



# Vanza Society of Canada

## Constitution

**Date: April 17, 2010**

### **Articles**

#### **1. Name**

The name of the Corporation shall be **Vanza Society of Canada** (Here by known as "the Society or Vanza Samaj").

#### **2. Office**

The registered office of the Society shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, Canada, at such place rented, leased or owned by the Society as the exigencies of the time may require.

#### **3. Objectives:**

The Society shall operate solely and exclusively as a non-profit organization and subject to the Charities Accounting Act and the Charitable Gifts Act. The establishment and maintenance of the Society is for the purposes of:

- a. Developing and fostering community spirit and in the welfare of the world and international relationship;
- b. To take active interest in the civic, commercial, social and moral welfare of the community;
- c. Promoting organized athletics, arts, recreation, education, civic, emergency, social and religious service and other programs for the benefit of the community;
- d. Stimulating and encouraging the development of arts and cultural projects and activities;
- e. To promote inter-cultural activities and festivities;
- f. Fostering interest in and participating in the preservation of hindu culture, facilities and institutions and the cultural heritage of the community;
- g. Contributing to the development of cultural policies at the local, regional and provincial levels;

- h. Promoting the cultural needs of the community the local, regional and provincial levels;
- i. To work for the general benefit of the community and mankind; and
- j. To assist the members of the Society and/or any other person, whenever and wherever possible, establish and adjust one's existence in life and / or develop, promote and enhance the economic, social, educational and professional interest.

The Society shall carry on without the purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives.

#### 4. Members

The members of the Society are those applicants of the Society and those who subsequently have become members upon payment of the membership fees. The classes of members are as follows:

- a. Individual member;
- b. Family member;
- c. Life member;
- d. Senior member; and
- e. Honourary members

#### 5. Board of Directors

- a. The Board of Directors, to be know as the Executive Committee. The Executive Committee shall consist of a minimum of seven members (each of whom shall be of a minimum age of eighteen year) with one voting right each and shall be composed of President, Vice-President, General Secretary, Treasurer and other voting members. The immediate Past –President shall be an Ex-Officio member of the Executive Committee.
- b. The President shall be elected by a majority vote of its members at the Annual General meeting.
- c. The President shall than nominate the remaining executive positions as he / she deems fit from the remaining elected executive officers.

#### 6. Amendments of the Constitution

- a. Notice of Motion for amendment to the Constitution shall be delivered in writing to all members with a copy of the proposed amendment, fifteen days prior to the date of the General meeting at which it is to be considered.
- b. Changes in the Constitution shall require the assent of the majority votes of the members present at the General Meeting.

## 7. Dissolution

- a. The Society may be dissolved by three –fourths of the total number of voting members requisition or vote for the dissolution
- b. Dissolution (this clause is required if the Society is registered as a charitable organization with Canada Revenue Agency; also required by most public funding agencies) The Society shall not be operated for profit. Upon winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to the organizations that are charitable organizations, charitable corporations or charitable trusts recognized by the Canada Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect by a majority vote of its members. This provision is unalterable.

## 8. Board of Trustees

There shall be a Board of Trustees, with Bylaws regulating the Board of Trustees, as accepted herein.

# By- laws

## By-laws

Here set forth, in numbered clauses, the by-laws providing for the matters: referred to in Charities Accounting Act and the Charitable Gifts Act and any other by-laws.

## Part 1: Membership

Members of the Society shall be those persons and associations who are subscribers of the Constitution and By-laws, and those persons and associations who from time to time, are admitted to membership in accordance therewith, and who pay the annual fee set forth herein.

### 1. Definition

- a. Individual member: it shall consist of a single person of who has attained the minimum legal age of 18 year and above.
- b. Family member: It shall consist of the member's spouse, all children under the age of 18 years.
- c. Life member: It shall consist of a single person as defined in Part 1, 1.a upon paying the life membership fees.
- d. Senior member: It shall consist of all members over the age of 65 years who shall automatically be members without payment of any membership fees.
- e. Honourary member: Its consist of individual person to whom the membership has been extended having interest in the Society and / or its

activities, subject to the approval of the Executive Committee, provided that such Honorary member shall not have any voting rights or life membership privileges. Honorary members are not required to pay any membership fee during their life term.

2. Annual fees for all classes of membership in the society shall be determined from time to time by the members of the Executive Committee of the society.
3. Individual shall cease to be a member of the society on:
  - a. Expire of their membership on the last day of the calendar year;
  - b. By delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society; or
  - c. In death or in the case of an association, on dissolution; or
  - d. On being expelled; or
  - e. On having been a member not in good standing for two year.
4. Member may be expelled by a special resolution of the members passed by a vote of three-fourths of those present at a general meeting. A brief statement of the reason or reasons for the proposed expulsion shall accompany a fourteen (14) day written notice of the special resolution for expulsion. The individual or association who is the subject of the proposed resolution for expulsion shall be given equal opportunity to be heard at the general meeting before the special resolution is put to a vote.
5. All members are in good standing except:
  - a. When a member fails to pay his / her current annual membership fee or any other subscription or debt due and owing to him / her to the society and he /she is not in good standing so long as the debt remains unpaid.
  - b. Any member who refuses to adhere to the rules and regulations of the Society or acts in a manner prejudicial to the interest of the Society. Such a member shall be expelled from the Society. Such expulsions shall not take place unless, at a General Meeting, the member whose expulsion as a member of the Society is under consideration, is given an opportunity to offer an explanation of his / her conduct orally or in writing, and shall only be expelled if thereafter three-fourths vote of the members present.
6. Memberships may be renewed only during such time and in such manner as may be designated by the Executive Committee by written notice given to each member at least 15 days prior to the first day on which application for renewal shall be accepted.

## **Part 2: Fiscal Year**

7. The fiscal year of the society shall end on the 31st of March each calendar year.

## **Part 3: Meetings**

8. General meetings of the Society shall be held at such time and place as determined by the Executive Committee.
9. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
10. The Executive Committee may, when as found fit, convene an extraordinary general meeting. It may be called at by the order of the President or three

- members of the Executive Committee or twenty members on a written notification to the General Secretary, who shall proceed to give notice to the members with respect to such meeting to be convened with in one month after notification to the Genral Secretary.
11. Notice of a general meeting shall specify the place, day and hour of meeting and in case of special business, the general nature of that business. The Notice of any meeting shall be given to each member at least ten days prior to the meeting. Brief particulars of any business to be transacted shall be included in the notice.
  12. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.
  13. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### **Part 4: Proceedings at General Meetings**

14.
  - a. No elections shall be conducted at a general meeting without the presence of a quorum of members.
  - b. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - c. A quorum is ten or more paid members present at a general meeting.
15. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in the subsequent general meeting, if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
16. Subject to By-law 17, the President, the Vice-President in the absence of both, one of the other directors present shall preside as chair of a general meeting. If at a general meeting there is no president or other director present within 30 minutes after the time appointed for holding the meeting the members present shall choose one of their numbers to be chairperson.
17.
  - a. An individual member in good standing present at a meeting of members is entitled to one vote.
  - b. A group member in good standing whose authorized representative is present at a meeting of members is entitled to one vote.
  - c. Voting is by show of hands.
  - d. Voting by proxy is not permitted.
18. All items in the agenda shall be passed with a majority vote of two – third of the members present unless otherwise specified.

## Part 5: Directors or Officer of the Society

19.
  - a. The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to
    - i. all laws affecting the society
    - ii. these by-laws and
    - iii. rules, not being inconsistent with these by-laws, which are made from time to time by the Society in a general meeting
  - b. No rule, made by the Society at a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
20.
  - a. The officers of the Society shall be the President, Vice-President, General Secretary, Treasurer and past president and other persons as determined or elected from time to time at the Annual General Meeting.
  - b. The number of directors shall be five, which includes the officers, or more as determined from time to time at a general meeting.
21.
  - a. The directors shall retire from office after a maximum term of two years from the date of the annual general meeting when their successors shall be elected.
  - b. The directors can be re-elected for additional two year terms over the life of the member.
  - c. Separate elections shall be held for each office to be filled.
  - d. An election may be by acclamation; otherwise it shall be by ballot
  - e. If no successor is elected the person previously elected or appointed with the exception of the President can continue to hold office until the successor is elected or appointed by the President.
22.
  - a. The directors may at any time and from time to time appoint a member as a director to fill the vacancy.
  - b. A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
23.
  - a. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of a former director.
  - b. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
24. The members may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term of office. The resolution must be passed by a majority of not less than three-fourths of the members present at a general meeting of the society of which not less than

fourteen days written notice has been given, stating this resolution to be presented. The director, who is subject of the proposed resolution, shall be given an equal opportunity to be heard at the general meeting before the special resolution is put to a vote.

25.
  - a. At least four weeks prior to the Annual General Meeting, the directors may appoint a Nominating Committee.
  - b. The Nominating Committee may prepare a slate of directors for the ensuing year and may report at the same at the Annual General Meeting.
  - c. Nominations may be made from the floor at the Annual General Meeting, and when properly seconded, such names may be added to those recommended by the Nominating Committee.
26. The directors shall have the following powers:
  - a. Raise funds for the Society through entertainment, lottery and any other means;
  - b. Invest the Society's funds upon passing of a resolution at the general meeting
  - c. Carry out the work of the Society as authorized herein;
  - d. Notwithstanding anything to the contrary herein, to constitute as a caretaker committee beyond its term of office until a new Executive Committee is elected
  - e. To use interest income only from the life membership funds.
27. No director shall be remunerated directly or indirectly for being and acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.
28. Directors shall not benefit directly or indirectly at the expense of the society for his / her personal gains or needs.

#### **Part 6: Proceedings of Directors**

29.
  - a. The directors may meet together at places they see fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - b. The directors from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office.
  - c. The President shall be chairperson of all meetings of directors, but if at a meeting the President is not present, the Vice-President shall act as chair. If neither is present, the directors may choose one of their numbers to be chair at that meeting.
  - d. A minimum of three directors must request a special meeting in order for the meeting to convene.
30.
  - a. The directors may delegate any, but not all, of their powers to committees consisting of a director, who will act as chair of the committee and others as found fit.

- b. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or actions taken to the directors at the earliest meeting.
- 31.
- a. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
  - b. In case of an equality of votes the chairperson does not have a second vote.
32. A resolution in writing, signed by all of the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

### **Part 7: Duties of Officers**

- 33.
- a. The President shall preside at all meetings of the Society and of the directors.
  - b. The President is the chief executive officer of the Society and shall in charge of the general management and supervision of the affairs and operation of the Society and the other officers in the execution of their duties.
34. The Vice-President shall carry out the duties of the President during his / her absence as prescribe in By-law 33.a.
35. The General Secretary shall:
- a. Preside at all meeting
  - b. Conduct all correspondence of the Society
  - c. Issue notices of meetings of the Society and directors
  - d. Keep minutes of all meetings of the Society and directors
  - e. Have custody of all records and documents of the society except those required to kept by the treasurer
  - f. Have custody of the common seal of the Society;
  - g. Maintain a current members list and distribute to directors and others when required.
36. The Treasurer shall:
- a. Keep the financial records
  - b. Have custody of the funds and securities of the Society
  - c. Distribute financial statements to directors and others when required.
37. In the absence of the General Secretary from a meeting, the directors may appoint a Secretary for the meeting either prior to or at the meeting itself.
38. Duties of other officers of the Executive Committee shall be as directed by the President

### **Part 8: Signatures**

39. The Executive Committee shall have the power to appoint an officer(s) on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

40. The President, Vice-President, General Secretary and Treasurer shall have the power to sign the cheques in the manner and to the extent as follows:
  - a. President and one other person can sign for an amount of any denomination.
  - b. Vice – President and one other person can sign for an amount of five hundred and below.
41. The following officer have the ability to approved disbursements of the following amounts:
  - a. Dollar five hundred and below – Treasurer
  - b. Dollars one thousand and below – Vice President
  - c. Dollars three thousand and below - President
  - d. Dollar five thousand and below – majority vote of the Executive committee
  - e. Dollars ten thousand and above – majority vote of the members of the Society at the General Meeting

### **Part 9: Borrowing**

42. The Executive Committee may, upon a three-fourths majority vote of the Executive Committee, raise or borrow any sum or sums of money for the purposes of the Society either at one time, or from time to time, and at such a rate of interest and in such a manner and form, and upon such security as shall be specified in such resolution; and for this purpose pledge and charge any or all part of the property of the society now held or thereafter to be acquired; provided however that in no case shall debentures be issued by the society without the sanction of a special resolution of the Society.

### **Part 10: Funds**

43. All funds collected by the Society shall be used for the operating activities of the Society.
44. Principal donations donated for specific purposes shall be kept in reserved or restricted fund and only be used for that specified purpose.
45. If the funds for the specified purpose are not utilized as originally specified, the executive committee has the discretion to reappropriate those funds into a general reserve fund.
46. Interest from the principal donation for any restricted fund not used for the specific purpose shall be used for any operating activities.
47. All monies donated are non refundable.

### **Part 11: Auditor**

48. The accounts of the society shall 60 days after each fiscal year, be examined, and their correctness ascertained by an auditor.
49. The first auditor shall be appointed by the Executive Committee upon passing a resolution at the meeting to have the accounts audited or reviewed or upon the request of the members with a majority vote at the general meeting.

50. The auditor shall be independent of the Executive Committee with no close family relationship.
51. At each annual general meeting the society shall appoint an auditor to hold office.
52. An auditor may be removed by ordinary resolution.
53. An auditor shall be promptly informed in writing of appointment or removal.
54. No director or family member or common-law partner of the members of the Executive Committee shall be auditor.
55. The auditor may attend general meetings.

#### **Part 12: Inspection**

56. All books, accounts and records of the society shall be open for inspection by the officers and directors at all reasonable times and for inspection by members of the society in good standing upon application to the Executive Committee and at such times and places as the Executive Committee shall deem fit.

#### **Part 13: Rule and Regulations**

57. The Executive Committee shall have the right to lay down such rules and regulations as it deem necessary from time to time and to ensure the safety and proper conduct of the members and shall have the right to suspend the membership not exceeding one year of such members whom its judges to be in default of such rules and regulations.

#### **Part 14: Notice to Members**

58. A notice may be given to a member, either personally or by mail to him at his registered address shown on the records of the Society and shall be deemed to have been posted.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove the notice as properly addressed and put in a Canadian post office box.
60. Notice of the annual general meeting shall be given to
  - a. Every member shown on the members list on the day notice is given
  - b. The auditor
  - c. No other person is entitled to receive notice of an annual general meeting
61. The members of the society shall be given at least 14 days written notice of all annual, extraordinary and other general meetings.

#### **Part 15: Fiscal Year**

62. The fiscal year of the Society shall be its financial year with the year ending on the last day of March.
63. Part 14: Sub - Committees
  - a. Public Relations Committee
  - b. Legal and Financial Committee

- c. Fund Raising Committee
- d. Social service Committee
- e. Advisory Committee
- f. Entertainment Committee
- g. Funeral Committee
- h. Youth Committee
- i. Other Sub-committee

All members of the Committee shall be appointed by the Executive Committee as and when required and their duties shall be directed by the Executive Committee from time to time.

- 64. The chairman of the Sub - Committee shall from time to time or at the general meeting shall provide a progress report to the Executive Committee of the project and upcoming projects of the sub – committee.
- 65. No projects shall be undertaken by the Sub-committee without the prior approval of the sub – committee.
- 66. The Executive Committee from time to time shall provide funding for approved projects undertaken by the sub-committee.
- 67. All excess and unused funds held by the sub-committee shall be returned to the Treasurer by the end of the fiscal year.
- 68. The chairman of the Sub-committee shall provide an annual statement of accounts with original supporting documents to the Treasurer for the usage of the funds provided by the Executive Committee.

#### **Part 16 By-law**

- 69. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws.
- 70. These by-laws shall not be altered or added except by special resolution.
- 71. No By-Law shall be passed which is contrary to the spirit and content of the Constitution. Any by-law which conflicts with the Constitution shall be null and void.