

# CONSTITUTION AND BY-LAWS OF THE INDIA-CANADA ASSOCIATION OF SUDBURY.

## Declaration

The constitution and by-laws drafted in this document have been unanimously approved by the the Board of directors of India-Canada Association of Sudbury, in a special meeting called for that purpose on June 24 95 at 4.00 P.M. in the YMCA Hall at 185 Llyod St. Sudbury.

Prepared June 24, 1995

Signed:

N. Mishra                      President

C. Harsora                    Treasurer

N. Srivastava                Vice-President

Amendment Note:: January 26, 2013 (see page 12: Term of Office of the President from ONE year to TWO years)

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## INDIA-CANADA ASSOCIATION OF SUDBURY

Article 1. Name:

The Organisation (hereinafter called " Association") shall be called the "INDIA-CANADA ASSOCIATION OF SUDBURY".

Article 2. OBJECTS

The Objects of the Association shall be for purposes of

- a) Developing and fostering community spirit among its members.
- b) Promoting organized arts, recreational, educational, social service, athletic and other community endeavours of interest to its members.
- c) Promoting the best interests of the East Indian Community of Sudbury generally.
- d) Organising cultural and recreational events in order to promote East Indian heritage and culture.
- e) Promoting lectures, workshops, classes and seminars in East Indian music, art, language and culture related activities.
- f) Organising competitions and exhibitions and granting prizes, awards and distinctions.
- g) Rendering assistance to new immigrants and new comers to Sudbury who are of East Indian Origin.
- h) Preserving the historical heritage and providing educational programs to increase public awareness of Indian Culture.
- i) Encouraging and promoting voluntarism in the community through systematic communication and programs.

- j) Participating in the activities of similar other organisations in North America.
- k) Establishing and operating a resource centre to manage and facilitate the activities of the association and to encourage and promote inter-cultural interaction with other ethnic communities of Sudbury and North Eastern Ontario through trust funds, public donations, legacies and governmental assistance for capital and operational expenses,
- l) Any other activities not inconsistent with the above said objects .
- m) Accepting donations, gifts, legacies and using funds as received together with interest accumulated thereon for the aforesaid purposes.

### Article 3. DIRECTORS

There shall be between 16 to 18 Directors, one of whom shall be the past President of the Association as ex-officio directors and the remainder shall be elected by the members of the Association from among themselves as provided in the by-law of the Association.

### Article 4. MEMBERS

Membership of the Association shall be offered to those individuals who express an interest in participating and promoting the objects of the Association and pay the membership fee as set out in the by-laws.

### Article 5. BY-LAWS

The Directors from time to time, enact such by-laws as they may consider appropriate with respect to the affairs of the Association. Any such by-law, unless in the mean time confirmed by a majority of votes cast at a general meeting of the members only called for that purpose, is effective only until the Annual General Body Meeting of the members unless confirmed thereat, and, in default of confirmation thereat ceases to have effect at and from that time.

Article 6. NOT-FOR -PROFIT

No member of the Association shall (except for repayment of expenses incurred on behalf of the Association) receive any profit of the income of the Association and the activities of the Association shall be carried on without a view to profit.

Article 7. DISSOLUTION

On dissolution of the Association, the net assets remaining after the payment of all debts shall be transferred to any organisation in Ontario carrying on activities similar to those of the Association.

Article 8. AMENDMENT

This constitution may be amended, from time to time, by a resolution of the Directors which is confirmed by two-thirds of the votes cast at a General Meeting of the members called for that purpose with a ten days advance notice given by the procedure set out in the by-law, any such amendment shall not be effective until so confirmed.

BY-LAWS

Section 1

A by-law relating generally to the transaction of the affairs of the India-Canada Association of Sudbury (herein after called "Association"), a corporation without Share Capital incorporated under the Ontario Corporations Act (Ontario Corporation Number-11-51-521).

BE IT ENACTED as a by-law of the India-Canada Association of Sudbury as follows:

Section 2 HEAD OFFICE

The Head Office of the Association shall be in the Region of Sudbury in the Province of Ontario. The directors may, from time to time, determine the specific location of the Head Office.

Section 3    SEAL

There shall be a Corporate seal for the Association.  
An imprint of the Corporate seal is impressed in the margin.

Section 4    MEMBERS

4.1    The following persons shall be eligible for membership of the Association:

- i) any person who is interested in and supports the objects of the Association.
- ii) any other persons as are admitted on an individual basis by the Board.

4.2    Category of Members

There shall be 2 categories of Members:

- i) Regular Members
- ii) Honourary Members

4.2.1    Regular Members

Every Member in good standing and who has paid the applicable annual membership for that year is a Regular Member and is entitled

- i) to attend General Body meeting of the Association.
- ii) to vote at General Body meeting of the Association.
- iii) to hold any office of the Association.

A Regular member may vote at a meeting only in person. Each membership family, over 18 years of age, is entitled to one vote.

The chair of the meeting is entitled to a casting vote in the event of a tie on any matter that has been voted upon by the members.

4.2.2 Regular Membership ceases automatically on non-payment of membership fee for the fiscal year.

4.2.3 Honourary Members

Honourary Members are those nominated and approved by the Board of Directors in recognition of the individual's outstanding contribution to the community at large, or to the fields of art, culture or science or in recognition of the position held by the individual in public or private institutions.

Honourary Members shall not be required to pay membership fee and shall be expected not to vote in business matters. They may, however, at their discretion, attend all meetings and participate in discussions, except 'in-camera' situations.

Section 5. FISCAL YEAR

The fiscal year of the Association shall begin on January 1 each year and end on December 31 of the following year.

Section 6. MEETINGS

6.1 The Annual General Body Meetings of the Association shall be held no less than 18 months after the incorporation and no later than 15 months after the last Annual Meeting in subsequent year.

- 6.2 The Directors may from time to time, call a General Meeting of the Association.
- 6.3 The Director Shall call a General Meeting of the Association if at least 50% of the regular Members of the Association request that a General Meeting be called.
- 6.4 Notice of the Annual General Body Meeting or a General Meeting shall be given to the members by the Secretary at least 10 days before the date of the Meeting.
- 6.5 Quorum for the Annual General Body Meeting or for a General Body Meeting of the Association shall be 50% of the regular members of the Association present in person.
- 6.6 Any Meeting of the Association may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a Quorum being present.
- 6.7 Robert's rule of order shall be observed in procedural matters for conduct of all Meetings.

#### Section 7. NOTICE

- 7.1 Any notice required to be given under the Act, the letters of patent, the by-laws or otherwise by a Member-director, officer or auditor shall be deemed to have given if:
  - 1) Delivered personally to the person to whom it is to be given.
  - 2) Delivered to the person's address as recorded in the Association's record.
  - 3) Mailed to the person's address as recorded in the Association's record by ordinary mail.
  - 4) Sent to the person's address as recorded in the Association's records by means of prepaid transmittal delivery or recorded communication.
  - 5) Telephonically communicated through messages.
- 7.2 A notice shall be deemed to have been given when it is delivered personally or to the person's address, or 3 days after it was mailed or transmitted.



7.3 The notice shall specify the business to be attended to at the Annual general Body Meeting, the General Meeting or the Meeting.

7.4 Any errors or omissions committed, due to inadvertent reasons or due to non availability of the person on telephone service, will not invalidate the proceedings of the Meetings.

#### Section 8. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of sixteen Directors. The Directors shall be elected at the annual genral body meeting of the Association which must be held within 18 months of the ratification of the constitution and every fifteen months thereafter. In order to be elected to the board the member must be of good standing with the Association for at least one year.

The Directors may, on behalf of the Association, exercise all the powers that the Association may legally exercise under the act the letters patent or otherwise, unless the Directors are restricted by law or by members from exercising those powers. These powers include, but are not limited to the power:

- 1) To enter into contract or agreements;
- 2) To make banking and financial arrangements;
- 3) To execute documents;
- 4) To direct the manner in which any other person or may enter into contracts or agreements on behalf of the Association.
- 5) To purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider advisable;
- 6) To borrow on the credit of the Association for the purposes of operating expenses, or on the security of the Association's real or personal property; and

- 7) To purchase insurance to protect the property, rights and interests of the Association on and to indemnify the Association its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Association.
- 8.2 Each director shall be a member of the Association at the time of his or her election or appointment and shall remain a member throughout his or her term of office.
- 8.3 Each director shall be elected to hold office until the first annual general meeting after he or she was elected or until his or her successor shall have been duly elected.

(Amended by the General Membership in the AGM on January 26.2013)  
(in bold letters)

8.3.1: The term of Office of the President shall be for two years from the date of the Annual General Meeting when an Election was conducted.

- 8.4 The directors may appoint a director to fill a vacancy, provided that a quorum of directors remains in office. If there is no quorum of directors, the remaining directors shall call a general meeting of the Association to fill the vacancies.
- 8.5 The members of the Association may elect a director or directors, as the case may be, by a show of hands or by ballot if requested by a member.
- 8.6 The members of the Association may remove a director by a resolution passed by at least two-thirds of the votes cast at a general meeting for which notice was given and may by a majority of votes cast elect at that general meeting any person in his or her stead for the duration of the term.
- 8.6.1 A director or officer of the Association will be deemed to have resigned from his/her office, if he/she fails to attend 3 consecutive Board meetings without valid reasons.

8.6.2 A director, or officer of the Association, may be removed from office if judged to be have acted contrary to the objects of the Association or in conflict of interest, such an action requires two-thirds majority votes cast in its favour by the Board and 60 days notice be given to the individual to defend the allegation.

### Section 9. Meetings of the Directors

- 9.1 A quorum for a meeting of the Board of directors shall be seven directors. The Board may hold its meetings at any place of Ontario as it may, from time to time, determine.
- 9.2 No formal notice of any meeting of the board shall be necessary if all the elected directors are present or if those absent have indicated their consent to the meeting being held in their absence.
- 9.3 Board meetings may be called by the President, Vice Presidents, Secretary, or any two Directors. Notice may be given by telephone or by transmittal not less than 4 days before the meeting is to take place or by mail not less than 10 days. The Board may appoint a day or days in any month or months for regular meetings at any hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
- 9.4 No error or omission with respect to notice for a meeting of the board shall invalidate the meeting or make void any proceedings taken or had at such meeting. Any director may at any time waive notice for any such meeting and may ratify and approve of any or all proceedings taken or had at the meeting.
- 9.5 Each director shall have one vote on any resolution arising at any meeting of the board. A majority of vote shall decide the resolution.
- 9.6 A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in


evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

- 9.7 The board, except for extraordinary reasons, shall normally meet once a month, preferably on the first Sunday of every month.

## Section 10. OFFICERS

The Executive Committee of the Association will consist of the 7 officers elected at the Annual General Body meeting with the Past President as a non-voting ex-officio member. In order to be elected to the executive a member must have been a member-at-large for a minimum of one year.

The following officers will be elected

- 1) President
- 2) Vice-President (Project Development)
- 3) Vice-President, (Finance)
- 4) Vice President, (Activities)
- 5) Secretary
- 6) Associate Treasurer (Project Development)
- and 7) Treasurer (Activities) 

Following the election of the 7 officers of the Association, other Directors (hereinafter called member-at-large) shall be elected.

### 10.2 Duties

#### 10.2.1 PRESIDENT

The President shall chair all meetings of the Association and of the Board, when present in person and is able : have general supervision of the affairs of the Association, sign all by-laws and execute any documents with the Secretary;

perform any other duties which the Board may, from time to time assign;

10.2.2 VICE PRESIDENT (ACTIVITIES)

The Vice President (activities) shall exercise any or all of the duties of the President in the absence of the President or if the President is unable to perform those duties for any reasons, be responsible for all regular activities and programs, and any other duties the Board may, from time to time assign.

10.2.3 VICE PRESIDENT (PROJECT DEVELOPMENT)

The Vice President (project development) shall be responsible for all special activities, development projects, fund raising events and designated projects as identified by the Board from time to time with short and long term objects.

10.2.4 VICE PRESIDENT (FINANCE)

The Vice President (finance) shall control the Financial matters of the Association, chair the Finance committee as set up by the Board and perform any other duties the board may from time to time Assign.

10.2.5 SECRETARY

The Secretary shall keep and maintain the records and books of the Association, including the registry of the officers and directors, the registry of members, the minutes of the Annual general meetings, general meetings and meetings of the board, the by-laws and resolutions; give any notices for the Annual general meetings and meetings of the Board of Directors; and perform any other duties which the Board may, from time to time assign.

#### 10.2.6 TREASURER (ACTIVITIES)

The Treasurer (activities) shall keep and maintain the financial records and Books of the Association; consign all cheques or other payments with the President or Vice President as the case may be assist the auditor in the preparation of the financial statements of the Association and perform any other duties which the Board may from time to time assign.

#### 10.2.7 ASSOCIATE TREASURER (PROJECT DEVELOPMENT)

With authority from the Board, The Associate Treasurer (project development) shall be responsible for financial matters relating to activities and programs designated as Special Projects from time to time.

10.3 When an emergency arises, and the Board of Directors cannot meet, the Executive committee shall have the power to meet in person or conduct tele-conference and take decisions accordingly, but shall be responsible for such actions by reporting to the Board of Directors within six weeks or in the next meeting of the Board whichever is earlier.

10.4 The Board shall in its first meeting following the annual general body meeting

- 1) confirm the meetings of the Annual General Body Meeting
- 2) prepare a budget and schedule of activities for the year.
- 3) establish committees and elect members for all such committees.
- 4) designate members to represent the Association in affiliated organisations.

### Section 11. Committees

The Board shall establish several committees in the first and its subsequent meetings. The President shall be ex-officio member in all

committees.

#### 11.1 Finance Committee

The Finance Committee shall consist of the following:

Vice-President (Finance), Chair  
 Vice-President (Project Development)  
 Vice-President (Activities)  
 both the Treasurers (Project Development and  
 Activities).

#### 11.2 Development Committee

A Development committee shall be constituted by the Board to identify and implement short and long term objects of the Association and to organize special projects over and above the regular events. The committee shall have the following structure:

Vice-President (Project Development), Chair  
 Vice-President (Finance), Advisor  
 Associate Treasurer (Project Development)  
 and Secretary.

#### 11.3 Awards Committee

The Awards Committee shall consist of

President  
 Vice President (Project Development)  
 Vice President (Activities)  
 Immediate past President  
 Immediate past Vice-President (Project Development)  
 Immediate past Vice-President (Activities)  
 and Secretary.


The Awards Committee shall be responsible for all awards and nominations made by the Association.

#### 11.4 Youth Committee


The Youth Committee shall be constituted in the first Board meeting

following the annual general election.


The youth committee shall be responsible for all youth and children related activities of the association.

11.5 Nomination Committee 

A Nomination Committee shall be constituted by the Board at an appropriate time to prepare a slate of names for the Board of Directors for the next year. The nomination committee will set guidelines or the procedure for nomination, acceptance and withdrawal of candidates before the election.

11.6 Election Committee 

The Board shall institute an Election Committee to conduct election of Directors/Executive Members at the General Body Meeting. The Board shall set the election procedure for a free and fair election in the Annual General Body Meeting with minimum disruption to other activities intended for the Annual Meeting. Each member-family shall have one vote and must be cast in person in all general meeting.

 11.7 The Board may constitute any other committee from time to time for effective functioning of the association.

Section 12. Amendment

The Board may by resolution, amend repeal or re-enact any by-law of the Association and any such amendment repeal, or re-enactment, unless in the meantime confirmed by a majority of the votes cast at a General meeting called for that purpose, is effective only until the next annual meeting of the members, unless confirmed thereat, ceases to have effect at and from that time.

The notice specifying the amendment motion shall be given at least 10 days prior to General Meeting.



Section 13. Indemnification

The Association shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- i) all costs, charges and expenses whatsoever that he or she sustains or incurs in about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of duties of his or her office;
- and
- ii) all the costs, charges and expenses that he or she sustains or anchors in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

Passed by the board of directors and sealed with the corporate seal this twenty-fourth day of June 1995.

\_\_\_\_\_  
 (signature)  
 President

\_\_\_\_\_  
 (signature)  
 Vice President (Finance)

\_\_\_\_\_  
 (Signature)  
 Treasurer