

**OVERSEAS FRIENDS OF INDIA CANADA
(OFIC)**

By-Laws

[Confirmed and Approved by the Board of Directors on Sept 26, 2021]

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Section 1: CATEGORIES OF MEMBERS

The membership of Overseas Friends of India Canada is subject to the terms and condition of the organization policy.

1. **General Member:** Any person of Indo-Canadian origin duly approved by the Executive committee of Overseas Friends of India Canada (herein called Organization), who is 18 years of age or over and subscribes to the objectives of the Organization shall be a General Member (hereafter referred to as a "Member").
2. **Life Member:** Any person of Indo-Canadian origin who subscribes to the objectives of the Organization and pays lifetime membership dues of \$500.00 (CDN Five hundred only) non-refundable, can become a Life Member (hereafter referred to as a "Life Member"). For life membership fee one can pay a lumpsum of \$500.00 or two installments of \$250 each to be paid within 6 months. However, the Life membership will commence after the final payment is received. Life membership is subjected to the approval of the Executive committee.
3. **Corporate Member:** Any person of Indo-Canadian origin having business or professional organization duly incorporated under the laws of Canada, duly approved by Executive committee and subscribes to the objectives of the Organization, pays one time fee of \$1000.00 (CDN One thousand only) shall be a "Corporate Member".
4. **Founding Member:** Any person of Indo-Canadian origin, who was involved in setting up the Overseas Friends of India Canada (OFIC), who is 18 years of age or over and subscribes to the objectives of the Organization and paid a minimum of \$100.00 (CDN One hundred only) at the very first meeting of the organization shall be the Founding Member. Such a person shall be a member in good standing and hereafter referred to as the "Founding Member".

Section 2: MEMBERSHIP

- A. Membership shall be given to person of Indo-Canadian origin who is 18 years of age and over and subscribes to the objectives of Organization and accepted by Executive committee of the Organization. Prospective members shall fill out either a paper or online membership application and affirming the statement "I subscribe to the objectives of the Organization".
- B. Non-payment of membership dues, if any, shall automatically result in the termination of membership and the member in default shall not have the privilege of participating in the affairs of the Organization, including but not restricted to serving on sub-committees and offering themselves for positions on the Executive. Such members shall be considered as members not in good standing.
- C. Members shall not engage in activities and expressions that are contrary to the objectives of the Organization. Violation of these By-laws may necessitate disciplinary action to be decided by the Board of Directors. Directors/Executives/Life members/General members can be on the executive committee and/or the board or a member of any other organization.
- D. Members must not borrow funds in the name of the Organization.
- E. Any membership, other than Founding Membership, can be terminated by ordinary resolution of Board of Directors.
- F. Board member means Founding members plus nominated Life members to the Board of Directors.
- G. In the event of unfortunate death of a Life member the membership will terminate and his/her legal heir will not be entitled to get it.
- H. **Process of Nomination to Board of Directors**
 - 1. Only a Life Member of the OFIC can be nominated to the Board by a Director of the Board of Directors for a period of three (3) years at a time. Directorship of a nominated member shall be renewable.
 - 2. The proposed person must be of good social standing and should be able to contribute towards achieving goals and objectives of OFIC.
 - 3. Such person must be accepted by a simple majority of the existing Board of Directors.
 - 4. Note: OFIC Executive committee members may or may not be on the Board of Directors.
- I. **Process of removal from Board of Directors**

If any Director is found to be acting against the interests and objectives of the OFIC, the said person can be removed from being a Director by the Board of Directors.

A 10 days' notice, if required, may be served via email before the removal and the Board of Directors has to ratify the expulsion/removal.

A Founding Member shall cease to be a Director in case of

1. Death. or
2. resignation (in writing) expressing his/her desire to dissociate himself/herself from the activities of the Organization. The resignation will have to be accepted by a simple majority of the Board of Directors.
3. In the event of unfortunate death of a Founding member or his/ her resignation, membership will terminate, and his/her legal heir will not be entitled to it.

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Section 3: DUTIES AND POWERS OF BOARD OF DIRECTORS

The Board of Directors (herein called Board) shall be the all-powerful body with absolute powers. The board shall have the power to take all important decisions required for furthering the objectives of the Organization.

- A. The Board of Directors will consist of all the Founding Members plus any Life Member nominated to it. For the process of nomination to the Board, see Section 2 (F). The maximum strength of the Board of Directors at any given time shall be equal to 12.
- B. Any person who is a Director of the Board of Directors shall have the right to vote. This voting right shall be in the Board and Annual/Special General body meetings.
- C. Board of Directors shall have authority to suspend or expel any nominated Director, Life Member or Executive member, other than the Founding members, from the Organization for any one or more of the following grounds by majority decision of directors:
 - 1. Violating any provision of the articles, By-Laws, or written policies of the Organization;
 - 2. Carrying out any conduct which may be detrimental to the Organization as determined by Board of Directors in its sole discretion;
 - 3. For any other reason that Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Organization.
- D. In the event that Board of Directors determine that a nominated Director, Life Member or Executive member should be expelled or suspended from directorship or membership of the Organization, Board of Directors shall provide:
 - 1. Fifteen (15) days notice of suspension or expulsion to the Director or Member;
 - 2. Reasons for the proposed suspension or expulsion. The Director, Life or Executive Member may make written submissions to Board of Directors, or such other Officer as may be designated by the Board of Directors, in response to the notice received within such fifteen (15) day period.
 - 3. If no written submissions are received by the Board of Directors, Board or such other Officer as may be designated by the board, may proceed to notify the nominated Director or Life Member or executive member that

he/she is suspended or expelled from Directorship and/or Membership in the Organization.

4. If written submissions are received in accordance with this section, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the Director or Life Member or Executive Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions.
- E. In the event a General Member is found to be working against the interest of the Organization, President (or his nominee) shall have the power to remove/unsubscribe his/her name from the mailing list.
- F. Board of Directors decision shall be final and binding on the Board member, Life Member, and Membership at large without any further right to appeal. In addition to above mentioned powers, any decision regarding investments, property buying or selling, borrowing on behalf of Organization, amendment of Bylaws, etc. and other major decisions of the Organization must be approved by majority of the Board of Directors.
- G. Board shall elect its chairman for a period of three (3) years. The chairman can be re-elected by the Board. Chairman of the Board of Directors shall also be the President of the Organization.
- H. Board shall meet at least three times in a year.
- I. Board of Directors shall elect the Executive committee. The Executive committee can consist of
 1. President
 2. Executive Vice President
 3. Secretary
 4. Treasurer
 5. Director Cultural Program
 6. Director Canada India Trade Relations & Marketing
 7. Members-at-large (Maximum 3)
- J. Board of Directors can form any Steering Committee for any particular task/activity/event. All steering committees shall be headed by a Director and/or a member of the Executive committee.

Section 4: EXECUTIVE COMMITTEE

A. President:

1. Shall be the Chief Executive Officer and the spokesperson of the Organization.
2. Shall also be Chairman of the Board of Directors.
3. Shall call, adjourn and preside over all Board, Executive, Annual/Special General body meetings;
4. Shall be an Ex-Officio member, all sub-committees, task forces, ad-hoc committees or any committee of a special nature.
5. Can be a co-signee on all cheques along with the treasurer.
6. Shall, in consultation with the Executive committee, appoint before reasonable time of election a Nomination and Election Committee of three members including the immediate past president who will act as a chairman, to canvass, initiate and propose a slate of officers for election at the Annual General Body Meeting. In case the Past-President is not available, then president shall name one of the three persons to chair this committee.
7. Shall have a casting vote in the Board and Executive meetings, whereas in General Body Meetings shall vote like other members.
8. Or his designate shall represent the Organization on other organizations and committees external to the Organization as required.
9. Shall maintain proper liaison with the media, government agencies etc. to promote the work of the Organization.
10. Shall perform all the activities required for arranging Sponsorship and fund raising for any particular event of the Organization.

B. Executive Vice President:

1. Shall be responsible for answering general queries and correspondence.
2. Shall be responsible for keeping and updating the mailing list and sending mails using MailChimp or any other software.
3. Shall be responsible for maintaining/updating OFIC website.
4. Shall perform the duties of the President in his/her absence or inability to act.
5. Shall become the President should that office for any reason become vacant.
6. Shall do other and further acts as required and approved by the Executive committee.

C. Secretary:

1. Shall be responsible for maintaining and postings on the OFIC social media platforms like Facebook, Twitter, Instagram etc.
2. Shall perform all the activities required for developing/maintaining/enhancing public relations of the Organization.

3. Shall give at least one week's notice for Executive Meetings and at least three weeks for General Body Meetings. Executive meetings of urgent nature may be called by the Secretary on the authorization of the President without giving advance notice.
4. Shall be responsible for maintenance of accurate, up-to-date records and minutes of all meetings of the Board, Executive and Annual/Special General body meetings;
5. Shall be responsible to government and other agencies for reporting regarding any kind of changes in the Organization, by having approval of executive and in consultation with accountant of the Organization;
6. Shall do other and further acts as required and approved by Executive committee.

D. Treasurer:

1. Shall be the financial advisor of the Organization, shall prepare budgets in consultation with the Executive committee and shall maintain accurate and up-to-date records of all financial transactions of the Organization.
2. Shall be in regular contact with the accountant of the Organization and update accounting records every month or as and when required if less than a month;
3. Shall be responsible for collection of fees in reasonable time and report income and expenses with due diligence.
4. Shall be a co-signee on all cheques along with the President or his authorized nominee.

E. Director Cultural Program

1. Shall perform all the activities related to planning, arranging and organizing cultural part of the programs for the various events of the organization.
2. Shall do other and further acts as required and approved by executive body.

F. Director Canada India Trade Relations & Marketing:

1. Shall perform all the activities related to planning and organizing events with the special focus on enhancing Trade relations & Marketing between Canada and India.
2. Shall do other and further acts as required and approved by executive body.

G. Members-at-Large:

The maximum number of Members-at-large can be three (3). The President, in consultation with the other Executives, may assign to Members-at-Large some tasks for furthering the objectives of the Organization.

Executive Committee Rules

- A. All elected executive members are included in the term “Executive”.
- B. The Board shall elect officers of the Executive committee for a term of three (3) years. Members of the Executive committee can be re-elected.
- C. Except for a sufficient cause, elected Executive member shall not miss more than three (3) consecutive meetings of the Executive Committee. In case of default the Executive Committee may declare the position vacant. Meeting attendance by phone/video may be permitted under special circumstances.
- D. Vacancy occurring in the Executive Committee, except as provided for in section 3 of the By-Laws, shall be filled by nominations for a period extending until the next Annual General meeting by the President in consultation with the Executive Committee or by an election within the Executive;
- E. A meeting of the Executive shall be called by the President upon receipt of a request for such a meeting provided the request is received in writing and is signed by at least Four (4) members of the Executive. The President shall call such a meeting within seven (7) days after the receipt of the request;
- F. Three (3) or majority of Executive committee members present in person shall constitute a quorum for a meeting of the Executive. Meeting attendance by phone/video will not count towards the quorum requirement.
- G. If the President is not present at a meeting of the Executive, the Executive Vice-President of the board shall preside. If Executive Vice-President is also not present, then those present may elect a Chair person for the meeting and proceed with the business on the agenda, provided there is a quorum.

Section 5: FISCAL MATTERS

- A. The fiscal year of the Organization shall begin on September 1 and end on August 31;
- B. All funds of the Organization shall be deposited from time to time in a chartered bank or trust company approved by the Board of Directors;
- C. The Organization shall maintain single account with only one bank;
- D. All monetary transactions shall be made in the name of the Organization. All cheques as well as all slips issued for drawing funds shall be signed by the Treasurer and President (or is authorized nominee).;
- E. Treasurer is authorized to spend up to \$200.00 without any approval.
- F. President is authorized to spend up to \$1000.00 without any approval.
- G. Expenditure over and above \$1000.00 but less than \$5000.00 must be approved by the Board of Directors.
- H. Any capital expense over and above \$5000.00 must be ratified in AGM.
- I. The accounts of the Organization shall be audited, if needed, by the auditor(s) appointed by the Board of Directors. The auditor(s) shall prepare a financial statement up to August 31 for presentation at the Annual General body Meeting.
- J. All day-to-day fiscal decisions shall require the approval of the Executive Committee;
- K. The Organization shall have the power to acquire by gift, bequests, grants, or any other means, funds and any other assets for the purpose of carrying out the Organization's programs and objectives.
- L. All fiscal decisions under the jurisdiction of Board of Directors must require the approval of the Board of Directors.
- M. The organization can accept donations to further its operations, activities or any special event.

Section 6: NOMINATION AND ELECTION OF OFFICERS

- A. The Nomination and Election Committee comprised of the Board of Directors shall have sole and absolute discretion to select and approve nominee criteria, nomination forms, canvass, initiate and propose a slate of officers for elections at the Annual General body Meeting (AGM) to be held on or before September 30. The Committee shall conduct and supervise election of officers of the Organization;
- B. The names of the members of the Nomination and Election Committee shall be made known to all members along with the notice of the AGM at least 21 days before the AGM via email;
- C. Nominations for the election of officers/executives shall be open from the floor at the AGM;
- D. Members of the Executive committee may or may not be on the Board or Life members of the Organization.
- E. All nominations duly proposed and seconded shall require the consent of the nominee;
- F. No officer on the Executive of the Organization shall be elected in absentia;
- G. Directors of the Board of Directors and all Life members shall have the right to vote in the AGM;
- H. Each member of the Board of Directors and Life member present shall be entitled to one vote. Voting by proxy shall not be permitted;
- I. Voting shall be by secret ballot;

Section 7: ANNUAL GENERAL AND SPECIAL GENERAL BODY MEETINGS

- A. The Secretary, in consultation with the President and the Board of Directors, shall call the Annual General body Meeting (AGM) before September 30. Notice of this meeting shall be emailed to all the members via their email address in record at least 21 days in advance of the date of the meeting. These meetings can be held physically or virtually as the situation demands;
- B. Special General body Meetings (SGM) of the Organization can be called in addition to the AGM. Such SGM shall be called by the Secretary, in consultation with the President and the Board of Directors, within four (4) weeks upon receipt of a written request detailing reasons, signed by at least one-tenth (1/10) of the total membership. Such meetings shall deal only with those matters for which the meeting was requested by the membership. These meetings can be held physically or virtually as the situation demands;
- C. The quorum for the AGM or SGM shall be one-third (1/3) of the membership or ten (10) members, whichever is less;
- D. Voting shall be by secret ballot in the case of election of officers, and by show of hands in other cases, unless a secret ballot or a standing vote is requested by the majority; Unless specified other-wise, motions duly proposed and seconded shall be carried out by a simple majority;
- E. All Members are eligible to attend AGM and SGM. Only Board members and Life members will be entitled to vote.
- F. All AGMs and SGMs will be held physically or virtually as the situation demands.

Section 8: QUORUM

The quorum for the meetings of the Board of Directors shall be four (4) or 1/3rd of the strength of the present Board, whichever is less.

The quorum for the meetings of the Executive Committee shall be three (3) or 1/3rd of the strength of the present committee, whichever is less.

The quorum for the AGM or SGM shall be one-third (1/3) of the membership or ten (10) members, whichever is less.

If any of the above meetings do not have a quorum at the scheduled time, a waiting period of up to thirty (30) minutes shall be allowed. Once the quorum is reached and declared so by the President (or his nominee), the meeting shall be valid even if attendance drops.

Section 9: NO-CONFIDENCE MOTION

- A. Such a motion shall be in writing and signed by at least two-third (2/3) of voting members and a minimum of Fifty (50) General members. A no-confidence motion shall be dealt with at an AGM or SGM called for this specific purpose. The notice for such meeting shall be emailed at least 21 days prior to the date of the meeting.
- B. A chairman for such a meeting shall be elected by members present at the meeting initially convened by the President of the Organization.
- C. No-confidence motion shall require two-third (2/3) majority vote of members who are eligible to vote and are physically present in the meeting.
- D. No confidence motion passed in AGM/SGM must get final approval by the two-third (2/3) majority of the Board Members physically present in a separate special Board meeting; if the Board does not approve the motion, then the motion fails.
- E. Should a no-confidence motion be carried, the members shall elect a new officer or officers or a new executive, as the cases may be, for the remaining term.

Section 10: AMENDMENTS

- A. Any Board Member of the Organization can serve a motion for the amendment of the Constitution / By-laws, in writing duly seconded to the Secretary;
- B. Such a motion shall be in writing and signed by at least two-third (2/3) of the members eligible to vote in AGM/SGM. Motion shall be dealt with at AGM or SGM called for this specific purpose. The notice for such meeting shall be emailed at least twenty-one (21) days prior to the date of the Meeting;
- C. The Secretary shall collate such requests and circulate the proposed amendments via email amongst the members at least three (3) weeks in advance along with the agenda of the AGM/SGM;
- F. Any amendment shall require two-third (2/3) majority vote of members who are eligible to vote and are physically present in the meeting.
- G. Any amendment passed in AGM/SGM must get final approval by the two-third (2/3) majority of the Board Members physically present in a separate special Board meeting; if the Board does not approve the motion, then the motion fails.

Section 11: DISSOLUTION

- A. In case of a dissolution notice other than section B below, an email notice in case of dissolution of the Organization shall be circulated to the membership at least four (4) weeks prior to calling the SGM. The quorum for such a meeting shall be one-third (1/3) of the total membership and dissolution can only be approved by a two-third (2/3) majority of the members physically present;
- B. The Organization can also be dissolved if the membership shows a complete lack of interest which is evident as under:
- a. If the following chain of events occurs
 - i. That an AGM had to be adjourned for lack of a quorum.
 - ii. That the second AGM called with due notice also had to be adjourned for lack of a quorum.
 - iii. That the third AGM called did not produce the required quorum. In that event the Organization shall be considered as dissolved. The Executive, instead of the General Body, shall determine the disposition of property and assets of the Organization as set out in Article 14 (2) of the Constitution.
 - b. If the Board of Directors with the consent of two-third majority of the Executive committee find it satisfactory to protect the best interest of the Organization, in that event the Organization shall be considered as dissolved. The membership of the General body shall determine the disposition of property and assets of the Organization as set out in Article 14 (2) of the Constitution by way of majority in ordinary resolution.

[Confirmed and Approved by the Members of the OFIC Board of Directors in their meeting held on Sunday, September 26, 2021]

Signed on the behalf of the Board of Directors



Dr. Narinder Garg

Executive Vice President/
Founding member/
Member Board of Directors