



*"Together, we serve to create a better future..."*

**REVISED & RE-STATED**

**CONSTITUTION & BYLAWS**

**OF**

**BRAHMIN SAMAJ OF ONTARIO**

*A community of Gujarati speaking Brahmins*

REVISED: January 2017

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## **DEFINITIONS**

1. **Annual General Meeting (AGM):** A meeting to elect a new Executive and General Committee, a Trustee and an Auditor every year during the month of April. BSO members discuss all affairs of Samaj and pass by-laws if required.
2. **Associate Member:** A person nominated by the Executive Committee who has contributed to the well-being and welfare of the Samaj for a term of the Samaj's fiscal year.
3. **Associate Committee Member (ACM):** Nominated by General Committee during their term.
4. **Brahmin Samaj of Ontario (BSO)** also called "**Samaj**" is a not-for-profit organization of Gujarati Brahmins in Ontario.
5. **Executive Committee Member (ECM):** President, Vice president, Treasurer and Secretary; (also called Executives or Officers who conducts business of the Samaj). **They are also deemed as the Board of Directors.**
6. **Extraordinary General Meeting (EGM):** A meeting called during term to determine affairs of the Samaj due to unusual circumstances.
7. **Federation of Gujarati Association (FOGA):** A charitable foundation of other Gujarati communities in Ontario.
8. **General Committee Member (GCM):** A member elected during AGM to the General Committee.
9. **Gujarati Brahmin:** A person of Brahmin ancestry whose mother tongue is Gujarati or whose ancestors' hail from Gujarat.
10. **Honorary Member (HM):** Gujarati & Non-Gujarati Hindu person who is helping Samaj or interested in the well-being of the Samaj.
11. **Member (M):** Brahmin person who has paid the yearly membership.
12. **Samaj:** see BSO
13. **Senior Member (SM):** Brahmin individuals 65 years and above.

# **CONSTITUTION OF BRAHMIN SAMAJ OF ONTARIO**

## **PREAMBLE:**

This Constitution supersedes all previous changes, amendments and resolutions.

## **ARTICLE 1: Name**

- 1.1 The name of the organization shall be “Brahmin Samaj of Ontario” (BSO), registered under the Ontario Corporations Act as a “not-for-profit” corporation.
- 1.2 The logo approved by 2009-10 Committee and motto used during 2010-11 should be used for all communication.

## **ARTICLE 2: Founding of the Samaj**

- 2.1 Notwithstanding the adoption of this constitution by the first (1<sup>st</sup>) general body meeting held at Toronto on 28<sup>th</sup> May, 1977 the provision herein shall not invalidate the proceedings at the meeting.

## **ARTICLE 3: Aims and Objectives**

- 3.1 To sponsor, promote and encourage social, religious, cultural and educational activities for the members of the Samaj
- 3.2 Provide a forum for the discussion of all matters of public interest.
- 3.3 Promote harmony and foster interest in the welfare of the Brahmins in Canada and elsewhere.
- 3.4 Bring together persons interested in religion, community and well-being of the members.
- 3.5 Organize activities aimed at preserving the cultural heritage of Brahmins and to promote inter-cultural activities and festivals.
- 3.6 Establish a place of meditation and worship to promote religious and educational activities for the benefit of Brahmins.
- 3.7 Provide assistance to needy members whenever and wherever possible.
- 3.8 The activities of the Samaj will be non-political and not-for profit.
- 3.9 To foster activities of the Samaj and to carry on such works as may be found necessary, to achieve the aims and objectives of the Samaj.

## **ARTICLE 4: Membership**

### **4.1: Membership, Eligibility and Fees:**

1. All adult Gujarati Brahmins over the age of 18 shall be eligible for membership of the Samaj upon payment of annual fees payable in advance, as per schedule provided under the Article 11.
2. BSO Member Categories: Members (M), Committee Members (CM), Executive Committee Members (ECM), Associate Committee Members (ACM), Senior Members (SM), Honorary Members (HM) and Honorary Executive Committee Members (HECM).
3. Honorary Members (HM) and Seniors Members (SM) are not required to pay membership fees. Honorary Members have no voting rights.

### **4.2: Termination of Membership**

1. On resignation or on death of a Member
2. Failing to pay annual dues as per schedule provided under Article 11
3. If a member does not act according to the rules and regulations of the Samaj as laid out in this Constitution, the Executive Committee has the right to suspend the membership of any individual member who impedes the running or progress of the Samaj directly or indirectly. Such member shall be given notice and an opportunity of being heard by the Executive Committee or the Trustees of the Samaj.

## **ARTICLE 5: Management of the Samaj**

### **5.1: The Executive Committee (EC):**

The Executive Committee shall consist of:

1. President;
2. Vice President;
3. Treasurer; and
4. Secretary.

### **5.2: The General Committee (GC):**

The General Committee (GC) consisting of:

1. The Executive Committee Members (ECM)
2. Immediate Past President is considered as an ex-officio Executive Committee Member (ECM) and provides guidance to current committee, when needed, with no voting rights.
3. Committee Members (CM), maximum 7

### **5.3: Associate Committee Member (ACM):**

1. Associate Committee Members (ACM), are co-opted members nominated by General Committee during their term with the aim to help Samaj. Such members have no voting rights in the General Committee meetings during their term.
2. Associate Committee Members (ACM) are volunteers, who can be elected as Committee Members (CM) during next Annual General Meeting (AGM).

## **ARTICLE 6: Amendments and Additions of the Constitution**

- 6.1 The General Committee (GC) by a two-thirds majority may propose amendments to the by-laws. The Board of Trustees shall be notified and proposal shall be submitted to the next Annual General Meeting (AGM) and/or Extraordinary General Meeting (EGM) where the proposals may be ratified, amended or rejected.
- 6.2 Notice of motions for amendments and additions to the constitution shall be delivered in writing over the signatures of at least twenty-five members (majority being paid members in good standing), to the Secretary at least 90 days prior to the date of the Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) at which it is to be considered. Such notice has to be approved by the General Committee. Once approved, the Secretary shall send the notice to all members at least 60 days prior to the said Annual General Meeting (AGM).
- 6.3 Changes in the Constitution shall require the assent of 65% of the paid members present at the Annual General Meeting (AGM).

## **ARTICLE 7: Address**

- 7.1 The registered office and mailing address of the Samaj shall be in the Greater Toronto Area in the Province of Ontario as determined by the Executive Committee Members from time to time.

## **ARTICLE 8: Dissolution**

- 8.1 The Samaj may be dissolved, if 75% of the paid members' requisite and vote for the dissolution at the Annual General Meeting (AGM).
- 8.2 Upon dissolution, all the assets of the Samaj including the bank and cash funds, chattels and accounts receivables shall be distributed to such charity or charities as voted by 75% of the paid members.

## **ARTICLE 9: Membership**

- 9.1 Applications for memberships are accepted by the Treasurer on behalf of the membership committee. The Executive Committee has the power to remove any member for reasons which adversely affect the well-being and harmony of the Samaj.

## **ARTICLE 10: Fiscal year and Fee Schedule**

### **10.1: Fiscal Year:**

The fiscal year and the membership year will be from April 1<sup>st</sup> to March 31<sup>st</sup>.

### **10.2: Fees Schedule:**

1. The annual fees are payable in advance on April 01<sup>st</sup> of each year.
2. The annual fees shall be as follows (revised January 2017):

Single adult membership	\$20.00
Family Membership	\$30.00
Honorary & Associate members	No Fees
Senior members	No Fees

Note: Working adults living with their parents should pay membership.

## **ARTICLE 11: Nominations, Elections Procedure, Office Rules & Regulations**

### **11.1: Nominations:**

1. Nominations for the General Committee (GC) shall be accepted by the current Executive Committee (EC) from the time the notice of the meeting is sent out by the Secretary up to the Nomination Due Date, which is end of the current calendar year (March 31<sup>st</sup>). Nomination form should be signed by two paid members as an approval.
2. Only one spouse per family can be nominated.

### **11.2: The Pre-election Procedure:**

1. The Secretary shall send out Nomination Forms to all members along with AGM meeting notice, so members can return (email/ mail) their nominations to the Executive Committee (EC) by the Nomination Due Date.
2. The Committee shall consider nominee, who is paid member for the current year. Once all nominations are received, the Executive Committee (EC) shall finalize the nomination list after removing nominee who has not paid membership for the current year.



3. The Secretary shall request consent from all nominees, for each nominated position.
4. The Executive Committee (EC) to prepare final list of nominees for all available positions and send that to all members along with list of nominees who are either not eligible because of membership non-payment or who denied nomination.
5. The Executive Committee (EC) to arrange printing of ballot papers prior to Annual General Meeting (AGM) date.

### **11.3: The Election Procedure:**

1. The President/Secretary shall explain affairs of Samaj and the Auditor/ Treasurer shall explain financial report before, commencement of election at AGM. Written reports will be submitted to the Secretary.
2. The President will appoint a Convenor and a Scrutinizer.
3. The Convenor will dissolve current General Committee (GC) and take charge of election.
4. If the numbers of nominations are more than positions available, a vote will be taken at the Annual General Meeting (AGM). Votes will be on authorized ballot forms and will be counted by the Convenor and a Scrutinizer.
5. The President, Vice President, Secretary, Treasurer and Committee Members shall be elected for a period of one year by the members at the Annual General Meeting. (AGM)
6. After the completion of election, all ballots shall be destroyed (shredded) by the convenor.

### **11.4: Office Rules & Regulations:**

1. The Executive Committee Member shall not hold the position as an ECM for more than four consecutive years and shall not hold the same position for more than two consecutive years in any of the following capacities;
  - i. President;
  - ii. Vice President;
  - iii. Treasurer; and
  - iv. Secretary**Approval of AGM required for one additional term.**
2. The Executive Committee Member who served four consecutive years shall not be eligible to be a Committee/Executive member for the next five fiscal years
3. Term of a General Committee Member shall be for a period of one year.
4. All documents, books of accounts and other property of the Samaj shall be handed over to the new officers within two weeks of their elections. The Secretary will maintain an inventory and archive of all such historic records.

5. Inventory list of physical assets will be maintained and updated by the President.
6. To be an elected President of the Samaj, preference should be given to Executive Committee members. If that is not possible, preference should be given to General Committee members. The AGM has right to waive this condition if nobody is available from the Committee. To be an elected General Committee Member, the person should be a paid member for at least one year.
7. The General Committee may engage Associate Committee Members (ACM) during their fiscal year. Such co-opted members may take part in discussion and shall not have right to vote in committee's meetings during the fiscal year.

## **ARTICLE 12: Qualifications**

### **12.1: President:**

The President shall have been a member of the Samaj for at least 5 years; and have been a member of the EC for at least 1 full term.

### **12.2: Vice President; Secretary; and Treasurer**

The Vice-President; Secretary; and Treasurer shall have been a member of the Samaj for at least 3 years; and have been a member of the GC for at least 1 full term.

### **12.3: Trustee**

To be eligible to be a Trustee, a person must be a member in good standing for the immediate past 5 years, and must have served a full term as an executive committee member for one year at any time since inception of the Samaj.

## **ARTICLE 13: Annual General Meeting (AGM)**

- 1.2 Annual General Meeting (AGM) to approve the audited financial reports and to elect the new General Committee (GC) shall be held within thirty days of the fiscal year-end.
- 1.3 Extraordinary General Meeting (EGM) can be called by the President or by six members of the General Committee or 51% of paid members to consider and determine any questions related to the affairs of the Samaj. Proper notice must be given to all members as per Article 6.
- 1.4 Any measure proposed in writing by eleven (11) or more members must be considered by the General Committee (GC) and shall have power to decide whether it is to be brought before the Extraordinary General Meeting (EGM) or to the next Annual General Meeting (AGM).

- 1.5 Notice of all Annual General Meeting (AGM) shall be sent to all members at least twenty-one days before the meeting. The notice shall state the subject of any business to be brought before the meeting.

## **ARTICLE 14: Quorum and Disqualification**

### **14.1: Annual General Meeting (AGM):**

1. Sixty-five percent (65%) of paid members shall form a quorum at any AGM.
2. A meeting adjourned for want of quorum may be called upon by 30 minutes notice. The members present may form the quorum.
3. Non-Members and Honorary Members (HM) cannot vote at Annual General Meeting (AGM).
4. Notices to all members without e-mail address shall be sent by regular mail. The mode of e-mail is accepted for all other members with e-mail addresses.

### **14.2: General Committee (GC) Meeting**

1. Six members shall form a quorum at any General Committee meeting.
2. The Secretary shall give at least one week's notice of a meeting, unless a majority of the members waive the notice, in which case the meeting shall be deemed as duly called. E-mail and telephone conversation is accepted.
3. General Committee members absent from four consecutive meetings shall automatically lose their place on the General Committee, except if they prove that they were out of town or were sick or any serious reason accepted by the General Committee. These vacancies may be filled by other General Committee members.
4. Associate Committee Members (ACM) and Honorary Members (HM) cannot vote at any General Committee (GC) meeting. However, Associate Committee Members (ACM) can vote at Annual General Meeting (AGM) to form new General Committee (GC).
5. Notices to all members without e-mail address shall be sent by regular mail. The mode of e-mail is accepted for all other members with e-mail addresses.

## **ARTICLE 15: Auditors, Legal Advisors and Social Media Administrator**

### **15.1: Auditors, Legal Advisors and Social Media Administrator:**

1. Auditor shall be appointed at Annual General Meeting (AGM) to hold office until the next Annual General Meeting (AGM).
2. Auditor shall examine the accounts of the Samaj, and assure that the accounts are properly kept and represent the true state of the finances of the Samaj.
3. Legal Advisor shall be appointed at the Annual General Meeting (AGM) to hold office until the next Annual General Meeting (AGM).
4. A Social Media Administrator shall be appointed at the Annual General Meeting (AGM) to hold office until the next Annual General Meeting (AGM).

## **ARTICLE 16: Duties and Power:**

### **16.1: Duties and Powers of the Executive Committee:**

1. The Executive Committee shall conduct the business of the Samaj in accordance with the constitution and bylaws.
2. The General Committee may appoint sub-committees consisting of any one of the executive members and other members, with such terms of reference and powers as it may prescribe. The sub-committee are fully responsible to the Executive and may be dissolved at the discretion of the Executive.
3. The Executive Committee shall ensure that proper and sufficient accounts are kept of the funds, receipts and expenditures of the Samaj. It shall have powers to invest surplus funds in such forms of recognized investments and quoted securities as they deem in the interest of the Samaj.
4. The Executive Committee shall:
  - i) Collect membership fees.
  - ii) Raise funds for the Samaj through entertainment and other means as per Aims and Objectives defined above.
5. Notwithstanding anything to the contrary herein, to continue as a caretaker committee beyond its term of office, until a new Executive Committee is elected.

### **16.2: Duties of the President:**

1. The President shall take the chair and preside over all meetings of the Samaj and of the Executive.
2. The President shall not vote on any question brought before any meeting, except that, where a deciding vote is necessary, shall cast such a vote.

3. The President shall direct and co-ordinate the activities of the officers and the sub-committees.
4. The President is the executive officer of the Samaj and may take prompt action and decisions on any matters relating to the business of the Samaj and inform the Executives at the next meeting.
5. The President is the chief spokesperson of the Samaj.
6. The President shall represent the Samaj personally or through delegation in all matters and dealings of the Samaj with other bodies and agencies.
7. The President at his/her discretion will appoint such positions as he/she deems necessary for the well-being of the Samaj. Such positions could be (be not limited to) Assistant Secretary; an Assistant Treasurer etc.

### **16.3: Duties of the Vice-President:**

The Vice President shall assume all duties of the President and/or duties of the Secretary and/or duties of the Treasurer in their absence.

### **16.4: Duties of the Treasurer:**

1. The Treasurer shall, on behalf of the Samaj, open an account with chartered bank and shall keep regular accounts of receipts and payments in a manner acceptable to the Executive.
2. No sum of money payable on account of the Samaj and amounting to five hundred dollars or more shall be paid except by consent of the Executive.
3. The Treasurer shall be responsible for the collection of the fees, subscriptions and other accounts due to the Samaj.
4. The Treasurer shall prepare the accounts of the Samaj for audit and shall make available to the auditor or auditors such books and documents relating to the Samaj as the latter shall require.

### **16.5: Duties of the Secretary:**

1. The Secretary shall take the minutes of the proceedings at all meetings of the Samaj and have it entered in the proper books. He shall distribute, at least one week in advance, the minutes of the preceding meeting except when not permitted by time or when agreed to do so by the Executive.
2. The Secretary shall be responsible for the correspondence of the Samaj. He is also responsible for the issuing of notices and publications of all meetings.
3. The Secretary is responsible for all printing work of the Samaj.
4. Keep in safe custody the file and other records of the Samaj.

### **16.6: Duties of the Trustees:**

1. The Board of Trustees when required maybe called on to assist the President.
2. Role of Trustees is to be the custodians of the Samaj.
3. In the event where and when the Executive Committee is not able to function and/or present committee does not call the AGM by the expiry of the year in the prescribed time, then the Trustees must call an AGM.
4. The Board of Trustees will not interfere in the Executive Committee's management of the Samaj, if the EC is acting in accordance with the rules of the Samaj laid down in this constitution.

### **16.7: Duties of the Social Media Administrator:**

Coordinate updates and maintenance of the Brahmin Samaj website & social media under the direction of the President.

## **ARTICLE 17: Board of Trustees**

- 17.1 Board of Trustees to be formed to consist of three elected members.
- 17.2 The term of the elected trustees will be three years and one elected trustee retire every year.
- 17.3 An elected trustee may not serve more than 2 consecutive terms (maximum 6 years). Approval of AGM required for an additional term.

## **ARTICLE 18: Sub-Committees**

- 18.1 The Chairperson of the sub-committee shall be a member of the Executive Committee and, non-executive members may be nominated to form these committees. Sub-committees may consist of the following:
  - i. Building fund committee – Shall be established with the Treasurer as an Executive member.
  - ii. Entertainment committee – Shall be established with the Secretary as an Executive member.
  - iii. Membership committee – Shall be established with all Executive members.
  - iv. Other sub-committees may be formed, (Religious committee, Sports committee, Youth committee etc.) and shall be established with one Executive member.
- 18.2 The President shall be an executive office member of all committees.

- 18.3 The scope of all sub-committees will be laid down by the Executive every year depending on the circumstances then prevailing.

## **ARTICLE 19: Finance**

- 19.1 Financial matters of the Samaj such as investment of surplus funds will be made by the ECM.
- i. Such surplus funds of the Samaj must be invested in Guaranteed Investment Certificates issued by a Canadian chartered bank.
  - ii. Any withdrawal decisions in excess of Cnd\$10,000 must be approved by the EC, GC and Trustees by majority.
- 19.2 Quarterly financial reports may be made available to the Executive.
- 19.3 The year-end financial statements with the auditors' statements shall be made available to the Executives as soon as they are ready. These statements will also be circulated to all members of the Samaj.
- 19.4 The banking business of the Samaj shall be transacted with such Chartered banks as may from time to time be designated by the Executive Committee Members and shall be opened by joint signature of the President, the Vice-President, the Treasurer and the Secretary. Accounts can be operated with the signatures of any two of the four above.
- 19.5 The finance committee of all present officers may be established to be in charge of all matters relating to finance and for the development of financial policy of the Samaj.
- 19.6 The finance committee may prepare a budget for the Samaj and a budget for all sub-committees within forty-five days of their election and recommend them to the Executive for their approval.
- 19.7 The President shall be an executive office member of the finance committee.

## **ARTICLE 20: Building Fund**

- 20.1 A building fund may be established. These funds shall be invested in fixed deposit terms with Chartered banks. Any purchase or lease of real estate must be approved, passed at an AGM after complete due-diligence has been performed.
- 20.2 In the event of the dissolution of the Samaj, this fund shall be distributed to such registered charity or charities as voted by 75% of paid members at AGM or EGM.

## **ARTICLE 21: Representation at FOGA**

- 21.1 The Executive Committee shall nominate representatives of the Samaj to the Federation of Gujarati Associations (FOGA): three for their general body and

two for their Board of Directors. The nominees for the Board must be members of the current General Committee.

## **ARTICLE 22: Removal**

- 22.1 Upon recommendation of the Executive Committee and upon notice in writing to a member, the General Committee may pass a resolution with a 2/3 majority, authorizing the removal of the member for a minimum period of one year, where the member has:
- i. Acted contrary to the interest of the Samaj
  - ii. Been convicted of a criminal offence
  - iii. Been identified as being of unfit mind; or
  - iv. Is in breach of Code of Conduct as per Article 4.2.3.