

A by-law relating generally to the conduct of the affairs of  
(the "Kingston Malayali Association")

**BE ENACTED** as a by-law of the Association as follows:

**Article 1. Definition**

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

**"Act"** means the Canada Not-For-Profit Corporations Act S.C. 2010, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

**"Board of Executives or simply "The Board"** means the board of executive committee members of the Association.

**"Board of Trustees" refers to the Key Advisory Body of the Association as defined below.**

**"by-law"** means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect.

**Article 2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

**Article 3. Objectives**

The association shall be a secular, non-political, non-profit cultural organization and shall promote the cultural interest of its members. Association looks out to establish where possible, links with similar organizations, co-operate with ethnic and multi-cultural groups in cultural and social activities.

The services of the Association shall not be refused on the basis of race, color, creed or nationality.

**Article 4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the way and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by law or other document of the Association to be a true copy thereof.

## **Article 5. Financial Year**

The financial year of the Association shall be 1st of January of a year to 31st of December of the same year or as determined by the board of directors.

## **Article 6. Annual Financial Statements**

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **Article 7. Membership Conditions**

Subject to the articles, there shall be multiple tiers of memberships in the Association. Membership can be offered to anyone who abides by this constitution regardless of their race, color, creed or nationality. Memberships shall be assigned to those who apply through the stipulated channels and subject to payment of the required membership fees.

All members of the Association will receive a unique membership ID on registering and this ID will be required for all communications in future including registrations to the events performed by the Association.

## **Article 8. Membership Tiers**

### **a. Family Membership**

A family membership can have a maximum of up to 8 individuals. The family membership is restricted to the immediate members of the principal applicant's family, such as spouse, children and parents.

### **b. Individual Membership**

Membership in the Association shall be available to individuals interested in furthering the Association's purposes and who have applied for and been accepted into membership in the Association by resolution of the board or in such other manner as may be determined by the board.

### **c. Student / Associate Membership**

Membership of the Association shall be available only to students interested in furthering the Association's purposes and who have applied for and have been accepted into membership in the Association by the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend at all meetings of the members of the Association.

## **Article 9. Membership Dues**

Yearly membership dues shall be decided by the general body of the Association and revised as required from time to time. Members shall be notified in writing or electronically of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Association for that year. Re admission can be applied for, after clearing all the dues.

## **Article 10. Notice of Members Meeting**

Notice of the time and place of the meeting of members shall be given to each member entitled to vote at the meeting by the following means:

by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 10 to 15 days before the day on which the meeting is to be held: or

by telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 7 to 10 days before the day on which the meeting is to be held.

## **Article 11. Termination of Membership**

Membership of the Association is terminated when:

- a. The member dies or resigns.
- b. The member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws.
- c. The member's term of membership expires; or
- d. The Association is liquidated and dissolved under the Act.

## **Article 12. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

## **Article 13. Discipline of Members**

The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. Violating any provision of the articles, by-laws, or written policies of the Association.
- b. Carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion.

- c. For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

If the board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. If no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the board shall consider such submissions in a coming at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right to appeal.

#### **Article 14. Persons Entitled to be Present at Members' Meetings**

Members, non-members, directors and the public accountant of the Association are entitled to be present at a meeting of members. However, only those members over the age of 18, entitled to vote at the members' meeting according to the provisions of the Act, articles and by laws, are entitled to cast a vote at the meeting. In the absence of an eligible member, a written proxy vote shall be accepted.

#### **Article 15. Authority of Members Meeting**

The members meeting, also referred to as General Body, shall be held at such times and places as decided by the Board. General Body is the supreme authority of the Association.

- a. An annual general body shall be held in September of every year or on other dates as may be decided by the board.
- b. A special general body shall be called by the Secretary, if a written request from at least three (3) members of the board or twenty (20) percent of the total membership is received
- c. Decisions made with simple majority among members with voting rights in these meetings will be final and binding to all members and Association.
- d. The Quorum of the general body shall be one third (1/3) of the total members
- e. The general body shall have the authority to remove an elected member from office by two thirds (2/3) majority of members present at the time, provided fifteen (15) days' notice is given to the elected member.

## **Article 16. Chair of Members' Meetings**

President of the Board of Executives shall chair the meetings. In the President's absence, the Vice-President, or the members who are present and entitled to vote at the meeting shall choose one of them to chair the meeting.

## **Article 17. Structure of the Association and General Duties and Responsibilities of Office Bearers**

### **17.1. Board of Trustees**

The Board of Trustees shall function as the key advisory body within the Association, primarily tasked with resolving disputes, conflicts, and overseeing the election processes for new office bearers upon formal request from the Board of Executives. It is important to note that the Board of Trustees is not directly involved in the day-to-day operations of the Association, a responsibility held by the Board of Executives.

#### **17.1.1. Composition and Qualifications**

The Board of Trustees shall comprise five (5) members. To qualify for election to the Board of Trustees, an individual must:

- a. Be 35 years of age or older.
- b. Maintain continuous membership in the Association for a minimum of five (5) years.

#### **17.1.2. Duties and Obligations**

- a. **Advisory Role:** Offer guidance and assistance to the executive committee when requested by the Board of Executives to ensure impartial decision-making processes. The Board of Trustees serves in an advisory capacity, providing oversight to support the Association in upholding its mission and objectives.
- b. **General Meetings:** The Board of Trustees may convene a general body meeting upon formal request from the Board of Executives in cases of deadlock or potential bias, striving to reach a resolution grounded in the KMA Constitution, mission, and objectives.
- c. **Election Oversight:** Arrange and supervise the election of executive committee members every two years and of Board of Trustees members every three years.

#### **17.1.3. Term of Service**

Trustees shall serve a term of three (3) years, with the possibility of re-election as determined by the General Body.

## **17.2. Board of Executive**

The Board of Executive shall be the decision-making authority of the Association. The board shall be comprised of seventeen (17) executive committee members.

### **17.2.1. Term of Board**

The board shall be elected to hold office for a term of two (2) financial years, expiring not later than the close of the next annual meeting of members following the election.

### **17.2.2. Calling Meetings of Board**

Meetings of the board may be called by the chair of the board, his duly assigned delegate or any two (2) board members of the board at any time.

### **17.2.3. Notice of Meeting of Board**

Notice of the time and place for the holding of a meeting of the board shall be communicated in writing or electronically to every member of the Board not less than 5 days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all the directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such a meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specifies the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **17.2.4. Regular Meetings of the Board**

The board shall meet as often as or at least once every three months. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings on the board shall be sent to each member after being passed, and no further notice shall be required for any such regular meeting.

### **17.2.5. Votes to Govern at Meetings of the Board**

At all meetings of the board, every question shall be decided by a simple majority of the votes cast on the question. Written proxy votes shall be accepted. In case of equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **17.2.6. Committees of the Board**

The board may from time to time appoint a committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

### **17.2.7. Out of Term Changes to the Board**

If a member of the Board wishes to terminate before the term in office, a written resignation shall be given to the President. The board will decide on it in the oncoming regular meeting.

In the event of such a resignation of a member or removal of a member for any reason, the Board has the authority to nominate one eligible person from the members for the rest of the term.

### **17.2.8. Removal of a Board Member**

If a Board member is absent from four (4) consecutive regular meetings without notice and a valid reason, the Board has the authority to remove the member from office.

### **17.2.9. Office Bearers of the Board of Executives**

The Association shall have the following office bearers elected from a formally constituted Board of Executives members elected by the general body from time to time.

#### **17.2.9.1. President**

President of the Association will have the following roles and responsibilities

- a. Chairing the Board of Executive Committee and General Body meetings
- b. Co-ordinate all activities of the association
- c. Sign all official documents

#### **17.2.9.2. Secretary**

Secretary shall be the custodian of all physical assets of the Association. The secretary will also have the following responsibilities.

- a. Maintain the day-to-day correspondence and the conduct of business of the Association
- b. Record all proceedings of meetings, and provide copies of minutes to members
- c. Submit the meeting minutes of the previous meeting for review and

approval of the Board of Executives or general body as the case may be

- d. Upkeep of membership register and contact details of members
- e. Keep petty cash of \$ 250 (Two Hundred and Fifty) for emergencies and reimbursement upon submission of receipts to the Treasurer after approval of the Board of Executives.

#### **17.2.9.3. Treasurer**

The treasurer shall be responsible for the upkeep of all books of accounts of the Association

- f. Maintains a membership register and collect membership dues
- g. Record of all financial transactions. Present the financial report to the Board of Executives and general body as required for explanation and acceptance

#### **Article 18. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### **Article 19. Omissions and Errors**

The accidental omission to give any notice to any member, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **Article 20. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

#### **Article 21. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:



The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of Executives) appoints one mediator, and the two mediators so appointed jointly appointed third mediator. The three mediators shall then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **Article 22. By-laws and Effective Date**

Subject to the articles, the Board of Executives may, by resolution, amend or repeal any by laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.