

CONSTITUTION
Société Gujarati de Montréal Inc.
Gujarati Samaj - Montreal Inc.

Section 1 **NAME**

1.01 The name of the Corporation shall be “Société Gujarati de Montréal Inc.” (Gujarati Samaj - Montreal Inc.)” as incorporated in 1977 under the laws of Quebec, Canada.

Section 2 **INTERPRETATION**

2.01 The “Act” shall mean the Companies Act, Revised Statutes of Québec, Chapter C-38.

2.02 The “Executive Committee” shall mean the Board of Directors of the Corporation.

2.03 The “Association” shall mean the Corporation, Société Gujarati de Montréal Inc. (Gujarati Samaj - Montreal Inc.)

2.04 One “*gender*” shall include the other *genders*.

2.05 “Letters Patent” shall mean the Letters patent incorporating the Corporation, and shall include any supplementary Letters Patent issued to the Association.

Section 3 **HEAD OFFICE AND AREA OF OPERATION**

3.01 The Head Office of the Association shall be in Montreal and vicinity as determined by the Executive Committee from time to time and the area of operations shall be the province of Quebec.

Section 4 **SEAL**

4.01 The Corporate Seal of the Association shall be in such form as the Executive Committee may from time to time adopt, and the seal shall be kept in the custody of the Secretary.

Section 5 **OBJECTIVES**

5.01 To provide services for religious, spiritual, socio-cultural and other related needs of the Gujarati community in the province of Quebec, Canada.

5.02 To plan and operate a center for education, preservation and advancement of Gujarati language, culture, philosophy, history, religion and folklore including research and teaching of such subjects.

5.03 To establish a library for members and patrons of the community containing publications related to Gujarati culture, heritage, language, and history.

5.04 To promote cultural understanding with the other communities in the Canadian Society.

5.05 To assist and cooperate with other organizations in Canada which have objectives similar to and complimentary with those set out herein.

5.06 To make or award, if and when the Corporation may deem it advisable, gifts or awards to outstanding individuals, organizations or institutions for attaining excellence pertaining to Gujarati culture in general and pertaining to language, history, drama, arts, philosophy and Gujarati heritage.

5.07 **MEANS OF ATTAINMENT OF OBJECTIVES**

5.07.01 The Association shall be a non-profit organization without share capital, shall be totally dedicated to the advancement of Gujarati culture, religion, history, philosophy and shall thrive to enhance and foster the Gujarati heritage.

5.07.02 The Association shall conduct itself with humility and mutual respect, without any form of discrimination based on sex, sect, creed, economic status or any political differences of opinion.

Section 6 **POWERS**

6.01 To raise funds by means of membership fees and contributions from members for specific activities, in order to fulfill the objectives defined in Section 5.

6.02 To acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, grant, request or otherwise any kind of real or personal property whether or not the same may be in form of investments in which trustees are authorized to invest funds and to enter into and carry out agreements, contracts and undertakings incidental thereto.

6.03 To hold, manage, sell or to convert any real property from time to time owned by the Corporation, and to invest and reinvest any principal or income of the Corporation in investments authorized by law for investment of trust funds.

- 6.04 To acquire by purchase, lease, gift and/or other title and to hold any real property necessary for the carrying on of its objectives and convey the same or any part thereof as may be considered advisable.
- 6.05 To demand, receive, recover, compel and sue for the payment of all sums of money that may become due and payable to the Corporation and to apply the said sums for the objectives and purposes of the Corporation.
- 6.06 To acquire, accept, solicit or receive any gift of real or personal property as an addition to the funds or assets of the Corporation.
- 6.07 To transact its banking with such banks, trust companies, or other firms or corporations as may from time to time be designated by or under the authority of the Executive Committee.
- 6.08 To employ and pay such assistants, clerks, agents, representatives, contractors and employees to procure, equip and maintain such offices and other facilities to incur such reasonable expenses as may be necessary.
- 6.09 To enact and amend the by-laws and letters patent within the confines of the Companies Act and other applicable laws; PROVIDED, however, that it shall not be lawful for the Corporation hereby incorporated directly or indirectly to transact or undertake any business within the meaning of Loan and Trust Corporation Act.
- 6.10 **RESTRICTION OF POWERS**
- 6.10.01 The Association or its directors or its members shall not borrow money upon the credit of the Association, and shall not mortgage, charge, pledge or give security, in any manner whatever, upon all or any of the property, real or personal, immovable and moveable, undertakings and rights of the Corporation.
- 6.10.02 The funds raised by the Association shall not be used for charitable purposes, except in the case of dissolution of the Association.

Section 7

OBLIGATIONS

- 7.01 The activities of the Association shall be carried out without purpose of financial gain or profit for its members.
- 7.02 The Corporation shall be subject to the Quebec Companies Act.
- 7.03 The directors shall serve the Association without remuneration, and no director shall directly or indirectly receive any profit from his position as such. A director may, however, be paid reasonable expenses incurred by him in the performance of his duties.
- 7.04 Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations that carry on their work solely in Canada.

Section 8

EXECUTIVE COMMITTEE

- 8.01 **COMPOSITION**
- 8.01.01 The Executive Committee of the Association shall be comprised of seven members as follows:
 (i) The Chair, who shall be the President of the Association, and at least three and up to six other members elected from the general membership at the Annual General Meeting.
 (ii) An ex-officio member who shall be the immediate past President of the Corporation. In the event that the past President is not available, the past Vice President or any other member of the past Executive Committee shall be nominated by the outgoing Executive Committee.
 The ex-officio member shall not have any voting powers.
- 8.02 **QUALIFICATIONS OF MEMBERS**
- 8.02.01 An Executive Committee member shall be designated representative of general membership of the Association. No person shall be eligible for election as an Executive Committee Member unless he is first nominated with the approval of the Nominating Committee, who shall give or withhold such approval with a view to ensuring that the person nominated will be able to carry out his duties as a member of the Executive Committee, and that the Executive Committee is broadly representative of the Gujarati community of Montreal and vicinity. Any member who is refused approval by the Nominating Committee shall have recourse to the Executive Committee as explained in Article 8.18.08.
- 8.02.02 To be elected to the Executive Committee, the candidate for the President's Office shall have been a member of the Association for at least one year and for others, it shall be for at least 6 months.
- 8.02.03 Any member of the Association
 (i) who is not an undischarged bankrupt (personal)
 (ii) who is not charged with any Criminal Offense and
 (iii) who is not of an impeachable moral character,
 shall be eligible to become a member of the Executive Committee.
- 8.03 **TERM OF OFFICE AND RE-ELECTION**
- 8.03.01 The term of office of the Executive Committee shall be two years. All members of the Executive Committee shall be eligible for re-election if otherwise qualified. However, no one shall be eligible to hold the position for more than two consecutive terms or four consecutive years whichever is longer.
- 8.04 **POWERS**
- 8.04.01 The Executive Committee shall have full power and authority to manage and control the affairs of the Association.

- 8.04.02 The Executive Committee may exercise all such powers of the Association as noted by the Quebec Corporation Act or those by-laws required to be exercised by the members at general meetings.
- 8.04.03 The Executive Committee shall have power to authorize expenditure on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to make routine expenditures. The Executive Committee shall establish, the maximum limit for expenses from time to time, and exceeding such a limit shall require prior approval of the Executive Committee.
- 8.04.04 All disbursements or commitments above the amount of \$5000 (*Five Thousand*) shall require authority from the General Body by proper resolution at a duly constituted meeting.
- 8.05 RESIGNATION
- 8.05.01 Any member of the Executive Committee may resign by delivering to the President a written resignation.
- 8.05.02 The President may resign by submitting a written resignation to the Executive Committee. The Secretary shall notify the Members of the Association of such resignation within thirty (30) days of its receipt.
- 8.06 REMOVAL AND SUBSTITUTIONS
- 8.06.01 The members of the Association may remove any member of the Executive Committee before the expiration of his term of office by a resolution passed by at least two-thirds of the votes cast at a Special General Meeting, called by at least 10% of the voting members, of which notice specifying the intention to pass such a resolution has been given.
- 8.06.02 All officers appointed shall hold office during the tenure of the Executive Committee or until their successors are appointed.
- 8.06.03 The President, an elected member to the office, can be impeached only by the General Body by the procedure described in article 8.06.01.
- 8.06.04 In the case of the absence or inability to act of an officer of the Association, where absence or inability is expected to last for a period longer than 3 months, the Executive Committee may appoint an Executive Committee Member to replace the said officer until the following Annual General Meeting, or may delegate for the time being the power and authority of such officer to any other officer or to any other Executive Committee Member of the Association.
- 8.06.05 In the case of the absence or inability to act of the President, the Vice President or the Treasurer or the Secretary, in that order shall, perform the duties of the President.
- 8.07 VACANCIES
- 8.07.01 The office of an Executive Committee member shall ipso facto be vacated:
- (i) If the member shall resign his office;
 - (ii) If the member is found to be a lunatic or becomes of unsound mind;
 - (iii) If the member becomes bankrupt or suspends payments or compounds with his creditors;
 - (iv) If the member has a conflict of interest with the office he is holding;
 - (v) If the member fails to attend three consecutive Executive Committee meetings without proper justification;
 - (vi) If the member dies.
- 8.07.02 If any vacancy shall occur for any reason stated in this article, or in section 8.06, it shall not impair the right of the remaining Executive Committee members.
- 8.07.03 Any vacancies occurring by reason of the above shall be filled for the un-expired term by nomination of any member or members by the President in consultation with the Executive Committee. Such nominations shall not exceed three at any time during the life of the Executive Committee.
- 8.08 EXECUTIVE COMMITTEE MEETINGS AND QUORUM
- 8.08.01 Place and time:
The Executive Committee shall meet as often as deemed necessary but not less frequently than two times in a calendar year.
- 8.08.02 Convening:
The President may at any time convene a meeting of the Executive Committee Members and shall also convene a meeting upon request in writing by not less than three Executive Committee members.
- 8.08.03 Notice:
The Secretary shall give at least one week's notice of a meeting, unless a majority of the Executive Committee members waive notice, in which case the meeting shall be deemed as duly called.
- 8.08.04 Attendance:
A person who is not a member of the Executive Committee shall not be admitted to a meeting of the Executive Committee, unless authorized by the Act or the constitution or on invitation of the Chairman of the meeting or on the consent of the meeting. However, such person shall not have voting power.
- 8.08.05 Proxy: There shall be no vote by proxy.
- 8.08.06 Quorum: A minimum of three members shall constitute a quorum for an Executive Committee meeting.
- 8.08.07 Voting: All matters and questions arising at any meeting of the Executive Committee shall be decided by a simple majority of votes unless otherwise specified. In case of equality of votes, the Chairman of the meeting shall have a second or a casting vote in addition to his original vote.

- 8.09 LIABILITY OF EXECUTIVE COMMITTEE MEMBERS
- 8.09.01 No Executive Committee member and Officer of the Association shall be liable for the acts, neglects or defaults of any other Executive Committee Member and Officer, or for any loss or damage arising from the bankruptcy or insolvency of a member with whom monies, securities or effects of the Association shall be deposited; or for any loss occasioned by any error of judgment or oversight on his part; or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office, unless the same shall happen through his own dishonesty or be occasioned by his own willful default or neglect.
- 8.10 INDEMNITY OF EXECUTIVE COMMITTEE MEMBERS
- 8.10.01 Every Executive Committee Member and Officer of the Association and his heirs, executors, estates and effects respectively shall at all times be indemnified and saved harmless out of the funds of the Association from and against all liability judgments, costs, charges and expenses which he sustains or incurs in relation to the affairs of the Association, except such liabilities judgments, costs, charges or expenses as are occasioned by his own willful default or neglect.
- 8.11 REPORTS
- 8.11.01 The Executive Committee shall receive the reports and recommendations of its committees, and may in its absolute discretion transmit such reports and recommendations with further comments and recommendations of the Executive Committee to any meeting of the members.
- 8.11.02 The Executive Committee shall, through the President, submit before the members at the Annual General Meeting a report of the activities of the Association during the preceding twelve months.
- 8.11.03 The Executive Committee shall, through the Treasurer, submit before the members at the Annual General Meeting a report of the financial status of the Association including Financial Statements, budget estimates and Auditor's report.
- 8.12 DUTIES OF THE EXECUTIVE COMMITTEE
- 8.12.01 The Executive Committee shall be under duty to promote the interests of the Association and to ensure its effective management.
- 8.12.02 The Executive Committee shall take such steps as it may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objectives of the Association.
- 8.12.03 The Executive Committee shall be under a duty to seek all possible tax relief and benefits for the Association, in accordance with law.
- 8.12.04 The Executive Committee shall ensure that all the activities of the Association are legitimate.
- 8.12.05 The Executive Committee shall be under a duty to adequately insure against liability or risk arising out of the operations of the Association.
- 8.12.06 If circumstances dictate, the Executive Committee may acquire an indemnity insurance for officers responsible for collection or safe keeping of cash or other valuable property of the Association.
- 8.13 OFFICERS OF THE EXECUTIVE COMMITTEE
- 8.13.01 PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER
The President, upon being elected by the General Membership at an annual general meeting, shall, in consultation with the Executive Committee, nominate from among the elected members a Vice President, a Secretary and a Treasurer who shall hold office until the dissolution of a meeting at which their respective successors are appointed.
- 8.14 OTHER OFFICERS
- 8.14.01 The Executive Committee may appoint such other officers or agents or attorneys as may be necessary. The officers, agents or attorney so appointed may but need not be members of the Association.
- 8.14.02 One person may but need not hold more than one office.
- 8.15 REMUNERATION
- 8.15.01 The members of the Executive Committee shall not receive compensation either directly or indirectly for acting as such and shall not receive any profit, directly or indirectly from their office. A member may, however, be paid reasonable expenses incurred by him in the performance of his duties.
- 8.16 DUTIES OF MEMBERS OF THE EXECUTIVE COMMITTEE
- 8.16.01 DUTIES OF THE PRESIDENT
The President shall be the Chairman and Chief Executive Officer of the Association, and shall have the general and executive charge and control of the affairs of the Association. The President shall be responsible for the management and control of the Association's operation in accordance with the policies and plans approved by the Executive Committee. The President may be an ex-officio member of all other committees during his tenure and shall be appointed to the Executive Committee as an ex-officio member succeeding his office.
- 8.16.02 DUTIES OF THE VICE PRESIDENT
The Vice President, in the absence or inability to act of the President, shall perform all the duties and have all the authorities vested in the President by the By-laws of the Association and the Act. A Vice President shall also perform such duties and exercise such powers as the President may delegate from time to time or as the Executive Committee may prescribe.
- 8.16.03 DUTIES OF THE TREASURER
(i) The Treasurer shall have general charge of the finances of the Association. He shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in such banks or other depositories as the Executive Committee may from time to time designate. He shall report to the President and to the Executive Committee

whenever directed, an account of the Financial status of the Association.

(ii) The Treasurer shall maintain an up-to-date and detailed list of fixed assets and records of the financial transactions of the Association. The Treasurer shall be responsible for preparing an Annual Statement of the Finances of the Association, for getting it approved by the Executive Committee, for getting it audited and for presenting the Audited Financial Statement for approval at the Annual General Meeting of the Association.

(iii) The Treasurer shall be subject to the control of the Executive Committee, and shall exercise such other powers and perform such other duties as may from time to time be prescribed by the Executive Committee or by the President.

8.16.04 DUTIES OF THE SECRETARY

The Secretary shall attend to the giving and service of all notices of the Association, and shall keep the minutes of all meetings of the Executive Committee and the Members in a file or files to be kept for that purpose. He shall keep in safe custody the Corporate seal of the Association. He shall have charge of the records of the Corporation, including books containing names and addresses of the members together with copies of all reports made to the Association and such other books and papers as the Executive Committee may direct. He shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Association. He shall exercise such other powers and perform such other duties as may from time to time be prescribed by the Executive Committee or by the President. The Secretary shall maintain a book containing all resolutions passed by the general body from time to time giving specific direction to the Executive Committee.

8.17 COMMITTEES

8.17.01 General: The Executive Committee may from time to time form such committee or committees as it deems necessary, and with such powers as it sees fit. Any such committee shall be subject to such regulations or directions as the Executive Committee may from time to time make. The Chairman for such committee shall be appointed by the Executive Committee and shall report to and make recommendations to the Executive Committee. Any such committee shall hold office during the tenure of the Executive Committee or until its successor is appointed.

8.18 NOMINATING COMMITTEE AND ELECTIONS

8.18.01 In the month of August, in the year the term of the Executive Committee is to end, the President, in consultation with the Executive Committee, shall appoint a Nominating Committee and so inform the members. The Nominating Committee shall be composed of three (3) members : one member appointed from the General Membership, two members from the Executive Committee, one of whom may but need not be the immediate Past President of the Executive Committee. If members of the Executive Committee are not eligible, then the Nominating Committee may be composed of members appointed from the General Membership.

8.18.02 The duties of the Nominating Committee, subject to the direction of the Executive Committee, is to present nominations for the Executive Committee, the Board of Trustees and for the President, to be elected at the Annual General Meeting of the Association.

8.18.03 Any member seeking election or re-election shall not be eligible to be on the Nominating Committee.

8.18.04 Nominations from members shall be accepted by the Chairman of the Nominating Committee until one month prior to the Annual General Meeting provided that all nominations are submitted in writing, duly proposed and seconded by at least two (2) members in good standing and delivered to the President or Secretary of the Association.

8.18.05 In the event that sufficient nominations to fill the positions described in Article 8.01 are not received one month prior to Annual General Meeting, nominations shall be accepted from the floor at the time of the Annual General Meeting to bring the total number of nominations to seven . Such nominations have to be proposed and seconded by at least two (2) members in good standing.

8.18.06 All nominations duly proposed and seconded shall require the written consent of the Nominee.

8.18.07 All nominations shall be scrutinized by the Nominating Committee for their eligibility. The Nominating Committee shall assure that the nominees seeking the election, fairly and broadly represent the interest of Gujarati community in Montreal and vicinity. Permission to stand for election by the Nominating Committee will constitute approval by the Nominating Committee of the nominee.

8.18.08 Any member who is aggrieved by the refusal of the Nominating Committee to allow that member to stand for an election shall have recourse to the Executive Committee, which may overrule the decision of the Nominating Committee by a two-third majority. The aggrieved member shall be entitled to appear before the Executive Committee to present his case.

8.18.09 Having completed its slate of nominees, the Nominating Committee shall report its recommendations to the Annual General Meeting. For the purposes of the election, the President shall request the Chairman of the Nominating Committee to take over the Chairmanship.

8.18.10 The Nominating Committee may disqualify a nominee if he is found to be unethical in seeking such an election.

8.18.11 The Nominating Committee shall not permit nominees or their supporters to canvas verbally, by signs or by advertising on the day of election, within 100 meters of the precinct where such elections are held. After due warnings to such nominees, if the breach continues, the Chairman of the Nominating Committee may disqualify the nominee from elections and withdraw his name from the nomination list.

8.18.12 Should a nominee or any other member persist in unparliamentary conduct at a meeting, the Chairman shall be compelled to name him and submit his conduct to the judgment of the meeting. In such case, the person whose conduct is in question should explain and then withdraw, and the meeting shall determine what course to pursue in the matter.

- 8.18.13 If the election of the Executive Committee is not by acclamation, the voting shall be by secret ballot.
- 8.18.14 The Nominating Committee, with the assistance of the Secretary, shall count the votes or the ballots. Declaration by the Secretary shall be final in regards to the count in favor of or against the candidate or in the matter discussed.
- 8.18.15 Recounting of the votes shall be done by the Nominating Committee when the margin of difference is three votes or less. In case of a tie, a run off vote shall be taken.
- 8.18.16 On completion of elections, the Nominating Committee shall list the names of the new President and six Executive Committee members. The Secretary shall enter these names including the name of the ex-officio Member in the records of the Association and notify appropriate authorities.

Section 9 MEMBERSHIP

9.01 ELIGIBILITY AND TERM

- 9.01.01 The following may be eligible for the membership of the Association:
 (i) any person with Gujarati cultural background,
 (ii) any person who applies, and is invited to the membership by the Association after having given consideration to the application within the frame of procedures laid out from time to time by the Executive Committee,
 (iii) any other person on whom Honorary membership is bestowed by the Executive Committee.
- 9.01.02 Membership, except for Life membership, shall expire on the last day of each fiscal year. Application for membership or renewal of membership shall be made by completing a form prescribed by the Executive Committee. All memberships must be approved by the Executive Committee by resolution at a duly constituted meeting of the Executive Committee.
- 9.01.03 Membership in the Association shall be of four categories namely:
 (i) Single membership.
 (ii) Family Membership (husband, wife and their dependent children under the age of 18 years and dependent parents over the age of 60 years).
 (iii) Honorary Membership, available to senior citizens and others who in the opinion of Executive Committee possess exceptional qualities conducive to the furtherance of the objectives of the corporation.
 (iv) Life Membership, granted to a member approved by the Executive Committee and upon payment of appropriate fees and on such terms established by the Executive Committee and ratified at the General Body Meeting.

9.02 PRIVILEGES OF MEMBERSHIP

- 9.02.01 A member who has attained the age of 18 years at the time of application for membership shall be eligible to vote.
- 9.02.02 A member shall be entitled to attend all functions and activities organized by the Association within the framework of rules laid out for each function and activity.
- 9.02.03 A member shall have the right to participate in all Annual General and Special General Meetings except as defined in Article 9.02.04
- 9.02.04 Honorary members will have the right to attend the Annual and Special General Meetings of the members. They shall have no right to vote at such meetings; however, if elected to Executive Committee, they shall have full voting rights at meetings of the Executive Committee and at general meetings.
- 9.02.05 A member shall have the right to receive financial statements and newsletters at the address registered in his membership application.
- 9.02.06 A member shall have the right to receive, upon demand, the minutes of meetings of the Executive Committee and other committees.

9.03 TRANSFER

Membership in the Association shall not be transferable.

9.04 RESIGNATION

- 9.04.01 Any member may resign as such by sending a written notice to the President of the Association. In the event of such resignation, fees paid or payable shall not be refundable.

9.05 REMOVAL

- 9.05.01 Upon notice in writing to a member, the Executive Committee may pass a resolution with 2/3 majority, authorizing the removal of that member from the register of members for the period of one year, where the member has:
 (i) acted contrary to the interest of the Association;
 (ii) contravened the Constitution or the Act;
 (iii) been convicted of a criminal offense; or
 (iv) been identified as being of unfit of mind.

9.06 FEES

- 9.06.01 The amount of fees and terms of payment for all classes of membership shall be set by the Executive Committee, and shall be ratified by a majority vote at a General Meeting before taking effect.
- 9.06.02 Failure of a member to discharge any financial obligation, including payment of fees to the Association within 30 days of the due date, shall constitute cessation of membership from the Association.
- 9.06.03 Notwithstanding termination of membership pursuant to section 9.04, 9.05 or 9.06.02, a member shall continue to be liable for any financial obligation and/or fees due at the time of termination of membership.
- 9.07 CODE OF CONDUCT
- 9.07.01 All members shall maintain a high level of personal conduct and abstain from making sectarian or defamatory remarks or use of profane and abusive language at all meetings and social gatherings.

Section 10 MEETINGS

10.01 ANNUAL GENERAL MEETING

10.01.01 The Annual General Meeting of the corporation shall be held at such time and place as may be decided upon by the Executive Committee. The meeting shall be held on or before Diwali each year. The elapsed time between Annual General Meetings shall not exceed the maximum time permitted by the Act.

10.01.02 BUSINESS TO BE TRANSACTED

The order of business at an Annual General Meeting shall include:

- i) Approval of minutes of the last General Meeting;
- ii) Reports of activities of the Association by the President and/or Secretary;
- iii) Treasurer's Report including an audited statement of accounts;
- iv) Determination of membership dues for the following year;
- v) Appointment of an Auditor;
- vi) Announcement of the name of the ex-officio member by the outgoing Executive Committee;
- vii) Election of the President and six members of the Executive Committee;
- viii) Any other pertinent business.

10.02 SPECIAL GENERAL MEETING

10.02.01 A Special General Meeting of the members may be held at such time and place as may be decided upon by the Executive Committee. It shall be called based upon the resolution passed by a two-thirds majority vote of the Executive Committee, or by the President, or by written request to the President signed by at least ten percent of the membership, whichever is less. Upon receipt of such a request, the President shall call a Special General Meeting within six weeks from the date of receipt of the written request.

10.02.02 A Special General Meeting shall deal only with the subject specified in the notice of the meeting.

10.03 QUORUM

10.03.01 Fifteen percent of the total voting and paid up members, when total membership does not exceed 100 members, or 25 paid up members, personally present, shall be quorum for the transaction of business at an Annual or a Special General Meeting of members.

10.04 NOTICE OF MEETINGS

10.04.01 No public notice nor advertisement of a members' meeting, and Annual General Meeting or Special Meeting shall be required, but notice of the time and place of every such meeting shall be mailed to the last address shown on the records by prepaid post or delivered to each member or family at least three weeks prior to the date of the meeting. Non-receipt of such a notice by a member shall not invalidate the proceedings of such a meeting.

10.05 ATTENDANCE

10.05.01 The only persons entitled to attend a meeting of members shall be those entitled to vote there and those who, although not entitled to vote, are entitled to attend the meeting per by-laws of the Act. Any other person may be admitted to the meeting only on the invitation of the Chairman of the meeting or with the consent of the meeting.

- 10.05.02 All available officers and no less than three members of Executive Committee shall be present at a General Meeting.
- 10.05.03 The Auditor of the Association may attend the Annual General Meeting.
- 10.06 CHAIRMAN
- 10.06.01 The President, or in his absence the Vice President, or in his absence the Treasurer, or in his absence such person as the Executive Committee shall select, shall preside over all meetings of members of the Association.
- 10.07 SECRETARY
- 10.07.01 The Secretary, or in his absence any person designated by the Chairman of the meeting, shall act as the Secretary of the meeting.
- 10.08 VOTING AT MEETINGS
- 10.08.01 Every question submitted to any meeting of members shall be determined by a majority of votes, unless otherwise specifically provided by the Act or by the By-laws. Every such question shall be decided in the first instance by a show of hands, unless the Chairman of the meeting requires a poll. After a show of hands the Chairman of the meeting may require, or a majority of members may demand, a poll. Unless a poll be so required or demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried by particular majority, or not carried and any entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such a resolution. A demand for a poll may be withdrawn at any time prior to the taking of the poll.
- 10.08.02 If a poll is required by the Chairman of the meeting or is duly demanded by a majority of members and the demand not be withdrawn, a poll on the question shall be taken in such a manner and at such a time as the Chairman of the meeting shall direct.
- 10.08.03 Unless a poll is demanded by a majority of members, a declaration by the Secretary shall be admissible in evidence as prime facie proof of the facts concerning any resolution, without proof of the number or proportion of the votes accorded in favor of or against such a resolution.
- 10.08.04 In case of an equality of votes at any Annual or Special General Meeting, either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to his regular vote.
- 10.08.05 PROXIES:
There shall be voting in person only and there shall be no vote by proxy at a General Meeting of the members.
- 10.09 In addition to all rights and powers otherwise enjoyed and subject to any provisions to the contrary in the Act, or the Letters Patent, the members may transact and do all business at a duly called and held meeting of members, which the Executive Committee can transact and do at a meeting of the Executive Committee.
- 10.10 Meetings shall be conducted in the Gujarati and/or English languages and the minutes shall be recorded in English.
- Section 11 FISCAL MATTERS**
- 11.01 FISCAL YEAR
- 11.01.01 The fiscal year of the Association shall be from 1st January to 31st December of the calendar year.
- 11.02 All funds of the Association shall be deposited from time to time in a chartered bank, trust company or institute selected by the Executive Committee. All cash collected shall be deposited in the bank forthwith but in any event not later than ten days from the date of such a collection.
- 11.03 All monetary transactions will be made in the name of the Association. All cheques or withdrawals pertaining to outgoing funds shall be signed jointly by the President or the Vice President together with the Treasurer.
- 11.04 CAPITAL FUND
- 11.04.01 An account called the "Special Purpose Account" shall be opened for the funds raised for special projects or for surplus funds not invested in securities or required for opening purposes. All disbursements from such an account shall require approval from the Executive Committee and must be ratified at a General Meeting by the members. All such authorized disbursements shall require the signature of the President or the Vice President together with that of the Secretary or the Treasurer.
- 11.05 INVESTMENTS
- 11.05.01 The Executive Committee shall have the authority to invest and deal with the monies of the Association and to sell, assign, transfer, exchange or convert the investments owned by or registered in the name of the Association, provided such investments are as authorized within the Trustee's Act, By-laws of the Association and the Act.

11.06 EXECUTION OF DOCUMENTS

11.06.01 All deeds, contracts, agreements, engagements, instruments or other documents to which the Seal of the Corporation may be affixed shall be signed by the President or Vice President together with the Secretary or the Treasurer and, when so signed and sealed, shall be delivered and received as the act of the Association.

11.06.02 The Executive Committee shall have power from time to time by resolution to appoint any other officers or persons on behalf of the Association to sign specific instruments in writing under the Seal of the Corporation.

11.07 AUDITORS

11.07.01 The members shall, at each Annual General Meeting, appoint a Public Accountant or firm of Public Accountants as an Auditor to audit the accounts of the Association and to hold office until the next Annual General Meeting, provided the Executive Committee may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be decided by the Executive Committee.

Section 12 INTERPRETATION AND AMENDMENT OF THE CONSTITUTION AND LETTERS PATENT

12.01 Interpretation: All questions of interpretation of the constitution shall be decided by the Executive Committee.

12.02 Amendments: Amendments to the Constitution of the Association may be proposed by the Executive Committee by a 2/3 majority. Members shall be notified and the changes shall be submitted for ratification at a General Meeting, where they may be ratified, amended or rejected. Members may propose an amendment by requesting to convene a Special General Meeting under Section 10.02.

12.03 Amendment to Letters Patent shall require the approval of a clear 2/3 majority at a General Meeting.

12.04 The amendments under articles 12.02 and 12.03 shall not be enforced or acted upon until they are duly registered with the body governing the Act and approval of the authority defined by the Act has been obtained.

Section 13 BOARD OF TRUSTEES

13.01 COMPOSITION AND QUALIFICATION OF MEMBERS

13.01.01 The Board of Trustees shall be comprised of three members elected at the Annual General Meeting for a period of five (5) years. The candidates for Board of Trustees shall be past members of the Executive Committee or members in good standing for the immediate past five years. The Trustees shall elect a chairman from amongst them for each calendar year.

13.02 DUTIES AND POWERS

13.02.01 The Board of Trustees is responsible for ensuring that the management, activities and fiscal affairs of the Association are run within the confines of the Constitution. The Board of Trustees will give due consideration to a complaint or complaints laid by any member of the Association within this context.

13.02.02 The Board of Trustees will take over the management and running of affairs of the Association in the event that the Executive Committee is not elected in conformity with the constitution, or in the event that the Executive Committee members resign *en masse*.

13.02.03 In the situation(s) pertaining to the Article 13.02.02, the Board of Trustees may appoint, at its discretion, members from the General Body to the Executive Committee to run the affairs of the Association until such time that a new Executive Committee is duly elected.

13.02.04 In the event that the Executive Committee is not able to fulfill its obligations as described in Article 14.01, the Board of Trustees shall take adequate action required by the Act and Laws of Quebec.

13.02.05 The chairman of the Board of Trustees must present a report of the past year's activities at the Annual General Meeting.

13.03 ELECTION OF TRUSTEES

13.03.01 Election of Board of Trustees shall conform to Article 8.18

13.03.02 In order to have continuity in the Board of Trustees, in the first year of formation of the Board of Trustees under this constitution, the following procedure shall be followed:

Elect one trustee to serve for a period of five (5) years,
Elect one trustee to serve for a period of four (4) years,
Elect one trustee to serve for a period of three (3) years;

then after, upon expiration of the term of office of a Trustee, elect a Trustee to replace the retiring Trustee.

Section 14 DISSOLUTION

- 14.01 The Association shall be dissolved and wound up by a resolution approved at a General Meeting by a two-third majority of members. The Executive Committee shall take adequate action required by the Act and Laws of Quebec.
- 14.02 The Association shall use its funds only to accomplish the objectives and purposes specified in this constitution and Letters Patent. No part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed and disposed of by the Executive Committee as approved at a General Meeting to one or more recognized educational, scientific, philanthropic or similar organizations within Canada.

As amended and approved at the Annual General Meeting held on 20th September, 1998