

# THE GUJARATI CULTURAL SOCIETY OF MANITOBA INC.

*A registered non-profit charitable organization devoted to advancing the public knowledge and appreciations of art, history and language of the Province of Gujarat situated in India.*

*(Founded in 1978)*

Revenue Canada Charity Registration No. 892046244 RR 0001

## THE CONSTITUTION

***BY LAW 1/2021***

***Revised March 2021***

REVISED BY-LAW #1/2021 MARCH 2021

OF

THE GUJARATI CULTURAL SOCIETY OF MANITOBA INC.

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# **THE CONSTITUTION**

## **THE GUJARATI CULTURAL SOCIETY OF MANITOBA INC.**

REVISED BY-LAW # 1/2021

BE IT ENACTED AND IT IS HEREBY ENACTED AS BY-LAW OF THE GUJARATI CULTURAL SOCIETY OF MANITOBA INC. (hereafter called “the Society”) AS FOLLOWS:

### **ARTICLE 1: NAME**

The name of the Society shall be The Gujarati Cultural Society of Manitoba Inc.

### **ARTICLE 2: HEAD OFFICE**

The Head Office of the Society shall be at such a place within the City of Winnipeg in the Province of Manitoba as the Board of Directors of the Society may from time to time determine.

### **ARTICLE 3: OBJECTIVES**

A non-profit corporation operating with the primary objectives of advancing the public knowledge and appreciations of art, history and language of the Province of Gujarat situated in India.

### **ARTICLE 4: BOARD OF DIRECTORS**

- a) The affairs of the Society shall be managed by a Board of Directors (hereafter called the Board) consisting of:
- President
  - Vice-President
  - Secretary
  - Treasurer
  - Directors (6)
  - Male Youth Director
  - Female Youth Director
  - Principal of Gujarati Cultural School.

- b) subject to the Article 4.4, all the Officers and Directors of the Society shall be elected by the Society at a general meeting of its members except for the principal of the Gujarati Cultural School
- c) The Board shall appoint from its members a Joint Secretary, and a Joint Treasurer.

### **ARTICLE 4.1: Executive Committee**

- a) **The Executive Committee** of the Board of Directors shall consist of the President, the Vice President, the Secretary, and the Treasurer.

**Quorum** for the Board of Directors and the Executive Committee shall be a simple majority of the members present.

- b) **Voting**: Question arising at any meeting of the Executive Committee or the Board shall be decided by a majority vote. The President at any meeting shall not have any vote; however, in case of an equality of votes, the President shall have a casting vote.

**The Duties** of the Executive Committee shall to manage the day to day affairs of the Society when it may not be necessary to hold a meeting of the Directors of the Board.

### **ARTICLE 4.2: Sub-Committees**

**SUB-COMMITTEES**: The Board may constitute such committees as it considers necessary, composed of such persons as it sees fit and one member of the sub-committee shall be from the Board. The Chairperson of any committee shall be a member in good standing of the Society. The Board shall have the sole discretion to appoint and remove members on any committee and to dissolve any committee. The Board shall establish the terms of reference and functions of the committee so constituted for its proper function and guidance.

### **ARTICLE 4.3: Advisory Committee**

**Advisory Committee**: At the Annual General Meeting (AGM) held on March 2019, the members resolved that the Society establish an Advisory Committee. Terms of reference of the Advisory Committee and its duties are stated (see Schedule A) approved by the AGM in the year 2019. This Schedule may be amended anytime at the annual or special general meeting.

## **ARTICLE 4.4: Qualification of Directors and Members in Good Standing**

- a) **Qualification:** The qualification of a Director or an Officer shall be that he be a member in good standing of the Society for at least 12 months immediately prior to the date of election; provided, however, that no person shall be eligible for re-election on the board for more than two consecutive terms either served fully or partially for any position. All the Directors and Officers must be residents of the Province of Manitoba immediately prior to the date of election and he be of the full age of eighteen (18) years. Ex board member may run for any office one year after he has ceased to be a Board member.

**Member in Good standing** shall mean a person who has been admitted to the membership of the Society & who has paid his required membership dues.

A member whose membership fees are in arrears as of December 31<sup>st</sup> shall have no right to vote at the AGM of the Society in that year.

## **ARTICLE 4.5: Term of Office and Filling Vacancy**

- a) The directors and the officers shall be elected at the AGM of the Society. Unless a director dies, resigns, or removed from his office, he shall hold the office from the date of the meeting at which he is elected or appointed pursuant to Article 4.5 (b) until the date of election of the directors at the next AGM.
- b) When a director of the Society ceases to be a director prior to the expiration of the term of his office, the Board may fill the vacancy and any person thus appointed, unless he dies, resigns or is removed from the office, shall hold office for the remainder of the term of the office of the person in whose place he was appointed.
- c) In the event that the number of Board members, for any reason, is reduced to six or below, the remaining Board member(s) shall immediately call a special general body meeting of the Society for the purpose of filling the vacancies, but may continue to perform the duties of the Board until the vacancies are filled at the Special General Meeting.

## **ARTICLE 5: DUTIES OF DIRECTORS AND OFFICERS**

**Subject to the additional duties** as may be assigned by the Board, the directors and officers shall perform the duties as hereunder specified:

**President:**

- The President shall be the Chief Executive officer of the Society
- He shall preside at all the meetings of the Society.
- He shall be responsible for the management of all the affairs of the Society.
- He shall be responsible to give an annual report of the preceding year at the AGM.
- He shall act only according to the directions and resolutions of the Board and see that the directions are followed.

**Vice President:**

- The Vice President shall, in rotation, in the absence or disability of the President, perform the duties and exercise powers of the President and shall perform such other duties from time to time as assigned by the Board.

**Secretary shall:**

- Set the agenda of the Board and general body meetings.
- Keep minutes of the Board and other meetings and shall distribute copies of minutes of meeting prior to the next meeting.
- Carry out correspondence, filing and office maintenance.
- Perform other duties as may be assigned by the Board.
- Be the sole custodian of the Seal of the Society which he shall deliver only when authorized by a resolution of the Board to do so to such a person or persons as may be named in the resolution.

**Joint Secretary shall:**

- Assist the Secretary and perform other duties as may, from time to time, be assigned by the Board.

**Treasurer Shall:**

- Accept membership fees, issue receipts and maintain membership list.
- Shall have the custody of the Society's funds and securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Society and shall deposit all monies and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board from time to time.
- He shall provide bank balance and disbursement list to the Board at each meeting.
- Keep accurate accounts and prepare financial statement on accrual basis of accounting.
- Prepare treasurer's report at the annual general and other meetings.
- Pay all the relevant bills after checking the documents for payments as directed by the board and maintain proper accounting records for audit trail.
- Carry out any other duties assigned by the Board.
- In case of his death, resignation, retirement, end of the term or removal from his office, he shall surrender to the Society all books, papers, voucher, money and other property of whatever kind in his possession or under his control.

**Joint Treasurer shall:**

- Assist the Treasurer and perform such other duties as may be, from time to time, be assigned by the Board.

**Directors:**

- Directors shall perform duties as assigned by the board.

**Retiring Officers and Directors**

- Shall properly and forthwith handover all records and belongings to new Board members.

**Remuneration:**

The directors or officers or any committee members shall not be entitled to any wages whatsoever, but they shall be entitled to be paid for expenses properly incurred by them in connection with the affairs of the Society. Any director or an officer or a committee member who is a bona fide employee of the Society (whether full time or part time) may be paid wages with respect to services performed by him as an employee.

**ARTICLE 5.1: Vacation of Office**

The office of a director or an officer shall be vacated:

- a) if he becomes bankrupt or suspends payments or compounds with his creditors or makes an unauthorized assignment or is, declared insolvent;
- b) if he is found to be of unsound mind;
- c) if he ceases to be a member of the Society;
- d) If he gives his resignation in writing to the board, he shall forthwith be deemed to have vacated the office.
- e) If the conduct of a member of the Board is contrary to the objectives of the society then Board can ask the member to explain or justify his action. If the explanation given by the member is accepted by the Board, matter will be deemed resolved. On the other hand, if the Board does not accept the explanation or if the member is unwilling or unable to do so, the Board will refer the matter to a General Body meeting. A copy of the motion shall be communicated to the member concerned within seven days of the motion passed by the Board. The member concerned shall be given an opportunity to explain his position at the general body meeting at which the motion requesting such an expulsion is considered. The approval of such motion shall be by simple majority of the members present at the meeting.

**ARTICLE 6: MEMBERSHIP, FEES, AND VOTING RIGHTS**

**ARTICLE 6.1: The Membership** of the Society shall be open to any person of the full age of 18 years or more who is interested in the Gujarati language, Gujarati culture and the primary objectives of the Society. The

Board of Directors shall have the right to reject any new application without giving any reason.

## **ARTICLE 6.2: Membership Fees**

- a) The Board may from time to time establish membership fees, application fees and any other fees in such amounts as they shall deem advisable, and may for such purposes establish different classes of memberships with different fees and voting rights with respect to each class, and the decision taken by the Board shall have to be subject to ratification by the membership at the next AGM before any change is implemented.
- b) Subject to paragraph 6.2 (a) above the following classes of membership are established and approved.
  - i. **Family Membership**: The sum of \$25.00 per annum for all the family members which shall include dependent parents and children. A Child, who is 18 years and older, shall either pay an individual membership fee or a student membership fee as per below article # 6.2 subsection (b) or (c).  
Voting Rights – 2 Votes, one for each spouse if married. Dependent parents will have no voting rights.
  - ii. **Individual Membership**: The sum of \$10.00 per year.  
Voting Rights - 1 Vote per person.
  - iii. **Student Membership**: The sum of \$5 per year for a bona fide full-time student.  
Voting Rights- 1 Vote per person.
  - iv. **Seniors** (65 years and older): The sum of \$5.00 per individual Senior.  
Voting Rights – 1 Vote per person

## **ARTICLE 6.3: Honorary Membership**

The Board of Directors shall have the right to grant an honorary membership to any deserving person who may have served the interests of the Gujarati Community whether in Manitoba or elsewhere.

Honorary members shall be exempted from the payments of dues or any assessment during the term of their honorary membership. He shall have no voting right and shall not be eligible for an office. He may attend meetings of the Society and enjoy benefits and privileges of the Society as a member.



## **ARTICLE 6.4: Late or Non-Payment of renewing membership fees**

A member who fails to renew his membership dues 60 days after the notice of the payment is given, shall be assessed a late fee as decided by the Board.

## **ARTICLE 6.5: Termination of the Membership**

A member ceases to be the member of the Society:

- a) If he gives notice in writing to resign and he shall not be entitled to any refund of membership dues.
- b) If he does not pay his membership dues in the time as per Article # 6.4.
- c) A member, whose conduct is considered by the Board to be contrary to the objectives of the Society, may be given a notice by the Board to explain or justify his conduct. The member concerned shall be given an opportunity to explain his position at the Board meeting at which the motion requesting such an expulsion is considered. Any explanation given by the member shall be considered by the Board and it may accept the explanation and if not satisfied can terminate the membership for 12 months.

## **ARTICLE 7: MEETINGS OF BOARD OF DIRECTORS**

### **ARTICLE 7.1: Place of meeting and Notice**

The meeting of the Board may be held either at the head office or elsewhere in the City of Winnipeg as the Board may from time to time determine. A meeting of the Board may be convened by the President or by a majority of Board Members at any time and the Secretary at the direction of the President or majority of Board members shall send the notice of the meeting at least two days before the date of meeting. Notice of such a meeting shall be delivered, mailed, email, or conveyed by any other mode of communication to each Board member not less than two days (exclusive of the day on which the notice is sent but inclusive of the day for which the notice is given) before the meeting is to take place. In case of an emergency as determined by the President, the meeting may be convened by one day's notice. The meeting of the Board may be held any time without a formal notice if all the Board members are present and those absent have agreed to waive the notice or have signified their consent to hold the meeting in their absence. An inadvertent omission in giving the notice for a meeting of the Board shall not invalidate such a meeting or invalidate or make void any proceedings taken.

After the election of the Board of Directors at a general meeting, the first meeting of the Board shall be held immediately or within 14 days of the election.

### **ARTICLE 7.2: Quorum**

A majority of the Board Members shall constitute a quorum for the transaction of any business.

### **ARTICLE 7.3: Voting**

A majority vote of the members present shall be required for a decision at the meetings of the Board, and any other committees but the President/Chair shall have no vote at the meeting except in the event of a tie of votes, the President/ Chair may give a casting vote.

## **ARTICLE 8: IDEMNITITES TO THE BOARD AND OTHERS**

- a) The Directors and the Officers of the Society and every one of them and every one of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the Society from or against all actions, costs, charges, losses, damages and expenses which they or any of them, or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty in their respective offices except (if any) as they shall incur or sustain by or through their own willful neglect or default. For the purpose of indemnity, the board shall take out and carry valid insurance policy for all time.
- b) The Board is hereby authorized from time to time to cause the Society to give indemnities to any Board member or any person(s) who has undertaken or is about to undertake any liability on behalf of the Society and any action, from time to time, taken by the Board under this paragraph (Article # 8) shall not require approval or confirmation by the members of the Society.
- c) No director or the officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or an officer or an employee for joining in any receipt or an act of conformity or for any loss, damage or expense for the society through the insufficiency or deficiency of a title to any property acquired by the order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the Bankruptcy,

insolvency or tortuous act of any person, firm or corporation in which any monies, securities or effects shall be lodged or deposited for any other loss, damage or misfortune whatever which may happen in the execution of duties of his respective office or trust or in relation thereto unless the same shall have been carried by or through his own willful act or default.

## **ARTICLE 9: CONFLICT OF INTEREST**

A director or an Officer shall not attend and/or vote in a meeting of the Board, where any contract or an arrangement in which he or a member of his family (such as but not limited to spouse, son, daughter, brother, sister, a parent, including in-laws, first cousins and grandparents) has direct or indirect interest whether as an individual or a firm or a corporation in which he or a member of his family is a partner or shareholder.

## **ARTICLE 10: SEAL & EXECUTION OF INSTRUMENTS**

### **ARTICLE 10.1: Seal**

The Seal, an impression thereof is stamped on the margin hereof, shall be the Seal of the Society.

### **ARTICLE 10.2: Signing Authorities**

Bank cheques and all the deed documents requiring official signature of the Society shall be signed by any two of the following four officers: President, Vice-President, Secretary or Treasurer.

The Board shall have powers from time to time by resolution to appoint any officer or officers, a person or persons to sign any contracts, documents and instruments on behalf of the Society. The Seal of the Society when required shall be affixed on such authorized contracts, documents, and instruments.

### **ARTICLE 10.3: Bank Account**

The Society may operate its banking in any of the registered financial institutions in Manitoba approved by the Board.

## **ARTICLE 10.4: Payment and Expenses**

- a) The Treasurer is authorized to keep up to \$200 in a petty cash account for incidental, miscellaneous and day to day expenses.
- b) Any expense incurred over \$500 must be first approved by the Board.

## **ARTICLE 11: FISCAL YEAR**

Fiscal year for of the Society shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of every year.

## **ARTICLE 12: MEETINGS**

- a) **Annual General** meeting (AGM) shall be held not later than thirty first day of the month of March every year. Date, time and place shall be determined by the Board. A minimum of fourteen (14) days notice in writing shall be required to convene an AGM or any general body meeting and article 12(b) and 12(c) shall apply to all the notices.
- b) **Special General Body meeting**: Special general meetings of the members may be convened at any time by an order of the President or by a majority of the board of directors. Special meeting by the membership may be convened at a request given in writing by not less than twenty five percent of the membership or by twenty members whichever is less specifying the object of the meeting. At any such special meeting convened by the members, no other business other than specified in the request shall be conducted.
- c) **Notice(s) of Meeting(s)**: All the meeting of the members shall be convened by notifying the members either by all electronic means or by ordinary mail at their last known address at least fourteen (14) days before the date of the meeting. In such a notice the agenda or the nature of the business to be carried out shall be included. A failure to give a notice of any meeting to any member by an inadvertent mistake shall not invalidate proceedings of the meeting. In computing the number of days for giving a notice of a meeting, the day notices are mailed out shall be included in computing the number of days for giving the notice.
- d) **Signature to the Notices**: The signature to any notice to be given by the Society may be written, stamped, type written, printed or electronically captured. The name and the designation of the signatory shall be printed in the notice.

- e) **Chairman & Quorum at General Body Meeting:** At every General or special meeting of the members, the President shall be the chairman. In case of the president's absence or inability to chair the meeting, Vice President shall chair the meeting.

**Quorum:** a quorum at any meeting of the members of the Society shall be twenty-five percent (25%) of the membership or twenty (20) members present, whichever is less. If there is no quorum in the meeting, then it shall be held on the same weekday in the following week and the requirement of the quorum shall not be necessary to convene the rescheduled meeting. The proceedings carried out at this rescheduled meeting shall be valid and binding.

- f) **Voting:** The voting at any general meeting shall be by show of hands except when ballot is demanded by a member. Proxies shall not be allowed. The chairman of the meeting shall not have any vote; however, in case of an equality of votes, the chairman shall have a casting vote. In order to be eligible to vote, a member must be in good standing as described in Article # 4.4.

## **ARTICLE 13: APPOINTMENT OF AUDITOR**

The members at an AGM in each year shall appoint an auditor or qualified accountant to audit the accounts for the following fiscal year with or without a fee which shall be determined by general membership. The qualification of an auditor/ qualified accountant shall be that they are not to be a director, an officer, a trustee, a relative of a board member or an employee of the Society. If for any reason the appointment auditor/ qualified accountant is unable to provide their services for the ensuring fiscal year, the Board may instead appoint another qualified auditor/accountant for the above services.

## **ARTICLE 14: NOMINATING COMMITTEE**

### **ARTICLE 14.1 Composition of the Nominating Committee**

#### **Eligibility for election of the members of the nominating committee:**

- Members of the nominating committee shall not be eligible to stand for the election for any position.
- Members of the nominating committee shall be the members of the society in good standing.

At least 45 days before the AGM, the Board shall appoint a Nominating Committee. The nominating committee shall be composed of a

Chairperson and three other members. All four of them shall be the members in good standing of the Society. Not more than one member of the Board shall be appointed to the nominating committee. No member of the Board appointed to the nominating committee shall serve as a chairperson of the committee. No member of the nominating committee shall be eligible to run for any office.

- a) The Board shall send a notice in writing to the members of the Society 5 days of appointment of the committee,
- b) Intimating to the members regarding the appointment of the Chairman and members of the Nominating Committee giving their names addresses and telephone numbers,
- c) Informing the members of all vacant positions for directors and officers.
- d) Inviting members who wish to stand for election to the vacant position to send their nomination on nomination forms to the nomination committee.
- e) Advising the closing date for receiving such nominations by the nomination committee which shall be at least 14 days before the scheduled date of the AGM.

## **ARTICLE 14.2 Duties of the Nominating Committee**

- a) The nomination committee shall check that those who have been nominated are qualified to hold offices as per the Article (4.4) above and are willing to serve their respective offices. The nominating committee shall ensure that at least one name is put forward for each vacant position and for that purpose may nominate appropriate candidate for the vacant position.
- b) The Chairperson of the nominating committee shall submit to the board its report containing the names of the nominated candidates who are eligible for the ensuing election, at least fifteen days prior to the date of the AGM. Any person or persons directly named by the nominating committee shall be deemed nominated for the election without requirement of formal nomination(s). The board shall attach this report to the Agenda circulated for the AGM. Further nominations from the floor shall not be allowed at the AGM except for any extenuating circumstances (e.g., if a vacancy is created due to death or physical inability of any candidates standing for election, or withdrawal of any candidate etc.).
- c) Nomination received by the nomination committee shall be circulated via mass email at least 7 days or earlier before the AGM subject to Article 14.2(a).
- d) The ballot shall be conducted by the nominating committee and the chairman of the nominating committee or his designate shall be the returning officer to conduct the election.

- e) One representative per candidate shall be allowed to be in the election booth as an observer. The Board shall indicate this regulation in the report of the nominating committee to enable the candidate to give the name of his representative to the returning officer so that he may be allowed to be in the election booth. If any observer finds any irregularity, he may report to the returning officer for clarification or for further action or to rectify the irregularity reported.
- f) Counting of ballots shall be conducted by the members of the nominating committee and if needed, four more scrutinizers may be elected from the floor for this purpose at the AGM. Each candidate standing for election or his representative shall be entitled to be present at the counting of the ballots.
- g) In case of a tie of the votes for a position when confirmed by a recount, the returning officer shall write the names of the candidates who have received equal number of votes on separate pieces of papers and place them in a suitable receptacle. The drawing of the names at random from the receptacle shall be carried out by the returning officer in the presence of all the available candidates as well as their representatives present at the AGM at that time, all the available members of the Nominating Committee present at the AGM at that time and the scrutinizers. The first person whose name is drawn for each position shall be declared elected.
- h) The result of the election will be reported by the returning officer at the AGM to the members and shall be recorded in the minutes. The Nominating Committee shall dissolve after the completion of the election.

## **ARTICLE 15: GUJARATI SCHOOL**

Gujarati school shall be considered as one of the essential activities of the Society. Operating costs of running the school shall be shared by the society, school, and the parents of the registered students in such a manner and conditions as set by the Board.

Principal of the school shall be an ex-officio member of the Board with a voting right. The principal of the school shall also be the chairperson of the Gujarati school committee.

## **ARTICLE 16: AMENDMENT OF BY-LAWS**

The By-laws of the Society may be repealed or amended at any general meeting of the Society by 67% (2/3) majority vote of the members present at the meeting provided a notice to repeal or to amend the By-laws is given to all members at least 14 days before the general body meeting.

## ARTICLE 17: INTERPRETATION

In the by-laws unless where the context specifically provides to the contrary:

- a) "The Act" or "The Corporation Act" means the statute under which this Corporation (Society) has been incorporated or substitution or amendments thereof as amended from time to time, but reference shall be to the act of amendments thereto in force at each relevant time
- b) "AGM" shall mean annual general meeting of the Society.
- c) "Board" shall mean the Board of Directors of the Gujarati Cultural Society of Manitoba Inc;
- d) "Board Members" shall include a President, director and an officer of the Society
- e) "Family" shall include husband, wife and their children less than eighteen years of age and dependent parents living with the member.
- f) "Members in good standing" shall mean those members who have paid their dues by Dec 31<sup>st</sup> and are listed in the membership list with the treasurer.
- g) "Student Membership" shall mean full-time student who regularly attend a college, university, or other institution in a program at post –secondary school level here in Manitoba.
- h) "Person" shall include partnership, association and corporations.
- i) "Gender" shall mean the singular shall include words in the plural and vice versa. The words importing the masculine gender shall include those in the feminine gender and vice versa.
- j) "The Society" shall mean the Gujarati Cultural Society of Manitoba Inc.
- k) "Terms of Office" shall mean no person shall be entitled to hold office more than two consecutive terms either served fully or partially.
- l) "Relative" is a person who is part of your family. Parents, siblings, uncles, aunts, grandparents, cousins, nieces, and nephews are all relatives. A relative can be connected to your family through blood or by marriage.



## ARTICLE 18: DISSOLUTION

In the event of dissolution of the Society, all of its remaining assets shall be distributed to one or more registered charitable organizations qualified within the meaning of the Canada Income-Tax Act and the amount to be distributed to each organization shall be determined by a resolution of the Board of Directors and shall be approved by the members at a general body meeting.

Upon the enactment of this Constitution By-Law #1/2021 all former Constitution By-law are hereby repealed. This By-Laws # 1/2021 was enacted on Sunday, the 21st day of the month of March in the year 2021 at the legally convened general body meeting held virtually, in the City of Winnipeg, in the Province of Manitoba.

X 

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Subhashchandra Patel  
President

X 

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Reena Vania  
Secretary

X 

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Hasmukh Pandya  
Chair-Constitution

Constitution has been reviewed by the following nomination committee members:

Kirit Thakrar

Bhadresh Bhatt

Pooja Patel