



# TAMIL HERITAGE CENTRE CONSTITUTION

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# TAMIL HERITAGE CENTRE

## Name

- The Corporation shall be called Tamil Heritage Centre here in after referred to as the Corporation

## Head Office

- Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto in the Province of Ontario. The head office of the Corporation shall be located at: Suite 310, 5200 Finch Ave E, M1S 4Z4

## Seal

### 2.1 Custodian of the Seal and Records

- The Board will appoint one member of the Corporation to be the custodian of the seal of the Corporation and for its properties, and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation. The Board will always be able to have access to the seal, properties, books, papers, records, correspondence, contracts and other documents belonging to the Corporation upon request.

### 2.2 Execution and Documents:

- Deeds, transfers, licenses, contracts, and engagements, with or upon board approval, on behalf of the Corporation will be signed by any two of the President, Secretary, or Treasurer and, where required, will have the seal of the Corporation affixed.

### 2.3 Books and Records:

- The Board is responsible for ensuring that all books and records required by law, or by this Constitution and its By-Laws, are regularly kept and properly kept.

## Purposes and Objectives of the Corporation

- To promote, preserve, protect and foster the identity, heritage, and history of the Tamils in Canada and around the world.

## Membership

### 4.1 Basic Qualifications for Membership

- Every member shall be 18 or more years of age, shall reside in Canada, shall not have been a director of any organization, or registered charity that is or has been subject to a certificate under the Charities Registration (Security Information) Act (Canada), and shall otherwise be qualified under the Act to hold such office.
- Every member shall be of Tamil ethnicity.
- Every member shall recognize the Eelam Tamils as a distinct nation with a unique culture, socio-economical way of life, language, heritage and have traditionally inhabited a distinct geographical area that comprises their homeland, North and East of the current island of Sri Lanka.
- Every member shall recognize the political aspirations of Eelam Tamils based on the “Vaddukoddai Resolution”, the resolution which was unanimously adopted on May 14, 1976, and endorsed overwhelmingly by the Eelam Tamil nation. The resolution resolved for a free and secular state of TAMIL EELAM, based on the right of self-determination inherent to every nation, has become inevitable to safeguard the very existence of the Tamil Nation in the island of Sri Lanka.
- Every member shall recognize that the Eelam Tamils have been subjected to a protracted systematic genocide which is on-going perpetrated by the Sri Lankan state
- Every member shall recognize the contributions and sacrifices made by the Eelam Tamils’ freedom fighters, Maaveerar, for Tamil Eelam.
- Member should not have worked with any individuals, organizations, and foreign governments that have denied Tamil nationhood, the political aspirations of Eelam Tamils, the Tamil genocide, and have not recognized the contributions of Maaveerar.

### 4.2 Entitlement to Membership

- Membership dues, if assessed, shall be determined by Special Resolution at the Annual General Meeting of Members. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of receipt of such notice the Members in default shall automatically cease to be Members of the Corporation.
- Persons interested in the promotion of the Objectives and Purposes of the Corporation may be eligible to become a member of the Corporation. All applicants shall complete the membership form prescribed by the Corporation and shall pay the application fee in effect. On the approval

of the membership application by the Board of Directors or any committee assigned by the Board of Directors to review the membership eligibility, the applicant shall be accepted as a member of the Corporation and the Secretary shall enter the member's name in the appropriate membership register.

- The application will be rejected by the Board of Directors or any committee assigned by the Board of Directors to review the membership eligibility if the applicant does not meet the pre-requisites or criteria as per the Basic Qualifications for Membership of the Corporation. The applicant will be notified in writing with reasons for the denial of membership. The fee paid by the applicant shall be returned without any deductions.
- The membership of the Corporation shall consist of lifetime membership.
- The life members are those who have met the criteria specified in: Basic Qualifications for Membership and paid a fee determined by the Board of Directors which may be prescribed from time to time. The privileges of the life member commence from the first day of the calendar year following the approval of their membership by the Board of Directors.
- The life membership is not transferable.
- The approval of the Board of Directors for new applications for life memberships per calendar year shall not exceed five percent (5%) of the number of life members in the membership registry of the Corporation at the commencement of the calendar year.
- After 5 years of consecutive annual membership, eligible members may transition into lifetime members after meeting Basic Qualifications of Members and their eligibility is approved by the appointed body. These membership transitions will not count towards the 5% annual increase limitations of the lifetime membership.

#### **4.3 Membership Rights**

- to receive notice of, attend and vote at all meetings of the Members of the Corporation
- to have full access to all of the Corporation's books and records, including, but not limited to, all financial statements and contracts or agreements the Corporation enters into; and
- any other rights or benefits set out in the Unanimous Members Agreement.

## **4.4 Termination of Membership**

- the member dies;
- the member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- the Corporation is liquidated or dissolved under the Act.
- Membership may be terminated in the Corporation by the Board of Directors, if in the opinion of the Board of Directors, the member's actions are detrimental to the purpose and objectives of the Corporation and the best interests of the Corporation.
- Membership may be terminated, if the opinion of the Board of Directors, is that the member engages in activity that is contrary to the Basic Qualifications for Membership.

## **Powers of the Board**

- The property, business, and affairs of the Corporation shall be managed by the Board of Directors.
- The President shall be the CEO of the corporation while the Secretary and Treasurer shall be the custodian of records and assets respectively.
- The board shall consist of 11 directors of whom 7 shall constitute a quorum.
- The Board of Directors shall have the following powers and duties in addition to any powers under the Act:

## **5.1 General Administration**

- The Board shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may exercise all such powers and do all such other acts and things as the Corporation, by its Articles or otherwise, is authorized to exercise and do.

## **5.2 Expenditures**

- The Board shall have the power to authorize expenditures on behalf of the Corporation.
- Capital expenses over 100,000 CAD must be approved by the members of the corporation through a special General meeting

### **5.3 Delegation**

- The Board may appoint such agents and engage such employees of the Corporation as it may deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The Board shall also have the authority to establish committees and sub-committees to exercise any function of the Board as it sees fit and complies with the Act.

### **5.4 Transactions**

- The Board is expressly empowered to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned, for such consideration and upon such terms and conditions as the Board may deem advisable.

### **5.5 Borrowing:**

- The Board may from time to time:
  - I. borrow money on the credit of the Corporation
  - II. issue, sell, or pledge debt obligations (including bonds, debentures, debenture stock, note or other like liabilities whether secured or unsecured) of the Corporation;
  - III. charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and

### **5.6 Supervision:**

- The Board shall exercise general supervision over all the disbursements of the monies from any Members, donors, or other organizations or entities to which it holds an equity or membership interest and generally exercises supervision over financial operations.

### **5.7 Budget:**

- The Board shall consider and approve the annual operating budget for the Corporation no later than two months prior to the end of the current fiscal year. Unless otherwise determined by the Board, the fiscal year will terminate on the 31<sup>st</sup> of December each year.

### **5.8 Audits:**

- The Board shall have the power to inspect and audit any activity sponsored by the Corporation.

### **5.9 Policies and Programs:**

- The Board shall set down and implement any financial programs and procedures, including the method of requisition of funds, which shall govern the operations of the Corporation and its committees. The Board may also adopt or amend, from time to time, any policies to govern various aspects of the operation of the Corporation and any governance or operational policies.

## **Eligibility to Become a Director**

- The Board of Directors or an appointed body will determine the eligibility of the application for the Director of the Corporation
- The Board of Directors or an appointed body will use the following criteria in the selection process:
  - I. Good standing member of the Corporation
  - II. Proven track record in advancing the interests, Purpose and Objectives of the Corporation as a member
  - III. Proven Track record of acting with diligence, honesty, good faith, and in the best interests of the Corporation
  - IV. Proven track record of advancing the standing of the Tamil community



## Electing a Director

- Candidates can seek for election at the Annual General Meeting once their nomination has been approved by a majority vote of the Board of Directors or by an appointed body.

## Expectations of Directors

- Directors are expected to:
  - I. Be a good standing member of the Corporation
  - II. To advance the purpose and objectives of the Corporation
  - III. Act with diligence, honesty, good faith, and in the best interests of the Corporation;
  - IV. Regularly attend meetings of the Board and the meetings of any Board committees to which they have been appointed;
  - V. Engage the Tamil community and other stakeholders in Canada and around the world on advancing the purpose and objectives of the Corporation; advocacy, services and events of the Corporation.
  - VI. Liaison with stakeholders that align with the Purpose and Objectives of the Corporation and values found under the Basic Qualifications for Membership.

## Removal of Directors

- The office of a Director shall be automatically vacated upon the occurrence of any of the following events:
  - I. if the Members vote to remove the Director by Special Resolution;
  - II. if a Director dies, is incapacitated or is no longer deemed to be qualified to serve as a Director in accordance with the Basic Qualifications for Membership and Expectations of Directors; or
  - III. if by notice in writing to the Corporation such Director resigns their office

## Appointment of Directors

- A vacancy on the Board shall be filled by a Special Resolution by the board of directors.
- Each board Member shall be appointed for a four (4) year term or until his or her successor is appointed and may be reappointed for one (1) additional consecutive term of four years.

## Term of Office

- Directors shall be elected for 4-year terms

## Annual and Special General Meetings

- The Annual General Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 7 days before the Annual General Meeting, with a copy of the budget, financial statements. The business transacted at the Annual General Meeting shall be in accordance with the Act.
- No public notice or advertisement of Annual General Meeting, shall be required, but notice of the time and place of every such meeting shall be delivered or sent by electronic means to each Member
- Special General Meetings may be called at any time by the Board of Directors and shall be held upon the written request of 10% of lifetime members.
- The quorum for Annual General and Special General Meetings shall be one-third of lifetime members. .
- Notice for the consideration of a substantive motion at Annual General or Special Meeting must be given in writing to the Secretary at least 7 days prior to the Meeting. The motion will require the support of two-third majority of the members present to be passed at the meeting.

## Amendment of the By-Laws

- Except for Purposes and Objectives of the Corporation, Membership and Basic Qualifications for Membership, **and Expectations of Directors**, all other sections of the By-laws of the Corporation may be repealed or amended by a By-law enacted by a majority of the Board of Directors at a meeting of the Board and sanctioned by an affirmative vote at least by two-thirds (2/3rd) of the members present in person or by proxy at a meeting duly called for that purpose. The required quorum for the said meeting shall be no less than fifty (50%) of the members present in person or by proxy. No less than sixty (60) days' notice in writing outline the proposed amendment is given to the members.
- The amendments of the By-laws of the Corporation shall come into force at and be effective from the time of its passing by the members of the Corporation. These By-laws repeal and replace the present By-laws of the Corporation.

Approved by the board members at the board meeting for Constitutional Amendments and updated.

Chair person:

Date: January 3, 2022

Treasurer:

Date: January 3, 2022