

Articles of incorporation

Name of the Corporation

The name of the corporation is (the) Japan Exchange and Teaching Program Alumni Association of Ottawa (“JETAA Ottawa”).

Objects of the Corporation

1. to support alumni of the Japan Exchange and Teaching Program (“JET Program”) in their professional development and readjustment following their participation in the JET Program.
 - a. Assist outgoing JET Program participants in their departure preparations.
2. to promote and develop exchange and interaction with Japan and Japanese culture between the local Japanese community, the general public and alumni, in the spirit of the JET Program.

Directors

The JETAA Ottawa shall have a minimum of three and a maximum of 12 Directors.

The offices of Director positions shall always include president, vice-president and treasurer.

Members

Any JET Program alumnus residing in the broader Ottawa region is eligible to become a member of the JETAA Ottawa.

There shall be only one class of member.

Each member is entitled to one vote on resolutions submitted at members’ meetings.

Property upon dissolution

Upon dissolution of the JETAA Ottawa, any and all remaining property shall be liquidated and transferred to the Canadian JETAA representative to distribute to other chapters JETAA chapters in Canada.

Bylaws

Definitions

“The *Act*” means

The Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, CHAPTER 15.

“AGM” means

The annual general meeting of members.

“Board” means

The Board of Directors of the JETAA.

“Corporation” means

the JETAA Ottawa, and vice-versa.

“Director” means

any Director, including first Directors.

“Ordinary resolution” means

a resolution that is submitted to a meeting of the members of the JETAA Ottawa and passed at the meeting, with or without amendment, by at least a majority of the votes cast.

“Member” means

a person eligible to become a member, by virtue of having participated in the JET Program, who is duly registered as a member after declaring his or her intention to become a part of the JETAA.

“Members meeting” means

any meeting of members, as called by the Directors, including the AGM and special meetings of members.

“Special meeting” means

a meeting of members intended and called for a specific purpose.

“Special resolution” means

a resolution that is submitted to a special meeting of the members of the JETAA and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast.

Members

Registration and termination

1. Persons eligible to become a member of the JETAA Ottawa shall so become upon declaration of interest.
2. Membership may be terminated by the a simple majority vote of the incumbent Directors at a Directors' meeting.

Voting and Quorum

3. Notwithstanding their right to vote as members of the JETAA, the quorum for voting on a resolution submitted at a members' meeting shall be the number of members, including Directors, who are present at the meeting, or have requested that their vote be tabulated by proxy.
4. The Directors shall however clearly indicate in the notice of the AGM or other members meetings, the right of each member to vote at the AGM and invite them to exercise their right.

Other rights

5. Members have the right to bring proposals to be voted on at members' meetings.
6. Members have the right to participate in events sponsored by the JETAA, the Counsel of Local Authorities for International Relations of Japan (CLAIR) or the Japanese Ministry of Foreign Affaires (MOFA).
 - 6A. Should the number of participants in such events be limited, a member's right to participate shall be given priority over the right of members who are also Directors.
7. Members have the right to receive a copy of the articles and/or bylaws from the JETAA, free or charge.
8. Members have the right to access the register of members, upon payment of a reasonable fee.
9. Members have the right to receive a copy of the yearly financial statement of the JETAA at least twenty-one days before the AGM, free of charge.
 - 9A. Members also have the right to examine the financial statements of the JETAA upon request, free of charge.

Directors

Incumbency and termination

10. Each Director position, its title and function, shall be determined at the AGM, by way of special resolution, unless circumstances require otherwise, in which case the Directors may call a special members' meeting for that purpose.

11. Directors of the JETAA shall be elected to the Board by ordinary resolution at the AGM.

12. Each Director shall hold office until the following AGM or until the next incumbent is elected.

13. A Director shall cease to hold office by reason of death, resignation, removal or disqualification.

13A. A Director shall have the right to resign and such resignation shall take effect upon written indication to the Board expressing intention to resign.

13B. Removal of a Director shall be effected by ordinary resolution at a special meeting of the members.

13C. A Director is disqualified from holding office if s/he is under 18 years of age or has been found the *Substitute Decisions Act, 1992* or under the *Mental Health Act* of Ontario to be incapable of managing property.

Conflicts of interest

14. A Director has a conflict of interest with the JETAA if s/he has a material or financial interest in a transaction or persons who are a party to a transaction that is contemplated by the JETAA.

15. A Director who becomes aware of the interest of such conflict of interest shall, upon becoming so aware, disclose the conflict immediately to the Board, shall not attend a Director's or members' meeting, or portion thereof, where the impugned transaction shall be voted upon, and shall abstain from voting on such transaction.

16. Notwithstanding the existence of such conflict of interest, the transaction does not become void if the conflict was properly disclosed, the transaction was independently approved by the Board and the transaction is in the best interest of the JETAA.

Powers

17. Directors have all the regular rights of membership, except as otherwise indicated in these bylaws.
18. Directors may register new members or terminate current members of the JETAA.
19. Any Director may call a meeting of the Board or a meeting of members at any time.
20. Directors may, by majority vote of the Board, change, repeal or adopt Corporation bylaws.

Obligations

21. The Directors shall supervise and manage the affairs of the Corporation.
22. The Directors shall fulfill the record keeping requirements stipulated by section 92 of the *Act*.
23. The Directors shall present a yearly financial statement, approved by the Board, at the AGM, pursuant to section 84 of the *Act*.
24. The Directors shall provide, once per year, a copy of the register of members to MOFA and CLAIR.
25. A Director shall abide by section 14 of this bylaw in respect of any conflict of interest s/he has in respect of a transaction contemplated by the JETAA.

Fundamental Changes

Changes in the Articles of Incorporation

26. The Articles of Incorporation may only be changed by special resolution at the AGM or at a special meeting of members called for that purpose.

Changes in the Corporation Bylaws

27. The Bylaws of the Corporation may only be changed, repealed or adopted at the AGM, by a majority vote of the Board only, whether present in person or by proxy unless the Board requires otherwise.

Meetings

28. An AGM shall be called by the Board not more than 18 months following incorporation and not more than 15 months following the previous AGM thereafter.

29. The Board may call a special meeting of members or a Director's meeting at any time.

Accounting and Record Keeping

30. The fiscal year of the JETAA shall be the calendar year.

31. The Corporation shall maintain at its registered office, copies of its financial statements.

32. The Directors shall present a yearly financial statement, approved by the Board, at the AGM, pursuant to section 84 of the *Act*.

33. The Corporation shall, pursuant to section 92 of the *Act*, prepare and maintain records containing:

(a) the corporation's articles and by-laws, and amendments to them;

(b) the minutes of meetings of the members and of any committee of members;

(c) the resolutions of the members and of any committee of members;

(d) the minutes of meetings of the Directors and of any committee of Directors;

(e) the resolutions of the Directors and of any committee of Directors;

(f) a register of Directors;

(g) a register of officers;

(h) a register of members; and

(i) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis.