



ఆటవా తెలుగు అసోసియేషన్ OTTAWA TELUGU ASSOCIATION

Administrative by-law

WHEREAS the Ottawa Telugu Association was incorporated pursuant to the *Corporations Act* (Ontario) on May 14, 2010;

AND WHEREAS the Ottawa Telugu Association wishes to transition to the *Not-for-Profit Corporations Act*, 2010 (Ontario) requirements by the transition date of October 19, 2024;

AND WHEREAS in the event that the Ottawa Telugu Association does not adopt amended by-laws in accordance with the Ontario Not-for-Profit Corporation's Act requirements by the said transition date, the provisions of this by-law shall be deemed to apply in accordance with the *Not-for-Profit Corporations Act*, 2010 (Ontario);

AND WHEREAS the enclosed by-law is not in conflict with the existing By-laws of the Corporation, and for the proper and due administration of the Corporation the Ottawa Telugu Association proposes to the membership that the enclosed by-laws be followed for its annual general meeting of members in 2023, and notice has been given to the members of the directors proposal that these by-laws be adopted, with such amendments as may be validly proposed at the next annual general meeting of members in 2024.

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Ottawa Telugu Association (hereinafter the "Corporation"), unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.
- j. "Advisory Board" means the Board of the prior Executive committee members who can provide their advice and help to the current Executive Board at the time of need.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board. The Secretary shall oversee the corporate seal and its use.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors, so long as one of the Officers is the President. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 - Directors

2.01 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting hereafter for a two (2) year term. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. At a meeting of the Members, members can decide to remove the Director before the expiration of the Director's term of office. 3/4th of the quorum of the Members is required to pass this resolution.

2.03 Filling Vacancies

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

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.
4. In the event of a mid-term resignation of a board member:
 - a. An interim new board member may be appointed by the Board for the remainder of the year until the AGM, and
 - b. A replacement board member may be elected at the AGM for the remaining term of the member being replaced.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number an executive committee of Directors and may delegate to the President, or the committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than

as Directors, provided that the amount of any such remuneration or reimbursement is:

- i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

Section 3 - Board Meetings

3.01 Calling of Meetings

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

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board member may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, Secretary shall preside at Board meetings.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.

3.06 Participation by Telephonic or Electronic Means

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

The V.P. Finance will have the first and foremost authority to deal with any financial transactions, banking, etc., but the President will also have an access to the bank accounts and will be the signing authority on the cheque along with the V.P. Finance. With the consent of the V.P. Finance, the President can sign to issue the cheque or make an online transaction.

4.02 Financial Year

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

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be President, V.P. Finance, Secretary and any other positions at its first meeting following the annual meeting of the Corporation. If needed, the office of V.P. Finance and Secretary may be held by the same person and may be known as the Secretary-V.P. Finance. The office of Chair and President may also be held by the same person.

The Board may appoint the Directors & Associate Directors for PR & Communications, Cultural Activities, Operations, Youth, etc. who shall perform duties as prescribed from time to time.

5.02 Office Held at Board's Discretion

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

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 Duties

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

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

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

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*
3. OTA must pay for the liability insurance for all the Officers, Directors & Associate Directors. Event insurance must also be procured for all events and activities.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

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

If a director is also a director of any other for profit/not-for-profit social/community organization/s based in Canada, he/she must disclose to the board in writing how his/her role won't be a conflict of interest, including but not limited to fund raising activities. This submission must be done at the time of planning for the event, or within 10 days of becoming a part of any other organization.

7.02 Public Benefit Corporation

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation, notwithstanding its status pursuant to section 149 of the Income Tax Act (Canada), unless the provisions of the said act and the Act and the law applicable to public benefit corporations are complied with.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board and so admitted. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

Membership in the Corporation shall consist of two classes of Members, namely, Class A Members and ClassB Members. The following conditions of Membership shall apply:

Class A Members: Family Class - All the family members must reside at the same address.

Class A Members shall be the family who have applied and been accepted for Class A membership in the Corporation.

The term of Membership of a Class A Member shall be one year, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each Class A Member is entitled to receive notice of, attend, and vote at all meetings of Members, provided the member is 18 years old or more.

Class B Members: Individuals

Class B Members shall be individuals who have applied and been accepted for Class B membership in the Corporation.

The term of Membership of a Class B Member shall be one year, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each Class B Member is entitled to receive notice of, attend, and vote at all meetings of Members, provided the member is 18 years old or more.

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

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

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;

- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Annual & Other meetings of Members

The Annual General Meeting of the members shall be held in the first 15 days of November every year, and elections can also be conducted in the same meeting, if needed. The location can be decided by the executive board in power. Any other general meeting of the members shall be held in the National Capital Region at any similar venue that the Board of Directors may designate and on such a day as the said Directors shall appoint.

- If necessary, as determined by the Board of Directors, a virtual General Meeting of the members can be held using a suitable video-conferencing computer software package that is readily and widely available to the members.
- Such a virtual meeting shall be considered as a legally constituted General Meeting.
- Notice of the Annual General Meeting shall be sent to each member at least three (3) weeks prior to the date of the Meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 20 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

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

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a minimum of 24 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

No proxies will be allowed for establishing the quorum.

In case of a virtual General Meeting, for the purpose of establishing a quorum, the number of members registered for and participating in the meeting shall be considered as if present in person.

9.05 Chair of the Meeting

The President will be the chair of the Members' meeting. In the President's absence, the Secretary, followed by V.P. Finance will act as Chair. If needed, any Director in the Board can be appointed/elected to act as a Chair.

9.06 Voting of Members

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

- a. each Member who is 18 years old or more shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting will have a second or casting vote;
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- g. Voting required to pass a minor decision: 50% of the quorum + 1 votes.
- h. Voting required to pass a major decision: 3/4th of the quorum.

For e.g., changing any part of the constitution is considered to be a major decision.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

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

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Advisory Board

The Advisory Board would constitute the directors from the prior OTA executive board who served the office lately. They will serve the OTA for the next 2 years acting as the members of the OTA Advisory Board. This way, the advisory board keeps changing for every 2 years.

All the members in the Advisory board must be in good standing to serve in the Advisory Board.

Duties of the Advisory Board:

- a. Shall meet with the Executive Board at least once in every 6 months and after as when required.
- b. Help in conducting fair & lawful elections
- c. Arbitration with in membership or directors or any appeals brought to its attention
- d. Help the board of directors in Governance, if needed
- e. Makes sure the new board of directors maintain records up to date with Service Ontario, CRA, bank, etc.
- f. If there are 4 or more board of director positions vacant, Advisory board shall inform members and the residual board and call for General members meeting to conduct elections for the vacant positions.
- g. In case of any complaints/issues against Director/s, the Executive Board must reach out to the Advisory Board to seek help in resolving the issues with the director before calling for SGM.

Section 12 - Adoption and Amendment of By-laws

12.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law, provided the 3/4th of the quorum agree to the changes.

Approved at SGM on: June 30, 2023

Schedule A

Position Description of the President

Role Statement

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary, or benefits of the president.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

Schedule B

Position Description of the V.P. Finance

Role Statement

If appointed, the treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

If appointed, the secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers, and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.