

**MALAYALEE CULTURAL ASSOCIATION OF CALGARY
CALGARY, AB, CANADA**

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BYLAW

**PASSED BY MEMBERS AT THE SPECIAL RESOLUTION
DURING GENERAL BODY MEETING**

HELD ON

DEC 15, 2018

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Malayalee Cultural Association of Calgary

Bylaw Article 1 DEFINITIONS:

- 1.1. The 'Association' means Malayalee Cultural Association, Calgary
- 1.2. A 'malayalee' in this Association is defined as any individual having personal, parental, ancestral, or family linkage with any or all of the arts, culture, literature, language, and sports of the state of Kerala in the Republic of India.
- 1.3. Annual General Meeting means the annual general meeting described in Article 10.1
- 1.4. Special resolution Meeting means the special resolution meeting described in Article 10.2

Article 2 NAME:

- 2.1 This organization shall be known as "Malayalee Cultural Association of Calgary", hereinafter referred to as "the Association."
- 2.2 The main web site of the Association shall be www.calgarymalayalee.ca

Article 3 General:

- 3.1 The operations of the Association are to be exclusively carried out in Calgary in the province of Alberta.

Article 4 MEMBERSHIPS:

- 4.1 Individual membership
- 4.2 Family membership: One adult member of the family will be the primary member and all other adults in same family are secondary members with equal rights. Minors in the same family are members of the association by virtue of their relationship with the primary member but will not have the right to hold the office and vote in AGM.
- 4.3 Eligibility
 - a) Should be a Malayalee as per definition in this bylaw.
 - b) Should be an adult of voting age as per Canadian law
 - c) Should reside or work in or surrounding areas of Calgary, Alberta.
- 4.4 Conditions of membership
 - a) Membership in the Association shall not be transferable.
 - b)** Must keep the membership in good standing by paying annual fees within the first 180 days of the current fiscal year.
 - c) Must abide by the bylaw of the association
 - d) Membership in the Association shall cease upon the death of a member, or if by notice in writing to the Association, he/she resigns his/her membership, or if

he/she ceases to qualify for membership in accordance with this by-law. (As explained under Cancellation / Termination / Revocation)

4.5 Approval of Membership:

- a) Any application for membership shall be in a form prescribed by the Association.
- b) Application would have to be accepted by the executive committee before membership can be given. **All new membership is subjected to ratification by the general body.**

4.6 Cancellation / Termination / Revocation:

4.6.1 Cancellation:

- a. A member in good standing may cancel his/her membership with the Association at any time by expressing so in writing on a form prescribed by the Association.
- b. For cancellation of family membership, the primary member must express so in writing on a form prescribed by the Association along with the endorsement of one other adult secondary member of the household. In the absence of an adult secondary member the endorsement can be taken from an executive committee member.
- c. Application for cancellation of membership shall be hand delivered, mailed, or submitted via secured electronic media to any of the executive committee members until such time the Association has a fixed office address. In the event of the Association having a fixed office address the same shall be submitted at the office. It is the responsibility of the member to ensure that your application for cancellation of membership reaches the executive committee. This should be done through appropriate and timely follow-up.
- d. All accepted membership cancellation shall take effect from midnight immediately following the date where the application was accepted by the executive committee.
- e. The cancellation of membership application should be accepted by the office of the executive committee within 5 business days after receiving such duly filled and complete application form from a member.

The secretary of the association must communicate with the departing member in writing about the cancellation of membership and revocation of the rights and privileges of such departing member with the Association. This communication shall be sent to the departing member with-in 10 business days from the date of acceptance.

4.6.2 Termination:

The executive committee may terminate the membership of a member or family with further ratification from general body in following circumstances; also include conditions for reinstatement of membership:

- a. Enough grounds to believe that such a member or family is no longer residing in Calgary and surrounding area.
- b. Substantial evidence to believe that such a member or family is engaging in activities detrimental to the existence and functioning of the Association and what it stands for
- c. In the unfortunate event of death of the member
- d. Substantial evidence to believe that such a member is abusing or misappropriating the funds and assets of the association in a manor unbecoming for a member and in direct contravention to the procedures set for accessing the Association's funds and assets.
- e. Substantial evidence to believe that a member or his/her family is surreptitiously or otherwise misusing the goodwill and name of the association for any personal and/or business gains, including financial.
- f. Substantial evidence suggesting that any member of the Association engages in the act of violence or encouraging such act of violence causing bodily harm toward the members or community at large with an intention to disrupt the smooth functioning of the association and its activities or harassing the members of this organization, especially the executive committee members with an intention to cause undue distress and defamation
- g. All terminations will take immediate effect and the exterminated member will cease to enjoy all the rights and privilege associated with the membership from the date and time at which such a decision was made by the executive committee and signed by the president or an authorized official of the executive committee
- h. Reinstatement of a terminated member (not applicable to clauses 'a' & 'c') shall be totally at the discretion of the Executive committee and through ratification by the general body. Exterminated members must apply acceptable to the association expressing interest to join the organization and should explain how he/she will support the association and why he/she wants to join.
- i. The secretary of the association must communicate the decision of membership termination with the exterminated member in writing and publish such decision on a suitable and appropriate media for the knowledge of members at large. This communication shall be sent to the exterminated member and the members at large with-in 2 business days from the date of decision to terminate.
- j. Members exterminated solely on the bases of clause 'a' can regain their membership with the association anytime through new membership application process after establishing residential or work ties with Calgary and surrounding area.
- k. Exterminated members regaining membership based on clause 'h' shall not have the right to stand for election to the executive committee for a period of 6 years or for two terms, whichever is longer, from the date of regaining membership. In the event of a member with Clause 'h' background getting elected during the

banned period though falsification of documents or producing misleading documents to chief electoral officer will be expelled from the office immediately and their general membership terminated for life when proved.

- l. A member convicted of any criminal offence by a court of law in Canada. Such member may regain membership through new application process after a Record Suspension and submitting a recent valid criminal record check. Condition in clauses 'h' and 'k' applies to these members.

4.6.3 Revocation:

Membership of a member may be revoked by the executive committee on findings of a member being in direct violation of the bylaws of the Association. The remedial measures in accordance with the bylaw will be communicated by the secretary in writing with such member within 10 business days and the member will have 90 days to fulfill the requirements to regain general membership. Failure to comply will lead to termination of membership indefinitely and reinstatement is subjected to clauses 'h' and 'k' of the sub article 6.8.2

4.7 Rights and Privileges:

- a) All members in good standing who constitute the General Body will have the right to vote and stand for election
- b) Positions of Office and Executive Committee: Elected members from the general body through fair and legal electoral process described by this bylaw would form the Executive Committee headed by the president
- c) All members in good standing will have the rights and privileges to take part and contribute in meetings, programs, workshops, stage shows, and any such events arranged by the Association, while upholding the vision, mission, objectives, and values of this association

Article 5 FISCAL YEAR and Auditing

The fiscal year of the Association is from 01st of January to 31st of December. Auditing of the accounts should be conducted in accordance with the Societies Act in the Province of Alberta.

Article 6 MANAGEMENT

6.1 The Management shall consist of the Executive Committee

6.2 The Executive Committee shall be responsible for the day to day operations of the Association, to execute the decisions of the General Body and to conduct elections as per this bylaw.

6.3 The Executive Committee shall consist of:-

- a) President

- b) Vice President
- c) Secretary
- d) Treasurer
- e) And 11 other elected members as Committee Members at large

Any vacancies in the Executive Committee arising during the term of office shall be filled by a nominee of the Executive Committee. Such appointments should be ratified by the General Body at a session coming immediately after such appointments, provided it is so stated in the notice calling such meeting. Such appointments will become void if a ratification from the general body was not obtained within a year from the date of appointment

6.4 Officers of the Association – President and individuals holding positions from ‘b’ through ‘d’ listed in 8.3 shall be the officers of the Association with signing authority. However, Vice President’s signing authority is conditional on explicitly assuming charges of president during the absence of president by way of approval from Executive committee

6.5 Executive Committee meetings are to be held at least 4 times a year or more frequently as required to conduct the business of the Association.

6.6 The quorum needed for a valid Executive Committee meeting shall be a minimum of 60% (take the lowest whole number when calculate) of the committee members in attendance including a minimum of two signing authorities

6.7 The preferred method of meeting however shall be face to face with all Executive Committee members in attendance. However, in an emergency, President may allow members to participate via telephone or electronic media with advance notice.

6.8 Executive committee meetings can also be conducted in un-conventional methods such as teleconference, electronic and social media upon consensus from the committee members attending

6.9 It would be the responsibility of the secretary or his/her designate to take notes of the meeting and prepare minutes for circulation among the committee members

6.10 The Executive Committee is responsible to ask Treasurer to present the annual budget for approval at the beginning of the fiscal year

6.11 Executive Committee shall take responsibility to approve spending on only those programs and activities where the Association has enough funds or means to generate funds to meet the cost for conducting such programs and activities

Article 7 DUTIES

7.1 President

- a) The President shall be the Lieutenant Governor of the Association, as per the Societies act in the province of Alberta and shall perform all duties incidental

to the office of the President and such other duties that may be designated by the General Body.

- b) He/she shall preside over all meetings of the Association and of the General Body.
- c) Must make every genuine effort to attend all meetings. Decide with other office bearers when meeting cannot be attended. President must apply for leave of absence and give charge to Vice President when he/she cannot full fill the role of the President or cannot spend time on the matters of the Association for extended period. However, Resignation must be considered if return to the position and full filling its role is not realistic within a reasonable time.
- d) He/she shall make such appointments as are required or authorized by the Executive committee and/or by the General Body.
- e) He/she may sign with two other officers of the association, any deeds, mortgages, bonds, contracts or other instruments which the General Body has authorized to be executed except in cases where the signing and executing thereof shall be expressly delegated by the General Body to some other agent of the Association.
- f) He/she shall designate delegates or representatives to other groups, shall appoint such special and Ad-hoc Committees as may be necessary to further the Association's objectives and may dissolve any such committee when its purpose has been served, in consultation with the Executive Committee.
- g) In times of urgency and/or expediency, the President may be vested with the authority to make decisions by consultation with most of the Executive Committee members. The decision shall be conveyed to all General Body members and ratified at the next General Body meeting.
- h) Be responsible for the overall functioning of Association and oversee the work done by all office bearers. Among other responsibilities following unequivocal responsibility has been implied to the position of the President of the Association such as to:
 - 1) make sure the renewal of web site subscription has been arranged and paid for every year
 - 2) liaise with the treasurer and prepare annual financial report and decide to properly audit the report and publish/ present the same to the membership when treasurer can't full fill this responsibility
 - 3) liaise with the treasurer to submit the audited annual financial statement to the Government of Alberta through an appropriate Registry

7.2 Vice-President

- a) The Vice-President shall perform the functions of the President in his/her absence and other duties assigned by the Executive Committee.
- b) In the absence of the President, the Vice-President shall preside over any meetings, and in the absence of both, a chairman may be elected by the quorum to preside thereat.

- c) The Vice President shall succeed the President in case of death, disability, leave of absence or resignation of the President before the end of his/her term.
- d) Must make every genuine effort to attend all meetings. Make arrangements with other office bearers when meeting cannot be attended
- e) Vice-President must step down when he/she cannot full fill the role of the Vice - president (or President when deputed) or cannot spend time on the matters of the Association for extended period.

7.3 Secretary

The Secretary shall:

- a) Keep records of the minutes of all meetings.
- b) Maintain an updated list of all members of the Association.
- c) Must make every genuine effort to attend all meetings. Make arrangements with other office bearers when meeting cannot be attended
- d) Secretary must step down when he/she cannot full fill the role of the secretary or cannot spend time on the matters of the Association for extended period.
- e) Initiate and execute the decisions of the executive committee
- f) Set and circulate agenda for all meetings
- g) Keep copies of all correspondence from and to the Association, including newsletters, program brochures of or for the activities of the Association, reports submitted by the Committee chairpersons and any business correspondence conducted by the Association.
- h) Keep a record of attendance for all meetings of the Association.
- i) Be the custodian of the Association, By-laws and amendments thereof, of the Association.
- j) Notify the role, responsibility, terms of references, deliverables and job descriptions for the members of subcommittees formed by the Executive Committee from time to time
- k) Securely keep hard copies of all books, reports, statements, certificates, documents and any pieces of business records of the Association in a chronologic systematic filing method
- l) Aside hard copies keep electronic copies of all documents available in electronic form, and convert important and sensitive documents to electronic format and securely store them in an external hard drive owned by the Association
- m) Be responsible for transferring all the records of the Association to the incumbent Secretary in the closing month of the end term fiscal year
- n) He / she shall have charge of the Seal of the Association which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.

- o) The Secretary shall be under the direction of the President and the Board.

7.4 Treasurer

The Treasurer shall:

- a) Be responsible for issuing notice and collection of all dues and other funds and for depositing the same in such banks or trust companies as the Executive Committee may designate.
- b) Be responsible for presenting budget at the beginning of fiscal year but not later than the last day of first month.
- c) Be responsible for subscription of all web sites owned by Association.
- d) Must make every genuine effort to attend all meetings. Make arrangements with other office bearers when meeting cannot be attended
- e) Treasurer must step down when he/she cannot full fill the role of the Treasurer or cannot spend time on the matters of the Association for extended period.
- f) Have custody of records of all receipts and disbursements, which shall be open at all reasonable times for inspection by the Executive Committee.
- g) Responsible for managing, book keeping and reporting of funds
- h) Submit and present an audited financial report to the General Body at its annual meeting, and
- i) All financial statements regarding special events must be reported to the Executive Committee at its first meeting after each event.
- j) Submit the audited financial report to the government via authorized Registries
- k) Perform such duties and exercise such other powers incident to the office of the Treasurer and as may be assigned by the Executive Committee.
- l) Be responsible for transferring all the records of the Association within thirty days after the annual meeting to the incoming Treasurer.

The General Body shall be the ultimate authority of the Association. Sub-Committees shall be created as needed from time to time by the Executive Committee and entrusted with specific mandates to conduct business of the Association.

Article 8 REMOVAL OF EXECUTIVE COMMITTEE MEMBERS INCLUDING OFFICE BEARERS

Executive members including office bearers shall be removed from the Committee if they do not fulfill their duties and responsibilities as described in the Bylaw, meeting minutes, memorandum and such written documents addressed to them. Removal should be carried out as per following norms:

- a) The Secretary shall receive complaints from members including Executive Committee members, regarding non-performance, miss-appropriation of funds, under performance, mis-representing the Association against any Committee members including the office-bearers

- b) Upon receipt of such a complaint, the Secretary should inform the Executive Committee meeting regarding the receipt
- c) The Secretary to form a 3-member panel to scrutinize the merit of complaint and this panel will be called the Grievance committee
- d) The members of the Grievance committee are taken from the Executive Committee. However, a maximum of one member from the general membership can also be included in the Grievance committee on special circumstances. Nevertheless, the total members in the panel shall not exceed three
- e) The Grievance sub-committee shall accept the complaint based on its merit and advise the Secretary to issue show-cause notice to the accused
- f) The Secretary to issue a show-cause notice to the accused Executive Committee member against whom the said complaint has been made, to respond to the allegations via written submission within 30 days from the date of notice
- g) If the Executive member who has been issued with the show-cause notice does not reply within 30 days, or if the reply is not satisfactory to the Grievance Committee, he or she may be asked to step down by the Executive Committee, by way of written letter or Email. Such letter or email shall be written by the Secretary on behalf of the Committee and delivered to the accused.

Article 9 ELECTIONS OF THE EXECUTIVE COMMITTEE AND OFFICE BEARERS

- 9.1 Election to the Executive committee will be held at two-year interval. The president will be leading the Executive committee which has two-year term of office
- 9.2 Election of the 15-member Executive Committee shall be conducted at a special meeting of the General Body to be held during the second half of final year.
- 9.3 The officers and members so elected shall form the executive committee and shall serve until their successors are elected and installed. The names of all office bearers and the elected executive committee shall be published on the same day of election.
- 9.4 All office bearers of the Association such as President, Vice president, Secretary and treasurer can hold any position consecutively for 2 terms only. After 2 terms he / she shall take mandatory break for a period of one term before contesting for election.
- 9.5 The current Executive committee shall appoint a Chief Electoral Officer three months prior to the date of the election.
- 9.6 The nomination period shall commence two (2) months prior to the election date and last for one (1) month.
- 9.7 Nominations shall have signatures of the nominee and two (2) other members in good standing with the Association.
- 9.8 The campaigning period shall commence after the closing date for nominations and shall conclude at midnight 12:00 on the day before the elections.
- 9.9 Election shall be by open forum or closed ballot, if more than one candidate for the same position
- 9.10 In disputes concerning the elections, the decision of the Chief Electoral Officer shall be final and binding on all parties.

- 9.11 In the event of no members coming forward to stand for the elections then the President and the executive Committee arranging such election must continue in their respective positions until successors can be found through the electoral process annually until replaced by an elected body.
- 9.12 Auditors: Two auditors will be elected during General body, alternatively executive committee can nominate two members in good standing as auditors.

Article 10 MEETINGS

10.1 General Body

- a) General Body meetings should be conducted at least once a year.
- b) General Body shall consist of members of the Association in good standing only.
- c) Meeting of the general body may be called by the secretary at any time upon the instruction of the president or executive committee
- d) Notice shall be given twenty-one (21) days prior to the meeting.
- e) Notice of meetings shall be informed to members in writing via email, Fax, regular mail or in person in writing with information of place, date and time of the meeting.
- f) For voting purposes, a quorum of one-fourth (1/4) of the membership is required. A simple majority is required to pass the vote
- g) If thirty (30) percent of the General membership requests a General Body meeting, the Executive Committee shall arrange such a meeting.

10.2 Special Resolution Meeting

- a) When a business requires a special resolution, a minimum of 75 per cent of the members who are present should cast their vote
- b) In order to pass the special resolution, there should be a 75 per cent vote in favor
- c) In order to call for a special resolution, notice shall be given twenty-one (21) days prior to the meeting. Notice of meetings shall be informed to members in writing via email, Fax, regular mail or in person in writing with information of place, date and time of the meeting.
- d) While calling a special resolution meeting a detailed agenda should be sent out, describing what business will occur. The meeting should address only those matters and no other matters.
- e) An attendance by 20 per cent of the members at special resolution meeting is a quorum.

Article 11 AUDITING

- 11.1 The financial books, accounts and records of the secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two elected auditors selected by General body or members of the Executive Committee.

- 11.2 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association.
- 11.3 The fiscal year of the Association in each year shall be from the 1st of January to the 31st of December of each year
- 11.4 The books and records of the Association may be inspected by any member of the Association given reasonable notice and arranging a time satisfactory to the Treasurer and/or secretary having charge of same not greater than 30 days. If the member is not satisfied with the access to the records or other short falls, then he/she may file a complaint with the grievance committee
- 11.5 Each member of the Executive Committee shall always have access to financial books and records.

Article 12 VOTING

- 12.1 Any member in good standing on general membership will have the right to vote.
- 12.2 Such vote must be made by the member voluntarily following the electoral procedures set by the returning officer appointed by the executive committee. No proxy voting is allowed what so ever.

Article 13 REMUNERATION

- 13.1 No officer or member of the association is not entitled for any remuneration for his/her services.

Article 14 BORROWING POWERS:

- 14.1 For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

Article 15 Non-Confidence:

- 15.1 A motion of non-confidence in any one or more members of the executive committee may be made in writing stating the reasons for the same. Such a motion must be submitted to the president and must be signed by at least 20% of the members at large. A motion of non-confidence made in the proper manner shall be put to vote at the next meeting of the members and shall be carried by 75 % majority vote of the members present.

Article 16 GRIEVANCES and Arbitration

- 16.1 Grievances / complaints about the functioning of Association or any of the office bearers can be filed with the Grievance Committee with a copy to the Executive committee. The aggrieved individual may choose to file the same in writing via e-mail, snail mail or any other methods made available by the Association to its members and public

- 16.2 All complaints must be reviewed by the Grievance Committee, if not Executive Committee, and a response be sent to the aggrieved individual within 30 days from the date such a grievance/ complaint was submitted
- 16.3 Grievance committee, if not executive Committee, should investigate all complaints and share finding and recommendations for resolutions both with the aggrieved individual/group and the executive Committee.
- 16.4 Cases where arbitration is required shall be dealt with in accordance with the Arbitrations Act of Alberta as applicable.
- 16.5 Details of the complaints and corrective action thus taken will be posted on website, however respecting the privacy of the individuals involved

Article 17 USE OF FUNDS AND DISSOLUTION

17.1 Use of Funds

- a. All funds collected and assets accreted should only be used for the direct benefit to the association, its day to day operations, and for fulfilling its mandate. Funds shall only be used for budgeted items and events
- b. Amendments to the budget must occur with the approval of executive committee before any expenditure can be made on any and all non-budgeted items or events
- c. Funds shall not be used for any and all non-budgeted items or events without prior approval of the executive committee and communicated the same in writing by the president.
- d. All donations by the association and sharing of its assets (including websites, and e-mail data base) with any other organization or entity should only be done after getting approval from the executive committee and the same communicated in writing by the president
- e. All fundraising activities in the name of the Association must have pre-approval from the executive committee and the same communicated in writing by the president
- f. Funds and assets of the Association should not be used for operating or running the affairs of another organization, however small the amount may be
- g. Miscellaneous expenditure in a financial year should not exceed 1% of annual budget. If the expenditure on this category is exceeding the preset limit due to extenuating circumstances the same shall be reported to the executive committee by the Treasurer as soon as they come to his/her notice. Disclosure must be made on the very next meeting of the executive committee by the treasurer with explanation. A special approval from the executive committee must be obtained before the threshold can be broken in a fiscal year. Violation of this clause including the expense limit set here will be deemed misappropriation of funds and will attract disciplinary action including recovery of cash spent above the threshold from treasurer and the member/members identified to have made such spending. The treasurer will

be ultimately responsible for repayment of misappropriated fund to the Association. It would be the responsibility of the treasurer to reconcile the balance sheet once every quarter in a fiscal year to comply with this clause.

17.2. Dissolution

- a. The Association shall be in existence until terminated by a three-fourth (3/4) majority of the General Body.
- b. In the event of dissolution or winding up of the association, all its remaining funds and assets after payment of liabilities shall be distributed to local registered charities. All web sites owned by Association shall be auctioned.

Article 18 AMENDMENTS

- 18.1 Bylaw must be reviewed every 10 (ten) years for any amendments required. However, those amendments of the By-Laws of the association shall be proposed in writing by at least ten percent of the members. Only a special resolution meeting shall make amendments to the Bylaw.
- 18.2 The proposed amendments shall be submitted, in writing, to the Secretary of the Association and the Secretary shall distribute the same to the General Body, at least thirty (30) days prior to its next meeting, in which such amendments will be discussed.
- 18.3 Notice of the special resolution meeting for amendment shall be informed to members in writing via email, Fax, regular mail or in person in writing with information of place, date and time of the meeting.
- 18.4 For voting purposes for Bylaw amendments, the requirement specified in special resolution meeting shall be followed, as specified in Section 10.2.

Amended in the year Two Thousand Eighteen (2018) in Calgary, Alberta, Canada