



CONSTITUTION and BY-LAWS
الدستور والنظام الداخلي

Of

IGNITE MANITOBA CORP.
(Founded in 2010)

Revised as of May 15, 2017
(Pursuant to constitution changes approved General Body on June 15, 2010)

PREFACE

In concerted effort, we the people of this organization, an entity focused on generating a more culturally astute and well-versed environment, endorse our organization in its acts towards achieving a burgeoning Arabic society within Manitoba, and do ordain and establish this Constitution for our Society.

We believe we can effect true change in the community, working in a collaborative approach. We are all Canadians, sharing the same resources, concerns and aspirations. We believe we can be successful in finding fulfillment in a harmonious, fair and productive society by understanding one another better: recognizing; accepting; and appreciating our differences.

Through our ongoing outreach we help to foster increased respect and friendship between neighbors, enabling us all to retain pride in our ethnicity in a stable and productive society.

This constitution was originally compiled by a community group on June 15, 2010, with the purpose of serving the Arab community in Manitoba. The reorganization of Ignite Manitoba Corp's constitution was initiated in an annual meeting held in Winnipeg on May 1, 2017.

One of the meeting's tasks was to review, and discuss this Constitution and By-Laws which was voted upon and adopted by the delegates of the participating associations across Manitoba. Hence this constitution is, in effect, as the official constitution of Ignite Manitoba Corp.

I am honored to have been given the task of presenting to our fellow members this updated and edited Constitution originally written in English and Arabic.

Rana Abdulla,
Chief Inspiration Officer

إيماننا بالقيم التاريخية والثقافية والانسانية لمجتمعنا العربي الداعية للتعاون والتعاقد والتكافل. وبمقتضى مسؤوليتنا تجاه الأجيال القادمة وبناءاً على ان العرب كالبنيان الواحد يشد بعضه بعضاً، تم انشاء جمعية الشعلة في مانيتوبا الخيرية.

بجهود متظافره وروح التضامن رغم صعوبة المهمة غير أن الهدف كان نبيلاً وإرادة ورؤية مؤسسي هذه المنظمة كانت أقوى ، فعرفنا ما نريد ورسمنا السبيل لاطلاق طاقاتنا وجمعها في منظمة الشعلة حيث تكون كيان يركز على خلق بيئة ذكية وخبيره في مجال الثقافة العربي بتقديم أعمال تهدف إلى تحقيق مجتمع عربي مزدهر في مانيتوبا وتضع هذا الدستور أمامكم إيماناً منا على مد ثقافتنا ومشاركتها بالطريقة الصحيحة وفتحها على العالم وإعمالاً لإرادة العيش ضمن التعددية وتقدير متبادل ووعياً بالإنجازات المشتركة تجاه الأجيال القادمة وإيماناً بأن الحر هو من يستخدم حريته وإن قوة الجماعة تقاس بمدى رفاهية أضعف أعضائها ، فإننا بنينا الدستور التالي بتاريخ 15 يونيو 2010

وقد تم تجميع هذا الدستور واللوائح من قبل لجنة التنسيق التي بدأت إعادة تنظيم منظمة الشعلة وكانت نتيجة هذا الجهد الاجتماع السنوي لأعضاء المجموعة الذي عقد في وينيبغ في 1 مايو 2017. واحدة من مهام الاجتماع هو استعراض ومناقشة هذا الدستور واللوائح الداخلية التي تم التصويت عليها واعتمادها من قبل مندوبي الجمعيات الأخرى المشاركة عبر مانيتوبا. وبالتالي فإن هذا الدستور هو، في الواقع، الدستور الرسمي لمنظمة الشعلة في مانيتوبا.

يشرفني كرئيس منظمة الشعلة في مانيتوبا تقديم الدستور بنصه الأصلي ، باللغة الانجليزية والعربية ، في كتيب يكون في متناول كل من أعضاء جمعيتنا وأبناء جاليتنا . ويشاطرون هذا الشرف الاخوة اعضاء مجلس الاداره . علاوة على الاخوة رؤساء المنظمة الذين كان لهم شرف تسجيلها كمؤسسه غير ربحيه .

CONSTITUTION

PURPOSE STATEMENT

Our Arab heritage is important to us. We come together under this Constitution to enrich the forming pattern of Canada's great culture by weaving into it the best from Arabic sources of inspiration and accomplishment. We believe firmly that inter-cultural bonds strengthen the fabric of this nation and we commit to doing our part.

We achieve this by fostering in Canadians of Arabic descent a consciousness and pride in their heritage; to spread the knowledge of Arab culture that has been developed over thousands of years and which continues to develop through the work of organizations such as this. We encourage higher education. We build bridges and mutual understanding among Canadians of all backgrounds. We help to establish, develop and guide local member organizations that share our common devotion to Arab and Arab-Canadian culture. We liaise with and work together with other organizations that share our vision and philosophy for the betterment of Canadian society.

ARTICLE 1: NAME الاسم

The name of the organization shall be IGNITE MANITOBA CORP., hereinafter referred to as "Ignite."

ARTICLE 2: NATURE طبيعتها

Ignite Manitoba Corp. is a non-profit ethno-cultural organization incorporated under the laws of Manitoba. Any profits or other accretions to the Association shall be used in promoting purpose and objectives.

ARTICLE 3: HEAD OFFICE الموقع

The Head Office shall be within the city of Winnipeg, in the Province of Manitoba, and at such a location as may be determined by the Executive Board of Directors. (Referred to as "the Board" hereinafter.)

ARTICLE 4: OBJECTIVES الاهداف

4. **Engagement within our Community:** To provide a common meeting ground for our members, in which community ties and relationships are developed and strengthened in an atmosphere of friendliness, goodwill, mutual support and helpfulness. To create the opportunity for leadership development among our youth.
 - 4.1. **Cultural Advancement:** Promote activities for the advancement of the Arabic Language, Literature, and Arts through the establishment of an Arabic Library; providing Arabic Language classes; promoting literary discussions, music, dance and drama.
 - 4.1.1. **Honour and Celebrate:** Identify and honour distinguished persons in Arabic culture and attract talent for cultural events.
 - 4.1.2. **Engagement with other Ethno-Cultural Groups:** Promote and participate in the exchange of cultural activities with other ethno-cultural groups and organizations in the area.
 - 4.2. **Growth:** Identification of and implementing opportunities to grow, sustain and integrate the Arab community in Manitoba.
 - 4.2.1. **Resource Development:** Identify and screen for well-qualified resources needed by the Arab community and businesses to attract economic growth to our province.
 - 4.2.2. **Support Services:** Provision of non-financial support services and mentoring to aspirant Arab immigrants in preparation for all stages of the immigration process, including sourcing

of information; administrative support; procedural guidance; linkages to resources in Manitoba; and all aspects of settlement, including introductions to relevant employers and businesses in Manitoba and logistics planning.

- 4.3. **Social Engagement:** Building a network of common cause organizations in the interest of advancing human rights and establishing a united constituency for peace and equality.
- 4.3.1. **Humanitarian actions:** Encouragement of humanitarian activities with specific emphasis on Arabic speaking populations.
- 4.3.2. **Charitable and Volunteer Work:** Encouragement of members of the Canadian-Arabic community to participate in charitable and voluntary work and reaching out to organizations.
- 4.3.3. **Liaison:** Serve as an official liaison body between ethno-cultural groups and organizations in the area, as well as with government, maintaining a balance between our cultural and social development interests and the building of a communal consensus among partner groups.

ARTICLE 5: MEANS OF ACHIEVING OBJECTIVES **طريقة الوصول للأهداف**

- 5.1 Our objectives are all based on interpersonal, intergroup and intragroup interactions and therefore core activities involve a broad range of creative and informative activities including seminars, forums, workshops, presentations, internships, educational and cultural programs, audio-visual projects, humanitarian aid projects, analyses, op-eds and briefs.
- 5.2 We regularly monitor the media and research resources for maintaining an updated understanding of cultural and immigration issues that are relevant to our members.
- 5.3 We liaise with relevant government departments to ensure that our information and understanding of policy and procedure affecting immigration remains current.
- 5.4 We utilize print media as well as radio, television and social media to create awareness and connections.
- 5.5 Through media relations, government relations, research and public education we advance information exchange on immigrant related issues and advocacy for the rights of immigrants, which keeps us visible and current in our knowledge and understanding of immigration issues.

ARTICLE 6: FISCAL YEAR END **السنة المالية**

Unless otherwise determined by the Board, the fiscal year of Ignite shall terminate on the 31st day of December in each year.

ARTICLE 7: MEMBERSHIP **العضوية**

Membership shall be open to any member of the public who supports the objectives of the organization and who pays the prescribed membership fees.

ARTICLE 8: AMENDMENTS **التعديلات**

This Constitution and the following By-Laws may be amended, altered or repealed pursuant to a resolution passed by a 2/3rd vote of the members in good standing present at a special, general or annual meeting of members for which due notice of such amendment, alteration or revocation shall have first been given to each member in the notice calling for such a meeting.

BY-LAWS

Through the articulation and adoption of these by-laws we commit Ignite Manitoba Corp. to conducting our affairs in an orderly, democratic and transparent manner. Our members and our elected officers are held to accountability in our collective expectation of compliance and when disagreement may arise we provide for a respectful rational process to resolve such disagreements to the betterment of our members and the organization

The By-Laws being an addendum to the Constitution follows a separate numbering protocol.

1. MEMBERSHIP

- 1.1 Membership shall be open to any member of the public who supports the objectives of the organization and who pays the prescribed membership fees.
- 1.2 The Board reserves the right to not accept a membership application if the applicant in question does not support the objectives of the organization.
- 1.3 Membership and the right to serve as an Officer or a member of the Board is free from discrimination in accordance with the principles set forth in the Charter of Rights and Freedoms.
- 1.4 The term of the membership shall be valid for a period of one year from January 1st to December 31st of the year for which dues are paid, regardless of when in that year it is paid.
- 1.5 Membership is renewable on an annual basis. Multi-year membership is also available.
- 1.6 The Board may establish an annual membership fee, payment of which shall be required to maintain a member in good standing.
- 1.7 A member may resign at any time by giving notice in writing to the Board.
- 1.8 Where a member contravenes the Constitution or any published objectives of Ignite, the Board may by a two third (2/3) vote, suspend or terminate his/her membership in accordance with the disputes provisions in Article 11.

2. OFFICERS AND COMMITTEES مجلس الإدارة واللجان

2. The Board of Directors shall comprise the offices of President, Vice-President, Treasurer, Secretary, Editor and Program Director, and any other offices as the Board may determine from time to time.
 - 2.1. A person may hold more than one office.
 - 2.1.1. **The term of office** of a Director shall be for two years. A Director may serve in the same role for three consecutive terms.
 - 2.1.2. **The Board of Directors is responsible** for setting immediate goals for the current administrative year and long-range goals for future achievement and accountable to the members of Ignite at its Annual General Meeting or any special meeting that may be convened.
- 2.2. The Board may appoint any committees as may be required to carry out the purpose and objectives of Ignite.
- 2.3. No committee shall take any action committing Ignite without the express authorization of the President.
- 2.4. The-day-to-day activities of Ignite shall be conducted by duly elected office bearers, in accordance with the defined offices.
- 2.5. The roles of the Officers are broadly, but not exclusively as follows;
 - 2.5.1. **President:** To provide executive leadership to the organization. To chair all Board and General Membership meetings and ensuring that Board decisions are appropriately executed and reported. The President shall vote only to break a tie in a decision to be made by the

- Board or the general membership. To seek and establish partnerships towards possible joint activities with other compatible organizations.
- 2.5.2. **Vice President:** To assume some or all of the President's responsibilities in the absence of the President, depending on the circumstances. To carry out such other duties as may be delegated by the President.
 - 2.5.3. **Secretary:** Custodian of records, including taking and keeping of minutes of Board and General Membership meetings. To make arrangements for Board or General Membership meetings. Managing membership information updates to official database.
 - 2.5.4. **Treasurer:** Responsible for the financial management of the organization, including the collection of all dues, fees and other revenue and the payment of accounts within the constraints of the budget and subject to approval by the President and post-facto approval by the full Board. Custodian of all financial records and maintenance of all books of accounts and all accounting records. Prepare annual budget and financial reports, including filing requisite reports to relevant government agencies. Responsible for the payment of accounts. Preparation and submission to the Board of quarterly and annual financial reports.
 - 2.5.5. **Editor:** Responsible for all aspects of production and publication of the newsletter, in English, Arabic and French, in electronic and/or printed format. Assisting the President with ongoing communication needs.
 - 2.5.6. **Program Director:** Providing guidance and leadership in initiating and implementing outreach activities adopted by the Board, which may be including youth, immigration as well as other special projects. Provide guidance in the appointment and configuration of project committees to ensure credibility within the community, leadership development opportunities and appropriate skills to achieve Board objectives successfully. Regular progress and process reporting to the Board.

3. NOMINATIONS AND ELECTIONS الانتخابات

3.1. Election cycle and term of office:

- 3.1.1. Elections shall be staggered in that elections for President and Secretary shall take place in one year, and elections for Vice-President and Treasurer shall take place the following year.
- 3.1.2. The term of office shall be from the time of election until new officers take office immediately following the next election.
- 3.1.3. The election of any additional members shall be included on the ballot for the election cycle most appropriate for the envisioned role of such additional member.
- 3.1.4. The term of office is two years in any position.
- 3.1.5. It is permissible for a Board member to be elected into an alternate board position after serving for part of the term, but the vacancy thus created will be filled for only one year after which an election for that position must take place.
- 3.1.6. Vacancies occurring in any office, except the office of the President, shall be filled for the remainder of the unexpired term by the Nominating Committee in accordance with the election provisions herein. If the role of President is prematurely vacated, the Vice President shall serve as President for the remainder of the unexpired term, with the Nominating Committee duly conducting an election to fill the position of Vice President for the remainder of that term of office.

3.2. Nominations:

- 3.2.1. Only members in good standing are entitled to serve on the Board.
- 3.2.2. Members in good standing shall be entitled to nominate candidates for the Board.
- 3.2.3. Nominations must be in writing to the Nominating Committee and must contain the signature of the nominator and the nominee.

- 3.3. **Elections** shall be conducted by a Nominating Committee, which shall be appointed by the Board no less than three months prior to the expiry of the term of office of a serving Officer.
- 3.3.1. It is the role of the Nominating Committee to perform all the standard steps of conducting a democratic election to fill Board vacancies. It includes:
- a. Giving notice to the membership that an election in respect of specific vacancies will be held on a specified date, time, at a venue to be announced with sufficient notice (but no less than 10 working days prior to the event).
 - b. Soliciting nominations for candidates for election.
 - c. Publicizing the list of candidates in advance of election as well as outlining voting process.
 - d. Ballots will be cast only where a position is contested by two or more candidates.
 - e. If only one candidate is nominated for a Board position such candidate shall be declared elected by acclamation by the Nominating Committee.
 - f. Any other steps that would ensure for a fair and democratic election process.

4. DISPUTES النزاعات

- 4.1. It is important for the credibility and integrity of Ignite that matters of disagreement are settled timeously and in a constructive and respectful manner.
- 4.2. Disagreements that cannot be resolved internally among members or within committees may be referred to the Board where a member of the Board who is not materially or de facto engaged in the disagreement or who cannot personally benefit from the outcome of any disagreement will undertake a fact-finding investigation in an impartial way and reasonably attempt to resolve the matter.
- 4.3. In the event that a disagreement cannot be resolved the above process and in the event that it is of such a nature that it poses a threat to the integrity or reputation of Ignite, the matter may be referred to an independent external mediator who will make every reasonable effort to bring the matter in dispute to clarity and to a mutually acceptable agreement.
- 4.4. Such a mediator shall be appointed by the President, in consultation with the Advisor and/or The ADR Institute of Manitoba (ADRIIM). In the event that the President is a named party in the dispute, the Vice President, in consultation with the Advisor and/or The ADR Institute of Manitoba (ADRIIM) shall appoint a mediator.
- 4.5. An Officer may be removed by a 2/3 majority vote in a full meeting of the Board of Directors. Where the affected Officer disputes the ground of the removal she or he may request a formal inquiry to be convened by the nominating committee. At the inquiry, the party or parties who wish to have the Officer removed shall be required to present evidence to an external arbitrator in support of their decision. The affected Officer shall have the right to hear the full case against him/her and the further right to a defense, including the right to present witnesses. The arbitrator shall duly consider the circumstances and evidence including the potential for differences to be resolved and the parties to be able to work together in a collegial manner in future. The arbitrator may uphold the 2/3 majority vote decision or reverse it. The arbitrator may propose alternative solutions, but if such solutions are not acceptable to the complainants and the affected officer, the arbitrator's decision shall be final.
- 4.6. The costs of third party conflict resolution shall be borne by Ignite, provided that the decision to proceed was made by a majority of the Board.

5. ADVISOR المستشارين

- 5.1. The Board may appoint an advisor to assist the members of the Board in fulfilling their purpose, objectives and roles. Such an advisor should have sound knowledge and understanding of the management of not-for-profit organizations in Canada.
- 5.2. The advisor shall be a non-voting member of the Board and may be a member or a non-member.

- 5.3. The duties of the advisor shall be generally to be of assistance to the Board; be knowledgeable about the Constitution and Bylaws and assist in the interpretation thereof; advise the Board on matters of compliance of any applicable laws; be aware of the organization's activities; be aware of the organization's financial standing and all financial transactions.

6. MEETINGS **الاجتماعات**

- 6.1. **Board Meetings** will be held monthly, except that the Board may choose, by exception, not to meet in a particular month if there is insufficient business to warrant a meeting.
- 6.2. The scheduling of the dates and times of meetings and the location of meetings will be set by agreement of the members of the Board.
- 6.3. **General Membership meetings.** Consultative meetings are normally held with one in the spring and one in the fall. Nothing herein prevents the convening of additional meetings should the circumstances require it, upon the request of at least 15 members in writing to the Board. Other meetings of members shall be held at the discretion of the Board.
- 6.4. Meetings shall be held within Winnipeg city limits.
- 6.5. **Quorum:**
- 6.5.1. A simple majority of Board members in attendance shall constitute a quorum at Board of Directors meetings and no Board decisions can be made in the absence of a quorum
- 6.5.2. A minimum of 15 members in attendance at a general membership meeting shall constitute a quorum for the purposes of any decision-making at a general meeting.
- 6.6. A two-thirds majority vote of all eligible members shall be required **for the purpose of amendment of this Constitution and the adoption or amendment of any by-laws.**
- 6.7. **Annual General Meeting:** The annual meeting shall be held within 14 months of the last annual meeting within the City of Winnipeg at a venue, date and time determined by the Board.
- 6.8. A report of the activities during the period since the last Annual General Meeting, a financial statement, and the auditors' report shall be presented at the Annual General Meeting, for the members' acceptance. Members shall appoint auditors and elect directors for the ensuing year

7. WORKING GROUPS ACROSS CANADA **التعاون المشترك بأحاء كندا**

- 7.1. Ignite serves as an effective advocate for the members of its community. It promotes intellectual freedom and human rights, embrace the ideals of equality, equity, freedom, respect for individuals and groups as principles that are fundamental to the success and growth of Manitoba. Ignite connects with other organizations and individuals working across Canada to support this by planning joint action to address pressing issues affecting Arabs.
- 7.2. Members and Working Groups are our backbone. Membership in Working Groups is open to
- 7.2.1. non-government organization (NGO) outside Canada; and
- 7.2.2. Observers for organizations that support Ignite's goals but which cannot formally join

8. AMENDMENTS TO CONSTITUTION AND/OR BY-LAWS **تعديلات الدستور/الوائح**

- 8.1. Written notice of a motion to amend, alter or repeal any provision contained in the Constitution or By-Laws shall be issued to all members in good standing no less than one month prior to a meeting of the general membership at which such a motion will be debated and voted upon.
- 8.2. Such notice shall contain the detail of the proposed amendment, alteration or section proposed to be repealed, and shall provide the full address of the venue, the date and time of the meeting.
- 8.3. The postal or email address on record at the time shall be deemed to be current and valid for purposes of sending out such notices.
- 8.4. The vote shall be by a show of hands, with three scrutineers appointed to conduct the count.

8.5. The result shall be announced by the President or designate, at the meeting.

9. FINANCIAL MANAGEMENT AND ACCOUNTING إدارة الحسابات

- 9.1. Bank accounts shall be in the name of Ignite Manitoba Corp. and kept at such chartered bank in Canada as the Board may determine.
- 9.2. All payments and withdrawals shall be by cheque that shall be signed for and on behalf of Ignite by any two of the three signing authorities holding the offices of President, Treasurer and Secretary.
- 9.3. The Board shall see that all necessary financial books and records are regularly and properly kept.
- 9.4. The Board shall appoint an independent auditor who shall make such audit of the financial books and records as required by law. Audited financial reports shall be made available to members for viewing, upon prior request.
- 9.5. The annual financial statement shall be included in the mailing of the notice of the Annual General Meeting to each member.
- 9.6. Ignite shall function as a non-profit organization. Effort shall be made not to accumulate large funds. Activities shall be designed such that members get full benefit of their membership.
- 9.7. Membership dues shall be used in providing members privileges and funding activities that contribute to the objectives of Ignite.
- 9.8. All unspent Ignite funds shall remain the property of the Ignite.
- 9.9. Ignite may from time to time apply for and obtain private funds or grants for specific projects. Such funds shall be managed in a separate bank account with separate records, to be reported upon to the funders or grantors as may be required.
- 9.10. The sources of revenue of Ignite shall consist of
 - 9.11. Predetermined annual dues
 - 9.12. Donations and contributions
 - 9.13. Social grants
 - 9.14. Celebrations, events, or other lawful sources and festivities where Ignite decided to participate, for which an entrance fee may be charged.

10. INTERPRETATION تفاسير

- 10.1. Throughout this Constitution and these By-Laws the following rules apply unless the context indicates otherwise:
- 10.2. Singular words include the plural.
- 10.3. Gender specific words include other genders
- 10.4. Reference to persons includes corporate entities
- 10.5. Reference to any article, by-law, statute or law includes any later amendment or re-enactment of the by-law, statute, or law.
- 10.6. Reference to the "Act" means the Corporations Act (Manitoba) S.M. 1976. c. 40 and amendment or substitution for it.

11. WINDING UP حل المنظمه

- 11.1. The dissolution of Ignite shall be approved by two-thirds of all members of the Organization present at a specially convened meeting.
- 11.2. Upon the dissolution of the Organization and after the payment of all debts and liabilities, its remaining assets shall be distributed as may be decided by the specially convened meeting, to charitable Arab Associations which carry on their work in Canada.

Revised May 15, 2017

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Ignite Manitoba

Ignite your power and achieve success