



THE CONSTITUTION & BY-LAWS

(as amended in the General Body Meeting held on 11 June 2020)

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THE INDIA CANADA SOCIETY HAMILTON & REGION

THE CONSTITUTION

ARTICLE I: NAME

The organization shall be called "The India Canada Society, Hamilton & Region" hereinafter referred to as the ICS.

Article II: SCOPE

This document including all the attachments hereinafter referred to as the Constitution shall govern all activities of the ICS.

The attachments contain the By-Laws which provide operational details concerning specific aspects of the ICS governance.

ARTICLE III: AIMS & OBJECTIVES

The ICS shall be a secular, charitable, non-profitable, non-political organization and shall strive to:

- preserve the heritage of India and contribute to the enrichment of Canadian life and culture,
- share the cultural values of India with the community at large,
- represent the interest of Indo-Canadian community,
- organize social activities and cultural programs designed to promote cultural understanding and integration with other ethnic communities and the community at large.

ARTICLE IV: MEMBERSHIP

Section 1 Membership of the ICS is open to individuals who are 18 years of age or older and willing to abide by its aims and objectives.

Section 2 Membership shall be considered a privilege and not a right.

Section 3 The ICS General Body shall have the right to refuse or revoke membership on criminal and other grounds in accordance with the By-Laws.

Section 4 Membership categories, application process, applicable fees, and voting rights are defined and detailed in By-Law No. 1.

Section 5 Registered members who abide by the aims and objectives and have paid the applicable membership fees in a timely fashion shall be considered members in good standing.

ARTICLE V: MANAGEMENT

The affairs of the ICS shall be managed by a Board of Directors (hereafter referred to as BOD) consisting of nine (9) members: President, Vice-President, Secretary, Treasurer, outgoing President and four Directors.

Section 1 All BOD members shall be duly elected for a term of two years.

Section 2 No BOD member shall serve for more than two consecutive terms.

Section 3 Life members of the ICS in good standing with at least one year of membership shall be eligible to serve on the BOD.

Section 4 Replacements for vacant Director positions shall be filled according to the provisions of By-Law No. 2.

Section 5 The BOD members shall adhere to the Conflict of Interest Policy and Procedures as specified in By-Law No. 3.

Section 6 The outgoing President shall call a combined meeting of the incoming and outgoing Boards of Directors within two weeks of an annual General Body Meeting where a new BOD is elected for a formal handover of responsibilities and records.

Section 7 If a BOD member is absent from 3 consecutive committee meetings without communicating a legitimate reason to the BOD in advance of the meetings, that member will automatically lose their position.

Section 8 Duties of the BOD Office Bearers shall include the following:

President

- shall preside over the annual General Body Meeting, special General Body meetings, and BOD meetings.
- shall be the lead person for all internal and external events for the ICS, subject to the overall direction of the BOD.

Vice President

- shall assume the duties of the President in their absence.
- The VP will work closely with the President and Secretary in all activities as appropriate.

Secretary

- shall be responsible for maintaining up to date records of all activities of the ICS.
- shall maintain minutes of all official meetings.
- shall submit a brief and concise report of all activities conducted by the ICS during the previous year at the annual General Body meeting.
- shall be responsible for communicating with the membership, including informing all ICS members the annual General Body meeting, special General Body meetings, and events.

Treasurer

- shall be responsible for maintaining all financial records of the ICS activities.
- shall maintain accounting records of all receipts and disbursements.
- shall submit a BOD approved financial statement of the ICS at the annual General Body meeting.
- shall issue membership certificates and receipts and maintain a current membership list.

Directors

- shall assist in planning, organization, and implementation of ICS activities and events as per the direction of the BOD.

ARTICLE VI: ELECTIONS

Section 1 Elections for the BOD positions shall be held at the annual General Body meeting of the ICS.

Section 2 Two (2) Trustees shall be elected, along with the BOD, for a 2-year term as internal auditors for financial statements prepared by the Treasurer. The Trustees shall maintain an arm's length relationship with the BOD while carrying out their role as described in By-Law No. 7, Section 3.

Section 3 Elections shall be conducted by an Election Officer appointed by the BOD. The Election Officer must be a member in good standing with at least 5 years of membership.

Section 4 Only Life members of the ICS in good standing with at least one year of membership shall be eligible to contest for a BOD position or a Trustee.

Section 5 The Treasurer shall provide a BOD approved ICS membership list to the Election Officer showing each listed member's eligibility to vote and contest for election.

Section 6 No BOD member or Trustee shall serve for more than two consecutive terms.

Section 7 All BOD members and Trustees shall be elected by a simple majority of votes cast.

ARTICLE VII: MEETINGS

Section 1 An annual General Body meeting shall be held in the month of April. The meeting shall be chaired by the President and shall be devoted to the presentation of various annual reports and other matters concerning the operation of the ICS.

Section 2 Every two years, the Election Officer appointed in advance by the BOD will hold and chair the elections at the annual General Body meeting.

Section 3 A special General Body meeting shall be called within three weeks from the date of receipt of a written petition signed by 20 members or 1/5th of the total membership, whichever is more. Details concerning written petitions and the purpose of special General Body meetings are provided in Article VIII.

Section 4 Notices for the annual and special General Body meetings shall be sent at least three weeks prior to the date of the meeting. All communications shall be sent electronically unless a member requests otherwise.

Section 5 The quorum for all General Body meetings duly called by the BOD and special General Body meetings called in response to written petitions shall be a gathering of 1/3rd of the total membership or 25 members, whichever is less.

Section 6 The schedule of BOD meetings shall be set by the President in consultation with the BOD members.

Section 7 All General Body and BOD meetings shall be run according to the widely used Robert's Rules of Order. (Reference: Robert's Rules of Order Newly Revised, The Eleventh Edition, published in 2011 by Da Capo Press).

Section 8 ICS Members participating in BOD meetings and General Body meetings shall exhibit behaviour that is ethical, civil and lawful, and in accordance with the Code of Conduct and Rules for Attendees as specified in BY-Law No. 4.

ARTICLE VIII: WRITTEN PETITION

A written petition requesting a special General Body Meeting referred to in Article VII, Section 3 shall detail the reason underlying the request and the remedial action being sought.

Section 1 If the written petition relates to issues concerning affairs of the ICS, such issues shall be discussed and resolved at the special General Body meeting. Any resulting motion or motions, in order to be passed, shall require the support of a simple majority of members present.

Section 2 If the written petition relates to the conduct of a BOD member and seeks that member's removal from the office, such concerns shall be discussed at the meeting with full opportunity given to the member in question to respond. A motion calling for the removal of a member from their position, in order to be passed, shall require the support of at least 2/3rd of the members present at the special General Body Meeting.

ARTICLE IX: AMENDMENT

The Constitution or its By-Laws shall be amended in a General Body Meeting, specially called for the said purpose. Any proposed amendment(s), in order to be passed, shall require the support of at least 2/3rd of the members present.

ARTICLE X: ASSETS

Section 1 There shall be an Asset Oversight Committee (AOC) to approve the use of the long-term accumulated assets of the ICS. All ICS Life members with 8 or more years of membership (Life and Bi-annual combined) shall automatically become members of the AOC.

Section 2 In a given year up to 5% of the long-term accumulated assets could be used for ICS projects/activities with the approval of the BOD.

Section 3 Projects/activities requiring the use of more than 5% of the long-term accumulated assets of the ICS shall require prior approval at a meeting of the AOC. To seek approval, the BOD shall ensure that all AOC members are contacted 30 days in advance of the meeting

date. Approval of proposed projects/activities shall require a gathering of at least 2/3 of the AOC members and a majority of gathered members supporting the proposal.

Section 4 In the event of dissolution or winding up of the ICS, the AOC shall prepare a disbandment plan which must be approved by the General Body.

ARTICLE XI: FINANCES

All income accrued to the ICS from the activities, functions, donations or grants shall be used in furthering its aims and without any gain for its members in accordance with By-Law No. 7.

ARTICLE XII: FISCAL YEAR

The fiscal year of the ICS shall be from April 1 to March 31 of the following year.

ARTICLE XIII: APPOINTMENT OF COMMITTEES

The BOD shall have the authority to form Standing Committee(s) or Ad Hoc Committee(s) from time to time to work on long-term needs for managing the affairs of the ICS.

ARTICLE XIV: COLLABORATION

The BOD shall have the discretion to co-sponsor and/or endorse events and activities organized by other external organizations in accordance of the policy and procedures specified in By-Law No. 5.

ARTICLE XV: MEMBERSHIP LIST

The Treasurer shall maintain a current ICS membership list as per the responsibilities of this position described in Article V, Section 8. This list shall be used in accordance with the policy and procedures specified in By-Law No. 6.

BY-LAWS

By-Law No. 1: MEMBERSHIP

1. Any person eighteen years of age or more interested in the aims of ICS shall be eligible for membership.
2. Memberships shall be available either on a two year-renewal basis or for the life time. The membership term shall begin from April 1.
 - A. Two-year membership fee:

Student:	\$20
Non-student:	\$40
 - B. Life membership fee:

Single:	\$100
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3. Membership dues in any category may be changed with the approval of the General Body.
4. Members who have paid their membership fee 30 days prior to the date of election for the current year shall be eligible to vote in the General Body meeting, including elections.
5. The Treasurer shall update the list of ICS members on annual basis and present it in annual GBM for approval.
6. Organizations and other corporate entities may make donations to the ICS but shall not have any voting rights.

By-Law No. 2: APPOINTING REPLACEMENTS FOR VACANT BOD POSITIONS

1. In case an elected Director position becomes vacant for any reason, the remaining BOD members can appoint a replacement with a simple majority vote at a duly called meeting.
2. The incoming Director must be a Life member in good standing with at least one year of membership and will serve for the balance of the term.
3. This appointment must be made within two months of the BOD position becoming vacant. If not, that position will remain vacant till the end of the term of the BOD.

4. The incoming Director will have full voting rights in accordance with the position.
5. The incoming Director will not assume the roles of President, Vice president, Treasurer or Secretary.
6. In a given two-year term of the BOD, no more than three members can be appointed as replacement Directors.
7. At any given point in time, there must be at least three elected members in the BOD. If not, a special General Body Meeting will have to be called with at least three weeks' notice to fill the vacant BOD positions for the balance of the term. The general rules governing election of BOD members will apply.

By-Law No. 3: CONFLICT OF INTEREST POLICY AND PROCEDURES

1. Definition of Conflicts of Interest

A conflict of interest arises when a person in a position of authority over the organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

2. Individuals Covered

Persons covered by this policy are the India Canada Society's Board of Directors.

3. Facilitation of Disclosure

Persons covered by this policy must disclose in writing at each BOD meeting to the President any interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

4. Procedures to Manage Conflicts

For each conflict of interest disclosed, the BOD will determine whether to (a) take no action, (b) assure full disclosure to the BOD and other individuals covered by this policy, (c) ask the person to recuse from participation in related discussions or decisions within the organization, or (d) ask the person to resign from his or her position in the organization or, if the person refuses to resign, become subject to possible removal in accordance with the organization's removal procedures.

By-Law No. 4: CODE OF CONDUCT AND RULES FOR ATTENDEES OF ICS MEETINGS AND EVENTS

Introduction

This code of conduct and meeting rules set out what is expected of everyone attending any ICS meeting or event.

Coming to an ICS meeting (including BOD meeting) or event shows agreement to follow these rules and standards of behaviour so that everyone feels heard, safe, and respected without harassment, interruption, fear, intimidation or discrimination in any form.

1. Statement of values

All delegates attending ICS meetings and events must undertake to:

- 1.1. Treat all attendees with dignity and respect and act in a way which does not discriminate against or exclude anyone.
- 1.2. Act in a fair and responsible way to any attendee(s).
- 1.3. To strive to create an environment in which all members feel heard, safe, respected, and supported.
- 1.4. To encourage open and responsible participation by balancing one's contribution as an advisor and learner.
- 1.5. To nurture teamwork and effective decision-making.
- 1.6. To nurture strong, self-reliant individuals with capacity for leadership and accomplishment.
- 1.7. To be honest with oneself and others and act with integrity at all times
- 1.8. To be fully accountable and transparent in decision-making and use of resources.
- 1.9. To disclose and handle appropriately actual or perceived conflicts of interest.

2. Collective responsibility for acceptable behaviour

All attendees of ICS meetings and events agree by their presence that they will:

- 2.1. Observe the authority of the meeting chair or facilitator, to conduct a functional meeting, at all times if one is present, raising points and matters for discussion only through the meeting chair or facilitator at formal meetings.
- 2.2. Listen quietly to and respect the views and experiences of other people contributing.
- 2.3. Agree to and follow the standard of behaviour expected at each meeting or event, according to what is happening at that meeting or event. For example, not interrupting; not shouting, etc.
- 2.4. Agree that any decision reached by a majority of the group, once made, must be accepted, although a formal request to the meeting chair or facilitator can be made to record a differing opinion.

- 2.5. Add to the discussion only if and when asked to do so and then only in a way that is relevant to the matter under discussion.
- 2.6. Allow others to have equal opportunity and time to share their opinions when contributions are asked for.
- 2.7. Be balanced in one's effort to understand other Board members and to make oneself understood.
- 2.8. Challenge ideas not individuals or their opinions; to work collaboratively.
- 2.9. Not use inflammatory language or behaviour of any kind.
- 2.10. Respect the confidentiality of information on sensitive issues.

3. Procedure for breaches

If the code of conduct is breached during a meeting or event, the chair or facilitator or nominated officer of the ICS may take one or more of the following steps with the objective of restoring order:

- 3.1. Any person making offensive, insulting, threatening, provocative, slanderous or obscene remarks, or threatens or harasses any person while at an ICS meeting or event, will cause the event to be suspended for the shortest period needed to allow order to be restored.
- 3.2. Any person or people causing a meeting or event to be interrupted by reason of behaviours identified in s.3.1 above, who does so more than once, can be asked to leave the meeting or event. This can be for a specific length of time during that meeting to allow the person or people to cool off or for the rest of the meeting or event, depending on the collective judgement of the ICS BOD.
- 3.3. Taking into account the mood of the house, the chair or facilitator may opt to suspend the meeting or event until order is restored or to end the meeting or event if he or she feels that it is appropriate.
- 3.4. It shall be at the discretion of the ICS BOD to re-admit to the meeting or event any person or people so excluded.
- 3.5. Where a person or people have been excluded more than once from an event or events, it shall be the decision of the BOD whether to allow that person or people to return, taking into consideration the views of the majority of others involved or taking part.
- 3.6. Any person asked to leave a meeting or event can ask for an investigation of the circumstances around his or her exclusion.

By-Law No. 5: OFFICIAL POLICY ON ICS ENDORSEMENT OF EVENTS

1. ICS will endorse events which conform to the constitution of the ICS as per following:
 - A. to preserve the heritage of India and contribute to the enrichment of Canadian life and culture,
 - B. to share the cultural values of India with the community at large,
 - C. to represent the interest of Indo-Canadian community.

2. Other events may be sponsored if deemed beneficial to ICS and/or its members as determined by a majority of the BOD.
3. All endorsements must be authorized by a majority of the BOD either during a Board meeting or as agreed by e-mail. The Secretary will maintain a record of the authorization to ensure that a majority of the BOD has approved the proposal.
4. In the event there are time limitations and a majority cannot be obtained, the President may authorize sponsorship provided attempts have been made to obtain a majority and the event clearly conforms to the constitutional aims as per item 1 above.
5. The event may be publicized by the most convenient and beneficial way as determined by the BOD, eg. e-mail, letter etc under the sponsorship or co-sponsorship of India Canada Society and signed by a member of the BOD.

By-Law No. 6: OFFICIAL POLICY ON USE OF ICS MEMBERSHIP LIST

1. The Treasurer shall be assigned responsibility for maintaining an official membership list.
2. The membership list will be shared with all members of the BOD.
3. The membership list shall be used to disseminate official information concerning ICS activities. It will be strictly forbidden to use the list for any personal or commercial use without the permission of the BOD.

By-Law No. 7: FINANCES

Three BOD members (President, Treasurer, and Secretary) shall have signing authority, of which any two signatures will be required to transact on the ICS account.

1. Numbered receipts or tickets with counterfoil shall be issued for any and all money received in cash or cheque to facilitate proper accounting.
2. Income-Expenditure statement for each ICS event shall be circulated by the Treasurer or a designate to the BOD prior to the next BOD meeting and approved at the meeting.
3. The accounts prepared by the Treasurer shall be audited by two Trustees elected at the annual General Body meeting. Such audit must be completed before the annual General Body meeting and its report must be presented at the General Body meeting.

This Constitution was approved at the annual General Body Meeting held on 11 June 2020 and became effective as of this date.

SIGNED BY BOARD OF DIRECTORS



Roma Juneja
(Acting President)



Anil Varughese
(Secretary)



Jay Parekh
(Treasurer)

Nikhil Adhya

Jose Kudiyate

Raj Jadon

Shushmita Gupta

Meghavi Chitania