

By-laws of

South Asian Heritage Association of Hamilton and Region (SAHAHR)



AFGHANISTAN



BANGLADESH



BHUTAN



INDIA



MALDIVES



NEPAL



PAKISTAN



SRI LANKA

Approved and Adopted by

Date: _____

By-laws of South Asian Heritage Association of Hamilton and Region (SAHAHR)

VISION

We envision a community that is inclusive, democratic, respects and appreciates the cultural diversity of Canada, and where South Asian community plays an active and integrated role in all aspects of civic, political, social and cultural life of Canada.

MISSION

Our mission is to educate, showcase and promote the cultures of South Asia through cultural, literary and other events in Hamilton and beyond.

OBJECTIVES

- To promote a positive image of the South Asian community in Hamilton Region by showcasing South Asian cultures.
- To enable and facilitate South Asian Canadians to participate and integrate in the civic, political, social and cultural life of Canada.
- To promote the interests and rights of the South Asian Canadian community in Canada through partnership and cooperation with various political and administrative levels of the municipal, provincial and federal governments and other organizations within Hamilton.
- To foster and encourage cooperation among its members, and with other organizations.

DEFINITIONS

South Asia is defined to include the nations of (alphabetically) Afghanistan, Bangladesh, Bhutan, India, Maldives, Nepal, Pakistan, and Sri Lanka.

Peoples of South Asian Origin are defined as individuals who trace their ancestry from any country of South Asia, irrespective of their place of birth or residence.

BY-LAWS

These by-laws and articles relate to the transaction of affairs of the South Asian Heritage Association of Hamilton and Region.

APPENDIX

These by-laws include an Appendix which contains information that can change from time to time. If the Board elects to change any information in the Appendix, the Appendix must be revised by the Secretary and approved by the Board. Old Appendices will be retained as historical records with effective dates of changes.

BE IT ENACTED as the by-laws of the South Asian Heritage Association of Hamilton and Region (SAHAHR) as follows:

HEAD OFFICE

The Head office of the Organization shall be located in Hamilton-Burlington Region in the Province of Ontario at a location indicated in the Appendix. If the Board of Directors elects to change the location of the Head Office, the Appendix must be revised by the Secretary and approved by the Board.

SPECIAL PROVISIONS

1. The Special Provisions are: The organization shall be subject to the Charities Accounting Act and the Charitable Gifts Act of Ontario.

MEMBERSHIP

2. **Classes of Members and Entitlements**

The organization shall have four classes of membership – Regular, Associate, Honorary and Junior.

a) A ‘Regular’ member

shall be an individual of South Asian origin or a member of a South Asian family;

supports the objectives of the Organization;

shall be entitled to receive notice of and participate in various events and activities of the Organization;

shall be entitled to vote at general body meetings;

shall pay an annual membership fee (see Appendix for the fee amount).

b) An ‘Associate’ member

shall be an individual or an organization that supports the objectives of the Organization;

need not be of South Asian origin;

shall be entitled to receive notice of, and attend general body meetings;

shall not be entitled to vote at general body meetings;

shall pay the membership fee (see Appendix for the fee amount).

Associate members may serve on the Board of Directors and, as such, will have the right to vote at Board of Directors meetings. The number of Associate members on the Board of Directors will not exceed two (2).

c) An ‘Honorary’ member

shall be any person or an organization that, by resolution of the Board of Directors, is deemed to have given distinguished service or support to the Organization;

shall be entitled to notice of and to attend general body meetings;

shall not be required to pay a membership fee;

shall not be entitled to vote at general body meetings.

d) A ‘Junior’ member

is a person of South Asian origin under the age of 18 years;

is not required to pay an annual membership fee;
shall be entitled to notice of and to attend general body meetings;
shall not be entitled to vote at general body meetings.

GENERAL BODY MEETINGS

3. The Board by resolution may authorize the President/Vice-President to fix a date for the Annual General Meeting (AGM) of members, no more than six (6) months after the Organization's financial year-end. At every AGM, in addition to any other business that may transact, the report of the directors and the financial statements shall be presented and approved by the members. Directors may also be elected at the AGM.
4. The Board may at any time call a special general body meeting for the transaction of any business, the special nature of which is specified in the notice calling the meeting.
5. Written notice of the time, place and date of general body meetings and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member.
6. Voting on an issue shall be decided by greater than fifty-percent (50%) majority of a quorum of voting members present in person or by proxy. The President would not normally vote, however, in the event of a tie, the chair will cast the deciding vote.
7. A quorum for the transaction of business at any general body meeting shall consist of at least 30% of Regular members entitled to vote, either present in person or represented by proxy.
8. The President, or, in that person's absence, the Vice-President of the organization shall be chair of any general body meeting. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the members present and entitled to vote shall choose one of their member to be the chair. If the Secretary is absent, the chair shall appoint an individual, to act as Secretary of the meeting.

9. Except where a secret ballot is demanded by a member, any proposal at a general body meeting shall be decided by a show of hands. A declaration by the chair that a resolution has been carried by greater than fifty percent (50%) majority shall be conclusive evidence of the fact.

BOARD OF DIRECTORS

10. **Board of Directors** shall consist of individuals elected by Regular members at a general body meeting. Organization shall be governed by a Board of Directors comprised of between five (5) and nine (9) directors. All directors must be eighteen (18) years of age or older.
11. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their positions as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

TERM OF OFFICE

12. The Board members will be elected for a period of two (2) years. In the first year after the organization is incorporated, half of the founding board members may take an additional one year term to ensure continuity of board governance in the organization's early stages. An individual may serve up to three (3) consecutive terms, after which the individual must take at least a one (1) year break. At each AGM, the directors whose terms of office have expired, shall be retired, but shall be eligible for re-election if otherwise qualified.

ELECTION OF OFFICERS

13. The Board of Directors may annually or more often, as may be required, elect from among its members a, President, Vice-President, Secretary, Treasurer and Youth Representative. One person may hold more than one office except the offices of the President and Vice-President, and Youth Representative. The President shall be elected by the Board of Directors from among Board Members at the first meeting of the Board after the annual election of such Board of Directors.

14. Nominations for vacant director positions shall be submitted in writing (on paper or via e-mail) to the President of the Board of Directors at least seven (7) days in advance of the meeting at which the election is to take place.

QUORUM OF THE BOARD OF DIRECTORS

15. A Majority, i.e. more than fifty percent (50%), of the directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors; a quorum of directors may exercise all of the authorities of the Board. No business shall be transacted at a meeting of directors unless a quorum of the Board of Directors is present.

MEETINGS OF THE BOARD OF DIRECTORS

16. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. Directors meetings may be formally called by the President/Vice-President or by the Secretary. Notice of such meeting shall be hand delivered or sent via electronic communication means (i.e. telephone, fax or e-mail) to each director not less than five (5) days before the meeting is to take place or shall be mailed to each director not less than seven (7) days before the meeting is to take place.
17. The Board may appoint a day or days in any month or months for a regular meeting at an hour to be named and of such regular meeting a reminder may be sent.
18. The directors may consider or transact any business at any meeting of a quorum of the Board. If all the directors of the Organization present at or participating in the meeting consent, a meeting of the directors may be held by means of telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed for the purposes of the Organizations Act to be present at that meeting.

BOARD ATTENDANCE

19. A director who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the Board President his/her commitment to the Organization. The Board may deem a director who has missed

three consecutive meetings without such a re-evaluation with the President to have resigned from the Board.

DECISION-MAKING PROCESS, BOARD OF DIRECTORS

20. At all meetings of the Board of Directors, every issue shall normally require mutual agreement of all directors present at the meeting. Decision-making will be carried out in the following manner:
- a) If mutual agreement cannot be obtained, a voting process will be used and a majority will decide. Majority is determined as more than fifty percent of a quorum of directors present;
 - b) The President shall not vote unless there is a tie. In the event of a tie, the President will have the deciding vote;
 - c) All votes shall be taken by a show of hands. A confidential ballot can be used at the request of any director present;
 - d) A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

AUTHORITIES

21. The directors have authority to manage the affairs of the organization; however, any changes to the By-laws must be approved at a General Body Meeting.

REMUNERATION OF DIRECTORS

22. The directors shall serve without remuneration and shall not directly or indirectly receive any profit from their position as such; PROVIDED that a director may be paid or reimbursed for reasonable expenses incurred in the performance of duties.

OFFICERS AND THEIR ROLES

23. **Officers and Duties.** The Board shall elect officers of the South Asian Heritage Association of Hamilton and Region which shall include a President, Vice-President, Secretary, Treasurer and such assistants and other officers as the Board shall from time to time determine. One person may hold any two or more offices.
24. **President:** The President shall preside at meetings and have the power to call meetings. The President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and manage all of the business and affairs of the Organization. The President may sign contracts and other instruments on behalf of the organization.
25. **Vice-President:** The Vice President shall have all powers and duties of the President during the President's absence, disability, or disqualification, or during any vacancy in the position of President, and such other powers or duties assigned by the President, the Board, or the Bylaws.
26. **Secretary.** The Secretary shall:
- a) Cause the minutes of all Board and Executive Committee meetings of the Organization to be recorded and distributed within seven days of such meeting being held to all Board members;
 - b) Certify the accuracy of such minutes;
 - c) Cause notice of all meetings to be given;
 - d) Attest the signatures of the officers and directors as required;
 - e) Be the custodian of the seal of the Organization and of all books, papers, records, correspondence, contracts and other documents belonging to the Organization which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; and
 - f) Perform such other duties as may from time to time be determined by the Board of Directors.
27. **Treasurer.** The Treasurer or the person performing the usual duties of a Treasurer shall:
- a) Keep full and accurate accounts of all receipts and disbursements of the Organization in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the organization in such bank or banks as may from time to time be designated by the Board of Directors.

- b) Disburse the funds of the organization under the direction of the Board of Directors and shall render to the Board of Directors at regular meetings or whenever required, an account of all transactions as Treasurer of the Organization. The Treasurer may delegate administrative duties to such person or persons as the Board of Directors shall approve. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

BOOKS AND RECORDS

28. The Directors shall see that all necessary books and records of the Organization required by the by-laws of the Organization or by any applicable statute or law are regularly and properly kept.

COMMITTEES

29. The President/Vice-President may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired by a Director. Non-Board members may be appointed to any Board committees at the discretion of the Board.

30. **Communication and Marketing Committee**

The Communication and Promotion Committee shall be composed of two Directors. This committee shall focus on raising overall awareness about the organization

FINANCIAL YEAR

31. Unless otherwise ordered by the Board of Directors, the fiscal year of the organization shall terminate on the thirty-first (31) day of December in each year.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

32. The securities of the organization shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall

be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds therefore.

AMENDMENTS

33. The Board of Directors shall have the power to make, alter, amend, and repeal the by-laws of the Organization, provided such amendments are subsequently ratified by at least **two-thirds** of the members at a members meeting duly called for the purpose of considering such amendments to the by-laws.

Appendix

(Effective December 1, 2011)

[This Appendix contains information that is liable to change from time to time by the Board of Directors. It can be amended as needed without the formal process of amending the by-laws. If changes are made to the Appendix, a copy of previous Appendix will be retained with the effective date for as a historical record.]

1. The Head Office of the organization will be located at 15 Eaglewood Drive, Hamilton, ON, L8W 3K4.
2. The annual membership fee is set at twenty dollars (\$20) for Regular Members and Associate Members. Honorary Members and Youth Members are not required to pay an annual membership fee.
3. The Fiscal Year of the Organization will be from January to December of each year.