

BYLAWS OF KABIR CULTURAL CENTRE, ALSO KNOWN AS KABIR CENTRE FOR ARTS & CULTURE

(as approved by Core Committee on 3 January 2009 and modified during Annual General Body Meetings on 1st October 2011, 4th November 2012 and 20th October 2013 and Special General Body Meeting on 5th January 2014)

Article 1: Preamble

Kabir Cultural Centre (KCC), also known as Kabir Centre for Arts & Culture, by virtue of a resolution passed during the Annual General Body Meeting on 20th October 2013, is a non-profit, non-political and secular organization. It is registered under Quebec Companies Act. It is named after Kabir, a fifteenth century mystic, poet and philosopher who preached harmony amongst all people irrespective of their religious background.

Article 2: Vision Statement

Kabir Cultural Centre has a vision of engendering harmony, mutual respect, fostering pluralistic traditions and building bridges amongst the cultural communities of South Asian origin and the larger Canadian society. In the context of KCC's vision, the term South Asia means India, Pakistan, Bangladesh, Sri Lanka, Nepal, Bhutan and Maldives.

Article 3: Major Activities

KCC shall strive to achieve its vision by way of facilitating the combined presence of members of the South Asian Diaspora and other Canadians by organizing events such as, but not limited to, Concerts of Classical/Folk/Fusion Music and Dance Forms of South Asia, Plays with South Asian themes, South Asian Films followed by panel discussions, Book Reading sessions, conferences and symposiums on a variety of themes that reinforce the vision of KCC.

Article 4: Members of Kabir Cultural Centre

Article 4.1: Eligibility and Entitlements

Any person over 18 years of age interested in South Asian culture and who confirms support for the vision of KCC, may become a member of KCC by completing a membership form and paying annual membership dues. Such membership shall be subject to acceptance by the Executive Committee. A member shall have the right to vote six (6) months after becoming a member, and may stand for office after at least one year of becoming a full member, except as decided by the Core Committee (see Article 6) in the context of creation of an Executive Committee for the first time through elections. Members shall pay dues in order to maintain their membership status.

Article 4.2: MEETINGS OF MEMBERS

Article 4.2.1 Annual General Meetings

There shall be an Annual General Meeting to be held after the end of the fiscal year and not later than September 30, at such time and place as may be fixed by Executive Committee resolution. Business at the Annual General Meeting shall consist of receiving and considering reports from the Executive Committee; receiving financial statements including Auditor's Report; electing members of the Executive Committee and office bearers for vacant positions and transacting any other business that ought to be transacted at an Annual General Meeting.

Article 4.2.2: Special General Meetings

Special General Meeting may be convened at any time and for any purpose by order of the Executive Committee, or by written request to the Executive Committee by at least fifteen (15) voting members, or twenty-five (25) per cent of voting members, whichever is larger. In all cases, the nature of business to be discussed shall be specified. The Executive Committee shall be obliged to call such a meeting within three (3) months from receipt of the request.

Article 4.2.3 Quorums

At any general meeting of members, fifteen (15) voting members, or twenty-five (25) percent of the total voting members of the organization, whichever is less, shall constitute a quorum.

Article 4.2.4: Voting Rights

Members who have paid their membership dues, and who have been members for at least six months, shall have the right to vote. Proxy voting shall not be permitted.

Article 4.2.5: Season Pass Holders

The Executive Committee will decide if and when to launch Season Passes for the general public. A member may or may not decide to avail of a Season Pass. In view of this, the terms and conditions for the Season Pass holders will be determined by the EC keeping in view that the financial incentives for members continue to be attractive after the introduction of Season Passes.

Article 5: Executive Committee (EC):

The day-to-day affairs of KCC will be managed by an Executive Committee (EC). The EC shall be composed of the President, Vice President, Secretary, Treasurer and 11 Directors. All these positions shall be filled through election by membership. In addition to these positions, by a resolution passed during the Annual General Body Meeting on 20th Oct 2013, the outgoing President of the centre shall be an ex-officio member of the Executive Committee for one more term of three years, in order to lend support to the new committee.

Article 5.1: Eligibility

Any member, who has been a member for at least one year continuously, shall be eligible to stand for office. To avoid any conflict of interest, any member nominated for the position of the President, Vice President, Secretary or Treasurer shall not hold any of such positions in another culture-related organization within Canada.

Article 5.2: Nomination

Candidates for Executive Committee shall be considered on the basis of recommendation of Nominating Committee (see Article 8.3) and/or on the basis of a proposal and a secondment during the AGM. A secular outlook, a known ability or expertise in the functions relevant to the activities of KCC, besides the consent and ability to devote adequate time for the activities of KCC shall be general considerations supporting the candidacy of the person proposed.

Article 5.3: Election to the Executive Committee

Unless otherwise provided for in other bylaws of the organization, the Executive Committee shall be elected by members entitled to vote at an Annual General Meeting. The election of the Executive Committee shall be by secret ballot. Ms. Vijaya Mulay, by a resolution passed during the first Annual General Body Meeting on 1st Oct 2011, is appointed as Member Emeritus of the Executive Committee.

Article 5.4: Terms of Executive Committee

Unless otherwise provided for in other bylaws of the organization, the term of office for all elected members shall be three years. The tenure of the elected members will be staggered so that in the steady state, one third of the members will be elected each year. Elected members shall be eligible to serve continuously for three (3) terms, with no more than two (2) terms in the same capacity, unless there is no other eligible candidate available for such positions.

Article 5.5: Resignations

Any elected member may resign from the Executive Committee without forfeiting his/ her membership in the organization. A resignation may be made by submitting it in writing to the President of the Executive Committee. If the President is resigning, the resignation may be done by submitting it to the Vice-President. Such resignations shall take effect as of the date of acknowledgement by the President/Vice-President of such written resignation, or thirty (30) calendar days from the receipt of such communication whichever is earlier.

Article 5.6 Disqualification due to Absence

Any elected member who is absent from Executive Committee Meetings for three consecutive meetings, and who fails to communicate valid reasons in writing (including email) to the Executive Committee shall automatically cease to be a member of the Executive Committee. The EC shall reserve the right to accept or reject the reason as valid, the decision in this regard being recorded in the minutes of the meeting.

Article 5.7 Removal

When an EC member is deemed to have acted against the interests of the KCC in the judgement of the Executive Committee, a Special General Meeting shall be convened to decide on the matter. A majority vote of members present at the SGM can remove the member from the EC.

Article 5.8: Remuneration

Elected members shall receive no salary for their services.

Article 5.9 Roles and Responsibilities of the members of the Executive Committee:

The Executive Committee shall consist of four (4) office-bearers namely President, Vice-President, Secretary and Treasurer as well as 11 other Directors.

The responsibilities of the Executive Members shall be as follows:

The **President** shall sign all documents on behalf of the organization; shall officiate at all meetings of the Executive Committee and at members' meetings including the annual and special general meetings of the organization. Together with the members and the Executive Committee, he/she shall have the responsibility for i) selecting and implementing the programs/events for the current year and ii) giving direction to the further development of the organization so that its aims and objectives are achieved. The President shall be responsible for presenting an annual draft plan of activities and implement the approved plan per the provisions of bylaws

The **Vice President** shall assist the President in carrying out his/her duties and shall assume the responsibilities of the President in the President's absence. In addition, the Vice President shall take up one or more of the functions that are described at the end of this section.

The **Secretary** shall be responsible for communicating information about all Executive Committee meetings, Annual General Body Meetings and Special General Meetings and for maintaining all the records including approved minutes, mailing lists etc. The Secretary shall send an electronic copy of the updated mailing list to the President every quarter. The Secretary shall maintain the membership list of KCC, consisting of alphabetically arranged names, addresses, phone numbers, and e-mail addresses. This shall be made available to the members of the Executive Committee, if and when needed for a specific purpose.

The **Treasurer** shall keep an account of the financial transactions of the organization, including account of its assets, receipts, disbursements, and he/she shall assist the auditor in the preparation of the financial statement for approval at the AGM.

The Secretary and Treasurer will be responsible for creating back-up records of all the files under their custody by submitting, during each meeting of Executive Committee, an up-to-date copy on CD(s) which shall be stored under the custody of the President. Such duplicate records shall be destroyed when a new backup is available.

The eleven Directors, along with the office bearers shall share the following responsibilities:

- a. Government Liaison, including application and follow-up for 'Charitable Organization' status
- b. Film Club Activities
- c. Book Club Activities
- d. Coordination with other Cultural Organizations regarding collaborations
- e. Coordination and liaison with local universities
- f. Publicity, Press Release and Media Contact: (Radio, TV, Newspapers)
- g. Website Maintenance and Development
- h. Email List Maintenance
- i. Printing tickets, distribution and networking for sale of tickets
- j. Stage Decoration and Coordination
- k. Snack sale at events including ordering of all necessary commodities
- l. Volunteer Coordination
- m. Coordination with artists/organizations outside Canada (?)
- n. Coordination with Local Artists
- o. Fund-raising and sponsorships
- p. Charitable Activities
- q. Coordination with youth organizations

Article 5.10: MEETINGS OF THE EXECUTIVE COMMITTEE

Article 5.10.1: Place of Meetings

Meetings of the Executive Committee shall be held at any location in Montreal that the Executive Committee may from time to time determine. Executive Committee, meetings may also be held by conference call where all persons participating can hear each other. Such a meeting shall be deemed to be a properly convened meeting.

Article 5.10.2: Notice of regular meetings of the Executive Committee

A notice of the time and place of the meeting and general nature of the business to be transacted shall be sent through the mail no less than five (5) days prior to said meeting, or over the telephone, or by email at least two (2)

days prior to said meeting. The Notice shall be given by the Secretary, or any other person designated by the President, to all members of the organization.

Article 5.10.3: Quorum

Six (6) members shall constitute a quorum at any meeting of the Executive Committee, provided at least two of the four office bearers (President, Vice-President, Secretary, Treasurer) are present.

Article 5.10.4: Adjournment

Any meeting of the Executive Committee may be adjourned to a later date by the vote of the majority of the voting members present. No notice of such adjourned meeting shall be required unless the meeting is scheduled ten (10) or more days later. Any matter may be transacted at such adjourned meeting that could have been transacted at the meeting prior to its adjournment, provided there is a quorum present.

Article 5.10.5: Voting

Any questions submitted to the meeting of the Executive Committee shall be decided, if a consensus is not possible, by the majority of the votes cast, each Executive Committee member attending the said meeting being entitled to one vote. In case of equality of votes, the President's decision shall be final.

Article 5.10.6: Chairperson

The President shall act as Chairperson. In her/his absence, the Vice President shall preside. In the absence of both, any member of the Executive Committee designated by the Executive Committee shall act as chairperson at any meeting of the Executive Committee.

Article 5.10.7: Secretary

The Secretary, or when she/he is unavailable, any person named by the Executive Committee, shall act as Secretary of the meeting.

Article 5.10.8: Attendance deemed

An Executive Committee member may, with the consent of the President, participate in a meeting of the Executive Committee over the telephone where all persons participating can hear each other. Such Executive Committee member shall then be deemed to be present at the meeting.

Article 5.10.9: Frequency of Meetings

Meetings of the Executive Committee shall be held not less than four times a year, and a period of no longer than six (6) months shall elapse between any two meetings.

Article 5.10.10: Decisions made within the EC concerning the events to be held by KCC

Decisions concerning the Book Reading and Film Club Activities shall be taken by the Directors responsible for these activities with information to EC. In the case of Films, the decision shall be taken through consultation between the Director in charge and the President. Decisions pertaining to concert or other events shall be made after full consultation with the entire EC, whether or not present during an EC meeting. This consultation may be conducted by phone, e-mail or conference calls at the behest of the President. The proposal and approval of the events shall be by two-thirds majority or approval by a simple majority and the consent of the President. Responses to such consultations either during a meeting or through e-mails, shall be within three days, failing which it shall be considered as a consent to the proposal by the President.

Article 5.10.11: Vacancies in EC

Should a member of the EC resign or be removed by application of the bylaws and so long as the remaining EC members constitute a quorum, they may continue to function normally. In the event of a resignation, removal, or a disqualification due to absence, the vacancy shall be filled by a member eligible to stand for office, appointed by the remaining elected members, within two months of the resignation or disqualification. Said replacement shall remain in office only until the next annual general meeting of members, at which time an election shall be held for that position. The term of office for this newly appointed position shall be until the next general election.

Article 6: Core Committee

Article 6.1: Constitution of Core Committee

Until such time as membership becomes effective and an EC can be formed through election, the affairs of KCC shall be managed by a Core Committee consisting of the following persons:

1. Birendra Prasada
2. Sushma Prasada
3. Arif Ali Khan
4. Kiran Omar
5. Alka Jain
6. Rakesh Jain
7. T.K. Raghunathan
8. Hita Raghunathan
9. Vijaya Mulay
10. Shree Mulay
11. Deepa Mathur
12. Naveen Mathur
13. Tenweer Hashmi
14. Nevin Harji
15. Syed Twareque Ali

The Core Committee will have the power to co-opt new members and to terminate the membership of the Core Committee members who are unable to participate in it until such time when the Executive Committee is duly elected by the members.

Article 6.2: Relationship of Core Committee to the Executive Committee

The Core Committee shall perform the duties of EC until such time as an EC is duly elected through general membership. If any person who belongs to the Core Committee should become a part of the EC in future, such a person shall have the power of veto towards any proposed change to the vision of KCC. If no person of the present Core Committee is part of the Executive Committee in future, the President of the Executive Committee shall nominate three persons (who are able and willing to function accordingly) from the present Core Committee who shall be consulted in the event of any change being proposed to the vision. All the three persons so nominated shall have the aforementioned power of veto. The veto can be overridden if three quarters of the membership attending votes to do so in an AGM or Special AGM.

Article 7: Transition Plan

It is the intention of the Core Committee as of the date of introduction of these bylaws to draw up a transition plan towards an Executive Committee by opening up membership to the public during the calendar year 2009.

Article 8: Committees created by EC

Article 8.1: Formation

The Executive Committee may, by resolution, create various committees composed of Executive Members and others persons. At least one member of the Executive Committee shall be on each committee so created, and members shall comprise a majority on any committee. The Executive Committee shall establish a precise mandate (terms of reference) for such a Committee.

Article 8.2: Mandate of the Committees

Committees which may from time to time be created by the Executive Committee, shall perform their duties under a specific mandate from the Executive Committee, and shall report on their activities to the Executive Committee. In the performance of their duties, the committees shall adhere to all the relevant bylaws of the organization.

Article 8.3: Nominating Committee, composition and function:

The Nominating Committee shall be composed of three (3) members in good standing. By a resolution passed in the Annual General Body Meeting on 4th November 2012, it shall be appointed by the Executive Committee. Members on the Nominating Committee shall not be eligible to stand for election, and shall not forfeit their right to vote. The mandate of the Nominating Committee shall be to ensure that suitable candidates are encouraged to stand for election. The Nominating Committee shall approach members eligible to stand for election, and shall present at least one name for each position on the Executive Committee, to the Election Committee. The Nominating Committee shall make efforts to ensure that all geographic regions of members are represented. The function of this Committee shall in no way impinge upon the rights of members to nominate candidates of their choice for the Executive Committee, nor shall the mandate of the Nominating Committee impinge upon the functioning of an election committee should one be constituted.

Article 9: FISCAL YEAR, AUDITORS AND OFFICES

Article 9.1: Fiscal Year

By a resolution passed during the Annual General Body Meeting on 4th November 2012, the Fiscal Year shall be from December 1 to November 30.

Article 9.2: Auditors

The members shall approve the appointment of an auditor at each Annual General Meeting, who shall remain in office until the next Annual General Meeting, or until s/he resigns, or is otherwise replaced by resolution of the Executive Committee, at which time her/his unexpired term shall be filled by an appointment by the Executive Committee. The auditors shall, at the end of each Fiscal Year, audit the financial statements and submit their report to the President. The Auditor's Report along with the financial statements will be presented at the AGM for approval by a majority of voting members.

Article 9.3: Offices

The organization may establish offices at any place in Greater Montreal, in the Province of Quebec, by resolution of the Executive Committee, as and when it deems appropriate.

Article 10 : CHEQUES AND CONTRACTS

Article 10.1 : Cheques and other similar documents

All cheques, drafts, or orders for the payment of money, and all notes and acceptances and bills of exchange shall be jointly signed by at least two out of the four office-bearers.

Article 10.2: Contracts

Contracts, documents or instruments in writing requiring the signature of the organization (save for contracts made in the ordinary course of business of the organization) may be signed by the President or a member of the Executive Committee so designated for the purpose by the President or by a resolution of the Executive Committee.

Article 11: DISTRIBUTION OF ASSETS

Pursuant to the Letters Patent, and as approved by a resolution passed during a special General Body Meeting held on 5th January 2014, should the organization be wound up, or its assets distributed, the residual assets after discharging all debts will go to one or more recognized donees as described in paragraph 149.1(1) of the Law on Taxes on Revenue (Canada).

Article 12: AMENDMENT OR REPEAL OF THE CONSTITUTION AND BYLAWS

Article 12.1: Constitution and Existing Bylaws

Article 12.1.1: The Executive Committee shall introduce amendments or the repeal of the Constitution and existing bylaws by majority vote at a meeting of the Executive Committee.

Article 12.1.2: Any 15 voting members or 20 (twenty) per cent of voting members, whichever is less, may also propose amendments or the repeal of the Constitution and/or existing bylaws by writing to the Executive Committee, and the Executive Committee shall be obliged to act upon such proposals.

Article 12.1.3: In both circumstances, the Executive Committee shall seek ratification by a two-thirds majority of voting members at an Annual or Special General Meeting before the amendments become effective.

Article 12.1.4: A copy of the Executive Committee resolution approving such amendments or repeal of existing bylaws, or the members' proposal, as the case may be, shall be circulated to the members not less than 30 days prior to the date of the Annual or Special General Meeting with the Notice of the Meeting.

Article 12.1.5: In case such amendment or the repeal of existing bylaws is not ratified by the members, it shall cease to be in effect.

Article 12.1.6: Upon ratification, the Executive Committee shall be responsible for taking all necessary steps to give effect to the amendment in compliance with the laws of Quebec and the bylaws of the organization.

Article 12.2: New Bylaws

Article 12.2.1: Unless provided for elsewhere, the Executive Committee shall introduce new bylaws by a majority vote at a meeting of the Executive Committee.

Article 12.2.2: Unless provide for elsewhere, the new bylaw shall remain in effect until the next Annual or Special General Meeting and thereafter to be ratified or rejected at that meeting.

Article 12.2.3: Any 15 voting members or 20 (twenty) per cent of voting members, whichever is less, may also propose new bylaws by writing to the Executive Committee, and the Executive Committee shall be obliged to initiate action upon such a proposal within six (6) months of receipt of such a proposal.

Article 12.2.4: All new bylaws will result in the EC seeking a ratification by a two-thirds majority of voting members at an Annual or Special General Meeting.

Article 12.2.5: A copy of the resolution approving a new bylaw, or the members' proposal, as the case may be, shall be circulated to the members not less than 30 days prior to the date of the Annual or Special General Meeting with the Notice of the meeting.

Article 12.2.6: In case the new bylaw is not ratified by the members, it shall cease to be in effect.

Article 12.2.7: Upon ratification, the Executive Committee shall be responsible for taking all necessary steps to give effect to the new bylaw in compliance with the laws of Quebec and the bylaws of the organization.