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

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

3.1 Class A Members

3.1.i Class A membership ("Clubs") shall be available to Newcomer clubs that have a governance structure including a board of directors and governing bylaws, 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.

3.1.ii The term of membership of a Class A Member shall be annual.

3.1.iii As set out in the 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.

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

a) the Class A Member resigns; the Class A Member dissolves;
b) the Class A Member is expelled, or their membership is otherwise terminated in accordance with the bylaws;
c) the Class A Member's term of membership expires; or
d) the Organization is liquidated and dissolved by Board direction and Membership vote to that effect.

Subject to the Bylaws, upon any termination of Class A membership, the rights of the Class A Member automatically cease to exist. A Class A membership may only be transferred to the Organization.

3.2 Class B Members

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 has completed a Membership Form, thereby accepting the terms and conditions of membership, paid their membership dues, and has been accepted by the Board as a Class B Associate Member.

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

a) the Class B Associate Member resigns;
b) the Class B Associate Member dies;
c) the Class B Associate Member is expelled or their membership is otherwise terminated in accordance with the bylaws;
d) the Class B Associate Member's term of membership expires; or
e) the Organization is liquidated and dissolved by Board direction and Membership vote to that effect.

Subject to the Bylaws, upon any termination of Class B membership, the rights of the Class B Associate Member automatically cease to exist. A Class B membership may only be transferred to the Organization.

3.3 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, 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 Organization.

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.

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 Bylaws to attend the meeting, are entitled to be present at the annual meeting of Members. Only those Members entitled to vote at the Members' meeting under

these Bylaws may vote.

There is no strict limit on the number of delegates a Class A Member ("Clubs") may send, but if the maximum 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 Meeting Held by Electronic Means

The Board will determine whether the meeting will be virtual or in person. A Club participating in a virtual meeting is deemed to be present at the meeting. 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 are otherwise welcome to participate in the meeting 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 Place 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 Chair of Members' Meetings

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

4.2.vii Quorum at Members' Meetings

A Quorum at any meeting of the Members shall be one-third (⅓) of the Members entitled to vote. 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.
However, where there exists:

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

4.2.vii (v): 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, two (2) persons present in person constitute a quorum.

4.2.viii Votes to Govern at Members' Meetings

At any meeting of Members, every motion shall, unless otherwise provided by the 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 shall have the deciding vote.

4.2.ix 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 if the Organization has a system that enables votes to be collected in a manner that permits their subsequent verification.

4.3 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).

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.

Bylaw revisions approved by Board Vote on August 9, 2026.

Bylaw revisions with application to NNAC Class A members approved by NNAC club membership on October 4, 2026 by majority vote at the 2026 AGM.

Bylaws are fully in effect as of October 4, 2026.