

Vietnamese Canadian IT Professionals Association

By-Laws



Incorporated under the Canada Not-for-profit Corporations Act (CNCA)

Adopted by the Board of Directors and approved by the Members

Adopted: November 07, 2025

ARTICLES OF INCORPORATION

ARTICLE 1 – GENERAL

1.1 Name

The name of the corporation is **VICAIT Association** (the “Association”).

1.2 Governing Law

The Association is governed by the Canada Not-for-profit Corporations Act (CNCA) and these By-laws.

1.3 Purpose

The Association is organized exclusively for not-for-profit purposes, including:

- Uniting and empowering the Vietnamese IT and technology community in Canada;
- Promoting professional development, education, mentorship, and knowledge sharing;
- Facilitating networking, collaboration, innovation, and ethical application of technology;
- Supporting community initiatives, entrepreneurship, and partnerships.

No part of the income of the Association shall be payable to or otherwise available for the personal benefit of any member, director, or officer.

1.4 Head Office

The head office of the Association shall be located in Canada, at such place as determined by the Board of Directors.

ARTICLE 2 – MEMBERSHIP

2.1 Classes of Members

The Association shall have the following classes of members:

a) Individual Members (Non-Voting)

Individuals working or interested in IT or related fields.

b) Student Members (Non-Voting)

Students enrolled in IT or related programs.

c) Professional Members (Voting)

Experienced professionals, experts, or practitioners in technology-related fields.

d) Business / Organizational Members (Non-Voting)

Companies, organizations, or partners supporting the Association.

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e) Honorary Members (Non-Voting)

Individuals recognized for exceptional contribution to the Association or community.

2.2 Admission of Members

Members shall be admitted by resolution of the Board of Directors or in accordance with policies approved by the Board.

2.3 Voting Rights

Each voting member shall be entitled to one (1) vote at meetings of members. Non-voting members may attend meetings but shall not vote.

2.4 Membership Fees

The Board may establish membership fees and conditions for each class of membership.

2.5 Termination of Membership

Membership may be terminated by resignation, non-payment of fees, or by resolution of the Board for conduct detrimental to the Association, in accordance with the CNCA.

ARTICLE 3 – MEETINGS OF MEMBERS

3.1 Annual Meeting

An annual meeting of members shall be held each year at a time and place determined by the Board.

3.2 Special Meetings

Special meetings of members may be called by the Board in accordance with the CNCA.

3.3 Notice and Electronic Participation

Meetings may be held in person or by electronic means. Notice shall be given in accordance with the CNCA.

3.4 Quorum

A quorum shall consist of a majority of voting members present in person or by electronic means.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 Composition

The Board shall consist of a minimum of three (3) and a maximum of seven (7) directors.

4.2 Election and Term

Directors shall be elected by the voting members at the annual meeting and shall serve a term of two (2) years, or until their successors are elected.

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4.3 Powers

The Board shall manage or supervise the management of the activities and affairs of the Association.

4.4 Meetings

Board meetings may be held in person or by electronic means. A majority of directors constitutes a quorum.

4.5 Remuneration

Directors shall serve without remuneration but may be reimbursed for reasonable expenses.

ARTICLE 5 – OFFICERS

5.1 Officers

The officers of the Association shall include a President, Secretary, Treasurer, and any other officers determined by the Board.

5.2 Appointment and Duties

Officers shall be appointed by the Board and may be removed by the Board. Officers need not be directors unless required by the Board.

5.3 Remuneration

Officers shall serve without remuneration but may be reimbursed for reasonable expenses, unless otherwise determined by the Board.

ARTICLE 6 – FINANCE

6.1 Fiscal Year

The fiscal year-end of the Association shall be December 31, unless otherwise determined by the Board.

6.2 Banking

The Board shall designate financial institutions and authorize signing officers.

6.3 Financial Records

The Association shall maintain proper accounting records in accordance with the CNCA.

ARTICLE 7 – AMENDMENTS

These By-laws may be amended by resolution of the Board and must be confirmed by a special resolution of the voting members, in accordance with the CNCA.

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ARTICLE 8 – DISSOLUTION

Upon dissolution, any remaining assets shall be distributed to one or more Canadian not-for-profit organizations with similar purposes, in accordance with the CNCA.

ARTICLE 9 – EFFECTIVE DATE

These By-laws shall become effective upon approval by the Board of Directors and confirmation by the Members of the Association.

APPENDIX A – MEMBER APPROVAL RESOLUTION

BE IT RESOLVED THAT the By-laws of VICAIT Association be approved and adopted by special resolution of the Members in accordance with the Canada Not-for-profit Corporations Act.

Date of Members' Meeting: November 07, 2025

Special Resolution Passed: x Yes ☐ No

Certified by:

QUYNH LAN NGUYEN

Secretary