



HINDU SOCIETY OF OTTAWA-CARLETON INC.

P. O. Box 65122, Merivale P. O. Ottawa, Ontario K2G 5Y3
www.hindusociety.ca **Reg. No. BN 88996 9390 RR0001** hindusocietyottawa@gmail.com

Constitution and By-Laws of the Hindu Society of Ottawa-Carleton, Inc. ***(as amended on April 26, 2009)***

1. Names and Nature

- 1.1 The official name of the Organization will be HINDU SOCIETY OF OTTAWA-CARLETON, or HINDU SOCIETY in brief. Herein, it may also be referred to as the Corporation. It is a charitable, non-profit and non-political Organization.*

2. Aims and Objectives

- 2.1 To promote participation of youths in the socio-cultural and religious activities to enhance interaction, discussion and mutual respect between the two generations.*
- 2.2 To help the economically deprived individuals of the society*
- 2.3 To support other registered charities in providing residential, educational and medical facilities to destitute children and adults.*
- 2.4 To facilitate integration of new immigrants of various ethnic origins to Canada*
- 2.5 To promote mutual understanding and respect among Canadians of various ethnic and religious backgrounds*

3. Special Projects

- 3.1 To achieve these aims and objectives, the Organization will undertake suitable activities within the available human and financial resources. It may also undertake special projects from time to time.*

4. Laws

- 4.1 All activities of the Organization will be conducted within the legal provisions of the Federal, Provincial and Municipal Laws of Canada.*

5. Structure

- 5.1 The Organization will consist of three levels:*
- 5.11 An Executive Council of thirteen (13) voting members of the Executive Committee, also referred to as the Board of Directors, and eight (8) non-voting members of the Advisory Council;*
- 5.12 A General Body comprising all individual and institutional members in good standing, as determined by the General Body from time to time".*
- 5.13 Management Boards constituted by the General Body for managing special projects.*



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6. Head Office

- 6.1 *The head office of the Corporation shall be located in the National Capital Region, at a suitable place as decided from time to time by the Executive Committee.*

7. Corporate Seal

- 7.1 *The seal, an impression whereof appears in the margin hereof shall be the official Seal of the Corporation.*

8. Executive Committee

- 8.1 *The property and day-to-day business of the Corporation shall be managed by a thirteen (13) member Executive Committee and five (5) members shall form a quorum.*
- 8.2 *The 13 members of the Executive Committee shall elect 4 officers - President, Vice-President, Secretary, Treasurer for a term of one year from amongst their numbers at the first meeting of the Executive Committee after the annual elections of such Board of Directors.*
- 8.3 *Directors shall be individuals, 18 years of age or older and have the capacity under law to contract*
- 8.4 *The Executive Committee will comprise 4 officers as stated above and nine (9) Directors.*
- 8.5 *The Executive Committee shall meet as often as required but at least once every two months provided a three (3) days' notice is given other than by mail, to each member. The meeting shall be held in the National capital Region at a suitable place as decided from time to time by the Executive Committee. Each of the Directors shall have one vote at these meetings.*
- 8.6 *The Executive Committee shall act under the directions of the General Body and maintain proper accounts, correspondence and recommend appointments of agents or employees required for the smooth operation of the Organization to the General Body.*
- 8.7 *Four (4) of the Directors shall be elected from the individual members for a term of one (1) year by the members present at the annual general meeting of the Corporation. Another four (4) shall be elected for a term of two (2) years and the remaining five (5) shall be elected for a term of three (3) years. At the second year and every year thereafter, only four (4) members shall be elected for a term of three (3) years, except every third year when five (5) members shall be elected for a term of three (3) years.*
- 8.8 *A member working on the Executive Committee or in other official capacity shall automatically vacate his position as such:*



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- 8.81 *if he resigns his office by delivering a written resignation to the Secretary of the Corporation;*
- 8.82 *if he becomes bankrupt or suspends payment or compounds with his creditors;*
- 8.83 *if at a special general meeting of members, a resolution is passed by two-thirds (2/3) of those present that he be removed from the office; or*
- 8.9 *If any vacancy shall occur on the Executive Committee or any appointed office for any reason, the Executive Committee by a majority vote, may appoint a voting member of the Organization to fill such a vacancy.*
- 8.10 *Directors or general members working as appointed officers for the Corporation shall not receive any stated remuneration for their services. However, the Executive Committee may reimburse valid expenses incurred by them for conducting any official business of the Corporation.*
- 8.11 *No member of the Corporation shall directly or indirectly receive any monetary gain from his position as such.*
- 8.12 *The Executive Committee may appoint agents and employees, as it shall deem necessary from time to time. Such persons shall have authority and shall perform such duties as may be prescribed by the Executive Committee.*
- 8.13 *In case no Directors are elected for any reason in a given year, the retiring Directors will continue to function for another term of three (3) years.*
- 8.14 *Remuneration of such agents or employees shall be fixed by the Executive Committee by a resolution that shall have force and effect only until the next general meeting when such resolution must be confirmed by majority of the voting members present. In absence of confirmation, the remuneration to such agents or employees shall cease to be payable from the date of the meeting.*

9. Management Boards for Special Projects

- 9.1 *Members of the Boards shall be selected from among the members of the Organization by the sponsors of such projects.*
- 9.2 *President and the Treasurer of the Hindu Society shall be Ex-officio members of the Boards.*
- 9.3 *Sponsors of each project would decide the number on and nominate or elect other members to the respective Management Boards.*



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- 9.4 *The amount of donation required to become a sponsor for a given project will depend upon the term, conditions and financial requirements of the project. The General Body will decide this amount for each project with a recommendation from the Executive Committee.*

10. Indemnities to Directors and Others

- 10.1 *The Executive Committee may administer affairs of the Corporation in all respects. It may make or cause to be made for the Corporation, in its name, any kind of contract that the Corporation may lawfully undertake and, save as from now on provided, generally may exercise all such other powers and perform all other acts as the Corporation is, by its character or otherwise, authorized to exercise and perform.*
- 10.2 *Individuals undertaking any liability assigned by the General Body for the Corporation shall always be indemnified and saved harmless out of the funds of the Corporation. This indemnity also will apply to their heirs, executors and estate. The indemnity will cover all cases except such costs, charges and expenses as are caused by their own wilful neglect or default.*
- 10.3 *Provided that all acts, undertakings and contracts undertaken by a member of the Board are legal, and in accordance with the provisions of its By-Laws, in the event that any member of the Executive Committee is involved personally in any litigation arising during his activity for the Corporation, he shall be indemnified and saved harmless by all members of the Corporation.*

11. General Body

- 11.1 *Any individual in good standing shall be eligible to hold any office of the Organization.*
- 11.2 *All members of the Executive Committee of the Corporation shall be elected by most votes received at the Annual General Meeting, unless otherwise provided by the By-Laws.*

12. Duties of President and Vice-President

- 12.1 *The President shall, when present, preside at all meetings of the Corporation except where a clear conflict of interest would arise e.g. election where he is a candidate.*
- 12.2.1 *He also shall be charged with the general management and supervision of the affairs and operations of the Corporation.*
- 12.3 *The President and the Secretary or other officer appointed by the Executive Committee for the purpose shall be the signing authority for all By-Laws and membership certificates.*



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12.4 *During the absence or inability of the President, his duties and powers will be exercised by the Vice-President.*

12.5 *The Executive Committee shall appoint any one Director to assume these duties and powers in absence of both the President and Vice-President.*

13. Duties of Secretary

13.1 *The Secretary shall record all proceedings and minutes of meetings of the Organization in the books kept for that purpose.*

13.2 *The Secretary shall issue all required notices to the members and Directors and act as a custodian of the seal, books, papers, records, correspondence, contracts, and other documents belonging to the Corporation.*

13.3 *The Secretary shall perform such other duties as may from time to time be assigned to him by the Executive Committee.*

13.4 *In absence of the Secretary, the Executive Committee shall appoint a member of the Executive or a Director to act as the Secretary.*

14. Duties of Treasurer

14.1 *The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Executive Committee.*

14.2 *The Treasurer shall disburse the funds to the Corporation under the direction of the Executive Committee, taking proper vouchers thereof and shall render to the Executive Committee an account of his transactions as the treasurer and of the financial position of the Corporation, at the regular meetings of the Corporation.*

14.3 *The Treasurer shall perform such other duties as may from time to time be assigned to him by the Executive Committee.*

14.4 *In absence of the Treasurer, an acting Treasurer shall be appointed by the Executive Committee from amongst its Directors.*

15. Duties of Other Officers

15.1 *The duties of other officers, agents or employees of the Corporation shall be such as the terms of their engagement call for or as the Executive Committee may require of them.*



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16. Banking

- 16.1 *Separate corporate bank accounts shall be maintained in one or more chartered banks or trust companies, in the name of the Corporation as resolved by the Executive Committee.*
- 16.2 *All monetary transactions shall be made in the name of the Corporation.*
- 16.3 *All transactions in cash or by cheques shall require an authorization by the Executive Committee; cheques shall be signed by at least two (2) of the three (3) officers, namely the President, Secretary and Treasurer.*
- 16.4 *The Executive Committee may authorize, however, any change in the signing authority by an effective resolution.*

17. Meetings

- 17.1 *The Executive Committee shall have power to call a general meeting of the members of the Corporation as required. The Executive Committee shall call a special general meeting of members on written requisition of members carrying not less than fifteen (15) per cent of the voting rights.*
- 17.2 *A written notice of 3 weeks shall be given to each member for any annual or special general meetings. It will include an agenda, proposed resolutions, reminder of proxy rights, proxy form and other relevant documents such as the names of members of the Nomination Committee, names of retiring directors.*
- 17.3 *Draft resolutions for any general meeting shall be presented in writing by a voting member. These, duly seconded by another voting member, shall be transmitted to the Secretary at least five (5) days before the date of the general meeting at which they are to be considered.*
- 17.4 *All meetings of the General Body shall be held at a place in Canada and on a day as the Executive Committee may decide.*
- 17.5 *At the annual meeting, the President and the Treasurer shall present their reports, besides any other business that may be transacted.*
- 17.6 *Members may consider and transact any business at such meetings, either special or general, by including the item at the time of approving the agenda by a majority vote of members present.*
- 17.7 *No error or omission in giving notice of any annual, general or adjourned meeting of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.*



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18. Elections and Nomination Committee

18.1 Elections to the Executive Committee shall be held in April each year or as soon thereafter as possible.

18.2 Members or institutions will be assumed to be in “good standing” and eligible to vote, if they have donated funds prescribed by the General Body, either in the previous year or at least thirty (30) days prior to the Annual General Body Meeting (AGM).

All donations accepted by HSOC shall be non-refundable.

18.3 They will be eligible to contest or support other member’s application for an election provided they are in good standing for a year prior to the date of a given AGM.

18.4 Members may contest an election by sending their application, duly supported by another eligible member, in writing to the Nomination Committee at least one (1) week before the date of the election.

18.5 The Executive Committee shall appoint a Nomination Committee consisting of three (3) members in good standing, one (1) of which shall be from outside the existing Executive Committee, before issuing a notice for the AGM.

18.6 Members whose positions are due for an election shall not be eligible to be on the Nomination Committee for that election.

18.7 The Nomination Committee shall receive and scrutinize applications for election and prepare ballot papers for voting, if necessary.

18.8 The Nomination Committee will

- *Ensure member’s eligibility to vote,*
- *Ensure that voting is done secretly,*
- *Check the Master List,*
- *Announce results, and*
- *Prepare a written report for the record within a month from the AGM*

18.9 The Nomination Committee shall be dissolved at the end of presentation of such a report.

19. Voting of Members

19.1 At all meetings of the members of the Corporation, every question shall be determined by a majority vote (51%) unless otherwise specifically provided by Statute or these By-Laws.

19.2 Each member, individual or institutional, in good standing present at a meeting will have one (1) vote for every resolution considered at the meeting.



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20. **Membership**

- 20.1 20.1 Any person 18 years of age or older and who meets the requirements prescribed in 18.2 can be a member.
- 20.2 A person meeting the requirements in 20.1 and 18.2 shall be accepted to be a member of the Organization.
- 20.3 A person can withdraw from membership by giving in writing his/her intention to withdraw from membership, which shall be effective on the date of receipt of the request for withdrawal.
- 20.4 Membership of persons who donate in any calendar year shall expire at the end of the subsequent calendar year.
- 20.5 There shall be two classes of membership in the Corporation: (I) individual and (ii) institutional.
- 20.6 The General Body may decide to withdraw the voting rights of any member, if it thinks that his activities are contrary to the aims and objectives of the Organization.

21. **Auditors**

- 21.1 The members shall appoint an independent auditor to audit the accounts of the Corporation at each annual meeting for report to the members.
- 21.2 The auditor will be appointed until the next annual meeting.
- 21.3 If the auditor terminates his duties for any reason, the Executive Committee may appoint another auditor until the next annual general meeting.
- 21.4 Remuneration of the auditor shall be fixed by the Executive Committee.

22. **Books and Records**

- 22.1 The Executive Committee shall ensure that all necessary books and records of the Corporation, required by the By-Laws of the Corporation or by any applicable Statute or Law, are regularly and properly kept.
- 22.2 Each member shall be provided a copy of the latest available statement of accounts at the time of the annual general meeting.
- 22.3 All relevant books and documents shall be available for examination by any member on receipt of a reasonable notice in writing.



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23. Rules and Regulations

- 23.1 *The Executive Committee may prescribe rules and regulations consistent with these By-Laws for the management and operation of the Corporation.*
- 23.2 *Such rules and regulations shall have force and effect only until their confirmation at the next annual meeting of the members of the Corporation. Failing such a confirmation, such rules and regulations shall cease to have any force and effect.*

24. Interpretation

- 24.1 *In these and future By-Laws of the Corporation, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.*

25. Quorum of Members

- 25.1 *For the transaction of business at a General Body meeting of members to be valid, a quorum shall consist of ten (10) members or of fifteen per cent (15%) of the total membership, whichever is less, present in person.*
- 25.2 *Voting members who are unable to attend any General Body meeting may authorize in writing another voting member as their proxy for all issues covered at that meeting.*

26. Adjournments

- 26.1 *A meeting of the Corporation may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.*
- 26.2 *No previous notice shall be required for an adjournment.*
- 26.3 *Such adjournment may be made even if required quorum of members is not present.*

27. Notice

- 27.1 *A notice to be given under the By-Laws of the Corporation may be issued either personally or by telephone except for a members' meeting or mailed to the address of the person concerned as it appears on the books of the Corporation.*
- 27.2 *The notice or other document so mailed shall be deemed to be sent when the same was deposited in a post office or public letterbox as aforesaid.*



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28. *Financial Year*

28.1 *The fiscal year of the Corporation shall be the calendar year.*

29. *Amendments*

29.1 *The By-Laws of the Corporation may be amended by two-thirds (2/3) vote of the members present at any legally constituted meeting of the members, provided that at least fourteen (14) days' notice is given and a copy of the proposed amendment is included in the said notice.*

29.2 *Notwithstanding anything contrary, no repeal or amendment to the By-Laws of the Corporation shall be enforced or acted upon without the express written approval of the repeal or amendment from the Minister of the Consumer and Corporate Affairs, Canada.*

30. *Dissolution*

30.1 *In the event of dissolution of the Corporation, all assets, tangible and intangible, after payment of just debts and obligations shall be distributed or transferred to one or more charitable Organizations in Canada to be selected by the Board and approved by the members at a special general meeting.*

30.2 *The decision to dissolve the Corporation shall be passed at a special meeting of the membership called for that specific purpose and shall require two-thirds (2/3) affirmative vote of the total members present at the said meeting.*

30.3 *In case the liability of the Corporation exceeds the assets, no member of the Executive Committee or of the Board of Directors shall be held responsible for paying off any part of the liability.*

31. *Proceedings of Meetings*

31.1 *All proceedings at the meetings of the Corporation shall follow the Canadian Parliamentary Rules of Order.*

Passed by the General Body this 26th day of April 2009

President

Secretary

Vice-President

Treasurer