

CONSTITUTION/BY-LAWS
OF
SANATAN BENGALI CULTURAL
ASSOCIATION (SBCA)

December 2025

PREFACE

SANATAN BENGALI CULTURAL ASSOCIATION (herein after SBCA) is a non-profit, religious, and cultural organization based in the Region of Waterloo, Ontario, Canada. Though the organization registered under the Canada Revenue Agency (CRA) in 2023 as a Not-for-Profit Corporation, it started its journey in 2021. The active participants of SBCA have arranged several pujas and massive gatherings of local artists within the locality of Kitchener-Waterloo-Cambridge (KWC). In February 2023, all active members decided to register this association under CRA as a non-profit, religious, and charitable corporation. The founding members of the corporation were:

Rajib Kundu, PEng., Dr. Liton Chakraborty, Dr. Sushil Podder, Dr. Byomkesh Talukder, Tushar Kanti Nath, Partha Sarker, and Dr. Tarun Sheel

The families of the above-listed members were also part of the foundation of this corporation. The organization registered as a Not-for-Profit Corporation on February 06, 2023, with Ontario Corporation Number (OCN) 1000438231.

Since its inception, the corporation has seen an increase in both its membership and activities. Consequently, the Board of Directors has created and ratified this constitution with the approval of all members.

SBCA

December 2025

Kitchener, Ontario, Canada

Declaration:

SBCA states that the corporation will be operated on a charitable basis. Any profits and accrued assets of the corporation will be solely used to promote its objectives.

Article 1 Name

The name of this corporation shall be SANATAN BENGALI CULTURAL ASSOCIATION (SBCA), with a temporary office located at 209 Watervale Crescent, Kitchener, ON N2A 0E9 in the Region of Waterloo, Province of Ontario, Canada, and at such other places as the Board of Directors may occasionally decide. The SBCA is a Non-Profit and Religious Corporation. Its objectives are listed in the following Article 2.

Article 2 Objectives

The objectives of SBCA shall be:

- (a) To promote and preserve the Hindu religious and cultural heritage and strive for inter-religious harmony and understanding among Canadians of all cultural backgrounds.
- (b) To celebrate all major Sanatan (Hindu) festivals, including pujas such as Durga Puja, Laxmi Puja, Diwali (Kali Puja), Saraswati Puja, and any other Bengali festivals as decided by the Board of Directors and the majority of active members.
- (c) To increase Hindu religious philosophy and cultural awareness among the members and spread the love of God and the Goddess.
- (d) To arrange annual community get-togethers, meetings, picnics, and other social events.
- (e) To organize educational seminars and workshops for students, people with addictions, and homelessness.
- (f) To arrange food banks and used clothes drives for the local community in dire need.
- (g) To organize socio-cultural fundraising events to help the underprivileged people in the Region of Waterloo.
- (h) To establish and develop a resource library on religion, philosophy, culture, art, and languages.
- (i) To establish a Hindu temple in the Region of Waterloo for actively practicing the Sanatan religion and relevant socio-cultural festivals.

Article 3 Board of Directors (BOD)

3.01 Election and Term

- (a) **The Board of Directors (hereafter “BOD”) shall be elected by the Members at the first meeting of Members and at the annual meeting one month before the tenured expire of the current BOD.** The election of the Board of Directors shall be conducted in a fair and transparent manner so that all voting members of the corporation are able to participate in the election. An e-voting system shall be adopted to achieve this purpose.
- (b) A maximum of 9 (nine) Directors shall be elected by the paid Members in good standing.
- (c) **The management and operation of the corporation shall be vested in the Executive Directors of the BOD, consisting of the following three (3) elected directors: President, Secretary, and Treasurer.**

- (d) The term of an Executive Director is two years, and an Executive Director can hold the office for at most two consecutive terms.
- (e) The term of office of the first elected Directors to hold office for a **three-year** term. After this term, the following elected Directors shall be elected at the end of the fourth annual general meeting of Members following the election.
- (f) The tenure of the BOD can be lowered to a two-year term after the first BOD tenured expires.
- (g) The quorum for the Board of Directors meetings shall be five (5) members or two-thirds of active directors in attendance in any mode either in-person or via virtual.
- (h) The BOD shall meet to conduct business of the corporation on the call of the Secretary or upon request, verbal or written, directed to the President by at least five (5) members of the BOD. Secretary shall consult with the President before serving notice for a meeting, and the notice shall always be served at least three (3) days prior to holding the meeting.
- (i) To address any emergency or contingency, the President and Secretary will take a joint decision in line with the strategic objectives of the corporation.

3.02 Vacancies

The office of the Director shall be vacated immediately:

- (a) If the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later.
- (b) If the Director dies or becomes bankrupt.
- (c) If the Director is found to be incapable by a court or incapable of managing property under Ontario Law.
- (d) If, at a meeting of Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.
- (e) If an elected member of the BOD fails to attend three consecutive meetings of the BOD without reasons satisfactory to the remaining members of the Board of Directors, he/she may, by resolution of the BOD, be removed with or without prior notice to such individual

3.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) In the event an office of the BOD becomes vacant for any reason, the President, in consultation with the Board of Directors, may assign duties of that office to any active good standing member of the corporation until such time as the vacancy can be filled through an election. Such a person shall be elected only for the remainder of the term of the office that he/she replaces.
- (b) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution.

- (c) If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (d) A quorum of Directors may fill a vacancy among the Directors.

3.04 Committees

Committees may be established by the Board as follows:

- (a) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- (b) The BOD may appoint a special subcommittee (s) to assist the BOD in fulfilling its mandates when deemed necessary.

3.05 Remuneration of Directors

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
- (c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.
- (d) Members of the BOD shall serve without remuneration, and no member shall directly or indirectly receive any profit from his/her position in the Board of Directors.

Article 4 Board Meeting

4.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law, **provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.**

4.02 Regular Meeting

- (a) The BOD will meet regularly once a month with the consent of all board members.
- (b) The date and time will be announced at the end of each meeting.
- (c) A notice will be served at least five days before the date that the meeting is to be held.
- (d) The President shall preside at the Board meeting. In the absence of the president, the directors present shall choose one of their members to act as the president.
- (e) Each director has one vote to pass any resolution arising in the meeting. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote.
- (f) If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Article 5 Financial

5.01 Banking

The Board shall, by resolution from time to time, designate the bank in which the money, bonds, and other securities of the Corporation shall be placed for safekeeping. The SBCA elected president, secretary, and treasurer are authorized to deal with SBCA's banking.

5.02 Financial Year

The financial year of the Corporation ends on December 31 each year or on such other date as the Board may from time to time by resolution determine.

Article 6 Executive Committee (EC)

6.01 Formation

The Board shall appoint a President among the Directors and may appoint any other person to be secretary, and treasurer at the Board's first meeting following the annual meeting of the Corporation. The same person may hold two or more offices of the Corporation. The following EC members will be elected/selected from the open

nomination among the good standing general members. If any position has more than one nomination then it will be elected by either mutual consultation or confidential vote. The EC members will be up to 9 members for the positions of President, Treasurer, General Secretary, Organizing Secretary, Cultural Secretary, Media and Communication Secretary, Logistic Secretary and two EC members.

6.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- The officer's successor being appointed,
- The officer's resignation,
- The officer was revoked by the majority of board members for a valid reason,
- such an Officer's death.

6.03 Duties

Officers shall be responsible for the duties assigned to them, and they may delegate to others the performance of any or all of such duties.

6.03.01 President

- (a) Guide the organization toward achieving its mission, vision, and strategic objectives by fostering collaboration and innovation.
- (b) Serve as the primary representative and ambassador of the organization, cultivating relationships with external stakeholders, including sponsors, donors, government bodies, and community organizations
- (c) Ensure smooth functioning of the organization by monitoring the working progress of all sub-committees, secretaries, and officers, and ensuring alignment of work with strategic goals.
- (d) Represent the organization's values, goals, and initiatives in public forums, media, and community engagements, advocating for its interests and building its reputation.
- (e) Lead efforts to acquire and sustain relationships with sponsors, donors, and vendors, ensuring mutually beneficial partnerships and compliance with agreements.
- (f) Design and implement effective fundraising strategies and campaigns to secure sustainable financial resources for the organization.
- (g) Oversee the planning, execution, and evaluation of all organizational events to ensure they align with objectives and stakeholder expectations.
- (h) Mentor and empower executive team members and volunteers, fostering a culture of accountability, inclusivity, and excellence.
- (i) Ensure the organization adheres to legal, financial, and ethical standards, including reporting obligations and governance best practices.

6.03.02 General Secretary

- (a) Assist the Chair in implementing the policies and decisions of the Executive Committee (EC) effectively and efficiently.
- (b) Collaborate on organizing fundraising events and initiatives, fostering and managing relationships with sponsors, donors, and vendors.

- (c) Maintain detailed and accurate records of all meetings, including minutes, resolutions, and key decisions made by the EC.
- (d) Prepare and distribute meeting notices, agendas, and supporting documents to ensure informed participation.
- (e) Handle communication on behalf of the organization, liaising with members, stakeholders, and external partners.
- (f) Safeguard official records such as membership lists, constitutions, and bylaws, ensuring they are current and accessible.
- (g) Regularly update members on organizational activities, fostering transparency and engagement.
- (h) Compile and submit a comprehensive annual activity report to the EC no later than the first week of the final month of the fiscal year.

6.03.03 Treasurer

- (a) Manage the organization's financial affairs, including preparing budgets, maintaining accounting systems, and generating detailed financial reports.
- (b) Keep precise and up-to-date records of all financial transactions, covering income, expenses, assets, and liabilities.
- (c) Collect annual membership fees, prepare comprehensive financial statements, and present them to the Executive Committee (EC) and general members as needed.
- (d) Issue invoices and receipts for all funds received, track donations, and manage the issuance of tax receipts in coordination with fundraising efforts.
- (e) Ensure all expenditures are pre-approved by the EC and supported by certified vouchers from the Chairperson or General Secretary.
- (f) Present income and expenditure statements, along with a balance sheet, at the annual general meeting, supplemented by a written report from the organization's internal auditors.
- (g) Prepare and propose budget estimates for the upcoming fiscal year by the first day of the last month of the current fiscal year.
- (h) Ensure adherence to financial regulations, tax laws, nonprofit guidelines, and grant requirements, including timely filing of taxes.
- (i) Facilitate external audits, implement recommendations, and uphold financial transparency and accountability.

6.03.04 Organizing Secretary

- (a) Develop creative event concepts and create comprehensive plans, including clear objectives, detailed timelines, and well-structured budgets.
- (b) Partner with the Logistics Officer to secure venues, coordinate with priests for pujas, and manage service contracts for catering, decorations, and equipment rentals.
- (c) Recruit, train, and supervise volunteers and team members, ensuring they are equipped to execute their roles effectively during events.
- (d) Communicate with sponsors, donors, and community partners to ensure their active participation and support for the event.

- (e) Oversee all aspects of the event's execution, resolve any arising issues, and ensure smooth operations on the day.
- (f) Ensure all events meet legal requirements, obtain necessary permits, adhere to safety standards, and manage potential risks effectively.
- (g) Collect feedback, analyze outcomes, and create detailed reports to evaluate the event's success and identify opportunities for improvement.

6.03.05 Logistic Secretary

- (a) Plan and oversee the logistical needs for events, meetings, and activities, including securing venues, arranging setups, and coordinating necessary equipment.
- (b) Collaborate with the event management officer to manage the booking, transportation, and return of sound systems, lights, idols, and other essential materials for events.
- (c) Ensure all necessary supplies, materials, and resources are procured, organized, and available for the organization's operations.
- (d) Manage transportation arrangements, venue setup, and seating configurations to ensure smooth execution of activities.
- (e) Maintain a detailed inventory of the organization's assets and supplies, ensuring proper storage, maintenance, and availability when required.
- (f) Work closely with volunteers, staff, and committees to delegate logistical tasks and ensure seamless operations.
- (g) Proactively identify potential logistical challenges and create contingency plans to minimize disruptions.
- (h) Maintain thorough records of logistical plans, transactions, and expenses, providing regular updates to the board or relevant stakeholders.
- (i) Ensure that logistical plans are cost-effective and remain within the organization's budgetary limits.

6.03.06 Cultural Secretary

- (a) Organize, coordinate, and schedule cultural performances for all SBCA events throughout the year.
- (b) Serve as the Chairperson of the Cultural Committee, guiding its activities and fostering collaboration among members.
- (c) Collaborate with the Logistics and Event Management Officers to ensure the availability and setup of sound systems, lighting, and stage equipment for seamless cultural performances.
- (d) Develop and adhere to a detailed schedule for cultural programs during each event, ensuring performances start and conclude on time.
- (e) Reserve rehearsal venues at least one month before each event and manage practice schedules to prepare performers adequately.
- (f) Maintain ongoing communication with potential artists, both internal and external, to confirm participation and finalize program details.
- (g) Keep detailed records of all cultural performances, including titles, performers, and durations, to ensure proper documentation and reporting.

- (h) Undertake other duties as assigned by the Chair or the Executive Committee (EC).

6.03.07 Media and Communication Secretary

- (a) Manage marketing and communication efforts to promote SBCA events through social media, email campaigns, and community outreach.
- (b) Keep SBCA's official website updated with event details, announcements, and relevant information.
- (c) Create visually engaging posters, invitations, and flyers for each event, distributing them within and beyond the community via social media and the website.
- (d) Set up and manage event registration links for public events such as Durga Puja, Saraswati Puja, and Kali Puja.
- (e) Create and manage ticket purchase links on platforms like Eventbrite or AllEvents for guests and devotees.
- (f) Maintain and update SBCA's social media accounts, including Facebook, YouTube, and Instagram, ensuring consistent engagement and outreach.
- (g) Collaborate with the Sponsorship Officer to feature sponsors prominently in promotional materials and event communication.
- (h) Post live updates, photos, and videos during events to enhance online engagement and create post-event summaries for publicity.
- (i) Perform other tasks as assigned by the Chair or the Executive Committee (EC), ensuring timely completion.

6.03.08 Executive Members

- (a) Support the execution of specific programs, projects, or initiatives to achieve organizational goals.
- (b) Offer expertise, advice, and assistance within their areas of knowledge or assigned responsibilities.
- (c) Engage in decision-making processes and contribute to the governance and strategic direction of the organization.
- (d) Represent the interests of the community, ensuring their concerns and suggestions are effectively voiced and addressed.
- (e) Collaborate with specific committees (e.g., fundraising, cultural, logistics) to enhance their effectiveness and ensure smooth operations.
- (f) Act as on-ground support during events, helping with coordination, troubleshooting, or engaging with attendees.
- (g) Assist in maintaining records related to their assigned tasks, including meeting notes, project timelines, or progress reports.
- (h) Carry out tasks or responsibilities assigned by the Chair or the Executive Committee (EC) as needed.

Article 7 Protection of Directors and Others

7.01 Protection of Directors and Others

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any money, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles and By-laws;
- (b) exercised their powers and discharged their duties in accordance with the Act.

Article 8 Code of Ethics

8.01 Equity

All devotees shall be treated equally regardless of gender and race, and there shall be no discrimination under any circumstances.

8.02 Integrity and Honesty

SBCA is committed to integrity and honesty, emphasizing the prohibition against falsifying information and misrepresentation by any member, director, volunteer, executive member, or any other individuals acting on behalf of the corporation. Any suspected incident of falsifying information or misrepresentation must be reported immediately to the President of the Board of Directors, the Ethics Committee (if have one), or another designated authority within the organization. Reports can be made confidentially and without fear of retaliation. The President and/or Ethics Committee or another designated investigative body will promptly investigate all reports. During the investigation, the accused individuals can respond to the allegations and present evidence. Any member, director, officer, employee, or other individual found to have engaged in falsifying information or misrepresentation will face disciplinary action, up to and including termination of membership or any other association with the organization. Legal action may also be pursued if the act constitutes a violation of integrity and honesty.

8.03 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

8.04 Violation of Code of Ethics

A charge of violating the Ethics Code may be brought against any director or member of any committee or any officer by any committee or by any officer of the corporation. Such charge(s) must be delivered to the President of the Board of Directors. The Board of Directors shall investigate the charge(s) through an investigation committee and present its findings at a joint meeting of the Executive Committee (if any) and the Board of Directors. Upon a secret vote of a two-thirds (2/3) majority of such joint meeting, the accused member may be suspended or removed permanently from the membership and from participating in or holding any position in the Corporation. Before taking a decision, the accused director or member shall be notified in writing by one of the Board of Directors regarding the charge of violating the Ethics Code, and the said director or member shall have to reply in writing within fifteen (15) days of the notification. The accused member must also physically appear before the investigation committee to defend himself/herself.

Article 9 Membership

9.01 Members

There shall be various categories of memberships. These would include, but not be limited to, the following:

Patron Membership: This shall be open to regular members who have donated ten thousand dollars or more within a period of not more than three consecutive years. The patron member shall have the privilege of a regular member without the liability to pay the annual membership fee.

Life Membership: This shall be open to regular members who have donated six thousand dollars or more within a period of not more than three consecutive years. The life member shall have the privilege of a regular member without the liability to pay the annual membership fee.

Regular Membership: This shall be the basis of membership of SBCA and shall be open to all persons who believe in and openly profess to believe in the Hindu religion, faith, and culture and pay the prescribed monthly and annual membership fee.

Student Membership: This shall be the basis of students who are studying in post-secondary institutes in the Region of Waterloo and Canada and shall be open to all students who believe in and openly profess to believe in the Hindu religion, faith, and culture and pay the prescribed monthly and annual membership fee.

Associate Membership: This shall be open to all persons who endorse the objectives of SBCA and who are interested in the Hindu religion and culture. Associate members are not eligible to vote or hold elected office.

Honorary Membership: Those persons who have made a significant contribution to the SBCA in general may be appointed Honorary members by the BOD with the approval of

regular members of the SBCA. Honorary members are not eligible to vote or to hold elected office in SBCA, except in their capacity as regular members.

9.02 Membership Application

- (a) Application for the regular membership of SBCA shall be sponsored by at least two regular members who are in good standing.
- (b) A regular member is considered to be in good standing when his/her annual membership fee is fully paid by the due date and is not in breach of the "Constitution, Bylaws, or Standing Rules of SBCA".
- (c) The Board of Directors shall have the discretion whether to approve or disapprove a membership application.
- (d) The membership year shall be from January 1 to December 31 of each year.
- (e) A regular member shall be at least eighteen (18) years of age to be able to vote at meetings of SBCA.

9.03 Membership Dues

- (a) Annual membership fee minimum of \$240/year for a family, 120/year for a single working adult, \$60/year for a student membership. This fee will be revised beginning of each calendar year by the BOD.**
- (b) A new member has to pay full-year contribution regardless of becoming a member anytime throughout the calendar year (Jan-Dec).**
- (c) No person shall be allowed to vote at the annual general meeting unless the fee is paid up by the due date.
- (d) A person who has not paid the fee by the due date is deemed to be not in good standing and is not entitled to vote at the annual general meeting, unless the person can show reasonable cause satisfactory to the Board for his/her failure to pay the fee by the due date and has in fact paid up all outstanding fees, in which case he/she may be allowed by the Board to vote.

9.04 Membership Benefits

To recognize and encourage members' active participation in our vibrant community, we will offer the following tangible benefits for all active SBCA members who continue to pay annual membership subscription fees

- (a) Priority in Cultural Programs:** Member families will have the top priority in all SBCA cultural programs. Guest performances will be accommodated if time permits.
- (b) Volunteer Hours for Students:** Children (those who are high school students) of SBCA member families can earn volunteer hours required for their high school diploma requirements. In the past, we have given those hours to a few students of SBCA member families, as requested.
- (c) Certificate of Volunteer Hours Completion:** SBCA will provide high school students with an official certificate of completing volunteer hours and community appreciation for their records.

- (d) **Free Events:** BOD of SBCA is considering one or two from the following events free for outstanding active members (who paid annual subscription fees up-to-date for the current and previous year) exclusively depending on available funds beginning of each fiscal year BoD meeting.
- (i) **Annual SBCA Summer Picnic:** SBCA may offer to enjoy free attendance, delicious food, various games and activities, and free raffle draw prizes at the annual summer picnic, exclusively for SBCA members who have paid their annual membership fees.
 - (ii) **Shyama Kali Puja:** SBCA may offer to celebrate the Shyama Kali Puja with free attendance and food exclusively for SBCA members who have paid their annual membership fees.
 - (iii) **Puja Punormilani Program:** SBCA may offer to enjoy the Puja Punormilani Program event, exclusively for SBCA members who have paid their annual membership fees.

9.05 Discipline

- (a) A regular member whose conduct is considered by the Board of Directors to be inconsistent with the objectives of SBCA shall be asked by the Board to explain such conduct to the Board in writing.
- (b) Where the regular member is unwilling or is unable to give an explanation satisfactory to the Board, the Board may revoke the membership of that member.
- (c) The Board may expel a regular member if it is of the opinion that it is in the best interest of SBCA to do so.
- (d) A regular member who holds office in an organization that, in the opinion of Board, competes with SBCA, shall not hold office or be eligible for election to the Board of Directors of SBCA.
- (e) A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act
- (f) Upon 15 days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- (g) The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
- (h) The Board of Directors shall have the power, by a 50%+1 vote of the BOD, to suspend or expel any member for any conduct prejudicial to the interest of the Trust, provided that any such member shall have received at least thirty (30) days notice of the time and place of a hearing by the BOD upon any charges of such conduct, together with a copy of the charges against such member, at which hearing such member shall have an appropriate opportunity to be heard.

Article 10 Members' Meeting

10.01 Annual Meetings

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles. An agenda should be provided in advance to all members.

10.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

10.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

10.04 Quorum

A quorum for the transaction of business at a Members' meeting is 50% plus one of the Members entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting

10.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

10.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;

- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

10.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Article 11: Nomination and Election Procedures

11.01 Nominating and Balloting Committee

At least one (1) month prior to the Annual General Meeting, the BOD shall appoint a Nominating and Balloting Committee of three (3) members in good standing. The three (3) members of the Nominating and Balloting Committee shall neither hold nor keep any other office in the Board and shall elect or select their own Chairperson.

- (a) Names, addresses and telephone numbers of the members of the Nominating and Balloting Committee shall be announced with the notice of the Annual General Meeting, along with the call for nominations for the elective offices of the Board of Directors.
- (b) The Nominating and Balloting Committee shall be responsible.
 - i. For soliciting and receiving nominations for elective offices of the BOD and the nominations for these positions shall close just prior to holding elections for offices of the BOD.
 - ii. For determining the eligibility of nominees and ascertaining that the nominees are willing to stand for respective offices and for presenting at the Annual General Meeting the nominations for the Board of Directors.
 - iii. For conducting and supervising the election of members of the Board of Directors.
 - iv. For certifying to the Board of Directors and the membership present at the Annual General Meeting the names of all the successful candidates.
- (c) The Nominating and Balloting Committee shall cease to exist for that year at the conclusion of elections.

11.02 Procedure for Nomination and Election

1. Only members with at least one (1) year (most recent and/or immediate past) good standing prior to the Annual General Meeting shall be eligible for all positions in the Board of Directors.
2. Physically presence of a candidate at the Annual General Meeting is not necessary provided that he/she has submitted the nomination duly proposed, seconded and signed by the candidate to the Nominating and Balloting Committee prior to holding the elections for the BOD.
3. Elections to the BOD shall be on the basis of one vote for one member. The voting may be by secret ballot or by show of hands at the discretion of the meeting. E-voting system will also be adopted as well.
4. Only members with at least one (1) year in good standing, eighteen (18) years of age and older, shall have the right to vote, in person or through e-voting.
5. A candidate receiving the highest number of votes cast shall be declared elected to the position in the Board of Directors. In the event of a tie, a second ballot shall be taken immediately at the meeting, in an identical manner. In the event that a tie results on the second ballot as well, the decision shall be made by flip of a coin.
6. The newly elected members of the Board of Directors shall take office as specified in Article 3.

Article 11 Operating Bank Accounts

The Bank account shall be operated by the signatures of either the Treasurer or the President

Article 12 Adoption and Amendment of By-Laws

12.01 Any article or section of the by-laws may be altered, amended or repealed, or new articles or sections be adopted by a two-third (2/3) majority vote of the paid-up members of the incorporation present and voting at a duly constituted meeting, provided that notice of such a meeting shall have stated the substance of the article or section to be altered, amended, repealed or adopted.

12.02 Proposed changes to the incorporation document and by-laws may be initiated by the Board of Directors or by any paid-up member of the incorporation by petition and sent to the Secretary of the Board of Directors at least ninety (90) days prior to the meeting at which such changes are to be considered.