

BY-LAWS OF THE JAMAICA DIASPORA CANADA FOUNDATION

The Jamaican Diaspora Canada Foundation is a non-partisan organization open to all Jamaicans. It was incorporated by Letters Patent issued by the Ministry of Consumer and Business Services of Ontario, Toronto Canada on the 2nd day of November 2004.

MISSION and MANDATE

To cause Jamaicans living in Canada to come together for the purpose of enhancing Jamaica in the areas of national security, business, education and social development; and through continuing liaison and collaboration with the Jamaican Diaspora in other nations, to impact positively the interests of Jamaica and Jamaicans everywhere.

OBJECTS and PURPOSES

1. To engage in programmes and projects that will:
 - a. Assist disadvantage communities facing crime and security concerns
 - b. Provide resources for the improvement of community life.
 - c. Assist with educational needs pertaining to community safety
 - d. Assist in sensitizing the community in dealing with conflicts.
2. In order to improve education:
 - a. Donate books for children from Grades one to five at the primary school level:
 - b. To partner with schools and provide support for repairs/equipments/textbooks and other materials that may assist in the effective operation of the schools that are situated in disadvantage communities.
 - c. To provide soup kitchen and breakfast programmes for children who are lacking the financial support to provide meals for themselves.
3. To foster social development by:
 - a) Assisting communities, groups and organizations to assess social needs and provide technical, **financial and** other forms of support.
 - b) To facilitate connections between social organization in Canada and those in Jamaica to have exchange of experiences, to learn from each other.
 - c) To provide funding to assist with managing child abuse and other social problems.
4. To assist in the improvement of health care in Jamaica by:
 - a) The donation of equipment to support in the delivery of appropriate health services to citizens in Jamaica.
 - b) To partner with groups and organization in Canada to provide assistance to health institutions and facilities in Jamaica, in improving delivery of health care.

- c) To assist Jamaica by getting health care professionals in Canada to volunteer their services to assist with health care in Jamaica.
 - d) **By funding Diaspora approved project in public healthcare facilities.**
5. Any other purpose that is consistent with the mission and objective of the Jamaica Diaspora Canada Foundation.

ARTICLE 1. Name

The Jamaican Diaspora – Canada Foundation

ARTICLE 2. HEAD OFFICE

The principal office of the JD-CF shall be located in the **Province of Ontario**, and at such place as the Board may from time to time, determine.

ARTICLE 3. SEAL

The Seal is that of the Jamaican Diaspora (Canada) Foundation

ARTICLE 4. THE BOARD

4.1 **Composition** The board shall govern all operations of the JD-CF. The board shall be comprised of 23 elected and appointed directors/officers in addition to the Immediate Past President. There shall be two (2) ex-officio positions held by the Consul General to Toronto; the High Commissioner or any other representative the High Commissioner so appoints from any Jamaican government agency. Directors and Officers include President; Vice-President; General Secretary; Assistant Secretary (Communications) Treasurer; Director, Membership Relations and outreach; Director Future Leaders, Deputy Secretary; Director, Finance and Business Affairs; Director, Outreach and Communication; Director, Fundraising and Special Events; Director, Justice; Director of Social Services, Director, Education; Director, Government Relations; Director, Culture and Arts and 10 Regional Directors. Two ex-officio positions (non-voting) - in keeping with their position tenure in Canada or Toronto but not exceeding a period of 4 years.

4.2 **Qualifications** Each director shall, at the date of his election, and thereafter throughout the remainder of his term,

- (a) be a member of JD-CF in good standing for at least two years and who is qualified to hold office as set out below;
- (b) be at least eighteen (18) years of age;
- (c) not be an undischarged bankrupt or a mentally incompetent person; and
- (d) be a resident of Canada, living in Canada at least 6 months consecutively of each calendar year and hold either permanent resident or citizenship status.

If a person who is qualified to hold office, ceases to be a member of the JD-CF, in good standing, becomes bankrupt or mentally incompetent, or ceases to be a resident of Canada, he therefore ceases to be a director and the vacancy so created may be filled in the manner prescribed by section 4.3.

Relationship to the Jamaican Diaspora Advisory Board – see appendix “A”

Relationship to the Jamaican Diaspora Advisory Board – see appendix A
Advisory Board Terms of Reference

4.3 Vacancies So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by directors from among the qualified JD-CF members. If quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancy on the board. If a quorum of directors does not exist, the president and one other director may call an extra-ordinary meeting of the board, then a call a general meeting of the members to fill the remaining vacancies.

NEW

- 4.3.1 Any six members of the Board of Directors can request a special meeting of the Board by writing to the President and General Secretary and if the leadership refuses to act, within one month:
- 4.3.2 Those members requesting the meeting are free to convene a meeting of the board to discuss matters deemed urgent. Meetings so convened shall have the full force as any lawful board meeting subject to the terms of sub section 4.3. 3 below.
- 4.3.3 Any decisions taken at such a special meeting shall be binding if at least two weeks, notice is provided to every director and officer through the normal communication channels and confirmation of receipt of the notice is obtained and the attendance meets the courum requirements of the Board.

4.4 Resignation

A board member shall be deemed to have resigned by sending a letter of resignation to the President of the board of the JD-CF or to either the General Secretary or the Deputy Secretary of the JD-CF. A resignation shall be effective when received unless it specifies a later time for effectiveness. Vacancies caused by resignation, death, disability, or removal may be filled by election by the Board, the successor to complete the term of the board member whose position on the Board has become vacant.

4.5 Removal of Directors The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. Board members may be removed by a resolution of general membership, on the ground that the member has been declared of unsound mind, by a final order of court convicted of a felony, been found by a final order or judgment of any court, civil or criminal, to have breached a fiduciary duty toward any person or entity, or been found by the resolution of the Board to have neglected his or her duties on the JD-CF Board by failure to attend three (3) consecutive meetings or otherwise, without reason adequate to the Board.

4.6 Nomination and Election Members of the Executive Committee and the Board of Directors, shall be elected in the manner stated herein and set out in Articles 5.3, each of whom, subject to the provisions of the letters Patent and any supplementary letters patent, shall hold office until his successor has been elected and qualified, or until he resigns or becomes disqualified by operation of law or by these by-laws.

The president and vice-president will be the two JD-CF members of the Jamaica Diaspora Advisory Board, the meetings of which are convened at the behest of the Government of Jamaica.

NEW

4.6.1 All Directors and officers shall be elected at the annual general Meetings of the JDCF in Canada:

During 2012 one half of the Directors and Officers shall be elected for 1 year terms and one half for two year terms. Thereafter all terms will be for two years with one half elected on even number years and one half on odd number years.

4.7 Duration of Office A board member shall hold office until his successor has been elected, appointed and qualified, or until he resigns or becomes disqualified by operation of law or by these by-laws. The maximum length of term shall be two years.

4.8 Compensation Board members will not be compensated for service as a member of the JD-CF, although upon a resolution of the Board, or under its general policies, a board member may be compensated for reasonable expenses incurred in direct connection with service as a member: travel, accommodation and related expenses. This restriction does not prevent a member from being compensated for service if by way of tender, that member's company may be engaged by the JD-CF and that member takes a leave of absence from the board for the period during which he serves the JD-CF in another capacity on behalf of his company.

4.9 Powers and Duties of the JD-CF board of directors

In general, these are subject to any limitation imposed by law, the Articles of Incorporation, or these By-Laws, the activities and affairs of the JD-CF shall be conducted and managed under the direction of the Board. Without prejudice to its general powers and subject to the same limitations, the Board shall have the following powers:

1. To select and remove all agents and employees of the JD-CF, prescribe powers and duties of all officers, agents and employees of the JD-CF, as may not be inconsistent with law, the Article of Incorporation or these By-Laws, and, where it deems it to be appropriate, require from them security for faithful service.
2. In case of a vacancy in the office of any officer of the JD-CF, to elect a successor to serve the remainder of that officer's term in office.
3. To adopt and use a corporate seal.
4. To open, maintain, and change such bank accounts and brokerage accounts in the name the JD-CF as the Board may deem appropriate for the conduct of the business of the corporation. To invest funds in bank deposits, stocks, bonds, and other securities, and in any other lawful investment deemed by the Board to be appropriate for the fulfilment of the purposes of the JD-CF. To borrow money and incur indebtedness for the purposes of the JD-CF, and to cause to be executed and delivered therefore, in JD-CF's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore.
5. To distribute funds for the purposes of the JD-CF as set forth in the mandate, the objects and purposes of these by-laws.

4.8 Committees

STANDING:

(i) Executive Committee (ii) Nomination/AGM (iii) Planning and Operations

The **Executive Committee** shall be the core governing body of the JD-CF. The

Executive Committee shall discuss the business of the JD-CF and consider those items proposed for the agenda of the AGM, the monthly meetings and issues raised by sub-committees and working groups.

Planning and Operations Committee

This committee is chaired by the Vice-President of the JD-CF and supported by the respective board member plus chair of the sub-Committee or working group. Shall lead in the development of a strategic plan that takes into consideration all rules and regulations pertaining to non-profit organizations and foundations, as required by provincial and/or federal legislation. Liaise between the board and chairpersons of each sub-committee or working group. Act as chairperson and form sub-committees or working groups in the event there are none to support the objects of the JD-CF. As such, submits reports or position documents from each sub-committee for discussion at the board level, if there is no other board member responsible for said areas.

The General Secretary shall be the chair of the **AGM Committee**. In the event that the General Secretary offers himself for the presidency then the Deputy Secretary or the Treasurer shall assume the chair of the AGM Committee. The host of the AGM shall be a non-board member so identified by consensus of the Executive Committee.

AD HOC:

Committees that are established for a short-term and specific purpose and that are "dissolved" when the goal has been accomplished. One such may be the By-Laws/Constitution Committee that amends JD-CF operation regulations as recommended by the board and the general membership. Another may be the bi-ennial conference committee that organizes all proposed resolutions, selects JD-CF speakers and other such representatives.

ARTICLE 5. EXECUTIVE COMMITTEE (OFFICERS)

5.1 Composition Members of the Executive Committee of the JD-CF shall consist of the following office bearers: a) President – one; b) Vice-President – one; c) General Secretary – one; d) Treasurer – one; e) Director, Membership Relations; f) Youth (New (Future Leaders Director) (g) Director– Executive Liaison for Regional Directors; h) Immediate Past President (non-voting member).

5.2 Duration Members of the Executive shall not hold more than one office or board position except for those persons holding the offices of President and Vice-President. These positions are eligible for re-election, in consecutive years. Vacancies in any of the offices shall be filled for the unexpired term by the Board.

NEW

5.2.1 All officers are eligible to hold office for no more than three consecutive terms in the same position. No officer nor board member shall serve more than three consecutive two year terms on the Board or as an officer. After serving three consecutive two year terms, Officers and Board members are required to spend a minimum of two years in non board functions before becoming eligible for reelection to the board or office.

5.3 Nomination and Election

A **NEW** : All officers and Directors shall be elected at the Annual General Meeting of the JDF which shall be held in Canada annually **but**

General Meeting of the JD-CF which shall be held in Canada annually ~~but~~
the Regional Directors will be elected in their regions by the members
from each Region.

B The President and Vice President shall be the two JD-CF members who sit on the Jamaican Diaspora Advisory Board.

C **New:** All positions of the Executive Committee or Board shall be elected at the AGM and shall serve for a two year unless otherwise designated for one year term.

D **New:** Should any position be left unfilled after the AGM, due to the lack of adequate numbers of qualified candidates, the members so elected shall constitute the new Board.

E **New:** The Board shall then act as soon as possible to fill the remaining positions with qualified candidates, but in the absence of fully candidates, the Board may fill the position as an under-fill and provide mentorship to the individuals so appointed.

F **New:** In the interim, until the AGM is held, all outgoing executive committee and Board members shall remain in office till such time that their successor are in place. **This interim period shall not be more than 45 days.**

G NEW All members of the executive committee or Board of Directors shall be elected at or appointed following the Annual General Meeting (AGM)

Function of the Executive Committee shall be as follows:

- a) To appoint sub-committees and working groups etc. to fulfill the objects of the JD-CF.
- b) To take action on resolutions passed by the general body and the Board of Directors of the JD-CF and assist the Board of Directors in implementing decisions made by the Diaspora Advisory Board and at the biennial Jamaica Diaspora Conference,
- c) To decide and take action on organizational, administrative and financial matters;
- d) To fill vacancies in the Executive Committee, on the larger board or on any other committee,
- e) To appoint persons for carrying out the work of the JD-CF.

ARTICLE 6. BOARD (POSITION DESCRIPTION and MEETINGS)

6.1 Duties of the office bearers of the Executive Committee

BOARD RESPONSIBILITIES

(AS AMMENDED BY MEMBERSHIP ON MAY 19, 2013)

President:

The President shall be one of the two representatives who represent the ID-

THE PRESIDENT shall be one of the two representatives who represent the JD-CF on the Advisory Board. The President will preside over all meetings of the Executive Committee and shall be one of the co-chairs who preside over all meetings of the general membership. The President, or the Vice-President, shall prepare the agenda for the executive and general membership meetings; shall instruct the General Secretary to send out notices of all meetings.

At executive committee and general membership meetings, the President shall have one vote and shall exercise his "executive privilege" of one vote in the case of a tie. The President is an ex-officio member of all committees and groups formed by the JD-CF. At sub-committee and working group meetings, as an ex-officio member, he shall have no voting power, but in case of a tie he shall have the power to cast his vote.

The President, and an ad hoc committee, shall resolve or manage any conflicts that persist among Directors, after every effort has been made to mediate such conflicts at the local level.

Vice President:

The Vice President shall carry out the duties and exercise the powers of the president in his absence or if he is unable to perform. The Vice-President shall hold responsibility for all written, official communication and so shall prepare and submit for executive approval or ratification all official correspondence that shall

go out on behalf of the JD-CF. The Vice-President submits all official correspondence to the General Secretary for safe-keeping and filing. The Vice-President (as the chair of the Planning and Operations Committee) shall lead in the development of a strategic plan that takes into consideration all rules and regulations pertaining to non-profit organizations and foundations, as required by provincial and/or federal legislation. Liaise between the board and chairpersons of each sub-committee or working group.

General Secretary

The General Secretary, also referred to as Secretary JD-CF, shall have following functions: a) Proper safe-keeping of all correspondence including but not limited to the official minutes of all meetings; b) Regular recording of the proceedings meetings including but not limited to Executive Committee, general membership meetings, committee meetings and biennial conference as well as official meetings of regional directorships; c) keep an accurate list of members and their records as submitted by the Director of Membership; notify officers and members of their election or appointment to the board;

d) Keep proper calendar of meetings and activities of the JD-CF; e) managing the editing process regarding publications / promotional material of the JD-CF; f) performs the duties of liaison between the media and the Executive Committee; g) manages the staff and affairs of the JD-CF Secretariat; h) keeps the JD-CF seal.

The General Secretary is also one of the spokespersons on behalf of the JD-CF, when so appointed by the President.

Treasurer

Treasurer

The Treasurer shall be the custodian of the funds of the Society and of any and all securities which are the property of the Society and keep an accurate record of each. a) prepares and keeps an accurate and up-to-date record of all finances; b)

present an annual report for audit and submit audited statements in a published annual report to the membership at the Annual General Meeting c) responds in a timely manner to the general membership and executive committee on all matters or queries pertaining to the financial status of the JD-CF; d) submits a quarterly financial statements at general; presents quarterly and other financial statements at executive meetings; e) liaise with the banks and other financial institutions with respect to the keeping of financial records and submits same to the General Secretary; f) keep a journal with a list of all members recording their payment of dues submits same to the Director, Membership Relations; g)

Deputy Secretary

Assists General Secretary in general and holds responsibility in particular for duties specific to organizing the general membership and annual general meetings. Should the General Secretary be unable to perform the duties of the office, the Deputy Secretary shall assume these duties, as instructed by the Executive Committee.

Regional Directors

Mobilize members of the Diaspora in their communities or geographical regions. Act as area presidents and head the respective committees that govern operations and activities in said areas. Work closely with the President, Vice President and General Secretary.

Director, Membership Relations

Inform membership; plan membership strategy to increase numbers; develop and maintain database of all members: including their professions, contact info, track payment of dues, track donation amounts by member; provide forms and receive applications for membership which, when complete, shall be sent to the General Secretary.

Director of Future Leaders

Develop strategy targeted to youth members; outline programs and activities; help Director of Membership to maintain database of youth members; create linkages between Canadian youth of Jamaican origin and/or descent and those in Jamaica; establish programs that preserve the Jamaican culture including but not limited to the promotion of the arts.

Director, Finance Business Affairs and Special Projects

The Director, *Finance and Business Affairs and Special Projects* works closely with the Board to further the goals of the JD-CF.

The Director establishes and oversees a short/medium term corporate strategy and implements its objectives within prescribed terms

strategy and implements its objectives within prescribed terms.

The Director works closely with the President, Vice-President, Portfolio Directors, and the Directors in the Regions, and of Fundraising, Outreach and Communication to implement strategy for the creation/implementation of the Jamaica Fund, as previously approved by the JD-CF board and any other fiscal measures that might be approved by the Board or initiated by the Jamaica Government, to achieve its vision 2030 plan.

The Director will review all former and ongoing projects, produce a status report on these projects for the board, evaluate the effectiveness of these projects and make recommendations as to the value and possible future of such projects, make recommendations for appropriate action as warranted, including changes in strategy and termination of the project if necessary.

The Director will be executive sponsor and have responsibility for all new JDCF projects that are not directly within the direct mandate of another Director.

The Director will suggest and develop life altering projects to enhance, Jamaica's Social, cultural economic and political development and oversee the funding strategies and implementation.

The Director will ensure that the President and Board are aware of any malfeasance and inefficiency in any such projects and recommend how the President and Board deal with such malfeasance and inefficiency.

Director, Outreach and Communication

Works closely with the sub-committee to further the goals of the JD-CF.

Establishes a short/medium term strategy and implements its objectives within prescribed terms. Works closely with the Vice-President and Regional Directors and Director, Fundraising projects/activities to implement or amend Outreach and Communication strategy, as previously approved by the JD-CF board.

Director, Fundraising and Special Events

Works closely with the sub-committee to further the goals of the JD-CF.

Establishes a short/medium term strategy and implements its objectives within prescribed terms. Works closely with the Treasurer and Vice-President and Director of Outreach and Communication on fundraising projects/activities and/or to present funding proposals previously approved by the JD-CF board.

Director, Education

Works closely with the two sub-committees to further the goals of the JD-CF. Establishes short/medium term strategies. Organize activities and events to implement objectives within prescribed terms. Works closely with select communities or groups in Canada and in Jamaica, previously approved by the JD-CF board.

Director, Social Services and Health

Director of Social Services and Health will be an advocate for Social Services and Healthcare improvements and capacity building in Jamaica. To that end the Director will consult with Jamaica's Government Ministries, municipal social service and healthcare departments, agencies, and hospitals, Academic institutions and non-governmental social service organizations to identify priority areas of need and to develop projects that the JCDF can assist with, in conjunction with Canadian governments, agencies, institutions and organizations. The Director of Social Services and Health will be the JCDF's chief representative on the Diaspora Healthcare planning team to implement the Healthcare 20/30 Vision plan with the Ministry of Health in Jamaica.

Director, Justice Issues

Works closely with the Justice sub-committee to further the goals of the JD-CF. Establishes a short/medium term strategy and implement its objectives within prescribed terms.

Director, Government Relations

Works closely with the President and Vice-President. Liaises with members of the Canadian federal government to further the goals of the JD-CF.

Director, Culture and Arts

Custodian of who Jamaicans say they are. Manages the JD-CF's image through transmitting and translating the essence of Jamaica to existing and future generations. Plans activities aimed at achieving this goal: preserve and communicate the authentic Jamaican culture, including but limited to the arts.

Director, Finance, Business Affairs and Special Projects

The Director, *Finance and Business Affairs and Special Projects* works closely with the Board to further the goals of the JD-CF.

The Director establishes and oversees a short/medium term corporate strategy and implements its objectives within prescribed terms.

The Director works closely with the President, Vice-President, Portfolio Directors, and the Directors in the Regions, and of Fundraising, Outreach and Communication to implement strategy for the creation/implementation of the Jamaica Fund, as previously approved by the JD-CF board and any other fiscal measures that might be approved by the Board or initiated by the Jamaica Government, to achieve its vision 2030 plan.

The Director will review all former and ongoing projects, produce a status report on these projects for the board, evaluate the effectiveness of these projects and make recommendations as to the value and possible future of such projects, make recommendations for appropriate action as warranted, including changes in strategy and termination of the project if necessary.

The Director will be executive sponsor and have responsibility for all new JD-CF projects that are not directly within the direct mandate of another

JD-CF projects that are not directly within the direct mandate of another Director.

The Director will suggest and develop life altering projects to enhance, Jamaica's Social, cultural economic and political development and oversee the funding strategies and implementation.

The Director will ensure that the President and Board are aware of any malfeasance and inefficiency in any such projects and recommend how the President and Board deal with such malfeasance and inefficiency.

EXECUTIVE REPRESENTATIVE...

Descriptions - Goals - Objectives...

- Through the President and Executive Committee ; work closely with all Directors (Especially Regional) with the distinct goal of Achieving and Sustaining Cross-Communication between Regions and other Directors; with Emphasis on Regional Membership Development strategies.

PREVIOUS PROVISION OF ARTICLE 6.1 (FOR REFERENCE ONLY)

President:

The President shall be one of the two representatives who represent the JD-CF on the Advisory Board. The President will preside over all meetings of the Executive Committee and shall be one of the co-chairs who preside over all meetings of the general membership. The President, or the Vice-President, shall prepare the agenda for the executive and general membership meetings; shall instruct the General Secretary to send out notices of all meetings.

At executive committee and general membership meetings, the President shall have one vote and shall exercise his "executive privilege" of one vote in the case of a tie. The President is an ex-officio member of all committees and groups formed by the JD-CF. At sub-committee and working group meetings, as an ex-officio member, he shall have no voting power, but in case of a tie he shall have the power to cast his vote.

The President, and an ad hoc committee, shall resolve or manage any conflicts that persist among Directors, after every effort has been made to mediate such conflicts at the local level.

Vice President:

The Vice President shall carry out the duties and exercise the powers of the president in his absence or if he is unable to perform. The Vice-President shall hold responsibility for all written, official communication and so shall prepare and submit for executive approval or ratification all official correspondence that shall go out on behalf of the JD-CF. The Vice-President submits all official correspondence to the General Secretary for safe-keeping and filing. The Vice-President (as the chair of the Planning and Operations Committee) shall lead in the development of a strategic plan that takes into consideration all rules and regulations pertaining to non-profit organizations and foundations, as required by provincial and/or federal legislation. Liaise between the board and chairpersons of each sub-committee or working group.

General Secretary

The General Secretary, also referred to as Secretary JD-CF, shall have following functions: a) Proper safe-keeping of all correspondence including but not limited to the official minutes of all meetings; b) Regular recording of the proceedings meetings including but not limited to Executive Committee, general membership meetings, committee meetings and biennial conference as well as official meetings of regional directorships; c) keep an accurate list of members and their records as submitted by the Director of Membership; notify officers and members of their election or appointment to the board; d) keep proper calendar of meetings and activities of the JD-CF; e) Managing the editing process regarding publications / promotional material of the JD-CF; f) performs the duties of liaison between the media and the Executive Committee; g) manages the staff and affairs of the JD-CF Secretariat; h) keeps the JD-CF seal.

The General Secretary is also one of the spokespersons on behalf of the JD-CF, when so appointed by the President.

Treasurer

The Treasurer shall be the custodian of the funds of the Society and of any and all securities which are the property of the Society and keep an accurate record of each. a) prepares and keeps an accurate and up-to-date record of all finances; b) present an annual report for audit and submit audited statements in a published annual report to the membership at the Annual General Meeting c) responds in a timely manner to the general membership and executive committee on all matters or queries pertaining to the financial status of the JD-CF; d) submits a quarterly financial statements at general; presents quarterly and other financial statements at executive meetings; e) liaise with the banks and other financial institutions with respect to the keeping of financial records and submits same to the General Secretary; f) keep a journal with a list of all members recording their payment of dues submits same to the Director, Membership Relations; g)

6.2 Duties of the office bearers of the rest of the Board

Deputy Secretary

Assists General Secretary in general and holds responsibility in particular for duties specific to organizing the general membership and annual general meetings. Should the General Secretary be unable to perform the duties of the office, the Deputy Secretary shall assume these duties, as instructed by the Executive Committee.

Regional Directors

Mobilize members of the Diaspora in their communities or geographical regions. Act as area presidents and head the respective committees that govern operations and activities in said areas. Work closely with the President, Vice President and General Secretary.

Director, Membership Relations

Inform membership; plan membership strategy to increase numbers; develop and maintain database of all members: including their professions, contact info, track payment of dues, track donation amounts by member; provide forms and receive applications for membership which, when complete, shall be sent to the General Secretary.

Director of Future Leaders

Develop strategy targeted to youth members; outline programs and activities; help Director of Membership to maintain database of youth members; Create linkages between Canadian youth of Jamaican origin and/or descent and those in Jamaica; Establish programs that preserve the Jamaican culture including but not limited to the

Establish programs that preserve the Jamaican culture including but not limited to the promotion of the arts.

Director, Finance and Business Affairs

Works closely with the sub-committee to further the goals of the JD-CF. Establishes a short/medium term strategy and implements its objectives within prescribed terms. Works closely with the Vice-President, President, Regional Directors and Director, Fundraising and Director, Outreach and Communication projects/activities to implement strategy for the creation of the Jamaica Fund, as previously approved by the JD-CF board.

Director, Outreach and Communication

Works closely with the sub-committee to further the goals of the JD-CF. Establishes a short/medium term strategy and implements its objectives within prescribed terms. Works closely with the Vice-President and Regional Directors and Director, Fundraising projects/activities to implement or amend Outreach and Communication strategy, as previously approved by the JD-CF board.

Director, Fundraising and Special Events

Works closely with the sub-committee to further the goals of the JD-CF. Establishes a short/medium term strategy and implements its objectives within prescribed terms. Works closely with the Treasurer and Vice-President and Director of Outreach and Communication on fundraising projects/activities and/or to present funding proposals previously approved by the JD-CF board.

Director, Education

Works closely with the two sub-committees to further the goals of the JD-CF. Establishes short/medium term strategies. Organize activities and events to implement objectives within prescribed terms. Works closely with select communities or groups in Canada and in Jamaica, previously approved by the JD-CF board.

Director, Social Services And Health

NEW

Director of Social Services and Health, will be an advocate for Social Services and Healthcare improvements and capacity building in Jamaica. To that end the Director will consult with Jamaica's Government Ministries, municipal social service and healthcare departments ,agencies, and hospitals , Academic institutions and non- governmental social service organizations to identify priority areas of need and to develop projects that the JCDF can assist with, in conjunction with Canadian governments, agencies, institutions and organizations.

The Director of Social Services and Health will be the JDCF's chief representative on the Diaspora Healthcare planning team to implement the Healthcare 20/30 Vision plan with the Ministry of Health in Jamaica.

The Director of Social Services and Health will work collaboratively with other Directors and the Executive Committee to develop social service components in the various projects that the JDCF undertakes in Jamaica where appropriate to do so.

In addition to collaborating with project leadership to develop the social service components, the Director will work collaboratively with Jamaican established social service agencies, to identify needs for resources and technical assistance to increase the level of social services that those agencies provide to their clients and communities.

The Director will collaborate with those local agencies to develop project ideas into viable demonstration projects, which can be supported by Canadian government and social services agencies, colleges and universities, through partnerships, funding,

physical resources and technical assistance by Canadian personnel with the appropriate expertise.

The Social Services and Health Director will canvas Canadian agencies and institutions including those providing services to the Jamaican , West Indian and Black community, for support of various social service oriented projects and initiatives in Jamaica.

The Director will work with other members of the JDCF and its Future Leadership Group to build a solid functional Social Service Committee structure, to provide ongoing support for this position within the organization.

In order to gain the support of the Jamaican Canadian community and organizations delivering social services within the community across Canada, The Director will develop a committee to advance this vision and to develop an inventory of Social Service Programs that are operational in the various regions of Canada.

Under the direction of the Director, the Committee will monitor emerging social services issues and identify gaps in services provided by other agencies and organizations.

Where such gaps exist, the director will discuss with other organizations and agencies how best, those needs can be met and what agency or organization is best suited to address specific issues.

Through this process, it is hoped that greater coordination of social services and resources will occur, thus contributing to greater capacity in our community here in Canada. This increased capacity will better enable our community's agencies and organizations to become partners in capacity building initiatives in Jamaica.

Director, Justice Issues

Works closely with the Justice sub-committee to further the goals of the JD-CF. Establishes a short/medium term strategy and implement its objectives within prescribed terms.

Director, Government Relations

Works closely with the President and Vice-President. Liaises with members of the Canadian federal government to further the goals of the JD-CF.

Director, Culture and Arts

Custodian of who Jamaicans say they are. Manages the JD-CF's image through transmitting and translating the essence of Jamaica to existing and future generations. Plans activities aimed at achieving this goal: preserve and communicate the authentic Jamaican culture, including but limited to the arts.

6.2 Meetings and Frequency

The JD-CF shall hold monthly board meetings and four Quarterly General Meetings each year . Notwithstanding, the business of the JD-CF shall be conducted year-round, there shall be a break from all general and board meetings in the months of August and/or December, unless otherwise decided by majority vote of the Board.

6.3 Quorum

The board shall have a quorum which represents (25% of its voting members. If board members leave meetings prematurely thereby reducing the numbers required by quorum, the business of the meeting shall be executed, without prejudice, as though the quorum had not been affected.

6.4 Voting

Decisions will be carried if at least 50% plus one person of the eligible voting members present are in agreement. Since attendance at board meetings and active participation is a responsibility of each board members, voting by proxy is not permitted at board meetings.

6.5 Executive Committee Meetings

From time to time, the Executive Committee may be required to meet between board meetings to carry out the business of the JD-CF. The quorum for the convening of a meeting of the Executive Committee is **5 persons**. The business of the JD-CF may be discussed in the absence of the President and/or Vice-President. The Executive Committee reports any action it has taken to the board. However, time-sensitive matters requiring a procedural vote should be presented in writing by any means including but not limited to email, and a vote taken, when and if all members of the Executive Committee are not in attendance. The board, if it deems proper may in a few circumstances, overrule that action, within a reasonable time not exceeding 60 days.

ARTICLE 7. GENERAL MEMBERSHIP AND MEETINGS

Membership

All Jamaicans, Jamaican organizations and businesses in Canada are by definition, members of the JD-CF and have a right to access this organization. However, voting on any business of the JD-CF, participation in the election of JD-CF board members and access to considerable membership benefits will be a privilege and a right for those who are registered and so maintain paid membership status in good standing.

Classes of members:

(1) Voting (2) Non-voting (3) Honourary (non-Jamaicans/foreigners/aliens) (4) Associate (researchers, politicians, etc.)

Application

Membership applications are received by the Director, Membership and a committee consisting of the 2 board members evaluate, accept or reject applications according to criteria for membership.

General Membership Meetings

Membership meeting dates shall be set by the board, annually. Notice of such meetings shall be issued in writing, by email or by mail, at least two weeks (14 days) prior to the meeting date. Meetings may be called by either the President or the Board of Directors. In some cases, a majority representation (no less than 20%) of the registered, paid-up members of the general body shall be permitted to petition for a meeting.

All meetings of the JD-CF shall be conducted in accordance with (Robert's Rules or Order.

7.1 Frequency The JD-CF shall hold monthly Board meetings and four Quarterly General Meetings each year. Notwithstanding, the business of the JD-CF shall be conducted year-round, there shall be a break from all general and board meetings in the months of August and December, unless otherwise decided by majority vote of the Board.

7.3 Quorum A quorum which represents 40% of its members. If such members leave meetings prematurely thereby reducing the numbers required by quorum, the

business of the meeting shall be executed, without prejudice, as though the quorum had not been affected.

7.4 Voting

Decisions will be carried if at least 50% plus one person of the registered members eligible to vote present are in agreement. Since attendance in person or via phone at general membership meetings and active participation is a responsibility of each registered member, voting by proxy is not permitted at general meetings.

7.5 Termination of Membership

Membership shall be terminated because of unethical practices or behaviour bringing discredit to the association. Other reasons include resignation, death, non- payment of dues, emigrating from Canada

7.6 Complaints Procedure

The respondent shall be notified, shall be entitled to be heard and represented by other members of the board and general membership in an appeals process.

ARTICLE 8. ANNUAL GENERAL MEETING

8.1 Location/Venue The host city of the AGM shall be determined by the Board.

8.2 Frequency The JD-CF shall hold annual general meetings at a date decided by majority vote of the board, usually within 4 months of the end of the fiscal year.

8.3 Quorum : A quorum which represents(25 of its registered members, who have been duly registered for at least 6 months prior to the AGM. If such members leave meetings prematurely thereby reducing the numbers required by quorum, the business of the meeting shall be executed, without prejudice, as though the quorum had not been affected.

8.4 Voting: Decisions will be carried if at least 50% plus one person of the registered members eligible to vote present are in agreement. Since attendance in person or via phone at general membership meetings and active participation is a responsibility of each registered member, voting by proxy is not permitted at general meetings.

8.4.1 Voting by Mail Ballots

Members from outside of the GTA may vote at the AGM by mail ballots.

8.5 Language: The "official" written language of the meetings of the JD-CF shall be English.

ARTICLE 8. DUES and FISCAL YEAR

The board in consultation with the general membership sets the amount of the dues, annually.

The fiscal year shall be a full calendar year from January 1 up to and including December 31.

Directors and Officers include

1. President
2. Vice-President-
3. General Secretary
4. Treasurer:

- 4. Treasurer, -
- 5. Immediate Past President -
- 6. Membership Relations -
- 7. Director, Future Leaders -
- 8. Deputy Secretary -
- 9. Director, Finance and Business Affairs -
- 10. Director, Outreach and Communication -
- 11. Director, Fundraising and Special Events -
- 12. Director of Social Services and Health -
- 13. Director, Education -
- 14. Director, Government Relations -
- 15. Director, Culture and Arts -
- 16. Director of Justice -
- 17. Regional Directors - Yukon
- 18. Regional Directors - Nunavut + NWT
- 19. Regional Directors - Ottawa
- 20. Regional Directors - Quebec
- 21. Regional Directors - Quebec
- 22. Regional Directors - Prairies
- 23. Regional Directors - Exec. Rep. (Non-GTA)
- 24. Regional Directors -
- 25. Regional Directors
- 26. Regional Directors
- 27. Ex-officio - High Commissioner or designate
- 28. Ex-officio - Consul General to Toronto

JDCF CONSTITUTION AS RATIFIED BY THE MEMBERSHIP FEBRUARY 23, 2012
 Certified by Kingsley P. Gilliam, Chair Revision Committee