b>	<p><b>The Board of Directors shall :</b></p> <ul style="list-style-type: none"><li>(a) Assume the role of Trustees after election, and shall act as an independent advisory body for the Foundation; The Trustees shall be members with transparent life and there shall be a maximum of five (5) members on the Board.</li><li>(b) In the event of the dissolution of the Executive Council, prior to or at the Annual General Meeting, the Board of Directors shall temporarily assume the powers of the Executive Council until new executives are sworn in, as per Article 7(6).</li><li>(c) Call for and review the annual report of the Foundation. They shall present their review at the Annual General Meeting of the Foundation.</li><li>(d) Review all annual reports prepared by the Executive Council and present a report of their review to the Foundation, at the annual general meeting.</li><li>(e) Approve the budget of the Foundation.</li><li>(f) Work with the Executive Council to ensure smooth and peaceful conduct at meetings.</li></ul>

## ARTICLE 7: ELECTION OF OFFICERS

<b>ARTICLE 7(1)</b>	<b>ELECTION OF OFFICERS</b>	<p>This Section deals with and applies to the election of <b>Executive Officers and the Board of Directors</b> of the Foundation, Calgary.</p> <p>Various duties as laid out in sub sections of this article and shall be binding.</p> <p>The sections of this article can only be amended with full consultation with the General Assembly of the Foundation, Calgary.</p>
<b>ARTICLE 7(1)(A)</b>	<b>ELECTORAL COMMITTEE</b>	<p>There shall be a standing electoral committee comprising of at most five (5) members. The membership and chairperson of the committee shall be appointed by the Board of Directors of the Foundation. The members shall be elected by the general assembly and be responsible for:</p> <ol style="list-style-type: none"><li>1. Coordinating the election of members to the executive council.</li><li>2. Determining the mode(s) of election to executive offices, whether by secret ballot or show of hands.</li><li>3. Determining whether proxy votes will be allowed in any election conducted by the Foundation</li><li>4. Collating election and announcing results, and</li><li>5. Making arrangements for the swearing-in of elected officers, where required.</li></ol>
<b>ARTICLE 7(2)</b>	<b>NOTICES</b>	<p>All elections shall be preceded by a "notice of election". The notices shall be given to the General Assembly of the Foundation, Calgary at least three (3) months prior to the date of election. Notices shall be accompanied with names of candidates as well as the positions each candidate is contesting.</p>
<b>ARTICLE 7(3)</b>	<b>PROCEDURES</b>	<p><b><u>Election and voting Procedures</u></b></p> <p>The following shall constitute the election and voting procedures:</p> <ol style="list-style-type: none"><li>a) A presiding officer who shall be the chairperson of the electoral committee.</li><li>b) The presiding officer may be assisted by returning officers who shall be members of the electoral committee.</li><li>c) The presiding officer shall call for nomination or declaration of intention to run for various offices.</li></ol>

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- d) Each member may only nominate one person for the same office. A member may be nominated or declare self for an office. Each nomination must be seconded by members in good standing to be eligible for voting.
- e) There shall be a maximum of three nominations per office.
- f) Voting shall be by secret ballots or other methods as per Article 7(4).
- g) Each member shall be entitled to only one vote
- h) The presiding officer and the returning officers shall tally the votes.
- i) The returning officer shall announce the election results immediately after the counts.
- j) The candidate with a simple majority of vote shall be declared the winner. Provided that a run-off election shall be conducted in the event of a tie. If there is still no clear winner, the returning officer shall toss a coin to determine the winner.

**ARTICLE**      **ELIGIBILITY FOR**  
**7(3)(A)**      **OFFICE**

To be eligible for nomination, the member nominated for office must be an active member of the Foundation and must meet the following criteria:

- a. He/she must be an active member in good standing, who has fulfilled all financial obligations to the Foundation, and has participated in at least 70% of all activities organized by the Foundation. The nominee must have proven record of volunteerism in social and cultural activities organized by the Foundation and have the utmost interest in promoting and working for the betterment of the Yoruba community in Calgary.
- b. The nominated member must have accepted the responsibilities of the office for which he/she is being nominated.
- c. Must be capable, through prior involvement(s), of performing the functions of the office being nominated.
- d. He/she must be willing to serve in the capacity for which he/she is being nominated for the duration of the term of the office (except in special circumstances). Such extenuating circumstances must be presented, in writing, to the Electoral Committee, the executive council and the general assembly, if necessary. The general assembly may accept or reject the application.
- e. He / She must have attended at least 2 monthly meetings in a 12-month period

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<b>ARTICLE 7(3)(B)</b>	<b>ELIGIBILITY FOR VOTING</b>	All registered members who have fulfilled their financial obligations to the Foundation shall be guaranteed a vote in the election of officers.
<b>ARTICLE 7(3)(C)</b>	<b>ABSENTIA VOTING</b>	No member shall run for or be voted to any executive office or committee in absentia.
<b>ARTICLE 7(4)</b>	<b>VOTING</b>	Voting shall take place by <b>Secret Ballot</b> , by a <b>show of hands</b> or by <b>Proxy</b> (where applicable). Proxy Voting is allowed in the following situations: a) Executive Council Elections b) Board of Directors' Elections c) Amendments to the By-Law
<b>ARTICLE 7(5)</b>	<b>ANNOUNCEMENT OF WINNERS</b>	Before any member can be declared elected to the executive council, the candidates must carry a clear majority of the votes cast by the all members in good standing present at the venue (if voting is by a show of hands or secret ballot) or by the all members in good standing (if voting is by proxy).
<b>ARTICLE 7(6)</b>	<b>SWEARING-IN OF OFFICERS</b>	All declared winners shall be sworn in to office by the chief electoral officer one (1) month after the elections. Assumption of official responsibilities by newly sworn-in officers shall commence a day after being sworn into office.
<b>ARTICLE 7(6)(A)</b>	<b>Oath of Office</b>	Before assuming office, all elected officers of the Foundation shall subscribe to the oath of office contained in <b>Appendix II</b> of this By-law
<b>ARTICLE 7(6)(B)</b>	<b>Administering the Oath of Office</b>	The presiding officer or any other person duly appointed by the Foundation shall administer the oath of office on the President. The President shall administer the oath of office on all other members of the executive council.

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**ARTICLE**      **TERMS OF OFFICE**  
**7(7)**

**ARTICLE**      **DIRECTORS**  
**7(7)(A)**

- a) The terms of office for **Directors/Trustees**, elected upon the passing of this Bylaw, shall initially be for a **THREE YEAR TERM**. Subsequently, elections to this office shall be for a **TWO YEAR TERM**.
- b) Election to the Board of Directors shall be for a maximum of TWO consecutive TERMS.

**ARTICLE**      **EXECUTIVE COUNCIL**  
**7(7)(B)**

- a) All **Executive** Offices shall not exceed a **TWO-YEAR TERM**.
- b) Notwithstanding paragraph (a) above, a member can be elected to any one of the **Executive** Offices for a maximum of TWO consecutive **two-year terms**.
- c) Notwithstanding subsection (b) above, a member who has served a maximum two terms in one executive office shall be eligible to contest election to another office.

**ARTICLE**      **COMMITTEES**  
**7(7)(C)**

All appointments to working/standing committees shall not exceed a **single TWO-YEAR TERM**.

**ARTICLE**      **REMOVAL OF OFFICERS**  
**7(8)**

Elected officers and member(s) of the Board of Directors can be suspended or expelled from office where the Executive officer of Board member has been found to have violated his/her oath of office, by a properly constituted body, and/or have engaged in actions that are determined to be detrimental to the interests of the Foundation.

**ARTICLE**      **SUSPENSION**  
**7(9)**

- a) An Executive officer member with unpaid membership dues and levies or in arrears of dues and levies including other amounts payable six months after such amounts were supposed to have been paid shall be automatically suspended and shall forfeit all membership privileges and benefits until membership is reinstated.

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- b) A member can be suspended for a minimum three (3) months and not exceeding a maximum twelve (12) calendar months by the executive after consultation with the general assembly of the Foundation. The member may be readmitted by the Executive council upon presentation of evidence deemed satisfactory for the review of their membership status.

**ARTICLE  
7(10)**

**WITHDRAWAL**

A member may withdraw his or her nomination for office before Elections are held.

- a. Where a member decides to withdraw immediately after being declared the winner in an election, the runner-up shall be declared winner of the election.
- b. Where a member, due to unforeseen circumstances decides to withdraw from an Executive office, such member may withdraw by tendering his or her resignation in writing to the General Secretary.
- c. The resignation will be deemed accepted and come into effect upon approval by the Executive Council.
- d. The Executive member shall remain liable for the payment of any dues, levies or other monies payable to the Foundation prior to the acceptance of the resignation.
- e. A by-election shall be held within two weeks to elect a new member to the vacant office due to the withdrawal/resignation of its originally declared winner.
- f. If a member withdraws from office six months to the end of the term, the office shall be filled on an interim bases until the next elections. An interim officer (either a current member of the executive or appointed by the Executive council) shall assume the responsibilities of the office until fresh elections are held.

## ARTICLE 8: WORKING COMMITTEES

**ARTICLE  
8**      **WORKING COMMITTEES**

- a) The appointments to Working Committees shall be made by the Executive Officers. At least one Member on each committee shall be appointed based on qualifications as well as professional experience and expertise in the special skills required for the effective performance of the functions of the committee.
- b) Each Working Committee shall consist of , at least, three (3) members and, at most, five (5) members.
- c) Each committee shall elect a chairperson from within its members.
- d) Committees shall be charged with the responsibility of making recommendations and policy proposals on issues pertaining to the expertise of the committee.
- e) Committees shall also be required to present reports annually.
- f) Each committee shall report to designated Executive officer.

**ARTICLE  
8(1)**      **FINANCIAL  
MANAGEMENT  
COMMITTEE**

- a) The Financial Secretary shall be the chairperson of the Finance & Assets Management Committee.
- b) The Financial and Assets Management Committee shall work to review and make recommendation on all assets to be purchased by the foundation, including investment planning and financial management.
- c) The committee shall manage all assets owned by The Foundation.

**ARTICLE  
8(2)**      **EDUCATION COMMITTEE**

- a) The Vice-President shall be the chairperson of the Education Committee.
- b) The committee shall recommend and coordinate education activities of the Foundation.
- c) It shall be responsible for organizing the Foundation's school including all learning activities such as Language school, cultural dance, etc.
- d) The committee shall recognize student with outstanding achievement and establish way to reward and encourage excellence.
- e) The committee shall organize seminars for the association and community.

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- |                           |   |   |
|---------------------------|---|---|
| <b>ARTICLE<br/>(8)(3)</b> | <b>COMMUNITY LIAISON &amp;<br/>PUBLIC AFFAIRS<br/>COMMITTEE</b> | <ul style="list-style-type: none"><li>a) The Community Liaison and Public Affairs Committee shall be headed by the Public Relations Officer.</li><li>b) The committee shall work with other like minded organizations in the community, city, province and abroad.</li><li>c) The committee shall liaise with government agencies for registration, renewal, and obtaining permits.</li><li>d) The committee shall provide up to date information on regulations, policies and ways the Foundation can contribute to the community.</li><li>e) The committee shall be responsible for promoting the Foundation, issuing of all press releases, notices and other information to the press media.</li><li>f) It shall be responsible for all promotional materials and activities of the Foundation.</li></ul> |
| <b>ARTICLE<br/>8(4)</b>   | <b>SOCIAL AFFAIRS<br/>COMMITTEE</b>                             | <ul style="list-style-type: none"><li>a) The Social Events Officer shall be the chairperson of the Social Affairs Committee.</li><li>b) The committee shall recommend and organize cultural and social events.</li><li>c) The committee shall be plan and oversee all Foundations functions.</li><li>d) The committee shall define and coordinate the involvement of the Foundation in community functions such as baby showers, wedding ceremonies, anniversaries, birthday celebration, housewarming celebrations, burials and such related social functions that are being celebrated by its members.</li></ul>  |
| <b>ARTICLE<br/>8(5)</b>   | <b>HUMANITARIAN<br/>AFFAIRS COMMITTEE</b>                       | <ul style="list-style-type: none"><li>a) The Humanitarian Affairs Committee shall be headed by the Director of Humanitarian Affairs.</li><li>b) The committee shall review personal needs as requested or identified by member(s).</li><li>c) It shall establish guidelines for providing support from time to time as the need arises from members or in the community.</li><li>d) The committee shall recommend, implement and coordinate programs to assist new immigrants.</li></ul>  |
| <b>ARTICLE<br/>8(7)</b>   | <b>FACILITIES &amp; ASSETS<br/>MANAGEMENT<br/>COMMITTEE</b>     | <ul style="list-style-type: none"><li>a) The Facilities &amp; Assets Management Committee shall be headed by the Assets Management Officer.</li><li>b) The committee shall be responsible for prospecting, facilitating the</li></ul>   |

- purchase, coordinate the purchase, and oversee the maintenance of facilities and assets owned or to be owned by the Foundation.
- c) The committee shall present written report and account of their activities to the general assembly at the Annual General Meeting.

## **ARTICLE 9: HOUSE RULES, REMUNERATION, BOOK INSPECTION & AMENDMENTS**

### **ARTICLE 9(1) RULES OF ORDER**

The parliamentary method used at all meetings of the Foundation shall be the "Robert's Rule of Order" (Refer to Appendix 1 for details).

In this Bylaw, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa. In addition, non-special references to gender shall be deemed to include both sexes. References to persons shall include firms, corporations, legal entities and associations.

### **ARTICLE 9(2) AUDIT & INSPECTION OF BOOKS AND RECORDS**

- a) All books and records shall be available for inspection by any registered member in good standing at the Annual General Meeting.
- b) Inspection of the books and records may be done at any time during the year by any registered member, upon providing seven day written notice to the Secretary.
- c) Each member of the Executive shall, at all times, have access to such records and books.
- d) The books accounts, and records of the Secretary and Treasurer shall be audited at least once each year by the trustees or by an auditor appointed by them for that purpose
- e) Pursuant to clause (d) above, a complete and proper statement of the

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standing of the books for the previous year shall be submitted at the Annual General Meeting.

**ARTICLE 9(3) REMUNERATION**

All Executive Council, Board of Directors, and Committee positions shall be volunteer positions. There shall be no remuneration for activities undertaken for or on behalf of the Foundation by any of its officers, whether elected or appointed.

**ARTICLE 9(4) BORROWING POWERS**

The Executive Council of the Foundation is empowered to exercise on behalf of the Foundation, all borrowing powers conferred on the Foundation by the Societies Act.

**ARTICLE 9(5) AMMENDMENT OF BY-LAWS**

- a) These Bylaws shall not be suspended, altered or added to except by a "Special Resolution of the General Assembly" at the Annual General Meeting (refer to "definitions").
- b) Notwithstanding paragraph (a) above, these Bylaws may be amended at a general meeting after a minimum of one-month notice has been given to members. The notice must include the articles and or sections of the Bylaws to be amended.

## **ARTICLE 10: DECLARATION**

**ARTICLE 10 DECLARATION**

**We, the undersigned, hereby declare that we desire to register our objectives under the Societies Act and that the Mission of our Foundation is to provide our members and other groups or people, with and organizational base which will allow them to express their varying needs and special interests in such a way that the members may collectively establish common goals for the on-going operations of the Foundation. Furthermore, the Foundation shall provide for whatever procedures may**

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**be required to fulfill the goals of the Foundation toward the end of maintaining a virile community that contributes its best to the general Calgary community.**

## **ARTICLE 11: DISSOLUTION**

**ARTICLE  
11**      **DISSOLUTION CLAUSE**

In the event of dissolution of the Yoruba Foundation, Calgary, all remaining funds and assets of the foundation shall be donated to a charitable organization approved by two –thirds of the Foundation at its last AGM.

## **ARTICLE 12: DUE DILIGENCE**

**ARTICLE  
12**      **DUE DILIGENCE**

The foundation shall require individuals seeking executive or any official position, including but not limited to board members, language school teachers , childcare service providers and businesses intending to conduct business with the foundation to produce the following:

**ARTICLE  
12(1)**

A criminal background check to the electoral committee within three (3) months of being sworn in

**ARTICLE  
12(2)**

A current Child welfare check( within the last 6months) to the President or anyone designated.

**ARTICLE  
12(3)**

Appropriate license and approvals relating to services to be provided

Copy of all documents shall be placed on the Foundation file for future reference

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**ARTICLE**  
**12(4)**

All costs associated with obtaining the criminal background check and child welfare check shall be reimbursed by the foundation.

## APPENDIX I: ROBERT'S RULE OF ORDER

### ROBERT'S RULE OF ORDER:

Robert's Rules of Order refers to the procedure for conducting meeting which is based on the consideration of the rights of the majority, the rights of the minority (especially a large minority greater than one-third), the rights of individual members, the rights of absentee members, and the rights of all of these groups taken together. *This is the best method yet devised to enable assemblies of any size, with due regard for every member's opinion, to arrive at the general will in a minimum amount of time and under all kinds of internal climate ranging from total harmony to hardened or impassioned division of opinion.*

#### (a) Fundamentals Of Parliamentary Law

1. Justice and courtesy for all.
2. Do only one thing at a time.
3. The majority rules.
4. The minority must be heard.
5. Each proposition is entitled to a full and free debate.
6. The desires of the individual must be merged into the larger unit - the organization or assembly.
7. The purpose is to facilitate action not to obstruct it.

#### (b) Normal Order of Business

1. Call to order
2. Reading and approval of minutes
3. Reports of officers and standing committees
4. Reports of special committees
5. Unfinished business
6. New business
7. Program
8. Adjournment

**For Example:** (a) Motion to fix time and place of next meeting has highest rank. (b) General Main Motion has lowest rank. (c) Incidental Motions have no order to precedence among themselves. (d) No two Main Motions may be pending at the same time. (e) 2/3 refers to Vote required, all others - Majority.

## **APPENDIX II: OATH OF OFFICE**

### **OATH OF OFFICE**

I....., having been elected as.....of  
The Yoruba Foundation, Calgary;  
Promise to conduct, in cooperation with other officers and members of  
the Foundation;  
The affairs of the Foundation, as entrusted to me within the scope of the  
duties of my office;  
With due diligence, faithfulness and dedication;  
To be loyal to the Foundation and to promote its good image;  
To carry out the duties of my office with utmost transparency, and to do  
nothing to compromise or breach the trust reposed in me;  
To do everything within my power to justify the basis of electing me into  
this office by members of the Foundation.

So help me God.

## **APPENDIX III: MEMBERSHIP PLEDGE**

### **MEMBERSHIP PLEDGE**

I pledge to be loyal to the Foundation and to promote its good image;  
  
To be faithful and dedicated to the causes of the Foundation, its Bylaw,  
and its elected representatives;  
  
To refrain from acts that can compromise or breach the pledge of my  
membership; nor participate in cause(s) that will directly or indirectly  
bring any harm to the Foundation or its members.

So help me God.

## APPENDIX IV: ENDORSEMENTS

DATED IN CALGARY, ALBERTA THIS 4th DAY OF APRIL 2010

**Signatures of signing officials:**

DIRECTOR: <b>REV. MOSES ADEKOLA</b> Print Name	Address: 51 FALTON WAY NE		
Signature:	City CALGARY	Province ALBERTA	Postal Code T3J 1J5

DIRECTOR: <b>MRS. CECILIA AFOLAYAN</b> Print Name	Address : 77 SILVERADO RANGE VIEW SW		
Signature:	City CALGARY	Province ALBERTA	Postal Code T2Y 0E1

DIRECTOR: <b>MR. JACOB ODUMERU</b> Print Name	Address:		
Signature:	City AIRDRIE	Province ALBERTA	Postal Code

The Yoruba Foundation, Calgary

DIRECTOR: <b>MR. OLUKAYODE AJAYI</b> Print Name	Address: 13 TUSCARORA PLACE NW		
Signature:	City CALGARY	Province ALBERTA	Postal Code T3L 2E9

DIRECTOR: <b>MR. SINA AKINSANYA</b> Print Name	Address:		
Signature:	City CALGARY	Province ALBERTA	Postal Code

WITNESS: <b>MR. AZEEZ OLA-OJETOLA (Secretary)</b> Print Name	Address:		
Signature:	City CALGARY	Province ALBERTA	Postal Code