



CAROL PREST

By-Laws of the THAMIL CULTURAL SOCIETY OF BRITISH COLUMBIA

Unalterable clauses that were moved from the Society's Constitution

1. The society is a non-profitable, and non-political, self-governing organization. This paragraph is unalterable.
2. In the event of winding up or dissolution of the Society the funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to Section 149(1)(f) or (L) of the Income Tax Act (CDN). This provision shall be unalterable.
3. Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis. This paragraph is unalterable.
4. No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
5. No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, director, officer or shareholder.
6. **Lifetime membership dues shall be deposited in building fund account. This fund shall be used to build a Thamil cultural center. The building fund shall not be used for any other purposes. This paragraph is unalterable.**

Here set forth, in numbered clauses, are the by-laws providing for matters referred to in Section 6(1) of the Society Act and any other By-laws.

Part 1 – Interpretation

1. (1) In these By-laws, unless the context otherwise requires,
 - (a) “Directors” means the Directors of the Society for the Society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address’ of a member means his/her address as recorded in the register of members;
 - (d) “term” means the time between the annual general meeting and the immediate next annual general meeting;
 - (e) “officer term” has the same meaning as “term”;(2) The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these by-laws, and, in either case,

have not ceased to be members. All Tamils living in British Columbia and others interested in Tamil culture, if they are 18 years of age or older, are eligible to apply for membership.

4. A person may apply to the Directors or their designate and upon acceptance by the Directors or their designate the person becomes a member.
5. Every member shall uphold the Constitution and comply with these By-laws.
6. The Directors may determine the membership dues, if any.
7. A person shall cease to be a member of the Society
 - (a) by delivering his/her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on his/her death or in the case of a corporation on dissolution, or
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for a period of 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his/her current annual membership fee or other subscription or debt due and owing by him/her to the Society.
10. **Only a member in good standing, who has an uninterrupted membership in the Society for two (2) years within the past 5 years and who has paid membership dues at least one month prior to the Annual General Meeting shall be eligible to hold office.**
11. Only a member or members' children are entitled to apply for the scholarship funds from the Society. Members in the above context means a person who is a member of the Society at least for two consecutive years.

Part 3 – Meeting of Members

12. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
13. Every general meeting, other than an annual general meeting is an extraordinary general meeting.
14. The Directors may, whenever they think fit, convene an extraordinary general meeting.
15. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

(2) 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 that meeting.

16. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

17. Special business is

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business that is transacted at an annual general meeting, except

- (i) the adoption of rules of order,
- (ii) the consideration of the financial statements,
- (iii) the report of the directors,
- (iv) the report of the auditor, if any,
- (v) the election of directors,
- (vi) the appointment of the auditor, if required, and
- (v) such other business as, under these By-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with notice convening the meeting.

18. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) 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 or until the meeting is adjourned or terminated.

(3) A quorum is one fourth of the total membership of the Society or 20, whichever is less.

19. If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to another place and time as the directors may determine, and if at the adjourned meeting quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least 3 members present.

20. Subject to By-law 21, the president of the Society, the vice-president, or, in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.

21. If at a general meeting

- (a) there is no president, vice-president, or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
22. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
23. (1) No resolution proposed at a meeting need to be seconded, and the chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
24. (1) A member in good standing, who has paid his/her membership dues at least one month prior to the Annual General Meeting and present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, unless the members otherwise decide.
- (3) Voting by proxy is permitted as provided in Part 12.

Part 5 – Directors and Officers

25. (1) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, 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 provisions of
- (a) all laws affecting the Society,
 - (b) these By-laws, and
 - (c) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meeting.
- (2) No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
26. (1) The president, vice-president, secretary, assistant secretary, treasurer and one or more appointed upon incorporation or as determined by the members shall be officers of the Society.
- (2) **Trustees – There shall be five (5) Trustees for the Society. The trustees of the Society shall be elected at the annual general meeting or special general meeting. Any founder member or any member who, at the time of appointment, has been a life member for a period of five years or any**

member, who at the time of appointment, has been a member for ten years shall be eligible for the appointment as trustee. The trustees shall deal with the properties of the Society. Trustees can raise and borrow money in such manner as the Society considers necessary for the purpose of building a Tamil community center with amenities for seniors. The trustees shall hold office for a period of four (4) years, until he/she resigns or is removed by a resolution at general meeting. Any such vacancy shall be filled at a special general meeting or annual general meeting. The trustees shall appoint a chairperson to liaison with the committee and members.

(3) An officer must be a Director and ceases to be an officer when he/she ceases to be a Director.

(4) There shall be 11 Directors or such other numbers as determined by the members or appointed upon incorporation.

27. (1) The first Directors shall retire at the annual meeting.

(2) The Directors shall retire at the expiration of their term, when their successors will be elected.

(3) A Director shall be elected at the annual general meeting for one term.

(4) Officers shall be elected at annual meetings.

(5) Election procedures at the annual general meeting shall be determined by the members present.

(6) Officers shall serve for one officer term, upon election.

(7) For smooth functioning and continuity of the programs run by the Society, Paragraph 27 (2), (3) and (4) will not be applicable for the following

(a) The President of the outgoing Board of Directors will be appointed as a Director in the new Board at the annual general meeting.

(b) The Secretary of the outgoing Board of Directors will be appointed as a Director in the new Board at the annual general meeting.

(c) A Director shall be elected at the annual general meeting to coordinate the Vancouver Tamil School.

(d) A Director shall be elected at the annual general meeting to coordinate the Surrey Tamil School.

(e) A Director shall be elected at the annual general meeting from the Youth to coordinate youth group; any member between 18 to 25 years of age is considered to be a youth.

(f) One more Directors shall be elected at the annual general meeting.

(g) Duties of the Directors, in addition to those in Paragraphs 40 to 53, shall be determined in the first meeting of the Board of Directors. In addition to the required duties, specific duties shall be determined as when required.

(8) The President, Secretary and Treasurer shall not hold the office for more than TWO consecutive years.

28. (1) The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.
(2) The Directors may at any time appoint a Director to fill any officer vacancy.
(3) A Director so appointed holds office until the next annual general meeting.
(4) Any officer appointed by By-law 28(2) shall serve the unexpired officer term of the officer he/she is replacing.
29. (1) If a Director or officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these by-laws.
(2) No act or proceeding of the Directors is invalid only by reason of there being less than prescribed number of Directors in office.
30. The members may by special resolution remove a Director before the expiration of his/her office and may elect a successor to serve to the next annual meeting.
31. In accordance with paragraph 6 of the Constitution, no Director or officer shall be remunerated for being or acting as a Director or officer, but Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
32. (1) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call or by email. There shall be not less than Six Board of Directors meeting in between the Annual General Meetings.
(2) The Directors may from time to time fix quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
(3) The President shall be chairman of all meetings of the Directors unless the Directors otherwise decide.
(4) A Director may at any time, and the Secretary on the request of a Director shall convene a meeting of the Directors.
33. (1) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.
(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
34. Subject to direction of Directors, the committee shall determine its own procedure.
35. The members of a committee may meet and adjourn as they think proper.
36. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any

meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn

(a) no notice of meetings of Directors shall be sent to that Director, and

(b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

37. (1) questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(2) In case of an equality of votes, the chairman does not have a second or casting vote.

38. No resolution proposed at a meeting of Directors or committee of Directors need be seconded, the chairman of a meeting may move or propose a resolution.

39. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

40. (1) If a Director or officer fails to do the assigned duties as in paragraph 27(7)(g) and or

(2) if a Director or officer fails to attend 3 consecutive Board of Directors meeting without a valid reason which is acceptable by the remaining Board of Directors, then

(3) the Directors or officer concerned may be asked to explain why he/she should not be expelled from holding office

Part 6 – Duties of Officers

41. (1) The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide.

(2) The President is the Chief Executive Officer and the Official Spokesperson of the Society.

(3) The President shall not give letter of reference to anyone who has not been an active member of the society at least for two years.

(4) The President shall maintain an inventory and be responsible for the equipment and other movable assets of the Society.

42. The Vice-President shall carry out the duties of the President during his/her absence.

43. The Secretary shall

(1) conduct the correspondence of the Society,

(2) issue notice of meetings of the Society and Directors,

(3) keep minutes of all meetings of the Society and Directors,

(4) have custody of all records and documents of the Society except those required to be kept by the treasurer,

(5) have custody of the common seal of the Society, and

- (6) maintain the register of members.
44. The Assistant Secretary shall carry out duties of the Secretary during his/her absence.
45. The treasurer shall
- (1) keep such financial records, including books of account, as are necessary to comply with the Society Act, and
 - (2) render financial statements to the Directors, members and others when required.
46. (1) The offices of Secretary and Treasurer may be held by one person who shall be known as Secretary-Treasurer.
- (2) Other officers, if any, shall perform such duties as the members decide.
 - (3) The Directors or members may add additional duties to any Director or officer or transfer duties among Directors or officers.
47. In the absence of both the Secretary and the Assistant Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
48. A member of Directors shall
- (a) act honestly and in good faith and in the best interests of the Society;
 - (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Directors.
49. A member of the Directors who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each member of the Directors and otherwise comply with the requirements of the Society Act.
50. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
- (a) the full name and residence address;
 - (b) the date on which a person is admitted as a member;
 - (c) the date on which a person ceases to be a member.
51. The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual meeting.
52. The Directors shall on behalf of the Society file all financial and other reports that have to be filed after the annual meeting as required by the Society Act and Income Tax Act or other law.
53. (1) The Directors shall ensure that the Society has at least one account with a chartered bank or a credit union or a trust company for the deposit of funds

- (2) The persons authorized to sign the Society's cheques shall be the Treasurer and the President or the Secretary of the Society.
54. The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of
- (a) all money received and distributed by the Society and the manner in respect of which the receipt and disbursement took place;
 - (b) every asset and liability of the Society;
 - (c) every other transaction affecting the financial position of the Society.
55. If the Board of Directors wanted to spend money in excess of \$2500 (two thousand five hundred dollars) for any single purpose, other than that is approved by the members at the annual general meeting, they have to call a special general meeting to get approval.
56. **Authorized signatory for the building fund account shall be the Chairperson of the trustees, the President and the Treasurer.**

Part 7 - Seal

57. The Directors may provide a common seal for the Society and they shall have the power from time to time destroy it and substitute a new seal in place of the seal destroyed.
58. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 8 – Borrowing

59. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
60. No debenture shall be issued without the sanction of a special resolution.
61. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the annual general meeting.

Part 9 – Auditor

62. This part applies only where the Society is required or has resolved to have an auditor.
63. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
64. At each annual general meeting the Society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.
65. An auditor may be removed by ordinary resolution.
66. An auditor shall be informed forthwith in writing of appointment or removal.

- 67. No Director and no employee of the Society shall be auditor.
- 68. The auditor may attend general meetings.

Part 10 – Notices to Members

- 69. A notice may be given to a member either personally or by mail to him/her at his/her registered address.
- 70. 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 proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 71. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 9 applies.(2) No other person is entitled to receive a notice of general meeting.

Part 11 – By-laws

- 72. After being admitted a member is entitled to a copy of the Constitution and By-laws upon paying the sum of \$1.00.
- 73. These By-laws shall not be altered or added to except by special resolution.

Part 12 – Proxy Voting

- 74. Unless the Directors otherwise determine, the instrument appointing a proxyholder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting at which the proxyholder proposes to vote, shall be deposited with the chair of the meeting prior to the commencement of the meeting.
- 75. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no notice in writing of the death, incapacity, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.
- 76. Unless, in the circumstances, the Society Act requires any other form of proxy, an instrument appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the form following, or in any other form that the Directors shall approve:

The undersigned hereby appoints _____ of
_____ (or, failing her/him) _____ of
_____ as proxy for the undersigned to attend at and vote for and on

behalf of the undersigned at the general meeting of the Society to be held on the ____ day of _____ 20__.

Signed this ____ day of _____, 20__.

Signature of Member

77. A proxy is valid for only one meeting or any adjournment thereof.

DATED this 22 day of DECEMBER, 1993