

# *By-laws of India-Canada Cultural Association*

*(Rev. Date: September 7, 2016)*

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## Article 1 - Name

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### Section 1.1

*The name of the organization is: India-Canada Cultural Association*

**Section 1.01 is an article of incorporation.** This item may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

## Article 2 - Definitions

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### Section 2.1

In the following by-laws, the words:

(a) *“Association shall mean “India-Canada Cultural Association” which is a charitable corporation under The Non-profit Corporations Act.*

**Section 2.01 is an article of incorporation.** This item may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

(b) *“Corporation” may be substituted for “Association” in the by-laws.*

(c) *“Board” shall mean the team of Board of Directors consisting of the*

*President, Vice President, Treasurer, General Secretary, Social*

*Secretary and Members-at-large.*

(d) *“Ordinary resolution” shall mean a resolution passed by a majority of the votes cast by the members.*

(e) *“Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by the members.*

(f) *“Member” means a member in good standing.*

## Article 3 - Objectives

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### Section 3.1

***The objectives of the Association are:***

(a) *To promote better understanding between persons of Indian origin and residents of Canada.*

(b) *To promote, develop and enrich the cultural and social life of the members of the*

*Association and of the community.*

### Section 3.2

*To carry out its objectives, the Association may:*

- a) Purchase, take in exchange, lease, hire, construct, build or otherwise acquire any land, building, furniture and equipment to fulfill its objectives.*
- b) Devote all funds of the Association for the furtherance its objectives including any charitable purpose as deemed necessary by the Association.*
- c) Engage such persons as may be required to properly carry out the objectives of the Association.*
- d) Carry out all other activities as may be deemed necessary or conducive to the attainment of the Association's objectives.*

Section 3 is an article of incorporation. These items may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.
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## Article 4 - Membership and Voting Rights

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Section 4.1 *There shall be four (4) classes of Annual memberships as listed below. The membership dues are different for each of the classes.*

- (a) Family Membership: This applies to the husband, wife or common-law partner and their children under the age of 18 (eighteen). Family members shall have two (2) votes; one for each spouse.*
- (b) Individual Membership: This applies to any individual who is 18 years or older.  
An individual member has one (1) vote and can be elected as a Board Member.*
- (c) Student Membership: A student is any part-time or full-time student of a recognized institution of learning. An individual student member shall have one (1) vote and can be elected as a Board Member. A student with family shall have two (2) votes, one each for the husband and the wife.*
- (d) Life Membership: An individual or family who donates \$1,000.00 or more to the Association (by either lump-sum or the equivalent through payment of a minimum of five (5) \$200 installments,) with the objective of becoming a member of the Association, shall be classed as a patron of the Association and be a life member. The donation for any kind of sponsorship for the Association will not be considered as eligibility for Life Membership. An individual life member shall have one (1) vote and*

*can be elected as an Board member. A life member family shall have two (2) votes.*

*(e) Business Class Membership: This applies to any business (proprietorship or corporation) that is legally registered in any province in Canada, regardless of whether the business is operating in Saskatoon or not; and has paid its annual ICCA membership fee. A business class member has one (1) vote and a representative may be named at the time of application for membership who can be elected as a Board Member.*

[Amended: May 15, 2007]

The foregoing classes of membership are articles of incorporation. These items may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

#### Section 4.2 (Becoming a Member)

Any family, individual or **business** (as defined in 4.1 (e)) may become a member of the Association upon application for membership and payment of the prescribed membership dues, and on approval of the application by the Board.

[Amended: May 15, 2007]

#### Section 4.3 (Membership Termination)

The Board shall have the right to refuse or terminate the membership of any **membership class** for cause.

[Amended: May 15, 2007]

#### Section 4.4 (Member Withdrawal)

Any member may withdraw from the Association at any time by giving notice to the General Secretary of the Association, but upon withdrawal, shall not be entitled to a refund of any portion of the dues that the member may have paid.

#### Section 4.5 *Membership shall not be transferable.*

The foregoing is an article of incorporation. This item may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

#### Section 4.6 (Voting by Proxy)

There shall be no voting by proxy.

#### Section 4.7 (Extinguishment of Rights and Privileges)

The rights and privileges of a member of the Association including any rights in the property of the Association, cease to exist when the membership interest is terminated.

#### Section 4.8 (Mandate Violations)

Any attempt, by any class of membership, to introduce any motion that directly or indirectly deviates from the currently approved mandate of the India-Canada Cultural Association will not be tolerated. Further, such members, regardless of their membership class, shall have their membership reviewed for possible termination by the Board of Directors, whose decision shall be final.

[Amended: May 15, 2007]

## Article 5 - Membership Dues

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### Section 5.1 (Membership Fees)

The annual membership fee for each class of membership shall be decided by the members in a general meeting.

### Section 5.2 (Membership Term)

Membership is valid from January 1 to December 31 for a year.

### Section 5.3 (Membership in Arrears)

[Amended: Feb. 17, 2008]

Members whose dues fall in arrears for more than two months shall be deemed to have ceased being members.

## Article 6 - Board of Directors

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### Section 6.1

The Board of Directors shall consist of the following:

- (a) President
- (b) Vice-President
- (c) General Secretary
- (d) Treasurer
- (e) Social Secretary
- (f) Members-at-Large

Spouses or common-law partners shall not be members of the Board during the same term.

### Section 6.2

The Association may vary the number of Members-at-Large from a minimum of one (1) to a maximum of three (3) at any annual meeting at which an election of Board Members takes place. The members-at-large shall be assigned duties as deemed necessary by the Board.

### Section 6.3

*A Board Member must be a member of the Association.*

The foregoing is an article of incorporation. This item may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

#### Section 6.4

*All Board Members shall be elected for a term of one year and all Board Members shall retire from office at the annual general body meeting.*

The foregoing is an article of incorporation. This item may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

The retiring Board Members shall hold office until their successors are elected, and until the conclusion of the meeting at which they retire. A retiring Board Member shall be eligible for re- election subject to Section 6.05.

#### Section 6.5 (Term Limitations)

No Board Member shall hold the same office consecutively for more than three (3) years.

#### Section 6.6 (Meeting Attendance)

*The term of office of any Board member excepting that of the past president, shall become vacated if the Board member fails to attend two successive regularly scheduled Board meetings, unless the Board adopts a resolution excusing non-attendance.*

The foregoing is an article of incorporation. This item may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

Section 6.7 (Removal of Board Members) *The Association may, by passing an ordinary resolution at a general body meeting of its members, remove any Board Member or Board Members from the Board of Directors*

The foregoing is an article of incorporation. This item may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

#### Section 6.8 (Board Vacancies)

*Any vacancy in the membership of the Board occurring during its term may be filled through an appointment by the Board of Directors in place. The appointee shall hold office for the remainder of that term.*

[Note: Corporations Branch must be informed within 15 days of this appointment]

The foregoing is an article of incorporation. This item may not be changed without affecting the certification of the organization as a registered charitable organization. Changes to this area must be registered with the Corporations Branch, Sask. Dept. of Justice.

#### Section 6.9 (Signing Officers)

The signing officers for financial transactions shall be any two of the following three

- (a) Treasurer,
- (b) President,
- (c) Vice-President.

Section 6.10 (Board Remuneration)

*No Board Member shall receive any remuneration for services rendered to the Association.*

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Section 6.11 (Board Liability)

The Association shall insure its Board Members against any legal litigation or liabilities arising from their duties and responsibilities for the Association during their official term.

Section 6.12 (Ex-officio Board Member)

The past president of the Association shall be an ex-officio member of the Board.

Section 6.13 (Board Direction)

The members in a general meeting may give direction(s) to the Board.

Section 6.14 (Co-opted Board Members)

The Board may co-opt not more than two (2) additional members into its composition. The co-opted members may participate in discussions at meetings, but may not vote.

Section 6.15 (Calling Board Meetings)

Board meetings shall be called by the General Secretary. The General Secretary shall also call such a meeting when requested to do so by:

- (a) President, or
- (b) Three (3) members of the Board.

Section 6.16 (Notice of Meetings)

- a) All members of the Board shall receive forty-eight (48) hours notice of all meetings of the Board in such manner and form as the Board may agree upon from time to time.
  
- b) Meetings may also be called on shorter or no notice with the consent of not less than 75 percent of the members of the Board.

Section 6.17 (Quorum)

The quorum for the transaction of any business of the Organization shall be a simple majority of the Board Members in a given term.

Section 6.18 (Member Attendance at Board Meetings)

Any member of the Association may attend Board meetings provided the member gives forty-eight (48) hours advance notice to the General Secretary and with prior approval of the EC.

Section 6.19 (Meetings in Camera)

The Board shall reserve the right to meet in camera at any time.

Section 6.20 (Resolutions)

A resolution signed by 75 percent of all Board members shall be valid and effective as if it had been passed at an Board meeting duly called and constituted.

Section 6.21 (Duty Delegation)

The Board may delegate one or more members to act on behalf of the Association for liaison with other organizations

## Article 7 - Duties of Board Members

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Section 7.1 - President.

The President shall:

- a) Be the spokesperson of the Association
- b) Preside at all general meetings and Board meetings of the Association.
- c) Cast the deciding vote when a tie vote is recorded but shall not otherwise vote.
- d) Be an ex-officio member of all committees and have the right to vote in all committee meetings.
- e) Be responsible for the implementation of policies adopted at a general meeting.
- f) Be responsible for convening all General and Board meetings
- g) Oversee the observance of the by-laws of the Association.
- h) Represent or delegate a member to represent the Association before any group or organization. Such a delegated appointment shall lapse unless ratified by the Board in their next meeting.
- i) The president, in consultation with the Board members, may reassign any duties.

Section 7.2 - Vice-President

The Vice-president shall:

- a) Perform the duties of the President when the President is absent or unable to act.

- b) Be responsible for carrying out the overall publicity of the Association as directed by the president or EC.

### Section 7.3 - General Secretary

The General Secretary shall:

- a) Record and keep the minutes of all general body meetings of the Association and of all Board meetings. These minutes shall be available to any member on request.
- b) Prepare and issue notices of the above meetings indicating the date, time, place and agenda upon instruction from the president or EC.
- c) Keep the records of the Association and carry on the correspondence for the Association.
- d) Be responsible for the distribution of the minutes of meetings to the board members.
- e) Perform such other duties as may from time to time be assigned by the General Body or the Board.
- f) Ensure that all decisions reached by the Board involving commitment of the Association funds above the budget are communicated through the minutes of the general meetings to the membership.

### Section 7.4 - Treasurer

The Treasurer shall:

- a) Be responsible for keeping accurate and complete records of all financial transactions of the Association.
- b) Be responsible for receiving and depositing all funds of the Association.
- c) Prepare and submit such financial statements as the Board or the General Body may require from time to time.
- d) Have the accounts of the Association audited prior to every annual meeting by auditors appointed by the Board and present the audited statement to the annual meeting of the Association.
- e) Keep a roster of all members of the Association

- f) Prepare an estimate (for the coming year) of the receipts and expenses in the form of a budget in consultation with the Board within thirty (30) days of the election of the Board.
- g) Be responsible for monitoring and reporting at each Board meeting that the expenses of the Association are in accordance with the budget.

### Section 7.5 - Social Secretary

The Social Secretary shall:

- a) Be responsible for organizing social, and cultural events of the Association.
- b) Be member of the following Standing Committees:
  - 1) Movie committee shall be responsible for screening feature-length and documentary movies.
  - 2) Special Events Committee shall be responsible for organizing special events (except Folkfest) of the Association).

Each of these committees shall have minimum of two (2) members excluding the Social Secretary.

### Section 7.6 - Members-at-Large

(a) Members-at-Large shall attend the Board meetings and carry out duties as may be assigned to them by the Board.

### Section 7.7 - Past President

- (a) Subject to mutual agreement, the Past President shall discharge any duties assigned by the Board.
- (b) The Past President shall have the right to vote in meetings of the Board.

## Article 8 - Election of Board members

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### Section 8.1 (Annual General Meeting Date)

- a) The election of Board members for the following year shall be held at Annual General Meeting (AGM) as prescribed in Section 9.1.

[Amended at Oct. 15, 2007 Semi-Annual General Meeting]

### Section 8.2 (Nominations)

- (a) The Board shall appoint a Nominating Committee (NC) of such number as it may consider necessary, prior to each AGM, and it shall be the duty of the Nominating Committee to propose a list of *Board members* to the general meeting.
- Nominations shall also be accepted from the floor of the general meeting.
  - Members of the NC shall be members of the Association.
- (b) Written nomination, duly seconded by a member and accepted by the nominee shall be required. The presence of the nominee in the meeting is essential. However, if the nominee cannot attend the meeting, the reason(s) for the absence of the nominee shall be presented before the general body in the meeting.

#### Section 8.03 - Returning Officer

The Board shall appoint a returning officer, who shall be a member of the Association, for conducting elections.

## Article 9 - General Meetings

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#### Section 9.1

The Annual General Body (AGM) meeting of the Association shall be held in the month of February of each year, on a date, time and place to be fixed by the Board.

#### Section 9.2

A Semi-Annual General body meeting of the Association shall be held in the month of September. Time, place and venue will be decided by the Board. An Unaudited or Audited report (as available) of Folkfest accounts will be presented during the meeting.

#### Section 9.3

Fourteen (14) days notice of all general meetings and a copy of the agenda for the meeting shall be communicated to the members.

[Amended at Sept. 28, 2013 Semi-Annual General Meeting]

#### Section 9.4

Any general meeting of the Association shall be called by the General Secretary, who shall also call such a meeting:

- (a) at the request of the President; or
- (b) upon written request from ten percent (10%) of the members.

#### Section 9.5

The quorum necessary for a general meeting shall be ten percent (10%) of its total membership.

#### Section 9.6 Voting

- (a) Voting shall be by secret ballot in the case of the elections of Board members.

(b) Ordinary or special resolutions shall be voted upon by a show of hands unless at least three (3) members request a secret ballot.

## Article 10 - Standing Committee for Folkfest

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### Section 10.1

There shall be a Standing Committee (SC) for Folkfest.

### Section 10.2

The Board shall appoint the Committee for Folkfest within sixty (60) days of taking office.

### Section 10.3

The composition and the chairperson of the Committee shall be decided by the Board and the SC shall have a minimum of four (4) members.

### Section 10.4

Members of this Committee shall be appointed for a term of two (2) years.

- Half of these members shall retire every year on December 31 and shall be replaced by new members appointed by the Board.

### Section 10.5

In the first year, half the members of this standing committee shall be appointed for a term of one (1) year and half for a two (2) year term.

### Section 10.6

The Committee shall be responsible for all aspects of the Association participation in Folkfest and shall be accountable to Board of Directors.

## Article 11 - Standing Committee for Radio

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### Section 11.1

The Board shall appoint a Standing Committee for the Association's Radio Program within 15 days of its taking office.

### Section 11.2

The composition and the chairperson of this Radio Committee shall be decided by the Board.

- a) The Chairperson and other members of the Committee shall be members of the Association.
- b) The Committee shall consist of at least 4 members including the chair of the committee.

### Section 11.3

The Committee shall be responsible for all aspects of the Radio Program and be accountable to the Board Members of the Association.

#### Section 11.4

The Committee shall have freedom to function in its day-to-day operation, but it must follow policies and directions as laid out by the Board.

#### Section 11.5

In accordance with the main objectives of the Association as described in Article 3 of the By-laws, the Board shall lay down a broad policy and directions providing guidelines to the Committee.

## Article 12 - Other Committees

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#### Section 12.1

The Board may appoint a Committee for other important programs and events of the Association as needed, either on its own or by directives from the General Body Meeting.

#### Section 12.2

The composition and the chairperson of such committees shall be decided by the Board: the Chairperson of the Committee must be a member of the Association.

#### Section 12.3

Committees shall be responsible for all aspects of the program or event and shall be accountable to the Board.

#### Section 12.4

Committees shall work independently in their day-to-day operations, but shall be bound to follow policies and directions laid out by the Board.

#### Section 12.5

The Board shall provide a broad policy and direction guidelines to the Committees, keeping in view the main objectives of the Association as described in Article 3 of the By-Laws.

## Article 13 - Audit

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#### Section 13.1

The books of the Association shall be audited / reviewed annually by an independent public auditor appointed by the Board in compliance with CRA and SK Non Profit Corporations Act

[Amended at Sept. 28, 2013 Semi-Annual General Meeting]

## Article 14 - Custody and Use of Seal

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### Section 14.1

The seal of the Association shall consist of a circular rubber stamp with the name of the Association on its outer edge and the word “SEAL” in the centre.

### Section 14.2

The seal of the Association shall be in the custody of the General Secretary or such other person as may be designated by the Board. All papers or documents required to be sealed on behalf of the Association shall be sealed in the presence of the President and of the General Secretary, or of such other person or persons as may be designated by the Board.

## Article 15 - Amendments

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### Section 15.1

By-laws of the Association may be rescinded, altered or added to by a special resolution passed in a general meeting of the members. Any member of the Association can propose an amendment to the by-laws. The request of amendment shall be circulated to all members along with the notice of general meeting. The notice for such a general meeting together with the proposed resolution shall be mailed to all members at least fourteen (14) days prior to the meeting.

## Article 16 - Disposition of Property

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### Section 16.1

In the event of dissolution of the Association, its property shall, after payment of all liabilities, be donated to such charitable, benevolent or educational purposes as may be decided by the Association during a general meeting.

## Article 17 - By-law Review

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### Section 17.1

The Board shall appoint a special committee, every five (5) years after the adoption of these by-laws, to examine the by-laws of the Association. This should be done in accordance with the current objectives and activities of the Association.