

By-Laws of India-Canada Cultural Association

Rev. Date: September 10, 2021

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Article 1 -Name

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

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

Section 3.1

The objectives of the Association are:

- (a) To promote Indian Culture and values in their diverse manifestations
- (b) To promote better understanding, engagement, and dialogue between Indo-Canadians and other Canadians.
- (c) 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 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.

Article 4 -Membership and Voting Rights

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

- (a) **Family Membership:** This applies to the spouses, common-law partners, or live in partners of opposite or same sex 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 as defined in 4.1(a) shall have two (2) votes, one for each spouse.

(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 a life member family shall have two (2) votes. Life members shall be eligible stand for any elected position including membership of the Board.

(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)

A family, individual or **business** (as defined in 4.1 may become a member of the Association upon application for membership, confirming allegiance to the objectives of the Association, payment of the prescribed membership dues, and on approval of the application by the Board.

Section 4.3 (Membership Termination)

All classes of membership excluding the life membership shall be for the membership year as defined in section 5.2, during which the membership fee is paid.

The Board shall have the right to refuse or terminate the membership of any **membership class** for cause. The Board will give its reason for refusal. The applicant must be notified by Board its decision within two weeks.

The Applicant/applicants for membership whose application is denied by the Board shall have right to appeal such a decision to the Advisory Mentors Committee (Section 12.6) of the Association appointed by the membership at the AGM whose decision will be final. The applicant must appeal within two weeks of rejection of the application. The Advisory Mentors Committee must communicate its decision within two weeks to the applicant and the board.

Section 4.4 (Member Withdrawal)

[Amended: May 15, 2007]

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.*

Section 4.6 A Member must be a member in good standing for at least 15 days prior to any meeting at which they shall exercise their voting right. 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 objectives of the India-Canada Cultural Association will not be entertained by the Board or the membership. 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 only subject to review by three member committee stipulated in 4.3.

Article 5 -Membership Dues and Renewal

Section 5.1 (Membership Fees)

The annual membership fee for each class of membership shall be decided by the members in an AGM in the following year.

Section 5.2 (Membership Term)

Membership is valid from April 1 to March 31 of the following year.

Section 5.3 (Renewal of Membership and Membership in Arrears)

Each year, once the new ICCA board takes over its duties, the board Secretary will send a reminder for the renewal of membership to association members by email or general announcement. The association members have 30 (thirty) days to renew, by paying the membership fee. If the membership fee is not given by an association member within due period the member shall be deemed to have ceased to be a member of the ICCA and will be required to re-apply for a new membership.

Section 5.4 The Treasure shall issue receipt for the membership fee within 14 days to 30 days of the fee being paid by a new or renewing member.

Article 6 -Board of Directors

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

Tenure of each of the Board Directors will be for one year.

Both spouses and common-law partners or live in 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.

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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 6.5.

Section 6.5 (Term Limitations)

No individual will serve on the Board for more than two years in a position and four consecutive years on the Board. No member shall serve on the board for more than six years in their lifetime.

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.

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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

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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]

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Section 6.9 (Signing Officers)

The signing officers for financial transactions shall be any two including the Treasurer and any one of the following

- (a) President,
- (b) 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 secure appropriate insurance to 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)

The General Secretary shall call the meeting of the Board of Directors at the request of:

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

The meeting will be called within 7 days of such a request being made in writing.

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 a 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

Section 7.1 - **President.**

The President shall:

- a) Be the spokesperson of the Association
- b) Preside at all general body, special 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 body meetings 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.

Section 7.3 - **General Secretary**

The General Secretary shall:

- (a) Responsible for calling the meeting of the Board of Directors at the request of President or three members of the Board. (Section 6.15)
- (b) 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. These minutes will be made available to the membership for their inspection if so desired at the SAGM and AGM.
- b) Prepare and issue notices of the above meetings indicating the date, time, place and agenda upon instruction from the president or Executive Committee.
- 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.
- g) Ensure that all internal and external correspondence of the Association is conducted in a timely manner.

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 and present proposed annual budget of the association for the coming year at the AGM.
- g) Be responsible for monitoring and reporting at each Board meeting that the expenses of the Association are in accordance with the budget.
- h) Issue receipt for the membership fee paid by the members in any given calendar year within 30 days of receiving the membership fee.
- i) Issue Receipts for all other donations.

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

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 three member Nominating Committee (NC) of such number as it may consider necessary, consisting at least one past board member and two long term ICCA members, prior to at least 30 days before each AGM, and it shall be the duty of the Nominating Committee to propose a list of *Board members* to the general body meeting.

- Nominations shall also be accepted from the floor of the general meeting.
- Members of the Nomination Committee shall be members of the Association in good standing.

(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 8.3 - Returning Officer

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

Article 9 -General Meetings

Section 9.1 The Annual General Body (AGM) meeting of the Association shall be held in the month of March of each year, on a date, time and place to be fixed by the Board.

Section 9.2 Complete list of the current membership shall be posted on the Association web site at least two weeks prior to the AGM.

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 Folk fest 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 body 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 membership or minimum 20 members, whatever is lower in a given year.

Section 9.5 The quorum necessary for a general meeting shall be ten percent (10%) of its total membership or minimum 20 members, whatever is lower in a given year.

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 10% of members present at the meeting request voting by secret ballot.

Section 9.7 Minutes

The draft minutes of the AGM or any other general body meeting shall be posted on the Association website within eight weeks of the meeting for the information of the membership.

Article 10 -Standing Committee for Folkfest

Section 10.1

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

Section 10.2

The Board shall appoint the Committee for Folkfest within thirty (30) 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. The Chair of the committee will be a member of the board of directors.

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 March 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

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, who shall be a board member. 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

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.

Section 12.6

The ICCA membership at its AGM shall constitute an Advisory Mentors Committee (AMC) consisting of 3-5 senior members of the ICCA who have been members of the ICCA for at least 10 or more years and have served on the Board previously. The AMC shall provide advice to the Board as and when requested by the Board or when approached by any ICCA member or board member with any issue that is not addressed or resolved by the Board.

Article 13 -Audit

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 . Alternately, the Board may appoint an internal audit committee of three individuals, at least one of them having served as Past President, another having served as Treasurer, and an independent member with some accounting background.

Article 14 -Custody and Use of Seal

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

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 supported by a minimum of five members in good standing. 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

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

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.

Note: All the affairs of the Association shall be conducted in accordance with the provisions of the By-Laws and membership approved operation guidelines