



“PROS & CONS” PROPOSED BY-LAW AMENDMENTS

National Association of
Japanese Canadians (NAJC)

Presented 29 December 2019

Prepared by Bryan Tomlinson

Chair, NAJC Constitution and Resolutions Committee
Director, National Association of Japanese Canadians

Reviewed by NAJC Constitution and Resolutions Committee Members
Lynn Deutscher Kobayashi (Toronto) & Joanne Planidin (Calgary)



OVERVIEW OF PROPOSALS

The proposed NAJC By-Law amendments are divided into two categories: 1) non-substantive changes, and 2) substantive changes.

NON-SUBSTANTIVE CHANGES

Motion #1 is comprised of 57 proposed amendments to the NAJC’s by-laws that do not have implications in changing the substance or meaning of the by-laws. They are straightforward changes that address obvious inconsistencies, spelling errors, formatting, or are technical updates:

- **Formatting** - issues with formatting have been resolved, ensuring consistency of spacing between paragraphs, paragraph numbering, and other such superficial changes to enhance the flow and layout of the by-laws.
- **Consistency** - corrections made to address inconsistencies, including terminology (e.g. “Executive Board” vs. “National Executive Board”) that do not substantively alter the meaning or interpretation of any of the by-laws.
- **Spelling and grammar** - spelling errors have been corrected, without changes that alter the substance of the by-laws.
- **Technical updates** - only one, which reflects the new legal name for Metro Vancouver, which changed in 2017.

SUBSTANTIVE CHANGES

Substantive changes to the NAJC by-laws include proposed amendments that are clustered thematically as thirteen individual Motions (Motions #2 through #16). These contain 25 substantive amendments (Amendments #58 to #83) that have implications that change the substance and meaning of the NAJC by-laws. These are listed below in the order of the sections they modify, and “pros and cons” have been included as a quick reference for the NAJC Membership’s benefit as these are considered going forward.

MOTION 2: Updating Member and Supporting Organizations’ responsibilities to reflect current realities by having more flexible options in submitting an annual report, submitting AGM minutes, passing motions in support of the NAJC, or other declarations in support of the NAJC Vision and Mission statement. (*see Amendments 58-59*)

Pros:

- ✓ By-Laws will be brought in line with the current practice of member and supporting organizations submission of an annual report and declarations on the Membership Application Forms for support of the Vision and Mission Statements of the NAJC.
- ✓ Annual reports contain valuable and relevant information capturing highlights from the year.
- ✓ More efficient mechanism to ensure that Member and Supporting Organizations are adhering to the responsibilities outlined in the NAJC’s by-laws.



“PROS & CONS” PROPOSED AMENDMENTS TO NAJC BY-LAWS

Cons:

- By no longer receiving AGM minutes, the NAJC will not capture information relevant to the decision-making processes in Member and Supporting Organizations, relevant for historical purposes. *(Note: this information has not been collected for some time; the most important activities Member and Supporting Organizations are captured in their annual reports)*

MOTION 3: Clarification of **membership** provisions (see Amendments 60-64)

Pros:

- ✓ Amendments 60 and 61 are consistency changes that refer to “individual members” of the NAJC (versus “individuals”), per the definitions in the NAJC’s by-laws.
- ✓ Amendment 62 includes a streamlining measure that removes a duplicative line “to have full voting rights”, where this is articulated elsewhere such that this is implied through the subsequent sub-section that individuals have the right to one (1) vote at the AGM and all associated NAJC related votes.
- ✓ Amendment 63 introduces clarity in Section 7.3.5. on what is being reinstated (“previous membership”, to be exact).
- ✓ Amendment 64 enhances clarity regarding eligibility criteria for NAJC elections in Section 8.1.1. (in order for this to be consistent with Sub-Section 13.1. for NEB positions, which are generally filled via elections)

Cons:

- Amendments 60 and 61: no foreseeable issues with these changes for consistency’s sake.
- Amendment 62: This change could be interpreted as limiting individual members’ voting rights, but as these are articulated elsewhere in section 7.2.2., this change is for the sake of reducing repetitive text.
- Amendment 63: no foreseeable issues with clearly articulating what is being reinstated under a members’ rights.
- Amendment 64: remains unclear if there may be elections for any positions other than for NEB positions, in which case the reference to 13.1. may be too specific. However, the way the reference to Sub-Section 13.1. is worded is general enough that those eligibility criteria are not duplicated in Section 8.1.1. on NAJC elections.

MOTION 4: Clarification of “**termination**” vs. “**removal**” of membership (see Amendments 65-68)

Pros:

- ✓ Brings NAJC by-laws under Section 7.3 (Membership) in line with the current model by-laws of Corporations Canada.



“PROS & CONS” PROPOSED AMENDMENTS TO NAJC BY-LAWS

- ✓ By moving “or” to the end of the penultimate paragraph, this ensures that any one or more of the conditions are the basis for terminating membership (i.e. not all are required to terminate a membership).

Cons:

- By using “or” instead of “and”, any one or more of the above conditions (a) through (e) could be fulfilled to justify termination of membership, which could be seen as too low a threshold for termination.

MOTION 5: Addition of new section on **Discipline of Members** (see Amendment 69)

Pros:

- ✓ By adding this new section, the NAJC (through the National Executive Board (NEB)) will have the ability to *suspend* Members for one year, with the opportunity for an appeal, as a less-drastic option other than terminating membership.
- ✓ This gives the NEB the ability to suspend Members who are deemed to have engaged in activities counter the NAJC’s interests while allowing said Members to retain their presence at the national level in the Japanese Canadian community.

Cons:

- There is always the possibility this provision could be abused by the NAJC/NEB. However, the introduction of an appeals process introduces a mechanism that allows for some recourse to examining specific cases of Membership suspension.

MOTION 6: Addition of new section on **Dispute Resolution** (see Amendment 70)

Pros:

- ✓ Adopting a section on dispute resolution (in line with Corporations Canada’s model by-laws) provides the NAJC with a dispute resolution mechanism in order to allow for some kind of internal recourse to address a conflict, should one arise.
- ✓ This section is general in its outlining of a dispute resolution mechanism and is not prescriptive about which situations and/or conflicts it may be needed for, and thus allows for flexibility for the NAJC membership to decide when this mechanism is used.
- ✓ Having such a mechanism in place affords the NAJC more flexibility in solving issues before membership suspension and/or termination are considered.

Cons:

- There is no specified timeline along which a dispute resolution process should take place. However, it remains up to the parties involved to determine a suitable timeline.
- A risk remains that this mechanism could be abused, should a process drag on longer than expected, putting strain on the NAJC’s limited financial and human resources.



MOTION 7: Nomenclature changes regarding "demographic weaknesses" for appointing NEB members to address representation issues on the NEB, where the word "weaknesses" may have differing interpretations. Proposed change of "weaknesses" to "gaps" as a more neutral term. (*see Amendment 71*)

Pros:

- ✓ The term "gap" is a more neutral term that can replace "weaknesses", as "weakness" may have negative interpretations in how the composition of an NEB is depicted.
- ✓ This terminology change will address the consideration that though a set of candidates for the NEB may be strong in their experiences/backgrounds, there may be demographic *gaps*, where certain groups in the Japanese Canadian community are under-represented (be it geographic/regional, gender, age, ethnicity, profession, etc.).

Cons:

- No foreseeable issues with this nomenclature/terminology change; this is a matter of preferred and more neutral wording and does not necessarily alter the substance of the by-laws.

MOTION 8: Clarification of Election procedures and eligibility to avoid "conflict of interest" issues, and clarify tie-breaking procedures (*see Amendments 72-73*)

Pros:

- ✓ Amendment 72 includes an eligibility clarification that helps avoid conflicts where sitting Director(s) or President(s) of NAJC Member or Supporting Organizations can sway elections, either by virtue of the list of candidates, or the election results themselves.
- ✓ Two new paragraphs add clarity to the eligibility criteria of the Election Chair and a Returning Officer, such that no sitting President, Vice-President, Secretary or Treasurer from a Member or Supporting Organization are eligible for the election positions.
- ✓ Amendment 73 captures a proposed change that streamlines the tie-breaking procedure for the Election Chair in the event of a tie.

Cons:

- With an already limited pool of volunteers to draw from for Election Chair and a Returning Officer, this may result in an even more limited pool of eligible volunteers.

MOTION 9: Clarification of term length for & appointment of NEB members (*see Amendments 74-75*)

Pros:

- ✓ Amendment to Section 12.2 provides clarification on the term length for *appointed* (i.e. non-elected) NEB members, noting that this is a period "at the pleasure" of the NEB, with the assumption this is for two years (in line with sub-section 9.3(b) of the by-laws).
- ✓ Eligibility criteria of NEB members is made more consistent in Section 13.1 by specifying that the criteria is applicable to both elected and appointed NEB members.



"PROS & CONS" PROPOSED AMENDMENTS TO NAJC BY-LAWS

- ✓ Overall, these modifications help create more equality and consistency among NEB members, whether they be appointed or elected.

Cons:

- No foreseeable negative aspects associated with the additional clarity from these amendments; these amendments help enhance the clarity in the by-laws overall.

MOTION 10: Reducing duplicative language regarding matter of **defining Japanese ancestry** (*see Amendment 76*)

Pros:

- ✓ Deletion of "partially of Japanese descent" helps avoid duplicative language, where "of Japanese descent" is already specified earlier in Section 13.1(a).
- ✓ Someone who is of "partial Japanese descent" is technically "of Japanese descent", and with a demographic of increasingly mixed-ethnicity Japanese Canadians, this change helps avoid creating any perception that the NAJC is suggesting that some Japanese Canadians are more Japanese than others.
- ✓ For the purposes of inclusion, "or child" should be retained, as this is interpreted as relating to the possibility children of non-Japanese descent who may have been adopted by parents of Japanese descent.

Cons:

- Some may see that this change loses a degree of acuity in who makes up the Japanese Canadian community, where individuals who are of partial (e.g. half, quarter, eighth, etc.) Japanese descent may be swayed from getting involved as they are "not Japanese enough". However, the wording "of Japanese descent" is very general in its scope, and will hopefully be interpreted in a way that it remains as inclusive as possible.

MOTION 11: Place **parameters on who can become NEB members** (i.e. not having sitting Executives from Member Organizations also as NEB members) (*see Amendment 77*)

Pros:

- ✓ Addition of new sub-sections (13.1(f) and 13.3(d)) help avoid previous issues arising from NAJC President and Vice-President concurrently sitting as a President or Vice-President of a Member Organization, where issues associated with "conflicts of interest" have arisen.
- ✓ This eligibility limitation can help ensure that decisions are taken in the interest of the NAJC, not the local Member or Supporting Organization that an NAJC President or Vice-President is also representing, avoiding real or perceived conflicts of interest.
- ✓ This also ensures that too much responsibility isn't taken on by any one individual, given time and human resource limitations at both the NAJC and local levels.
- ✓ The limitation is specifically focused on current sitting Presidents or Vice-Presidents, and does not include other directors of Member or Supporting Organizations, such as Secretaries,



“PROS & CONS” PROPOSED AMENDMENTS TO NAJ BY-LAWS

Treasurers, or other Directors, helping ensure that there is no undue limitation placed on potential NEB members that are otherwise well-poised to represent their communities at the national level.

Cons:

- This change may risk limiting the volunteer pool to draw from for potential NEB members.
- This limitation also needs to be enforced should a NEB member later become a President or Vice-President of a Member or Supporting Organization, hence why 13.3(d) has been proposed.

MOTION 12: Enabling NEB Members as Committee Chairs to have more **control over committee composition by revoking appointments** (with NEB approval) (*see Amendment 78*)

Pros:

- ✓ NEB members are granted the right to revoke appointments of volunteers from NAJ Committees per their remit as Committee Chair, *provided* the rest of the NEB approves such a removal.
- ✓ This affords incoming NEB members more flexibility in managing an NAJ Committee, should they be inheriting an NAJ Committee that is already populated with existing volunteers.

Cons:

- No right to appeal is outlined. However, the decision to revoke the appointment of a committee volunteer requires approval from the rest of the NEB, such that an NEB member that is a Committee Chair cannot remove a volunteer unilaterally without the endorsement/approval of the rest of the NEB.

MOTION 13: Clarification added to ensure that **consistency of NEB voting rights** (voting rights permitted for elections, not motions) with other areas of the by-laws (*see Amendment 79*)

Pros:

- ✓ Addition of text “as consistent with Section 13.6” helps ensure that sub-section 14.6.2., like sub-section 14.6.1., in clarifying that the votes for NEB members are for elections purposes, not for voting on motions, in order to be consistent with Section 13.6. (*“The members of the National Executive Board shall not have the right to vote on motions and shall only vote as Individual Members in elections.”*)

Cons:

- This change may be repetitive from section 14.6.1., but this is for sake of consistency, with the rationale behind NEB Members not voting on motions being that the motions have already been vetted and approved by the NEB, and that these motions are for the NAJ Membership to vote on.



MOTION 14: Modifications for more **flexibility in how the NAJC maintains oversight of its finances**, including through audits and/or reviews (*see Amendment 80 & 81*)

Pros:

- ✓ This change allows more flexibility for the NAJC to have either an audit or a review performed, where the NAJC is strictly bound by the by-laws to have an audit done.
- ✓ These modifications are intended to enable the NAJC to appoint an independent Chartered Professional Accountant (CPA) to either conduct a review or to conduct an audit of the annual financial statements.
- ✓ Review engagements are typically 30% less expensive than audits by an independent CPA.

Cons:

- “Downgrading” regular audits to reviews risks the perception that the NAJC is not engaging in the same degree of financial oversight. However, the *Companies Act* does not require the NAJC to file audited financial statements, nor do banks require these statements. Reviews of these statements would be sufficient in the current context (and future contexts with possible charitable status for the NAJC).

MOTION 15: New sub-section under “General Meetings and Special General Meetings” in order to allow the NAJC to **electronically hold meetings** (*see Amendment 82*)

Pros:

- ✓ Enables the NAJC to hold electronic decision-making meetings of the Membership, in line with the model by-laws from Corporations Canada.
- ✓ Given the high cost of travel across Canada, and the significant cost-effectiveness of using virtual communications, the NAJC can digitally conduct its Annual General Meetings (AGMs) and Special Meetings to maximize financial resources in programming and community development.

Cons:

- The Zoom system is not without its shortcomings (e.g. difficulties with voting mechanisms, challenges with maintaining a speakers’ list, not all participants are able to use video-conferencing). However, these issues can be overcome through formulating solutions via trial and error, or other technological fixes, but should not stand as an obstacle to the NAJC exploring this platform further (NOTE: the September 2019 AGM was a successful proof of concept that demonstrated the NAJC can indeed hold electronic meetings to conduct the NAJC’s business).

MOTION 16: New Article at end of by-laws **ensuring against the invalidity or unenforceability** of any provision of the NAJC By-laws (*see Amendment 83*)

Pros:

- ✓ Avoid contradictory provisions in the By-laws by addition of a new article using language adapted from the model by-laws from Corporations Canada.



"PROS & CONS" PROPOSED AMENDMENTS TO NAJC BY-LAWS

- ✓ This helps overcome the risk of contradictions with future text additions and amendments to the by-laws.

Cons:

- Though this is an important Section to include in the by-laws, future Constitution and Resolutions Committees are still encouraged to ensure that the NAJC's by-laws are indeed enforceable, such that provisions are not contradicting and thus unenforceable or invalid.



ANNEX: MOTIONS #2 THROUGH #16 – SUBSTANTIVE CHANGES

Below are 25 proposed amendments (Amendments #2019-58 through to #2019-83) that have implications that change the substance of the NAJC by-laws. These are listed by the fifteen proposed Motions (Motions #2 through #16) that can be tabled and voted on individually. Each motion includes one or more amendments that are clustered together thematically based on the type of amendment(s) being proposed. Where applicable, sections or clauses that are related or referred have also been flagged for modification. These substantive changes are based on consultations with relevant Committee Chairs (NEB Directors) and discussions with the Constitution and Resolutions Committee. The Constitution and Resolutions Committee has recommended these proposed substantive changes for NEB review, given the implications they have in changing NAJC operations.

MOTION #2 – Updating Member and Supporting Organizations' Responsibilities

Amendment #2019-58

Section 7.1.1.2(b) "Membership Organization": Revamping Member Organization responsibilities through deleting elements in subsections 7.1.1.2(b) in favour of annual member organization reports (per current practices), and completely deleting subsections 7.1.1.2(d-f) but retaining elements of those deleted subsections through an addition to subsection 7.1.1.2(c) that are qualified by an "or" clause at the end, such that one of them can be done, not all, in order to reduce the reporting burden on member organizations.

Original:

7.1.1.2. A Member Organization must:

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;
- (b) be in operation for at least one year and annually submit Annual General Meeting (AGM) minutes and a total number of current individual and family members to the NAJC National Office;
- (c) support the NAJC Vision and Mission statements;
- (d) pass a motion at the Organization's AGM in support of the NAJC;
- (e) provide the NAJC with a copy of the AGM minutes including the motion of support;
- (f) provide a signed declaration in support of the Vision and Mission statement at the Organization's AGM;
- (g) abide by the NAJC Constitution and Bylaws; and
- (h) be a member in good standing.

Proposed:

7.1.1.2. A Member Organization must:

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;



“PROS & CONS” PROPOSED AMENDMENTS TO NAJC BY-LAWS

- (b) be in operation for at least one year and annually submit a member organization report Annual General Meeting (AGM) minutes and a total number of current individual and family members to the NAJC National Office;
- (c) support the NAJC Vision and Mission statements, such as through providing a signed declaration in support of the Vision and Mission statement, submitting a letter, or passing a motion at the Member Organization’s AGM;
- (d) pass a motion at the Organization’s AGM in support of the NAJC;
- (e) provide the NAJC with a copy of the AGM minutes including the motion of support;
- (f) provide a signed declaration in support of the Vision and Mission statement at the Organization’s AGM;
- (d) abide by the NAJC Constitution and Bylaws; and
- (e) be a member in good standing.

Rationale: The NAJC Membership Committee previously flagged that this section (and sections d-f) should be deleted, as it is no longer necessary to submit AGM minutes nor a motion to endorse the mission and values of the NAJC. The current practice is that a member organization report is submitted annually (which contains more valuable information capturing key highlights from the year). Moreover, since the Application Form for membership has a checkbox that members declare their support of the Vision and Mission Statements of the NAJC. This aims to boost efficiency and capture the current *status quo*. The NAJC Constitution & Resolutions Committee believes that at least one of these actions should be undertaken, and have thus recommended retention of the original elements of the text, but having them listed and with an “or” at the end of the sentence to indicate that at least one should be undertaken (not all).

Amendment #2019-59

Section 7.1.2.1(c) “Supporting Membership”: Making Supporting Organization responsibilities consistent with those of Member Organizations.

Original:

7.1.2. Supporting Membership

7.1.2.1 A Supporting Member Organization must:

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;
- (b) be in operation for at least one year;
- (c) support the NAJC Vision and Mission statements;
- (d) abide by the NAJC Constitution and Bylaws; and,
- (d) be a member in good standing.

Proposed:

7.1.2. Supporting Membership

7.1.2.1 A Supporting Member Organization must:



“PROS & CONS” PROPOSED AMENDMENTS TO NAJC BY-LAWS

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;
- (b) be in operation for at least one year and annually submit a supporting member organization report;
- (c) support the NAJC Vision and Mission statements, such as through providing a signed declaration in support of the Vision and Mission statement, a letter, or a motion passed as the Member Organization’s AGM;
- (d) abide by the NAJC Constitution and Bylaws; and,
- (d) be a member in good standing.

Rationale: The NAJC Membership Committee previously flagged changes for section 7.1.1 to reflect current practices for how Member Organizations declare their support of the Vision and Mission Statements of the NAJC. The NAJC Constitution & Resolutions Committee believes that like the Amendment for section 7.1.1., at least one of these actions should be undertaken by Supporting Organizations to be consistent with those of Member Organizations, and have thus recommended listing these actions with an “or” at the end of the sentence to indicate that at least one should be undertaken (not all). This modification also captures the submission of an annual supporting membership organization report to the NAJC to highlight successes and key accomplishments over the past the year.

MOTION #3 – Clarification on Membership Provisions

Amendment #2019-60

Section 7.2.1 “Membership”: Change the sub-section to read “An Individual Member” for consistency with definition of membership status.

Original: 7.2.1. ~~The~~ Individual must:

Proposed: 7.2.1. An Individual Member must:

Rationale: This clarifies that these are Individual Members of the NAJC; "individual member" is referenced elsewhere in the by-laws (e.g. 2. “Definitions” and 7.3.1(a) “Termination of Membership”)

Amendment #2019-61

Section 7.2.2 “Membership”: Change the sub-section to read “An Individual Member” for consistency with definition of membership status.

Original: 7.2.2. Individual~~s~~ shall have the following rights:

Proposed: 7.2.2. Individual Members shall have the following rights:

Rationale: This clarifies that these are Individual Members of the NAJC; "individual member" is referenced elsewhere in the by-laws (e.g. 2. “Definitions” and 7.3.1(a) “Termination of Membership”)

Amendment #2019-62



Section 7.2.2 "Membership": Deletion for consistency with how voting rights are outlined in other sections, and to eliminate redundancy.

Original:

7.2.2. Individual Members shall have the following rights:

- ~~(a) to have full voting rights;~~
- (b) to be able to attend the NAJC AGM or Special General Meeting.
- (c) to have one (1) vote at the NAJC AGM for all Association related votes;
- (d) to receive regular correspondence from the National Office; and
- (e) to be able to nominate and second candidates for elections.

Proposed:

7.2.2. Individual Members shall have the following rights:

- (a) to be able to attend the NAJC AGM or Special General Meeting.
- (b) to have one (1) vote at the NAJC AGM for all Association related votes;
- (c) to receive regular correspondence from the National Office; and
- (d) to be able to nominate and second candidates for elections.

Rationale: Delete "(a) to have full voting rights;" for consistency with other sections, such as 7.1.1.3 for Member Organizations' voting rights. As it stands, Individual Members' voting rights are outlined in section 7.2.2(c), and the deletion of section 7.2.2(a) eliminates a redundancy.

Amendment #2019-63

Section 7.3.5. "Membership": Addition for clarification.

Original: 7.3.5. Reinstatement will occur only at a General Membership meeting after the removed member proves that all the violations have been corrected and there is a two-third majority vote of the Membership in favour of reinstatement.

Proposed: 7.3.5. Reinstatement of previous membership will occur only at a General Membership meeting after the removed member proves that all the violations have been corrected and there is a two-third majority vote of the Membership in favour of reinstatement.

Rationale: Adding in "of previous membership" to be clear/certain that it is indeed membership (at the previous level) that is being granted.

Amendment #2019-64

Section 8.1.1 "Elections": Adding in "Further eligibility criteria are outlined in Sub-Section 13.1." to enhance clarity of eligibility in NAJC elections, as it is not otherwise apparent there are specific criteria.

Original: 8.1.1. To qualify for nomination in any election, a potential nominee must be a member in good-standing of the NAJC or of a NAJC member organization for more than one year prior to the Annual General Meeting at which the elections are to take place.

Proposed: 8.1.1. To qualify for nomination in any election, a potential nominee must be a member in good-standing of the NAJC or of a NAJC member organization for more than one year prior to the Annual General Meeting at which the elections are to take place. Further eligibility criteria are outlined in Sub-Section 13.1.

Rationale: Eligibility criteria for NEB positions is further outlined in section 13.1, so a reference should be made to those additional criteria for sake of clarity.



MOTION #4 – Clarification on Membership “Termination” vs. “Removal”

Amendment #2019-65

Section 7.3. “Membership”: Rewording for consistency with Corporations Canada’s *Model By-Laws*.

Original: 7.3. **Removal** of Membership

Proposed: 7.3. **Termination** of Membership

Rationale: Consistency with Corporations Canada’s Model By-Laws; existing text in the NAJC By-Laws switches between “removal/revoking/terminating”, so proposing this change for sake of consistency.

Amendment #2019-66

Section 7.3.1. “Membership”: Rewording for consistency with Corporations Canada’s *Model By-Laws*.

Original: 7.3.1. **Removal** of membership will occur only when:

Proposed: 7.3.1. **Termination** of membership will occur only when:

Rationale: Consistency with Corporations Canada’s Model By-Laws; existing text in the NAJC By-Laws switches between “removal/revoking/terminating”, so proposing this change for sake of consistency.

Amendment #2019-67

Section 7.3.1. “Membership”: Move “or,” from para 7.3.1(b) to 7.3.1(d) for clarity that not all of these conditions are required for termination of membership.

Original:

7.3.1. [Removal/Termination] of membership will occur only when:

- (a) an Individual Member dies or delivers a written resignation to the Secretary in which case such resignation shall be effective on the date specified in the resignation or the date of delivery, whichever is later;
- (b) it is established that a member violated their membership requirements as set forth in the by-laws; ~~or~~;
- (c) the member fails to pay his/her/its membership fees pursuant to section 7.5 of the by-laws;
- (d) the Member Organization or Supporting Organization is dissolved or otherwise ceases to exist;
- (e) the NAJC is liquidated and dissolved under the Act.

Proposed:

7.3.1. **Termination** of membership will occur only when:

- (a) an Individual Member dies or delivers a written resignation to the Secretary in which case such resignation shall be effective on the date specified in the resignation or the date of delivery, whichever is later;
- (b) it is established that a member violated their membership requirements as set forth in the by-laws;
- (c) the member fails to pay his/her/its membership fees pursuant to section 7.5 of the by-laws;



“PROS & CONS” PROPOSED AMENDMENTS TO NAJC BY-LAWS

- (d) the Member Organization or Supporting Organization is dissolved or otherwise ceases to exist; or,
- (e) the NAJC is liquidated and dissolved under the Act.

Rationale: Move “or” to second last para of the section to ensure that any one or more of these considerations are considered as ways to remove/terminate membership (i.e. not all are required to remove a member). By using “or” instead of “and”, any one or more of the above conditions (a) through (e) could be fulfilled to justify termination of membership.

Amendment #2019-68

Section 7.3.4. “Membership”: Rewording for consistency with Corporations Canada’s *Model By-Laws*.

Original: 7.3.4. ~~Revoking a member~~ requires a two-third majority vote of the Membership.

Proposed: 7.3.4. Terminating a membership requires a two-third majority vote of the Membership.

Rationale: Consistency with Corporations Canada’s Model By-Laws; existing text in the NAJC By-Laws switches between "removal/revoking/terminating", so proposing this change for sake of consistency.

MOTION #5 – New Section on Discipline of Members

Amendment #2019-69

Section 7.4 “Membership”: Add new section 7.4 titled “Discipline of Members” which gives NAJC NEB the ability to suspend or expel members.

Original: (New paragraph)

Proposed:

7.4. Discipline of Members

7.4.1. The National Executive Board shall have authority to suspend any Member from the NAJC for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies and procedures of the NAJC;
- (b) carrying out any conduct which may be detrimental to the NAJC as determined by the National Executive Board in its sole discretion;
- (c) for any other reason that the National Executive Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the NAJC.

7.4.2. Suspension of membership would involve suspension of a members’ rights, per those outlined in Section 7 of the by-laws of the NAJC.

7.4.3. In the event that the National Executive Board determines that a member should be suspended from membership in the NAJC, the President, or such other officer as may be designated by the National Executive Board, shall provide twenty (20) days’ notice of suspension to the Member and shall provide reasons for the proposed suspension.



“PROS & CONS” PROPOSED AMENDMENTS TO NAJC BY-LAWS

- 7.4.4. The Member may make written submissions to the President, or such other officer as may be designated by the National Executive Board, in response to the notice received within such twenty (20) day period.
- 7.4.5. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the National Executive Board, may proceed to notify the member that the member is suspended from membership in the NAJC.
- 7.4.6. If written submissions are received in accordance with this section, the National Executive Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- 7.4.7. The National Executive Board’s decision shall be final and binding on the member. **Suspended Members will have the right of appeal one (1) year after the initial suspension of their rights.**

Rationale: Including a new section, whose text is taken virtually verbatim from the model by-laws from Corporation Canada, and has been adapted to reflect NAJC-specific references to the NEB, and the word “expulsion” has been removed, as Section 7.3 of the NAJC by-laws covers termination of membership. This gives the NEB the ability to suspend members who have engaged in activities that run counter to the NAJC’s interests, but to allow said members to retain their presence at the national level in the JC community, and as a less-drastic option by the NEB to discipline members. Sections not included in the model by-laws include 7.4.2, which clarifies what a suspension would entail in terms of the member's rights being suspended, whether as an individual or organization, as outlined in Sections 7.1.1.3 (Member Organizations), 7.1.2.2 (Supporting Member Organizations), and 7.2.2 (Individual Members). Furthermore, an additional line in 7.4.6 has been added that allows suspended members to appeal the suspension of their rights one year after the initial suspension (one year so that there is enough of a disincentive not to be suspended). Both of these additions to the model by-laws are highlighted in yellow for clarity.

MOTION #6 – New Section on Dispute Resolution

Amendment #2019-70

NEW Section 7.5 “Dispute Resolution”: Addition of a new section (all subsequent sections will be renumbered) following the “Discipline of Members” section 7.4 uses language adapted directly from the model by-laws from Corporations Canada in order to provide a dispute resolution mechanism for the NAJC (without specifying what situations this may need to be used in order to avoid being overly prescriptive; it will be up to the NAJC membership to decide when this mechanism is used).

New Text Proposed:

7.5. Dispute Resolution

- 7.5.1 Mediation and Arbitration: Disputes or controversies among members, directors, officers, committee members, or volunteers of the NAJC are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.**



7.5.2. Dispute Resolution Mechanism: In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the NAJC arising out of or related to the articles or bylaws, or out of any aspect of the operations of the NAJC is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the NAJC as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the NAJC) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
 - c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the [NAJC] is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
 - d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.
- **Rationale:** This provides the NAJC with a dispute resolution mechanism in order to allow for some kind of internal recourse to address a conflict, should one arise. This section will not specify what situations this may be needed for, in order to avoid being overly prescriptive. It will be up to the NAJC membership to decide when this mechanism is used. This is consistent with Corporations Canada model bylaws: <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04999.html#section9>.

NOTE: Numbering changes in rest of Article 7 if preceding sections are added under Amendments #2019-69 and #2019-70.



MOTION #7 – Nomenclature change regarding demographic “weakness” vs. “gaps”

Amendment #2019-71

Section 9.2(b) “Appointed NEB”: Replace "weakness" with "gaps"

Original:

- 9.2. Appointed National Executive Board Members will be selected to address:
- (a) skill base enhancement;
 - (b) demographic weakness in elected National Executive Board composition (including, but not limited to age, gender and region).

Proposed:

- 9.2. Appointed National Executive Board Members will be selected to address:
- (a) skill base enhancement;
 - (b) demographic gaps in elected National Executive Board composition (including, but not limited to age, gender and region).

Rationale: The term "weakness" has negative implications, and though a set of candidates may be strong, there may be demographic gaps, where certain demographics are under-represented.



MOTION #8 – Clarification of Election Procedures and Eligibility, and tie-breaking

Amendment #2019-72

Section 11.1 “Election Structure”: In order to avoid any conflicts where sitting Director(s) or President(s) of NAJC Member Organization(s) can sway elections. Two new paragraphs have been added to clarify eligibility criteria of the Election Chair and a Returning Officer. (NOTE: this text assumes that the non-Substantive Amendment #2019-27 is approved, changing the title of “a Chair for the election” to “election chair”, in order to ensure there is a clear delineation between the Election Chair and a Meeting Chair (i.e. NAJC President or presiding officer over an AGM where elections are taking place).

Original:

11. Election Structure

- 11.1. An [Election Chair / Chair for the election] and a Returning Officer shall be appointed by the National Executive Board. The Returning Officer shall not have the right to cast a vote and, subject to the process for breaking ties, the Chair shall not have the right to cast a vote.
- 11.2. All elections for positions on the National Executive Board and Endowment Fund Committee will be conducted by the first-past-the-post system (FPPS). The FPPS electoral system determines the winner of any vote as the individual who has the most number of votes at the end of an election. The FPPS could create a winner that has less than fifty percent (50%) of the votes cast.
- 11.3. If a tie is determined,
 - (a) The Chair will be asked to cast the deciding ballot.
 - (b) The Membership shall not be informed of the tie.
 - (c) The Chair will be allowed to cast his or her vote anonymously.

Proposed:

11. Election Structure

- 11.1. An [Election Chair / Chair for the election] and a Returning Officer shall be appointed by the National Executive Board. The Returning Officer shall not have the right to cast a vote and, subject to the process for breaking ties, the [Election] Chair shall not have the right to cast a vote.
- 11.2. Eligibility of the Election Chair and Returning Officer:
 - (a) The Election Chair and Returning Officer shall not be a current executive director or executive board member (i.e. President, Vice-President, Treasurer or Secretary) of a Member Organization or a Supporting Organization as defined in section 7.1.
 - (b) Once confirmed in their positions, the Election Chair and Returning Officer shall be ineligible to run in the election they are overseeing. Should the Election Chair or Returning Officer withdraw from their positions after being confirmed, they remain ineligible to run in the election they were previously overseeing.
- 11.3. All elections for positions on the National Executive Board and Endowment Fund Committee will be conducted by the first-past-the-post system (FPPS). The FPPS



"PROS & CONS" PROPOSED AMENDMENTS TO NAJC BY-LAWS

electoral system determines the winner of any vote as the individual who has the most number of votes at the end of an election. The FPPS could create a winner that has less than fifty percent (50%) of the votes cast.

- 11.4. If a tie is determined,
- (a) The Chair will be asked to cast the deciding ballot.
 - (b) The Membership shall not be informed of the tie.
 - (c) The Chair will be allowed to cast his or her vote anonymously.

Rationale: This proposed text is to address the issue of a potential conflict of interest where a sitting Director or President of a Member Organization can sway elections. Furthermore, this amendment aims to prevent a situation from arising where an Elections Chair or Returning Officer withdraw from their positions once appointed to run in an election.

This is to ensure that:

- the Election Chair and Returning Officer are not presidents/directors of NAJC Member orgs, as they may have undue influence over the way their organization votes in an election;
- these positions are filled with candidates that indeed have no intention to run in the election; and
- the Election Chair and Returning Officer are not eligible to run in an election, as they may have an unfair advantage due to having access to information no other election candidates may have access to.

Amendment #2019-73

Section 11.4. "Election Structure": Moving a floating clause ("The Chair will be allowed to cast his or her vote anonymously.") from end of section 11.4 to clause (a) of 11.4. (NB: this is section 11.4 if the preceding amendment #2019-72 is accepted; it is otherwise Section 11.3)

Original:

- 11.4. If a tie is determined,
- (a) The Chair will be asked to cast the deciding ballot.
 - (b) The Membership shall not be informed of the tie.
 - (c) The Chair will be allowed to cast his or her vote anonymously.

Proposed:

- 11.4. If a tie is determined,
- (a) The Chair will be asked to cast the deciding ballot. The Chair will be allowed to cast his or her vote anonymously.
 - (b) The Membership shall not be informed of the tie.
 - ~~(c) The Chair will be allowed to cast his or her vote anonymously.~~

Rationale: For consistency, and grouping with the most logical element in section 11.4 on breaking a tie.



MOTION #9 – Clarification on Term Lengths and NEB Appointments

Amendment #2019-74

Section 12.2. "Terms": Add new sub-section (12.2) to clarify the term lengths of appointed NEB Members.

Original:

12. Terms

12.1. Each elected position will be held for a term of two years. An officer will serve no more than two terms in the same office and a maximum of three consecutive terms in total on the National Executive Board.

Proposed:

12. Terms

12.1. Each elected position will be held for a term of two years. An officer will serve no more than two terms in the same office and a maximum of three consecutive terms in total on the National Executive Board.

12.2. Appointed National Executive Board Members shall serve for a period at the pleasure of the elected National Executive Board, as specified in sub-section 9.3(b).

Rationale: This addresses previous ambiguity surrounding the term lengths of Appointed NEB Members. It should be noted that the National Administrator should be keeping close track of the term lengths of

Amendment #2019-75

Section 13.1. "National Executive Board": Adding "or appointment" in order to cover all NEB members, regardless of whether appointed or elected.

Original:

13. National Executive Board

13.1. To be eligible for election to the National Executive Board, a member must:

Proposed:

13. National Executive Board

13.1. To be eligible for election or appointment to the National Executive Board, a member must:

Rationale: By adding "or appointment", this avoids there being a separate set of criteria for appointed NEB Members.



MOTION #10 – Reducing duplicative language in defining Japanese ancestry

Amendment #2019-76

Section 13.1(a). “National Executive Board”: Deletion to avoid duplicative language, and for clarity on the matter of Japanese ancestry.

Original: (a) be of Japanese descent, partially of Japanese descent, or a spouse or child of a person of Japanese descent;

Proposed: (a) be of Japanese descent, ~~partially of Japanese descent~~, or a spouse or child of a person of Japanese descent;

Rationale: Deletion is necessary to avoid duplicative language, and for clarity. The NAJC should avoid creating different characterizations of JC individuals (e.g. those who are "more Japanese" than others). Being “partially of Japanese descent” is the same as being “of Japanese descent”, so there is no need for differentiation here. For the purposes of inclusion, “or child” should be retained, as this is interpreted as relating to the possibility children of non-Japanese descent who may have been adopted by parents of Japanese descent.

MOTION #11 – Clarifying parameters on NEB eligibility criteria

Amendment #2019-77

Sections 13.1(f). and 13.3(d) “National Executive Board”: Add new sub-section (new 13.1(f) and new 13.3(d)) in order to avoid previous issues arising from NAJC President and Vice-President concurrently sitting as a President or Vice-President of a Member Organization, as it may be difficult to ensure that decisions are taken in the interest of the NAJC, not the local Member Organization that an NAJC President or Vice-President is also representing.

Original:

13.1. To be eligible for election or appointment to the National Executive Board, a member must:

- (a) be of Japanese descent, partially of Japanese descent, or a spouse or child of a person of Japanese descent;
- (b) be a Canadian citizen or a permanent resident within the meaning of the Immigration and Refugee Protection Act, as amended from time to time;
- (c) be bondable;
- (d) be committed to upholding the purposes, philosophy and general policies of the NAJC, as stated in the Constitution;
- (e) have the willingness and ability to devote necessary time to National Executive Board activities;
- (f) have particular expertise or experience deemed necessary or desirable by the Membership; and
- (g) protect the confidential nature of information discussed at National Executive Board Meetings.

13.3. The office of the National Executive Board and/or officer shall be automatically vacated if:



“PROS & CONS” PROPOSED AMENDMENTS TO NAJC BY-LAWS

- (a) if a person resigns his or her office by delivering written resignation to the Secretary;
- (b) if he or she becomes of unsound mind;
- (c) if he or she becomes bankrupt;
- (d) if the Membership passes a resolution by two-thirds majority vote that he/she be removed from office; or
- (e) if he/she dies.

Proposed:

13.1. To be eligible for election or appointment to the National Executive Board, a member must:

- (a) be of Japanese descent, ~~[partially of Japanese descent,]~~ *(NOTE: this deletion to be reflected in amended by-laws only if Motion #9 passes)* or a spouse or child of a person of Japanese descent;
- (b) be a Canadian citizen or a permanent resident within the meaning of the Immigration and Refugee Protection Act, as amended from time to time;
- (c) be bondable;
- (d) be committed to upholding the purposes, philosophy and general policies of the NAJC, as stated in the Constitution;
- (e) have the willingness and ability to devote necessary time to National Executive Board activities;
- (f) not be a current President or Vice-President of a Member Organization or a Supporting Organization as defined in section 7.1.;
- (g) have particular expertise or experience deemed necessary or desirable by the Membership; and
- (h) protect the confidential nature of information discussed at National Executive Board Meetings.

13.3. The office of the National Executive Board and/or officer shall be automatically vacated if:

- (a) if a person resigns his or her office by delivering written resignation to the Secretary;
- (b) if he or she becomes of unsound mind;
- (c) if he or she becomes bankrupt;
- (d) if he or she becomes a President or Vice-President of a Member or Supporting Organization as defined in section 7.1.;
- (e) if the Membership passes a resolution by two-thirds majority vote that he/she be removed from office; or
- (f) if he/she dies.

Rationale: This avoids previous issues arising from NEB members concurrently sitting on the board of a Member Organization, as it may be difficult to ensure that decisions are taken in the



interest of the NAJC, not the local Member Organization that NEB member is also representing. For the purposes of inclusion, and to avoid dissuading community members involved in the boards of their respective Member or Supporting Organizations, this new clause introduces specificity that *executive* board members (i.e. President, Vice-President, Treasurer or Secretary) not be eligible to concurrently be both NEB and Executive board members at the same time. It would also stand as a practical measure to moderate individuals from taking on too much responsibility.

The addition of a corresponding new provision 13.3(d) is necessary such that the NEB president, vice-president, secretary or treasurer positions should be automatically vacated if people then become execs in their respective Member or Supporting Organizations. This would close a potential back-door loophole that allows for candidates to first join the NEB not as an executive elsewhere, then subsequently become an executive of a Member or Supporting Organization.

MOTION #12 – Clarifying NEB powers on Committee Composition

Amendment #2019-78

Section 24.2.6. "Committees": Additional line that gives Committee Chairs the right to remove volunteers from committees (not without a right to appeal, nor approval from rest of NEB).

Original:

24.2.6. The term of all appointed members shall be for one term and may be extended for an additional term upon the recommendation of the Committee Chair.

Proposed:

24.2.6. The term of all appointed members shall be for one term and may be extended for an additional term upon the recommendation of the Committee Chair. The Committee Chair has the right to revoke appointments, with approval from the National Executive Board.

Rationale: This addition gives Committee Chairs the right to remove volunteers from committees. There may be a need for additional oversight and/or due process to ensure that there is adequate justification given for revoking an appointment. The current formulation being put forward by the Membership Committee may not have a suitable threshold of accountability and/or due-process included that would withhold public scrutiny. Accordingly, a subsequent sub-section has been added requiring NEB approval for Committee Chairs to revoke committee appointments.

NOTE: The Membership Committee does not have a mandate to review who can and cannot join committees; their mandate is for member recruitment, member retention and ensuring that members are in good standing, not populating committees with volunteers; indeed, finding volunteers for committees is the responsibility of committee chairs, per section 24.2.5. Thus, the prerogative should be on the NEB to make this decision.



MOTION #13 – Clarification of NEB voting privileges

Amendment #2019-79

Section 14.6.2. "Voting": Addition of text to ensure that sub-section 14.6.2., like sub-section 14.6.1., is consistent with Section 13.6. in clarifying that the votes for NEB members are for elections purposes, not for voting on motions.

Original:

14.6 Voting

- 14.6.1. Each member of the National Executive Board including the immediate Past President shall have one vote, as consistent with Section 13.6.
- 14.6.2. No individual shall have more than one vote.
- 14.6.3. At all meetings of the National Executive Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 14.6.4. In the event that an election is not held within three (3) months of the expiration of the Term of members of the National Executive Board, the Officers shall appoint a Nomination Committee of at least three (3) members of the Membership within three (3) months of its appointment.

Proposed:

14.6 Voting

- 14.6.1. Each member of the National Executive Board including the immediate Past President shall have one vote, as consistent with Section 13.6.
- 14.6.2. No individual shall have more than one vote, as consistent with Section 13.6.
- 14.6.3. At all meetings of the National Executive Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 14.6.4. In the event that an election is not held within three (3) months of the expiration of the Term of members of the National Executive Board, the Officers shall appoint a Nomination Committee of at least three (3) members of the Membership within three (3) months of its appointment.

Rationale: This addition brings section 14.6.1. into accordance with Section 13.6, which specifies that NEB members shall not have the right to vote on motions, but indeed have the right to vote in elections. The Constitution and Resolutions Committee notes that the rationale behind NEB Members not voting on motions is that the motions have already been vetted and approved by the NEB, and that these motions are for the NAJC Membership to vote on.



MOTION #14 – Audit and Review Committee

Amendment #2019-80

Section 16.3.6 "Treasurer": Allows the NAJC the flexibility to have either an audit or a review performed. Currently, the NAJC is strictly bound by the bylaws to have an audit done. These modifications are intended to enable the NAJC to appoint independent a Chartered Professional Accountant (CPA) to either conduct a review or to conduct an audit of the annual financial statements.

Original:

16.3. Treasurer

16.3.6. The Treasurer shall ensure that an audit of the Organization is performed each year and presented at the Annual General Meeting.

Proposed:

16.3. Treasurer

16.3.6. The Treasurer shall ensure that an independent review or audit of the financial statements Organization is performed each year and that the report of the independent Chartered Professional Accountants is presented at the Annual General Meeting.

Rationale: The bylaws currently require auditors to be appointed to audit the annual financial statements of NAJC. This is the only "legal" requirement for audit. The *Companies Act* does not require NAJC to file audited financial statements, no bank requires audited financial statements, and if NAJC is successful in obtaining registered charitable status, CRA will not require audited financial statements to accompany the Charities return. For all outside purposes, then, annual financial statements that are reviewed by an independent Chartered Professional Accountant (CPA) are sufficient.

Financial statements must be filed with a T3010 charities return, and the Charities Directorate recommends that charities with income in excess of \$250,000 get their financial statements professionally audited. NAJC's total revenue has been less than \$25,000 in each of the past two years, and so the recommendation does not apply.

Review engagements are typically around 30% less expensive than audit engagements. This is because the independent practitioner is not required to conduct as many time-consuming procedures in order to comply with his/her professional standards for a review vs audit engagement.

This has not been an issue for NAJC because current auditor, Les Miyazawa, has conducted an audit on a virtually *pro-bono* basis. Because Les Miyazawa is retiring in November 2019, however, the NAJC should consider making the amendments to the bylaws to allow for flexibility. These modifications are intended to enable NAJC to appoint independent CPAs to either conduct a review or to conduct an audit of the annual financial statements.



Amendment #2019-81

Section 23. "Audit and Audit Committee": Allows the NAJC the flexibility to have either an audit or a review performed. Currently, the NAJC is strictly bound by the bylaws to have an audit done. These modifications are intended to enable NAJC to appoint independent CPAs to either conduct a review or to conduct an audit of the annual financial statements.

Original:

23. Audit and Audit Committee

- 23.1. An audit committee shall be established for the internal review of the financial affairs of the NAJC.
- 23.2. The audit committee shall consist of three persons to be approved by the Membership upon recommendation by the National Executive Board.
- 23.3. The National Executive Board shall recommend persons for the audit committee within one month of assuming office.
- 23.4. The audit committee shall meet at least once a year.
- 23.5. At each AGM, the Membership shall appoint one or more auditors to hold office until the close of the next AGM, and if the Membership fails to do so, the National Executive Board shall forthwith make such appointment.
- 23.6. No person shall be appointed as auditor of the NAJC who is a member of the Membership, member of the Executive Board, officer or employee of the NAJC.
- 23.7. The remuneration of the auditor shall be fixed by the National Executive Board.
- 23.8. The auditor shall make a report to the Membership on the financial statements, to be presented to the Membership at any General Meeting during the auditor term of office and shall state in the report whether in the auditor's opinion the financial statement presents fairly the financial position of the NAJC.

Proposed:

23. Audit and ~~Audit~~ Review Audit Committee

- 23.1. An audit and review committee shall be established for the internal review of the financial statements affairs of the NAJC.



“PROS & CONS” PROPOSED AMENDMENTS TO NAJC BY-LAWS

- 23.2. The audit and review committee shall consist of three persons to be approved by the Membership upon recommendation by the National Executive Board.
- 23.3. The National Executive Board shall recommend persons for the audit and review committee within one month of assuming office.
- 23.4. The audit and review committee shall meet at least once a year to review the engagement report prepared by the independent Chartered Professional Accountants appointed by NAJC.
- 23.5. At each AGM, the Membership shall appoint one or more auditors independent Chartered Professional Accountants to hold office until the close of the next AGM, and if the Membership fails to do so, the National Executive Board shall forthwith make such appointment.
- 23.6. No person shall be appointed as independent Chartered Professional Accountants auditor of the NAJC who is a member of the Membership, member of the Executive Board, officer or employee of the NAJC.
- 23.7. The remuneration of the independent Chartered Professional Accountants auditor shall be fixed by the National Executive Board.
- 23.8. The independent Chartered Professional Accountants auditor shall make a report to the Membership on the financial statements, to be presented to the Membership at any General Meeting during the independent Chartered Professional Accountant's auditor term of office ~~and shall state in the report whether in the auditor's opinion the financial statement presents fairly the financial position of the NAJC.~~

Rationale: These modifications are intended to enable NAJC to appoint independent CPAs to either conduct a review or to conduct an audit of the annual financial statements. See Amendment #2019-80 for additional rationale.



MOTION #15 – New Sub-section enabling electronic meetings

Amendment #2019-82

NEW Sub-Section in Section 20. “General Meetings and Special General Meetings”: Addition of a new sub-section at the end of Section 20 using language adapted from the model by-laws from Corporations Canada in order to enable the NAJC to electronically hold decision-making Membership meetings.

New Text Proposed:

20.14. If the NAJC chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Membership, any member entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Hub has made available for that purpose.

Rationale: A narrow interpretation of Section 21.7 of the by-laws stipulates that members’ “*participation at meetings [...] may not be telephonic, electronic, or other communication facility.*” Given the high cost of travel across Canada, and the significant cost-effectiveness of using virtual communications, it is the Committee’s recommendation that serious consideration should be made to ensure the NAJC can digitally conduct its Annual General Meetings (AGMs) and Special Meetings in order to maximize our financial resources in programming and community development. Shortcomings with the Zoom system – such as difficulties with voting mechanisms, challenges with taking stock of who wishes to speak, and the fact that not everybody is familiar with the platform – can be overcome through formulating solutions via trial and error, or other technological fixes, but should not stand as an obstacle to the NAJC exploring this platform further. The September 2019 AGM was a successful proof of concept to demonstrate that the NAJC can indeed hold electronic meetings to conduct our business. The Japanese American Citizens League (JACL) in the United States has provisions in their By-Laws that allow for proxies, but a limited number for each member (and they also have a provision that states that a proxy fee must be paid, so as to encourage Member Organizations to attend AGMs).



MOTION #16 – New article to avoid invalidity of contradictory by-law provisions

Amendment #2019-83

NEW Article "Invalidity of Provisions of these By-laws": Addition of a new article at the end of the by-laws using language adapted from the model by-laws from Corporations Canada in order to avoid contradictory provisions in the By-laws.

New Text Proposed:

27. Invalidation of Provisions of these By-laws

27.1 The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

Rationale: Given the Constitution & Resolution Committee's review of the NAJC by-laws, a number of inconsistencies have been removed, but the risk of there being future provisions in contradiction with one another persists. Accordingly, adopting new text as a new Article at the end of the by-laws, this addition (adapted from [the model by-laws](#) from Corporations Canada) can help address this potential for contradicting provisions.