

BY-LAWS

INDIA CANADA CULTURE & HERITAGE ASSOCIATION (ICCHA) INC.

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1. **NAME:**

The name of the Association shall be India Canada Culture & Heritage Association (ICCHA) Inc. duly registered in the Province of Manitoba.

The Association shall be operated as a non-profit organization without any pecuniary gain to its members, and all profits and accretions shall be used in furthering its aims, objectives and undertaking.

2. **OBJECTIVES:**

The aims and objectives of the Association shall be:

- (1) To recognize accomplishments of people and to highlight their contributions to Canada. This will be achieved by recognizing individuals with the organizations highest honour, Lifetime achievement Award (minimum one annual award). This highest honour will be bestowed upon individuals, who have made outstanding achievements in their field of expertise and/or profession over years of leadership as well as dedication to the welfare of society. Individuals will also be recognized with the Distinguished Service Award (minimum 2-4 annual awards). This prestigious award will be bestowed upon individuals, who have provided highly valuable and meritorious services in the area of their profession and/or expertise for the welfare of society. A minimum of one Distinguished Leadership Award will be bestowed upon a deserving individual from time to time. These awards are to be presented at the organization's annual awards/gala dinner.
- (2) To engage in research and collection of historical documents, publications, and artifacts depicting the culture and heritage of people of Indian origin in Canada. Such collections will be displayed and available for view at an appropriate cultural/community centre.
- (3) To promote and mentor education of young people of Indian origin and to recognize academic excellence of young people of Indian origin in Canada. An annual mentorship and career counselling/guidance program will be established for high school and university students. In addition, academic excellence of both high school and university students will be recognized through an annual competition for scholarship awards.
- (4) To promote racial, religious and cultural harmony of people of Indian origin settled in Canada. This will be achieved by hosting cross cultural dinners and educational events.
- (5) To encourage people of Indian origin to participate and organize sports and health related activities. This will be achieved by hosting sporting events or through educational webinars and seminars/public forums.

3. **HEAD OFFICE AND BOARD OF TRUSTEES:**

The head office of the Association shall be at such a place, in the city of Winnipeg in the Province of Manitoba as the Board of Directors of the Association may decide from time to time. There shall be a Board of Trustees of ICCHA with Chair and at least five (5) senior members of Indo-Canadian origin with high commitment to the aims and objectives of the organization.

The Board of Trustees will be appointed by the Board of Directors of the Association every 3 years. The past president of the Association will be a member of the Board of Trustees. This Board will ensure:

- (i) Democratic elections for the Board of Directors and final approval of their appointments.
- (ii) Approve annual budget of the Association
- (iii) Consider all grievances of the members against any member of the Association.

The Board of Trustees may participate in any meeting of the Board of Directors, but will have no voting right.

4. **BOARD OF DIRECTORS:**

(A) **The affairs of the Association** shall be managed by a Board of Directors (herein after referred to as the Board) of 13 elected members comprised of the following:

- 1. President
- 2. Vice-President
- 3. Secretary
- 4. Treasurer
- 5. Nine (9) Directors

(B) (i) **The Executive Committee of Directors** shall consist of the President, Vice-President, the Secretary, and the Treasurer and 2 members selected from the Board of Directors at the discretion of the President.

(ii) **The duties and responsibilities of the Executive Committee** shall be to manage and meet the day-to-day affairs of the Association when it may not be possible to hold meetings of the Board of Directors.

(iii) **All actions of the Executive Committee** shall be ratified by all members of the Board of Directors from time to time.

(C) **Subject to the specific duties** as may be assigned by the Board, the officers of the Executive Committee shall perform the duties as hereunder specified for each of them.

- (i) **The President** shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the Association; the Executive Committee and the Board; shall manage affairs of the Association and shall oversee that all decisions and resolutions of the Board are carried out. The President, with the secretary or any other Director of the Board duly appointed by the Board shall sign all documents requiring signatures of the officers of the Association.
- (ii) **The Vice-President** shall in the absence or disability of the President, perform the duties and exercise powers of the President and shall perform such other duties from time to time as may be assigned by the Board.
- (iii) **The Treasurer** shall have the custody of all the funds and securities of the Association and shall keep full and accurate accounts of all the receipts and

disbursements in books of the Association. The Treasurer shall deposit all monies/funds in the name and to the credit of the Association in such depositories, as may be directed by the Board and/or the Executive Committee, obtaining/issuing proper vouchers/receipts for such disbursements, and shall render whenever the Board may require, all accounts of transactions; financial position of the Association. The Treasurer shall perform such other duties as maybe from time to time assigned by the Board. In case of death, resignation, retirement, or removal from office, all books; papers; vouchers; money and other property of whatsoever kind in the Treasurer's possession and control belonging to the Association shall be immediately returned to the Association.

- (iv) **The Secretary** shall attend all meetings of the Board, Executive Committee and of the members, record all votes and keep minutes and records of all meetings in the files to be kept for that purpose. The Secretary shall give or cause to be given notices of all meetings of the members, and of the Board shall perform such other duties as may be assigned by the Board and/or the President. He shall be of the custodian of the Seal of the Association, which he shall deliver only when authorized by a resolution of the Board to do so to such a person, or persons as may be named in the resolution for that purpose.

- (D) **Committees:** The Board may constitute such committees as it see fit. The Board of Directors shall have the sole discretion to appoint and remove members on any committee and to dissolve any committee. The chairperson of any committee shall be a member in good standing of the Association. The Board of Directors shall state the term of reference of every committee for its proper function and guidance.

5. **QUALIFICATION OF DIRECTORS:**

- (A) **To be eligible for nomination as a Director or Officer** of the Association, a person must be a member in good standing in the Association prior to deadline for nominations for elections and shall not have the status of a Bankrupt.
- (B) **Member in Good Standing** shall mean a person who has been admitted to the Association and has paid the then current membership dues of the Association.
- (C) **A member whose membership fees** are in arrears as of January 31st in a given year shall have no voting right at the time of election.

6. **TERM OF OFFICE AND FILLING VACANCIES:**

- (A) **The Directors and Officers** shall be elected for a term of three (3) years unless a Director dies; resigns; or is removed from the term of his office.
- (B) **When a Director of the Association** ceases to be a Director prior to the expiration of the term of his office; or be adjudged or become Bankrupt; the Board may fill the vacancy and Director so appointed (unless he dies; resigns, is removed, or become a bankrupt) shall hold office for the remainder of the term of the office of the Director in whose place he was appointed. This would require the approval of the Board of Trustees.

(C) **In the event that the number of Board members** is reduced to eight (8) the remaining Board members shall immediately call a special meeting with the Board of Trustees to find out ways and means to fill the vacancies.

7. **TERMINATION OF OFFICE:**

The office of a Director/Officer shall be terminated by a majority vote by the Board of Trustees:

- (A) If he is found to be of unsound mind or to have conducted himself in an inappropriate manner;
- (B) If he ceases to be a member in good standing of the Association;
- (C) If he gives notice in writing to the Association to resign, or
- (D) If he becomes bankrupt or makes an unauthorized assignment or is declared insolvent.

8. **ELECTION OF DIRECTORS:**

(A) **All directors and Officers** shall retire at the end of their respective term to which they were elected and shall be eligible for re-elections.

(B) **The Board of Trustees** will call for nominations by mail or advertisement to notify membership about 45 days before the election. All members will be asked to vote on the slates selected by the Board of Trustees electronically or by mail. A time of one (1) month will be given for voting purposes. The votes will be scrutinized by the Board of Trustees and the nominees receiving the majority of the votes will be declared by the Board of Trustees. In case of a tie, the Chair of the Board of Trustees can cast the deciding vote. The declaration of the elected officials by the Board of Trustees will be final.

(C) **The Board of Trustees** will keep all the ballots for a period of twelve (12) months. In the event of grievances, Board of Trustees should show the mail and/or electronic ballots to the unsuccessful candidates.

9. **MEETINGS OF THE BOARD OF DIRECTORS:**

(A) **Place of Meeting and Notice:**

(i) **Meetings of the Board** may be held either at the head office or elsewhere as the President may decide from time to time. A meeting of the Board of Directors may be convened by the President or by a majority of the Board members at any time and the Secretary by the direction of the President or a majority of the Board members shall give notice in writing by mail or convey by any other mode of communication of the meeting to all Board members at least two (2) days (exclusive of the day the notice is sent but inclusive of the day for which the notice is given) before the meeting is to take place.

(ii) **In case of holding of an emergency meeting** as determined by the President or the majority of Directors of the Board, a meeting may be convened by twenty-four (24) hours notice.

(iii) **A meeting of the Board** may be held anytime and place without a formal notice provided all the Board members are present or those, if any who are absent, have agreed and/or waived issuing of notice of such meeting. No error or omission in giving notice of any meeting of the Board shall invalidate the meeting or make void any proceedings and decisions taken at the meeting.

(B) **After the election of the Board of Directors**, the first meeting of the newly elected Board shall be held immediately or within the first month after the election

10. **QUORUM:**

- (i) One quarter or fifteen (15) ballots received by electronic or land mail of members of the Association in good standing, which ever is less, shall constitute a quorum for elections.
- (ii) At every meeting of the members all decisions shall be made by a majority vote unless provided otherwise specifically by the by-laws or the Corporation Act. Each member present shall be entitled to one vote.

11. **DELEGATION OF DUTIES:**

The Board may from time to time, by resolution, delegate to the President and the Secretary all or any of the powers as the Board may provide in such a resolution.

12. **BYLAW CHANGES/AMENDMENTS:**

The By-laws of the Association can be amended by a resolution passed by the Board and shall be effective when approved by the majority of the votes received from members of the Association.

13. **REMUNERATION OF THE BOARD OF DIRECTORS AND COMMITTEE MEMBERS:**

The Board of Directors and Committee Members are not entitled to any remuneration whatsoever but will be entitled to be paid actual (preauthorized by the Board) properly incurred, out of pocket reasonable expenses incurred in connection with the affairs of the Association upon providing proper receipts.

14. **THE PROTECTION OF BOARD OF DIRECTORS AND BOARD OF TRUSTEES:**

The Directors and Officers and Board of Trustees and each of them shall be indemnified and saved harmless from and out of the assets of the Association from and against all actions; costs, charges, losses; damages and expenses which they or any of them, or any of their heirs; executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their lawful duty in their respective offices of the Association except those incurred or sustained by or through their own willful neglect or default.

15. **MEMBERSHIP:**

(A) **The Board of Trustees may from time to time** establish categories/classes and fees of membership; application fees and/or any other fees in such amounts as they deem advisable and necessary with voting rights with respect to each category/class of membership.

(B) **The following classes of membership** are established by the Board of Trustees:

<u>S.No.</u>	<u>Membership Classes</u>	<u>Fees</u>
(i)	Life (Individual)	\$100.00
(ii)	Life (Family, 2 persons*)	\$150.00

* Both persons will receive separate membership cards.

16. **MEETINGS:**

- (A) Annual General Meeting once a year.
- (B) Executive Committee-as and when required.
- (C) Board of Directors Meetings- Monthly or as required or become necessary.
- (D) Board of Trustees-whenever required and notified by the Chair of the Board of Trustees.
- (E) The Board of Trustees and Board of Directors may meet general members to discuss any major issues concerning the organization.

17. **FISCAL YEAR:**

The fiscal year shall be the calendar year.

18. **SINGULAR/PLURAL/GENDER/INTERPRETATION:**

In this and any other subsequent by-laws, the following rules apply (unless the context indicates otherwise):

- (i) Singular word includes plural;
- (ii) Gender specific words include plural;
- (iii) Male include female;
- (iv) Reference to person include corporate entities;
- (v) Reference to any by-law; statute or law includes any subsequent amendments to any by-laws, statute or law; and
- (vi) Reference to Act means Corporate Act (Manitoba) and any amendments or substitutions thereof.

19. **DISSOLUTION OR WINDING UP:**

In the event of dissolution of the Association, all of its remaining assets including all funds, after payments of its liabilities/debts, if any, shall be distributed to one or more registered

