NATIONAL NEWCOMERS CANADA

Annual General Meeting 2026 AGENDA

Conference Call Sunday October 4, 2026
10:00 am (Pacific), 11:00 am (Mountain) and 1:00 pm (Eastern) and 2:00 pm (Atlantic)

Zoom Web Conference Call

Sunday October 4, 2026 01:00 PM Eastern Time (US and Canada)

Register in advance for this meeting:
https://us02web.zoom.us/meeting/register/7Hh0Y_vERKKHCO73VYuoJQ
After registering, you will receive a confirmation email containing information about joining the meeting.

Roll Call- Online Registration; please register on Zoom fully with full name and club name.
This meeting will be recorded.

1 PM Eastern Call to order/Welcome- Suzanne Brett Welsh, President
Board Reports:

President, Suzanne Brett Welsh
Eastern Regional Director, Maureen Royle
Western Regional Director, Karen Mayner

1:15 PM NNAC AGM Business Agenda Approval

1. Minutes from 2025 AGM Zoom - attached
2. 2025-26 Financial Report – Interim Registrar Treasurer– attached
3. Proposed Bylaw Revision - attached
4. Proposed slate of Directors -attached – call for nominations from the floor.

Close of the 2025-26AGM.

Open Discussion

CRA Reporting Update and Questions about D&O insurance; newsletter privacy
What can NNAC do for your club this year?
Western Region Summit? Regional Lunch & Learns?
Q&A, from the floor questions and club-directed discussion

If there is time and interest: Breakout Sessions suggested topics:

1. Club event reservation systems - what works and what doesn't
2. How do we grow our clubs and offer more activities
3. Defining New - the "new" to a city vs the "new" to a change in life
4. To do or be entertained - how do we entice members to do more?

2:30 Closing Remarks & Adjournment

Next NNAC Club Directors Meeting on January 10, 2027 @ 3 pm Eastern
Additional Announcements?

NNAC President's Report – AGM 2025-26

As we close out the 2025-26 year, NNAC proudly represents **57 member clubs** and over **8,500 members** across Alberta, British Columbia, Nova Scotia, Ontario, and Saskatchewan. These numbers remain consistent with the previous year, reflecting our continued stability and reach.

Highlights of the Year

Over the past year, NNAC has made meaningful strides in communication, outreach, and support:

- **Published four editions of *The LINK*** (November, February, May, August), continuing to share stories, updates, and resources with our members.
- **Sold six Friendship Pins**, at the Spring Social and Summit in Niagara.
- **Hosted three Presidents' Calls via Zoom**, fostering idea-sharing and collaboration among club leaders.
- **Supported regional engagement**, with Eastern and Western club lunch and learn meetings supported by our Regional Directors.
- **Developed a new club membership renewal portal**, improving the collection of information and contact details.
- **Launched our first in-person Social and Summit** in the Niagara area and supported the first regional club "lunch and learn".
- **Distributed 4 pins and anniversary certificates to clubs celebrating banner anniversaries.**
- **Responded to over 100 inquiries** from member clubs, offering guidance, advice, and shared experience.
- **Welcomed interest from potential new clubs**, reflecting growing awareness of NNAC's value.

Financial Position

NNAC remains in a strong and stable financial position. Please refer to the attached financial statements for detailed information.

Spring Social & Summit and Regional Learning Events

NNAC was pleased to host the **Spring Social & Summit in May 2026 in the Niagara Region**, bringing together members from across the country for learning, networking, and friendship. The event provided valuable opportunities for club leaders and members to share ideas, explore best practices, and strengthen connections within the newcomer community. Full details are available on the NNAC website.

Building on that momentum, the **Ontario Regional Lunch & Learn**, hosted by the **Brockville Newcomers Club** (and supported by NNAC) in September 2026, offered an engaging forum for clubs across eastern Ontario to exchange experiences and discuss common challenges, and share their operational successes. The attending executives were pleased to have this micro-event to connect and learn from each other.

These events reflect NNAC's ongoing commitment to supporting club development and member engagement across Canada. Looking ahead, the annual Summit should rotate between Eastern and Western regions to encourage broader participation and showcase clubs across the country, while

Regional Lunch & Learn events will continue to be supported on a request basis, providing flexible opportunities for clubs to connect, learn, and collaborate throughout the year. Please reach out to the NNAC regional directors or the president for more information.

Looking Ahead

Throughout the year, I've received many emails from you—questions, feedback, and requests for support. It's been a privilege to assist clubs in navigating challenges and sharing best practices. We plan to continue and expand our communication efforts through:

- Zoom meetings
- Regional in person meetings (where interest exists) and NNAC Social & Summit Meeting
- Our Facebook page

Gratitude and Acknowledgements

I extend my heartfelt thanks to our dedicated Board team:

- **Deb Mayes**, Registrar-Treasurer and Webmaster (resigned as Registrar-Treasurer in February and continues to support NNAC through website management)
- **Margaret Townsend**, Secretary (joined February 2026)
- **Maureen Royle**, Eastern Regional Director (joined February 2026)
- **Karen Mayner**, Western Regional Director
- **Nivine Guindy**, Communications Director
- **Deanna Hebert**, Past President
- **Megan Wood**, Director-at-Large (joined February 2026)

Their commitment, dedication, and teamwork have been instrumental in supporting NNAC and its member clubs throughout the year.

I am especially grateful to **Margaret Townsend, Megan Wood, and Maureen Royle**, who stepped forward to join the Board mid-year at a critical time. Their willingness to serve helped ensure NNAC's continued operation when a shortage of Board members placed the organization at risk. While Margaret and Megan will not be continuing with NNAC, we sincerely thank them for their contributions and their readiness to help when they were needed most.

I would also like to offer special recognition to **Deanna Hebert** and **Deb Mayes**. Both served on the NNAC Board long before I joined in 2019 and have played an integral role in the organization's stability, growth, and success. Over the years, they have been valued colleagues, trusted advisors, and cherished friends. After nearly a decade of dedicated service, both are stepping away from their Board positions. Their leadership, commitment, and extensive institutional knowledge have made a lasting contribution to NNAC and will continue to benefit the organization for years to come. While they will be greatly missed, I am grateful that they remain willing to offer advice and guidance when needed. On behalf of NNAC, I extend my sincere thanks and best wishes to both Deanna and Deb as they begin this new chapter.

I would also like to recognize **Nivine Guindy** for her amazing service as Communications Director over the past five years. During her tenure, Nivine produced approximately 20 editions of *The LINK* and significantly enhanced NNAC's communications and social media presence by managing the NNAC

Facebook page. Although Nivine is stepping away from her Board position, I am delighted that she has agreed to continue supporting NNAC and its member clubs through her ongoing management of *The LINK*. To support this valuable contribution, the revised bylaws include a category recognizing individuals who provide ongoing service outside a Board position. As we seek a new Communications Director, we will develop a collaborative approach that ensures close coordination between the Board role and *The LINK* editor. We are deeply grateful for Nivine's years of service and pleased that her knowledge, experience, and dedication will continue to benefit NNAC.

Finally, I am pleased to share that **Karen Mayner**, Western Regional Director, and **Maureen Royle**, Eastern Regional Director, will remain on the Board and provide important operational continuity as NNAC moves forward. The Regional Director roles are vital in supporting clubs across the country, fostering engagement, and strengthening connections among members. Karen and Maureen are leading and supporting both our larger Summit events and our Lunch and Learn sessions, helping ensure meaningful opportunities for learning, collaboration, and club connection continue to thrive nationwide.

We are currently seeking **three new volunteers** to join the Board as Directors in the following roles:

- Registrar-Treasurer
- Secretary
- Communications

Finally, thank you to all club volunteers who generously give their time, organize events, and make the Newcomers experience so meaningful. And thank you for the opportunity to serve as President of NNAC. It continues to be one of the most rewarding and enjoyable experiences of my life.

Respectfully submitted in friendship,
Suzanne Brett Welsh
President, NNAC 2025-26

NNAC Eastern Regional Director Report – AGM 2025-26

I commend the Brockville club for their successful Lunch and Learn session on September 9, at which executive members from three other Eastern clubs, as far away as Ottawa, attended.
- Such in-person sessions build strong bonds between clubs by sharing their expertise in various areas.
- I hope in the future that more clubs will be encouraged by Brockville's success to hold in-person Lunch and Learn sessions. Remember, these sessions don't have to be large to be valuable.
- The National Executive learned much from this first-time event and will develop a planning guide to support those clubs planning to hold such sessions in the future.

Maureen Royle
Eastern Director

National Newcomers Association of Canada

MINUTES OF 2025 NNAC ANNUAL GENERAL MEETING (DRAFT)

Sunday, October 19, 2025, via Zoom
10:00 a.m. (Pacific), 11:00 p.m. (Mountain), 1:00 p.m. (Eastern), 2:00 p.m. (Atlantic)

Roll-Call – Participants registered online.
Board attendees:
Suzanne Brett Welsh - President; London Newcomers Alumnae Club
Deanna Hebert -Past President NNAC; Calgary Friendship Club
Nivine Guindy - Communications Director; Calgary Newcomers Club
Charlene Brooks – Western Regional Director; Vancouver Newcomers Alumnae Club
Deb Mayes – Treasurer; Calgary Newcomers Club

Member Clubs:

Name - **Organization**
Western Region:
Maureen Moyls - North Shore Newcomers/ Activity Coordinator
Deb Hooper – Dir. Comms /Kelowna
Klaus Mueller- President/ Oceanside Newcomers Alumni Society
Holly Hastie -Co-President/ South Delta
Isabel Somerville - Co-president/ South Delta Social Club
Karen Joy - Sunshine Coast NC /Membership Coordinator/Treasurer
Kathi Irvine – Penticton/ Secretary
Mary Madeley – Regina NC / Treasurer
Marilyn Kapeluto -President /Vancouver NC
Nancy Newman- co-Pres/ Vancouver Alumnae
Catharine Smider – President Penticton NC
David Apps - President /Kelowna
Sonia Reid President /Comox Valley Newcomers' Alumnae
Thomas Glenn – Vice- President/ Victoria Region Men's and NC

Central Region
Beth Scott- Brockville/Past President
Lotte Davies- VP /Brockville
Carol Pearson - Ottawa Newcomers Alumnae Club /VP
Sharon Blair- Oakville ON /President
Megan Wood -President/ NOTL
Jillian Daffern- Peterborough NC/ President

Dawn Hachey- Ottawa N Alumni Society / President

Quorum (minimum 18 clubs) was achieved. (21 clubs total; one vote per club) Approx. 30 people registered.

1. **Call to Order and Welcome** 1:03 pm

   Suzanne Brett Welsh, the president of National, welcoming and requesting attendees to rename themselves with their club's name and role for better identification during discussions. Suzanne confirmed that at least 18 clubs were present, meeting the quorum requirement.

2. **Agenda:**

   MOTION: ***"To approve the NNAC AGM Agenda of 2025 ."***

   Suzanne Brett-Welsh; Seconded by Deanna Hebert.

   Approval by Majority of members via Zoom Poll. ***Motion Carried.***

3. **President's Report** /Board Highlights of the Past Year: **Suzanne Brett-Welsh**

   The NNAC proudly represents 57 member clubs and over 7,500 members across Alberta, British Columbia, Nova Scotia, Ontario, and Saskatchewan.
   These numbers remain consistent with the previous year, reflecting our continued stability and reach.

   a) **Highlights of the Year**

   Over the past year, NNAC has made meaningful strides in communication, outreach, and support:

   • Published four editions of **The LINK** (October, February, May, July), continuing to share stories, updates, and resources with our members.
   • Sold one **Friendship Pin**, a small but symbolic gesture of connection.
   • Hosted four **Presidents' Calls** via Zoom, fostering idea-sharing and collaboration among club leaders.
   • Developed a detailed **Insurance FAQ** document for clubs.
   • Supported regional engagement, with meetings organized by our Western Regional Director.
   • Revamped the NNAC **website**, improving access to resources and enhancing information sharing.
   • Launched our first online **advertising** campaign in partnership with Zoomer Media, exploring new ways to reach potential members.
   • Responded to over **100 inquiries** from member clubs, offering guidance, advice, and shared experience.
   • Welcomed interest from potential new clubs, reflecting growing awareness of NNAC's value.

   b) **NNAC website updates**: led by Treasurer/ Webmaster Deb Mayes:

   Much time was spent by Deb to make the site more user friendly and with a less corporate feel. Goal was to look friendlier as our ad campaign drives Zoomer readers to check us out,

   and 3 member testimonials with photos were included on the cover page.

Thanks to Suzanne Brett-Welsh, Megan Wood and Paul Singh who volunteered to be the friendly faces of our clubs across Canada.

c) **Advertising on behalf of all Clubs:** led by Past President Deanna Hebert:

On behalf of all clubs, the NNAC ran an Ad campaign in Zoomer magazine that was sent directly to the emails of up to 70,000 of their magazine subscribers.

The first ad was live on September 15th, and the second ad ran on September 30th.

The ads will run 'indefinitely' and will also be archived within the magazine. This keeps our ads noticed for some time, anytime subscribers click onto their past issues.

AI was used to create 3 photos that suited our demographic in the magazine.

Zoomer liked what our NNAC Clubs stood for and offered us a substantially discounted advertising rate ($3500.00 instead of average of $5,700.00 for one ad) plus gave us the second ad for

free. Further, they featured our ad at the top of the magazine's Feature page for several days in the September 15th edition.

Zoomer has a large coast to coast digital presence for our target audience, and our goal was to bring more attention to our clubs and what we offer, with information about us and an easy link to our website to "***Find a Club Near You.***"

The magazine will be giving us data about how many people noticed our ads and Suzanne will have that information for you in an upcoming President's Meeting.

d) **Insurance FAQ document**: led by Past President Deanna Hebert:

On our website for easy referral to all subsequent Club board executives to review each year, which should be able to answer all your questions and show how to calculate your own insurance quotes.

e) **Looking Ahead**

Suzanne said it has been a privilege to assist clubs in navigating challenges and sharing best practices. We plan to continue and expand our communication efforts through:

- Zoom meetings/ President meetings and Board meetings
- Regional meetings (where interest exists)
- Our Facebook page

f) **Gratitude and Acknowledgements**

Suzanne extended heartfelt thanks to the dedicated executive team and said their commitment and teamwork have been instrumental in supporting NNAC and its member clubs.

Charlene Brooke was recognized for attending multiple club events in the western region, while Nivine Guindy was thanked for managing The Link and our Facebook page throughout the year. Deb Mayes is the treasurer and also oversees our website; Thank you.

4. AGM Business:

Previous Minutes:

The MINUTES from 2024 year were attached to the meeting invitation and AGM package. Suzanne did a poll on approval of the MINUTES.

MOTION: ***"To approve the NNAC AGM Minutes of 2024 as written."***
Nancy Newman; Seconded by Sonya Reid.

Approval by Majority of members via Zoom Poll. ***Motion Carried.***

5. Financial Report: Treasurer (Deb Mayes)

The Financial Position of the NNAC remains in a strong and stable financial position. Refer to attached financial statements for detailed information.

At the end of August, we have $11,832.90 in the bank. We hold a $1000.00 GIC as bank security (credit card and GIC are attached) to ensure that we can use our NNAC credit card that covers Zoom, MailChimp, insurance and other NNAC payments. The GIC is in the name of Suzanne as it had to be in the name of a board member in Ontario location for now.

We get a bit of interest on the GIC which acts as a cash back on the credit card.

Costs: insurance, bank fees, Zoom, mailchimp went up; postage went up. Speaker cost for this AGM, and advertising was a brand new expense for us.

$3,675.29 for the Zoomer ad- as explained above for a digital ad that runs indefinitely.

So our net income year over year, it was down $828.39.

MOTION: ***"That the financial statements for the 2025 NNAC AGM be accepted. "***

Deb Mayes; Seconded by Nancy Newman. Approval by majority via Zoom poll.

MOTION carried.

6. Elections: AGM Director Nominations and Roles

I only have 3 people standing and we require minimum 2 more for bylaw commitment. Deanna Hebert continuing as past president.

Suzanne calls for nominations from the floor, especially the east/ central regions.

MOTION: ***"To accept the proposed slate of Directors for the 2025-26 NNAC Board as listed:***

Deanna Hebert -Calgary Friendship Club

Suzanne Welsh – London Among Friends Newcomers Club

Karen Maynor -Parksville Newcomers Club

Suzanne Brett-Welsh; Seconded by Deb Mayes. Approval by majority by Zoom poll.

MOTION carried.

Deb Mayes -Calgary Newcomers Club

Nivine Guindy- Calgary Newcomers Club

May be appointed later as we look at filling our minimum 5 Directors, at Board Discretion to allow over the 4-year term.

Board Directors are appointed to Officer positions post-election.

President

Past President

Registrar-Treasurer

Secretary

Communications

Regional Directors: Western, Eastern

Member at Large

7. Speaker: Jill Worthington-Ellis, who was set to discuss navigating change and life's challenges.

Jill shared her personal journey, emphasizing the importance of self-service before serving others. She discussed the signs of needing a life or career change, including curiosity,

dissatisfaction, and a desire for risk-taking, and highlighted the factors to consider before making such a change, such as support from loved ones, financial implications, and the need for education or training. She concluded by emphasizing the significance of physical and mental health in achieving inner peace and being fully present to serve the community.

Jill discussed the importance of functional fitness, emphasizing core strength, cardio, strength training, balance, and flexibility to prevent falls and maintain independence; the connection between physical and mental health, urging attendees to prioritize their fitness to better serve their communities. Suzanne and Jill discussed the concept of "super-agers" and their attributes, emphasizing lifelong learning and social connections. Jill clarified that having a "super-ager" brain is not necessary to make significant life changes.

8. Miscellaneous discussion:

The attendees addressed concerns about tax reporting for clubs, with Suzanne explaining that while misinformation has caused worry, legal opinions suggest clubs are not at risk unless they are registered. It was decided to postpone breakout room discussions until the January meeting, where they plan to address club reservations, growth strategies, and other topics. The meeting discussed the clarification of club names and membership criteria, with Klaus highlighting the need to correct the name of Oceanside Newcomers to Oceanside Newcomer Alumni Society and suggesting that Qualicum Beach Newcomers (with 350 members) might join if approached.

Suzanne explained the structure of presidents and executive meetings held four times a year, typically on Sunday afternoons, and addressed recruitment challenges by suggesting changes to membership criteria, expanding to include people in different life phases, and leveraging social media and local connections. Deanna shared her experience using AI for creating images for a Zoomer ad, noting the challenges and learning curve involved. The Zoomer link was asked for which Suzanne shared to the group. Discussion on recruitment, with Charlene relating the effectiveness of approaching potential board members as pairs of friends, citing the success of Vancouver's Newcomers Alumni with co-presidents.

Suzanne asked elected Directors to stay online for a Director's meeting to follow immediately.

9. Adjournment:

MOTION: ***"To adjourn the 2025 NNAC AGM at 2:31 pm EST."***

Suzanne; Seconded by Deanna Hebert:

MOTION carried.

Next Presidents and Executive Meeting on January 11, 2026 @ 3 pm Eastern

NATIONAL NEWCOMERS CANADA

Statement of Revenue and Expenses
For the Year Ended August 31, 2025

September 1, 2024 Opening Balance			**$ 12,681.29**		
Revenue		**Debit**	**Credit**	**2023-24**	
	Membership Registrations, Prior Year		$ 515.00	$ 30.00	
	Membership Registrations, Current Year		$ 4,059.89	$ 3,945.00	
	Misc Income		$ 40.50	$ 80.34	
	Pins		$ 20.00	$ 140.00	
Total Revenue			**$ 4,635.39**	**$ 4,195.34**	Revenue
Expenses					
	Insurance	$ 622.08		$ 521.64	
	Bank Fees	$ 89.41		$ 70.74	
	Postage	$ 49.12		$ 41.46	
	Speaker	$ 254.25		$ 200.00	
	Advertising	$ 3,675.29			
	Club visits				
	Website	$ 282.50		$ 424.50	
	Teleconf/Zoom	$ 242.84		$ 226.00	
	MailChimp	$ 248.29		$ 241.67	
Total Expenses		**$ 5,463.78**		**$ 1,776.01**	Expenses
Balance as at August 31, 2024				**$ 11,852.90**	
Net Income for 2024-25			**-$ 828.39**	**$ 2,419.33**	**Net for 2023-25**

Does not include the $1000 held in a GIC for the credit card.

Balance Sheet as at August 31, 2025

			FY2025	**FY2024**
Current Assets				
	Bank Balance		$ 11,852.90	$ 10,261.96
	GIC		$ 1,000.00	$ 1,000.00
Total Assets			**$ 12,852.90**	**$ 11,261.96**
Current Liabilities				
	GIC		$ 1,000.00	$ 1,000.00
Equity				
	Retained Earnings	BOY	$ 10,261.96	$ 11,205.63
	Net Income		-$ 828.39	$ 56.32
	Retainined Earnings	EOY	$ 12,852.90	$ 11,261.95
	GIC		$ 1,000.00	$ 1,000.00
	Total Equity		$ 11,852.90	$ 10,261.95
Total Liabilities and Equity			**$ 12,852.90**	**$ 11,261.95**

NNAC BYLAW REVISION SUMMARY - 2026

1. Membership Changes

Class A Membership Requirements

2021:

- Required governance structure and membership roster.

2026:

- Requires a governance structure, including a board of directors and bylaws.
- Membership roster requirement removed.

Authorized Representative Process

2021:

- Detailed process requiring each club to designate an Authorized Representative.
- Authorized Representative held voting authority.
- Included procedures for appointment, replacement and delegation.

2026:

- Authorized Representative provisions have been removed.
- Refers instead to the club's representative for voting purposes.

Membership Dues

2026 adds:

- Explicit statement that dues are:
    - Set at Board discretion.
    - Reviewed annually.
    - Based on a July 1 to June 30 cycle.
    - Not prorated.

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2. Voting and Meeting Changes

Proxy Voting Eliminated

2021:

- Included extensive proxy voting provisions.
- Allowed members unable to attend to appoint a proxy holder.
- Proxy verification procedures existed.

2026:

- Entire proxy section has been removed.
- All references to proxy voting and proxy quorum calculations are deleted.

Quorum

2021:

- Quorum included proxy votes.

2026:

- Quorum is based on members entitled to vote and present.
- No reference to proxies.

Virtual Meetings

2026:

- More clearly reflects current practice by expressly allowing:
    - Online Board meetings.
    - Virtual AGM attendance.
    - Voting through electronic means.
    - One voting representative per club in virtual meetings.

NATIONAL NEWCOMERS CANADA

Bylaws of
NATIONAL NEWCOMERS ASSOCIATION OF CANADA
(Hereinafter the "Organization" or 'NNAC')

Mission and Mandate of the National Newcomers Association of Canada:

- Provide advice, guidance and support to Newcomer clubs and their members, encouraging them in their efforts, goals and initiatives
- Reach out to Newcomer clubs in our communities and facilitate networking
- Assist in the establishment of Newcomers Clubs and the evolution of existing Clubs

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This document supersedes and replaces in their entirety all prior bylaws of the Organization as of August 2026.

PART 1. DEFINITIONS

In these Bylaws of the Organization, unless the context otherwise requires:

1.1 "**Board**" means the Board of Directors of the Organization;

1.2 "**Bylaws**" means this document of the Organization as presented, which may be amended from time to time, and in force and effect. A singular governing provision within this document is referred to as "Bylaw".

1.3 **"Director**" is an elected or appointed member of the Board, accountable to the membership;

1.4 "**Meeting of Members**" includes an annual meeting of Members or a special meeting of Members. A "special meeting of members" includes any meeting of members which is not an annual general meeting including summits;

1.5 "**Member"** means an organization or person who has become a Member in accordance with section 10;

1.6 **"Newcomer club"** includes newcomer, alumni/ae or social organizations within a community;

1.7 **"Officer"** means an officer appointed to a Board position, pursuant to Section 7.1 or by Board resolution;

1.8 "**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

1.9 **"Quorum"** means the minimum number of Directors or Members, as applicable, that must be present at any meeting to make the proceedings of that meeting valid;

1.10 **"Special resolution"** means a resolution passed by a majority of not less than two-thirds (⅔) of the votes cast on that resolution.

PART 2. GENERAL

2.1 Interpretation

In the interpretation of this document words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" or 'member' includes an individual, body corporate, partnership, trust and unincorporated organization.

2.2 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the

Organization must be signed by at least two (2) of its authorized Directors. In addition, the Board may, from time to time, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
Any of its authorized Directors may certify a copy of any instrument, resolution, bylaw or other document of the Organization to be a true copy thereof.
The signature of any Director of the Organization to any notice or other document to be given by the Organization may be electronically created, except where prohibited by applicable law.

2.3 Non-Profit Clause
The Organization shall operate without the purpose of gain for its Members, and any profits or other gains and accruals to the Organization shall be used in furtherance of its purposes.

2.4 Financial Year
The financial year of the Organization shall begin on September 1 and end on August 31.

2.5 Banking Arrangements
The banking business of the Organization shall be transacted at such bank, trust company or other firm or organization carrying on a banking business in Canada as the Board may authorize from time to time by resolution.

2.6 Borrowing
The Board of Directors is specifically prohibited from borrowing or creating long-term financial liability for NNAC. A long-term liability is any debt that would not be settled within one financial year.

2.7 Annual Financial Statements
The Organization shall send to Members a copy of the annual financial statements, which include both an income statement and a balance sheet.

2.8 Distribution of Property on Liquidation
Any property remaining on liquidation of the Organization, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

PART 3. MEMBERSHIP

~~***10. Membership***~~
~~Subject to the Articles~~Subject to these Bylaws, there shall be two classes of Members in the ~~Corporation~~Organization, namely, Class A Members and Class B Members. The Board of Directors approves the admission of the Members to ~~of~~ the ~~Corporation~~Organization.
The following conditions of membership shall apply:

~~(A)~~3.1 Class A Members
~~(a)~~ 3.1.i Class A membership ("~~Class A Members~~Clubs") shall be available to Newcomer clubs ~~who~~ that have a governance structure including a board of directors and governing bylaws, ~~membership roster,~~and have completed a Membership Form thereby accepting the terms and conditions of membership, paid their membership dues, and have been accepted by the Board as a Class A Member.~~;~~

~~(b)~~ 3.1.ii The term of membership of a Class A Member shall be annual.

3.1.iii As set out in the ~~Articles~~Bylaws, each Class A Member is entitled to receive notice of, attend and vote at all meetings of members, and each such Class A Member shall be entitled to one (1) vote at such meetings.

~~(c)~~

~~(d) A Class A Member shall, from time to time, in writing:~~
~~(i) appoint a person who shall be its Authorized Representative; and~~
~~(ii) remove and/or replace as its Authorized Representative.~~

~~Such Member shall provide the details and contact information of the Authorized Representative to be appointed, removed or replaced from time to time to the Registrar/Treasurer, who shall immediately update the Corporation's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to exercise the rights provided in section 10(A)(d).~~

~~(e) Unless the Corporation receives written notification from a Class A Member that an Authorized Representative has been removed or shall not otherwise attend, act or vote on behalf of the Class A Member in respect of a particular meeting or matter brought before the Members, the Authorized Representative shall be entitled to:~~
~~(i) receive notice of any meeting the Class A Member is entitled to receive; and~~
~~(ii) act as the proxy holder of the Class A Member in respect of any meeting of Members, as further described in section B.10;~~
~~(iii) appoint another person as the proxy holder of the Class A Member in respect of any meeting of Members, as further described in section B.10;~~
~~(iv) attend, speak at, and vote at a meeting at which the Class A Member is entitled to vote~~

~~A C~~3.1.iv Class A membership in the ~~Corporation~~Organization is terminated when:

~~(f)~~

~~-~~the Class A Member resigns;

~~(i)~~a) the Class A Member dissolves;

~~(ii)~~b) the Class A Member is expelled, or their membership is otherwise terminated in accordance with the ~~articles or~~ bylaws;

~~(iii)~~c) the Class A Member's term of membership expires; or

~~(iv)~~d) the ~~Corporation~~Organization is liquidated and dissolved ~~under the Act~~ by Board direction and Membership vote to that effect.~~.~~

~~(g)~~ Subject to the ~~Articles~~Bylaws, upon any termination of Class A membership, the rights of the Class A Member~~,~~ ~~including any rights in the property of the Corporation,~~ automatically cease to exist.~~.~~

~~(h)~~ A Class A membership may only be transferred to the ~~Corporation~~Organization.

~~(B)~~3.2 Class B Members

~~(i)~~ Class B membership ("Class B Associate Members") shall be available only to an individual who moves to an area where there is no existing Newcomers club, and who ~~have~~ has completed a Membership Form, thereby accepting the terms and conditions of membership, paid their membership dues, and ~~have~~ has been accepted by the Board as a Class B Associate Member.

~~(ii)~~ 3.2.i The term of membership of a Class B Associate Member shall be annual.

3.2.ii Class B Associate Member shall not be entitled to receive notice of, attend, or vote at meetings of the Members of the Organization.

3.2.iii

~~(b)~~ ~~Subject to the Act and the Articles, a Class B Associate Member shall not be entitled to receive notice of,~~

~~attend, or vote at meetings of the Members of the Corporation. Notwithstanding the foregoing, a Class B Associate Member shall be entitled to vote where a class vote is required under the Act. The Class B Associate Members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment to:~~

~~(i) effect an exchange, reclassification or cancellation of all or part of the memberships of such class;~~

~~(ii) create a new class or group of Members having rights equal or superior to those of the non-voting Members.~~

A Class B Associate membership in the ~~Corporation~~Organization is terminated when:

~~(c)~~

~~(i)~~a) the Class B Associate Member resigns;

~~(ii)~~b) the Class B Associate Member dies;

~~(iii)~~c) ~~the Class~~the Class B Associate Member is expelled or their membership is otherwise terminated in accordance with the ~~Articles or~~ bylaws;

~~(iv)~~d) the Class B Associate Member's term of membership expires; or

~~(v)~~e) the ~~Corporation~~Organization is liquidated and dissolved by Board direction and Membership vote to that effect. ~~under the Act.~~

~~(d)~~ Subject to the ~~Articles~~Bylaws, upon any termination of Class B membership, the rights of the Class B Associate Member~~, including any rights in the property of the Corporation,~~ automatically cease to exist.

~~(e)~~ A Class B membership may only be transferred to the ~~Corporation~~Organization.

3.3 ~~11.~~ Membership Dues

3.3.i Membership dues are set at the Board's discretion and are subject to annual review.

3.3.ii Membership dues are based on a July 1-June 30 calendar and are not prorated.

3.3.iii Members shall be notified by email of the annual membership dues payable by June 30th. Once this date has passed ~~the Member will be deemed not in good standing~~, the Member will be deemed not in good standing, and voting privileges will be suspended.

3.3.iv If dues are still outstanding by September 30th, the Member will cease to be a Member of the ~~Corporation~~Organization. ~~Membership dues shall be set by the Board from time to time.~~

PART 4: MEETINGS

4.1 Board of Directors Meetings

4.1.i Board of Directors Meetings Location

Each meeting of the Board shall be held online or at a location within Canada, as determined by the person(s) calling the meeting.

4.1.ii Meeting Following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the annual meeting of the Organization for the purpose of organization, and the appointment of Officers and the transaction of any other business. No notice shall be required for this meeting.

4.1.iii Regular Meetings

The Board may determine the date, time, and location for regular meetings. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director after being passed, but no other notice shall be required for any such regular meeting.

4.1.iv Notice of Board of Directors Meetings

Subject to sections 4.1.ii and 4.1.iii, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director not less than 2 days before the meeting is to take place, excluding the date on which notice is given.

Notwithstanding the foregoing, notice of a meeting shall not be necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

4.1.v Calling of Board of Directors Meetings

Meetings of the Board may be called by the President or any two Directors. The President will chair the meetings unless an alternate Director is designated.

4.1.vi Majority Vote by Directors

The method of voting at any Board meeting shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board. At all meetings of the Board, every motion shall be decided by a majority of the votes cast on the motion.

4.1.vii Quorum at Board of Directors' Meetings

A Quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors.

4.1.viii Directors' Meetings by Electronic Conference

Directors' meetings may be held entirely by means of a telephonic, electronic (virtually) or other communication facility that permits all participants to communicate adequately with each other during the meeting. Any person participating in the electronic conference is deemed present at the meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be determined by the Board from time to time.

~~(A)~~ **4.2 Member Meetings** (including Annual General Meeting, Special Meetings)

4.2.i Notice of Member Meetings

Notice of the time, place and date of any meeting of Members together with sufficient information for a Member to make a reasoned judgment on the business to be considered, shall be given to each Member entitled to vote at the meeting, to a member authorized representative, to each Director and to the public accountant of the Organization by:

- telephone, or other electronic means, during a period of not less than twenty-one (21) days before the day on which the meeting is to be held.

4.2.ii Failure to Give Notice

The inadvertent failure to give notice of a meeting of Members to any person entitled to receive notice or any error in such notice not affecting its substance shall not invalidate any action taken at the meeting.

4.2.iii Persons Entitled to be Present at Annual General Meetings

Members in good standing, Directors, and guests~~,~~ at the invitation of the President, with the consent of the meeting, and any other persons who are entitled or required under any provision of ~~the Act, Articles or~~ the Bylaws to attend the meeting, are entitled to be present at the annual meeting of Members. ~~However, o~~Only those Members entitled to vote at the Members' meeting ~~according to the provisions of the Act, Articles and bylaws may cast a~~ under these Bylaws may vote ~~at the meeting~~.

There is no strict limit on the number of delegates a Class A Member ("Clubs") may send, but if the maximum ~~number for the facilities/virtual platform is going to be~~ for the facilities/virtual platform is exceeded, larger Clubs may be limited to allow representation from a greater number of Clubs. Delegates of Clubs are not entitled to vote on behalf of a Club. Only the Club's Authorized Representative is entitled to vote at meetings of the Members.

4.2.iv ~~(B.4)~~ Meeting Held by Electronic Means

The Board will determine ~~if the meeting is to~~whether the meeting will be virtual or in person. A ~~Member~~ Club participating in a virtual meeting is deemed to be present at the meeting. ~~Any person entitled to attend a meeting of~~ Where more than one individual from a Club is present, only one representative from that Club may vote on any business items. Multiple attendees from one Club~~Members may vote and~~ are otherwise welcome to participate in the meeting ~~by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility~~via a telephonic, electronic, or other communication platform that enables all participants to communicate effectively with each other during the meeting, if the Organization makes such a communication platform available.

4.2.v P~~(B.5) P~~lace of Members' Meeting

Meetings of the Members may be held at any place within Canada or virtually as determined by the Board.

4.2.vi ~~(B.6)~~ Chair of Members' Meetings

~~In the event that~~If the President ~~of the Board and the~~ and Past-President of the Board are absent, a Member of the Board will chair the meeting.

~~(B.7)~~ 4.2.vii Quorum at Members' Meetings

~~(i)~~ A Quorum at any meeting of the Members shall be one-third (⅓) of the Members entitled to vote., ~~including Member votes received by proxy.~~ If a Quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a Quorum is not present throughout the meeting.

~~(ii)~~ ~~Provided however that where:~~However, where there exists:

~~(1)~~ 4.2.vii (a): less than a Quorum, but at least two (2) ~~or more~~ persons are present ~~in person~~ one-half hour after the commencement time specified in the notice calling the meeting of Members; and

4.2.vii (v):

~~(2)~~ ~~the~~The business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting~~, then~~. Then, two (2) persons present in person ~~constitutes Quorum~~constitute a quorum.

4.2.viii ~~(B.8)~~ Votes to Govern at Members' Meetings

At any meeting of Members, every motion shall, unless otherwise provided by the~~e Articles or b~~ Bylaws, be determined by a majority of the votes cast on the motion. In case of an equality of votes ~~either on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote~~, either on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have ~~a second or casting~~the deciding vote.

4.2.ix ~~(B.9)~~ Voting by Telephone, Electronic or other Means

A Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication platform~~facility~~ if the ~~Corporation~~Organization has a system that~~:~~

~~(a)~~ enables ~~the votes to be gathered in a manner that permits their subsequent verification~~votes to be collected in a manner that permits their subsequent verification.

4.3 ~~(B.10) Proxies~~

~~Every Member entitled to vote at meetings of Members may, in the event that that member does not have an authorized representative or the member is an individual and unable to attend the meeting may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Act. A proxy shall be in writing.~~

~~(a) A proxy shall be executed by:~~
~~(i) the Member entitled to vote; or~~
~~(ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or~~
~~(iii) if the Member is a body corporate, by the Authorized Representative.~~

~~(b) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.~~

~~(c) Subject to the Act, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information as set out in the legislation. A proxy shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays. Proxy ballots will be verified by a secondary Board member, as authorized by the Board.~~

~~**(B.11) Cost of Publishing Proposals for Annual Members'**~~
~~Meetings The Corporation shall pay the cost of printing materials required for such a meeting. Costs related to Member Proposals/motions may be borne by the Member, as per a vote by the Members present at the meeting.~~

Annual General Meeting
An Annual General Meeting for the Organization shall be held no later than October 30th of each year. Notification, Quorum and Membership Bylaws apply (see section 4.2).

~~2.0~~4.4 Special Meetings
Calling a Members' Special Meeting
The Board may at any time call a Special Meeting to transact any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting. The Board of Directors shall call a Special Meeting of Members on receipt of a written requisition from Members carrying not less than 25% of the voting rights. The Board of Directors has twenty-one (21) days from receipt of such a requisition to set a date for the meeting. Should the Board fail to set a date, any Member who signed the requisition may call the meeting. The meeting must be held within ninety (90) days of receipt of the original requisition.
Quorum and Membership bylaws apply as per section 4.2.

4.5 Method of Giving Any Notice
Subject to the Bylaws, any notice, communications and/or documents provided will be sent in an electronic format.
An authorized Director may change or cause to be changed the recorded email address on file with the Organization of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Board to be reliable.

The declaration by the Director that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Organization to any notice or other document to be given by the Organization may be electronically created. No formal notice of a meeting is necessary if all those entitled to notice are present, or if those absent have signified their consent to the meeting being held without notice in their absence.

PART 5. BOARD
The Directors are elected by the membership at the Annual General Meeting or appointed by the Board where a vacancy occurs, with the exception of Past-President. All Directors are voting members of the Baord with one (1) vote each.

5.1 Director Duties

The Directors shall manage or supervise the Organization's management. Every Director, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Organization and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.2 Number of Directors

The Board shall consist of at least the minimum number three (3) and no more than the maximum number eight (8) Directors as set out in the Bylaws.

5.3 Qualifications of Directors

Each Director shall:

5.3.i be an individual who is at least eighteen (18) years of age;
5.3.ii not have a status of bankrupt; and
5.3.iii not be a person who has been declared incapable by a court in Canada or elsewhere.

If a person ceases to be qualified as provided in this section 5.3, the person ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 5.5.

5.4 Removal of Directors

Any Director can be removed at any time by Ordinary resolution of the Members. The Members may then elect a replacement to serve the remainder of the removed Director's term. If the Members do not elect a replacement, the vacancy may be filled in the manner set out in section 5.5.

5.5 Vacancies

So long as a quorum of Directors remains, if a vacancy occurs on the Board, the remaining Directors may appoint another individual to fill that vacancy.
If no quorum of Directors remains, the Members must fill the vacancy. The Directors shall call a special meeting of the Members to fill the vacancy as soon as possible. If the Directors do not call the meeting of the Members, or if there are no Directors in office, any Member may call the meeting.

The Directors may not fill a vacancy resulting from an increase in the fixed number of Directors or the minimum or maximum number of Directors, or from failure to elect the minimum number of Directors required by the Bylaws. Vacancies arising in these circumstances must be filled by the Members.

A Director elected or appointed to fill a vacancy shall hold office for the remainder of the unexpired term of the Director who has vacated his or her office.

5.6 Term of Office of Directors

The Directors shall be elected at the Annual General Meeting and shall serve a term of up to five (5) years in any one position, at the discretion of the Board. The maximum length on the Board shall be 12 years, consecutive. Directors shall be appointed to and assume their Officer positions no later than October 30th or following the Annual General Meeting.

5.7 Nominations

Candidates for the office of Director may be nominated by any Member at any time prior to the close of nominations at the meeting at which the election of Directors is held. The Board shall prescribe the date by which nominations must be closed. The Board may prescribe additional procedural rules regarding nominations that are consistent with the bylaws and the form of the nomination paper.

5.8 Committees of the Board of Directors

The Board may, from time to time, appoint any committee or other advisory body, as it deems necessary or appropriate

for such purposes, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may make from time to time. Any committee member may be removed by Board of Directors resolution.

5.9 Remuneration of Directors

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from their position. A Director may be reimbursed for reasonable expenses incurred in performing their duties as approved by (2) two authorized Directors and processed via expense report approval.

PART 6. OFFICER POSITIONS

6.1 Description of Officer Positions

Post AGM election, the Board of Directors will appoint Directors to their respective offices. Vacancies in the office will require a new Director to be appointed to the Board and subsequently appointed to the vacant office.
The Board of Directors may modify, restrict or supplement such duties and powers of the offices of the Organization, whether elected or appointed. Directors may assume responsibility for any duties the Board deems necessary. Subject to the Bylaws of the Organization, there may be the following Officers:

6.1.i Past President

The Past President of the Board is a position assumed when a new President is elected, with voting privileges, and is not an elected position. If the President of the Board is absent, is unable or refuses to act, the Past President of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members. The Past President provides continuity, historical advice and support for the current Board of Directors.

Annual General Meeting:

The Past President, along with other Board members, assists in organizing the Virtual Annual General Meeting.

6.1.i1 President

This is an appointed position and shall be held by a Director with voting privileges. The President is responsible for the overall direction of the Organization, maintaining the Organization's vision and mandate, and calling Board of Directors meetings and Member Meetings. The President has signing authority on bank accounts as an authorized Director.

6.1.iii Secretary

The Secretary of the Board, either elected or appointed, shall be a Director with voting privileges. The Secretary shall attend all meetings of the Board and committees of the Board, where possible. The Secretary shall ensure that accurate minutes of meetings are taken and approved. This position has signing authority on bank accounts as an authorized Director.

6.1.iv Registrar-Treasurer

The Registrar-Treasurer, elected or appointed, is a voting Director responsible for the Organization's financial administration and membership records. Key duties include managing bank accounts and financial transactions, maintaining accurate financial records, ensuring appropriate signing authorities and approval processes, and providing regular financial reports to the Board and Annual General Meeting. The Registrar-Treasurer oversees the receipt and deposit of funds, arranges annual financial reviews, and manages membership renewals, new club applications, and the membership registry, including follow-up with clubs as needed.

6.1.v Communications Director

The Communications Director, either elected or appointed, shall be a Director with voting privileges. This position is responsible for managing and directing the Organization's communication

6.1.vi Regional Directors

These positions shall be held by Directors with voting privileges and serve as the liaison between the Board and Members. This includes, but is not limited to, providing advice, guidance, and support to member Clubs. The Board will typically determine the number of regions, including but not limited to geographic regions.

6.1.vii Director at Large

A Director with voting privileges. The Director-at-Large assumes responsibility for any duties deemed necessary by the Board, i.e. assists a member of the Board, or assumes responsibility for a Director's position in the absence of the Director.

On request, Directors may elect to assume duties with no obligation to attend Board Meetings. These abstentions will be noted in the official Minutes.

PART 7. OFFICERS

7.1 Board Appointment of Officers

The Board may, from time to time, appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, whose duties shall be such as the terms of their engagement call for or the Board prescribes.

7.2 Term of Office

Subject to section 5.6, the term of office of each Officer shall be one (1) year, to expire at the next Annual Meeting following election or appointment.

7.3 Holding More Than One Office

A Director may be nominated or selected for, elected or appointed to, and hold more than one office with the Board's approval.

7.4 Additional Officer Appointments

The Board may, from time to time, appoint such other Officers as it considers expedient to hold office at the pleasure of the Board, whose duties shall be such as the terms of their engagement as the Board prescribes.

7.5 Removal from Office

Any Officer may be removed by Ordinary resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

7.6 Remuneration of Officers

Officers shall serve without remuneration, and no Officer shall directly or indirectly receive any profit from their position. An Officer may be reimbursed for reasonable expenses incurred in performing their duties as approved by (2) two authorized Directors and processed via expense report approval.

PART 8. NON-BOARD ASSOCIATES

To support the activities and operations of NNAC, the Board may, at its discretion, appoint vetted club members to non-board associate positions to perform functions typically assigned to elected Board members or committees.

Such positions may include, but are not limited to, website administration, communications, membership support, and other roles as determined by the Board. Non-Board Associates may be granted access to club records, information, and resources necessary to carry out their assigned responsibilities.

Non-Board Associates are not Directors and do not have voting privileges at Board meetings unless otherwise authorized by these bylaws. They shall comply with all Board policies, confidentiality requirements, conflict-of-interest provisions, and standards of conduct applicable to Board members.

8.1 Term

Non-Board Associates may hold their non-board position for an indeterminate period at the Board's discretion.

8.2 Removal from Non-Board Associate Position

Any Non-Board Associate may be removed by an ordinary resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

8.3 Remuneration of Non-Board Associates

Non-Board Associates shall serve as volunteers without remuneration. Non-Board Associates may be reimbursed for reasonable expenses incurred in performing their duties, as approved in advance by (2) two authorized Directors and processed via expense report approval.

PART 9. MATTERS OF DISCIPLINE

The Board shall have the authority to suspend or expel any member from the Organization for any one or more of the following grounds:

9.1 violating any provision of the bylaw, or written policies of the Organization.

9.2 carrying out any conduct which may be detrimental to the Organization as determined by the Board in its sole discretion.

9.3 for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Organization.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Organization, the President, or such other Director as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Director as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received within this period, the President, or such other Director as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Organization.

If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision, conduct a vote and notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

PART 10. DISPUTE RESOLUTION MECHANISM

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Organization is not resolved in private meetings between the parties, then without prejudice, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a mediator, chosen by the Board. The mediator will then meet with the parties to attempt to reach a resolution.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Organization 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.

All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

PART 11 ORGANIZATION GOVERNANCE

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of the Bylaws as a whole.

11.1 Policies, Rules and Regulations

Subject to the bylaws, the Board may, from time to time, adopt policies, rules, and regulations affecting the Organization and its affairs. In the event of any conflict or inconsistency between such policies, rules and regulations and the Bylaws, the Bylaws shall prevail.

11.2 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Organization has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

11.3 Amendments to Bylaws

The bylaws may be amended at any time by the Board upon review. Amendments to the following provisions of this bylaw shall only be effective upon approval of the Members by Special resolution:

- **(a)** any provisions affecting the composition of membership in the Organization, or the rights of any Members;
- **(b)** any provisions affecting the notice of meetings of Members;
- **(c)** any provisions affecting the method of voting; and
- **(d)** any section that adds, changes, or removes a provision that is permitted to be in the Organization's Bylaws.

11.4 Bylaws and Effective Date

Subject to the Bylaws the Board of Directors may, by resolution, make, amend or repeal any Bylaws that regulate the activities or affairs of the Organization. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members, where it may be confirmed, rejected or amended by the Members by special resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next meeting of the Members, or if it is rejected by the Members at the meeting.

11.5 Policies, Rules and Regulations

Subject to the Bylaws, the Board may, from time to time, make policies, rules, and regulations affecting the Organization's organization. In the event of any conflict or inconsistency between such policies, rules and regulations and bylaws, the bylaws shall prevail.

PART 12. RELATIONSHIP WITH INDIVIDUAL NEWCOMERS' CLUBS

The Organization is not a governing body for any Clubs. Individual Clubs shall be self-administered under their own bylaws, and the Organization shall not interfere with the operation of these Clubs. The Organization shall supply information and/or guidelines.

Seeking advice: If a club is unable to resolve a difficult problem, it may seek advice from the Board of Directors. It must

be stressed that the Organization's suggestions are purely advisory and not binding in any way. In addition, these views may not reflect those of the Organization as a whole.

NATIONAL NEWCOMERS CANADA

Statement of Revenue and Expenses
For the Year Ended August 31, 2026

September 1, 2025 Opening Balance				**$ 11,832.90**	
Revenue		**Debit**	**Credit**		**2024-2025**
	Membership Registrations, Prior Year		$ 230.00		$ 515.00
	Membership Registrations, Current Year		$ 5,183.00		$ 4,059.89
	Summit Registration		$ 3,843.17		
	Misc Income		$ 101.64		$ 40.50
	Pins		$ 120.00		$ 20.00
Total Revenue			**$ 9,477.81**		$ 4,635.39 Revenue
Expenses					
	Advertising				$ 3,675.29
	Insurance	$ 623.16			$ 622.08
	Bank Fees	$ 68.40			$ 72.36
	PayPal Fees	$ 38.13			$ 17.05
	Postage	$ 29.50			$ 49.12
	Office Supplies	$ 24.85			
	Speaker	$ 254.25			$ 254.25
	Summit	$ 6,523.11			$ -
	Regional Club Visits	$ 526.52			$ -
	Website	$ 925.35			$ 282.50
	Teleconf/Zoom	$ 242.84			$ 242.84
	MailChimp	$ 246.26			$ 248.29
Total Expenses		**$ 9,502.37**			$ 5,463.78 Expenses
Balance as at August 31, 2026				**$ 11,808.34**	**-$ 828.39 Net for 2024-25**
Net Income for 2025-26			**-$ 24.56**		

Does not include the $1000 held in a GIC for the credit card.

Balance Sheet as at August 31, 2026

		FY2026	**FY2025**
Current Assets			
Bank Balance		$ 11,808.34	$ 11,852.90
GIC		$ 1,000.00	$ 1,000.00
Total Assets		**$ 12,808.34**	**$ 12,852.90**
Current Liabilities			
GIC		$ 1,000.00	$ 1,000.00
Equity			
Retained Earnings	BOY	$ 10,261.96	$ 10,261.96
Net Income		-$ 24.56	-$ 828.39
Retainined Earnings	EOY	$ 12,808.34	$ 12,852.90
GIC		$ 1,000.00	$ 1,000.00
Total Equity		$ 11,808.34	$ 11,852.90
Total Liabilities and Equity		**$ 12,808.34**	**$ 12,852.90**

NATIONAL NEWCOMERS CANADA

National Newcomers Association Canada (NNAC)

2026-2027 Proposed Slate of Directors

Suzanne Brett Welsh (London Newcomers Alumnae Club)

Karen Mayner (Oceanside and Area Newcomers Club)

Maureen Royle (Burlington Newcomers Club)

Loreena VanBokhorst (Guelph Newcomers Club)

Multiple director positions available. Nominations from the floor are welcome

Board Directors are appointed to Officer positions following the election.

Officer positions which are still available include:

Registrar-Treasurer

Secretary

Communications

Help Shape the Future of NNAC: Board Recruitment for 2026-2027

Are you looking for a meaningful way to contribute to the NNAC community and help shape the NNAC's future? We are seeking enthusiastic individuals to join the NNAC Board of Directors for the 2026-2027 term.

Serving on the Board is a rewarding opportunity to work with other clubs from across Canada, contribute to strategic initiatives, support club engagement, and help advance NNAC connection. Whether you are an experienced leader or interested in developing your governance and leadership skills, we welcome nominations from across the country. The only criterion is that you are a member of an NNAC member club.

Why Join the Board?

✅ Contribute to the direction and priorities of NNAC

✅ Build leadership and governance experience

✅ Collaborate with a passionate national network of professionals

✅ Give back to a community that supports your growth and success

We encourage nominations from members who:

- Are passionate about supporting the NNAC community
- Bring diverse perspectives and experiences
- Enjoy working collaboratively
- Are interested in contributing time and expertise to strengthen our association

Learn More

If you have ever considered becoming more involved with NNAC, now is the perfect time. We encourage you to explore this opportunity and connect with current Board members to learn more about the experience, expectations, and available positions.

Together, we can continue building a strong, vibrant, and engaged NNAC community.

Interested? Please email nnac.executive@gmail.com

Your voice, ideas, and leadership can make a difference. We hope you'll consider joining us! 🌟

NATIONAL NEWCOMERS CANADA

Registrar-Treasurer – Executive Officer (Voting Position)

Purpose

The Registrar-Treasurer is a voting member of the NNAC Board of Directors and serves on the Executive Committee. This role provides leadership in financial management, recordkeeping, and membership administration, ensuring the organization's financial integrity and maintaining accurate club member records.

The Registrar-Treasurer oversees NNAC's financial operations, including banking, budgeting, financial reporting, and record retention. The position holds signing authority on behalf of NNAC and works with the Board to support sound financial decision-making and organizational accountability. The Registrar-Treasurer also maintains the official membership register, coordinates membership renewals and dues collection, contributes to *The LINK* newsletter as needed, and supports the planning and administration of the Annual General Meeting (AGM).

Overview of Duties

- Manage membership applications, renewals, and membership records.
- Maintain accurate financial records and oversee day-to-day financial transactions.
- Provide regular financial reports and recommendations to the Board.
- Support annual budgeting and financial planning activities.
- Assist with AGM preparation and reporting requirements.
- Participate in Board and Executive Committee meetings.
- Contribute content to *The LINK* newsletter as requested.
- Perform other duties as assigned by the Board.

Detailed Responsibilities

Membership Administration

- Manage membership applications and annual club renewals.
- Collect membership dues and maintain accurate records of payments received.
- Maintain and update NNAC's official membership register.
- Update membership portal on the NNAC website.
- Ensure updates to club contact and membership information are communicated for website maintenance.
- Share contact information with Regional Directors, Communications Director, and President.
- Prepare and distribute membership reports to the Executive Committee and Board as required.

Financial Management

- Maintain complete and accurate records of all financial transactions.
- Manage NNAC bank accounts and related financial documentation.

- Receive, deposit, and record funds on behalf of NNAC.
- Process payments and reimbursements in accordance with approved policies and budgets.
- Retain/archive financial records, bank statements, invoices, and supporting documentation.
- Prepare financial reports for the Board and an annual financial report for the AGM.
- Hold signing authority on behalf of NNAC, together with the other authorized signing officers, ensuring that all cheque and banking requirements are met.
- Coordinate updates to banking authorities and signatories following Board transitions.
- Support the preparation of annual budgets, financial forecasts, and membership fee recommendations.
- Assist in coordinating annual financial reviews or examinations as directed by the Board.

Board Support, Meetings and Communications

- Attend Board of Directors meetings, Annual General Meetings, and special meetings.
- Advise the Board on financial matters and provide information to support decision-making.
- Contribute financial updates, reports, or articles to *The LINK* newsletter as requested.
- Maintain records and documentation required to support organizational transparency, accountability, and continuity.

Estimated Time Commitment

The time commitment for the Registrar-Treasurer role varies throughout the year. During the annual membership renewal period (May-August), membership activities, including processing renewals, tracking payments, updating membership records, and reconciling dues received through e-transfer, cheque, and PayPal, may (from time to time) require approximately **4 to 5 hours per month**. We have introduced a portal-based renewal system that eliminates the need for manual updates to club database information.

For the remainder of the year, ongoing financial management and membership maintenance generally require **1-2 hours per month**. NNAC typically processes an average of **three outgoing financial transactions per month**, including routine payments and reimbursements. Additional time may be required periodically for Board meetings, AGM preparation, budget development, financial reporting, and updates to banking or membership records.

NATIONAL NEWCOMERS CANADA

Secretary – Executive Officer (Voting Position)

Purpose

The Secretary is a voting member of the NNAC Board of Directors and serves on the Executive Committee. This role is responsible for maintaining accurate and complete records of Board activities, safeguarding official corporate documents, and supporting good governance in compliance with NNAC's bylaws and policies.

The Secretary serves as the custodian of NNAC's organizational records, prepares and maintains meeting documentation, and ensures that important information is preserved and accessible to support Board continuity and accountability. The Secretary also holds bank signing authority, supports Board communications, and contributes to *The LINK* newsletter as required.

This position requires discretion, sound judgment, strong organizational skills, and attention to detail.

Key Responsibilities

Meeting Administration and Record Keeping

- Attend and record minutes for all NNAC meetings, including:
  - Board of Directors meetings
  - Annual General Meetings (AGM)
  - Club Directors' or Presidents' Calls
  - Special meetings, whether virtual or in person
- Prepare accurate meeting minutes using meeting notes, recordings, AI-generated summaries, and Zoom recordings as available.
- Ensure meeting minutes include:
  - Date, time, location, and type of meeting
  - Attendees and regrets
  - Approval or amendment of previous minutes
  - Reports and business arising from previous meetings
  - Motions, including mover, seconder, and voting outcomes
  - Action items, responsibilities, and timelines
  - New business and key discussion points
  - Date and time of the next meeting
  - Adjournment time
  - Name and title of the recording secretary
- Submit draft minutes to the President for review.
- Finalize and distribute approved minutes to Board members.
- Maintain an archive of meeting minutes and supporting documents.
- Provide AGM and special meeting records for publication or distribution as required.

Corporate Records and Document Management

- Maintain NNAC's Google Drive or designated document repository as the central location for official organizational records.

- Ensure timely filing, organization, and retention of:
    - Board and Executive Committee minutes
    - Bylaws, policies, and governance documents
    - Annual reports and AGM materials
    - Financial reports and supporting documentation
    - Official correspondence and organizational records
    - Website, banking, and other administrative access information, maintained in a secure manner
- Support record management practices that promote organizational continuity and knowledge transfer.

Governance and Compliance

- Assist the President and Board in maintaining compliance with NNAC bylaws and governance requirements.
- Maintain records of Board motions, resolutions, and approved governance documents.
- Support the preparation and distribution of AGM notices, agendas, and related documentation.
- Ensure official records are retained in accordance with Board direction and established practices.

Banking and Signing Authority

- Serve as one of NNAC's authorized signing officers.
- Work with the President and Registrar-Treasurer to update signing authority following Board elections or Executive Committee changes.
- Complete required banking documentation and identity verification processes as needed.
- In the absence of a Secretary, an alternate signing authority may be designated by the Board in accordance with NNAC policies and approved motions.

Board Participation

- Actively participate in Board of Directors meetings, AGMs, and special meetings.
- Provide meeting documentation and reports to Board members prior to meetings whenever applicable.
- Support Board planning, decision-making, and organizational continuity through accurate record keeping and information management.

Communications

- Contribute reports, updates, or governance information to *The LINK* newsletter as requested.
- Support Board communications and the distribution of official organizational information as required.

Estimated Time Commitment

The Secretary role typically requires **2 to 4 hours per month**, depending on the number of meetings scheduled and the volume of documentation to be reviewed or filed. Additional time may be required following Board meetings, during AGM preparation, or when updating governance documents, records, and organizational files.

Communications Director – Board Director (Voting Position)

Purpose

The Communications Director is a voting member of the NNAC Board of Directors and is responsible for supporting communication and engagement among NNAC member clubs and the Board. The primary responsibility of this role is producing and distributing *The LINK*, NNAC's national newsletter, which is published approximately 4 times per year, along with a post-AGM edition.

The Communications Director gathers and shares information from the Board of Directors, member clubs, and NNAC events to promote awareness, collaboration, and the exchange of ideas across the organization. The role also supports NNAC's online communications, including social media and member inquiries. Additional duties may be assigned by the Board from time to time.

Key Responsibilities

Newsletter Management (*The LINK*)

- Coordinate, compile, edit, and distribute approximately five editions of *The LINK* annually (Fall, Winter, Spring, Summer, and a special AGM edition).
- Solicit reports, announcements, and content from Board members and member clubs.
- Review club newsletters and identify information, ideas, and success stories of interest to the broader NNAC membership.
- Include Board reports, announcements, and organizational updates as appropriate.
- Incorporate photographs from club events, activities, and interest groups when provided and approved for publication.
- Ensure personal information is not published without the individual's consent.
- Prepare the final draft of each edition and circulate it to the Board for review and proofreading prior to distribution.
- Distribute approved editions electronically to member club Presidents, newsletter editors, communications contacts, and others identified by the Board.
- Maintain electronic archives of newsletter editions as appropriate.

Communications and Member Engagement

- Manage and update NNAC's Facebook page and respond to Messenger inquiries in a timely manner.
- Monitor communications received through NNAC's online platforms and direct inquiries to the appropriate Board member when necessary.
- Promote NNAC initiatives, events, and programs through approved communication channels.
- Support the sharing of information and best practices among member clubs.

Board Participation

- Attend Board of Directors meetings and Club Directors' Calls via Zoom.
- Provide reports and updates on communications activities as requested by the Board.
- Communicate updates to club contact information to the Registrar-Treasurer for inclusion in the membership database.
- Support special projects and other communications-related initiatives as needed.

Estimated Time Commitment

The Communications Director position generally requires **2 to 4 hours per month**, with additional time required during newsletter production periods. Time commitments may increase when preparing *The LINK*, managing social media activity, supporting major NNAC events, or coordinating special communications initiatives.