

BY-LAWS OF
THE INDIA CULTURAL CENTRE
OF CANADA

Part 1 - Interpretation

1. In these by-laws, unless the context otherwise requires:
 - (a) "Board" means the Board of Directors of the Society for the time being;
 - (b) "Directors" means the Directors of the Society for the time being;
 - (c) "Society Act" means the Society Act of the Province of British Columbia, from time to time in force and all amendments to it;
 - (d) "registered address" of a member means his address as recorded in the register of members.
- 2.1 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.
- 2.2 The meaning of any words or phrases defined in the Society Act shall, if not inconsistent with the subject or context, bear the same meaning in these by-laws.
- 2.3 The Rules of Construction contained in the Interpretation Act shall apply, mutatis mutandis, to the interpretation of these by-laws.

Part 2 - Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.

4. (a) A person may apply to the Directors for membership in the Society, and upon acceptance by the Directors and payment of the membership dues as prescribed from time to time by the Directors, that persons name will be put forward to all of the members who, by secret ballot, shall vote as to whether or not to allow the person to become a member of the Society and at least 75% of the members present must agree to accept any new member;
- (b) The Society's membership shall be limited to 101 members.
5. Every member shall uphold the constitution and comply with these by-laws.
6. Membership in the Society shall be according to the following classes:
 - (a) individual members: those persons making a financial contribution to the Society of a minimum amount fixed from time to time by the Directors but in no case shall that amount be less than \$5,500;
 - (b) patron members: those persons making a special or extra financial contribution to the Society of a minimum amount fixed from time to time by the Directors which amount shall not be less than twice the individual member fee as determined from time to time;
 - (c) honorary members: those persons who have been accepted as members without payment of any amount for special service; such members to have no voting rights.
7. Membership dues once paid are memberships for life and are non-refundable and non-transferable without consent of the membership. Once paid a member shall be a member in good standing for life subject to paragraph 8 herein.
8. A person shall cease to be a member of the Society:
 - (a) by delivering his resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society;

(b) on his death;

(c) unless otherwise agreed to by a special resolution of 75% of the members passed at a general meeting for unbecoming conduct;

(d) on being expelled.

9. On a members death if there are no instructions to the contrary in the members will, the deceased members membership shall be transferred to the spouse of the deceased member and if the deceased member's spouse has predeceased he or she, that membership shall pass to the eldest child of the deceased or to such other child as the eldest child may direct, and if there are no children and no spouse the membership shall lapse, but any such transfer shall be subject to the membership approving the transfer pursuant to paragraph 4 herein.

10. (a) A member may be expelled by a special resolution of the members passed at a general meeting.

(b) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and that person shall be suspended from using any of the Society's facilities pending the outcome of the hearing.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 - Meetings of Members

11. General Meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide, but all General Meetings must be held at a convenient location in the Lower Mainland until the facility is built and thereafter in the community facility itself.

12. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

13. The Directors may, whenever they think fit, convene an Extraordinary General Meeting but shall convene a meeting on a quarterly basis throughout the year to discuss the ongoing business of the Society and one such quarterly meeting shall on an annual basis be the Annual General Meeting of the Society with the appropriate notices being given for an Annual General Meeting.
14. (a) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business and shall be given 14 days prior to the meeting.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. All qualified members attending a General Meeting shall sign their names in full in a book designated for that purpose and maintained by the Society.
16. The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
17. The Directors on the requisition of one-third (10%) or more of the members (in this by-law called the requisitionists), shall convene a General Meeting of the Society without delay.
18. The requisition shall:
- (a) state the purpose of the general meeting;
 - (b) be signed by the requisitionists; and
 - (c) be delivered or sent by registered mail to the address of the Society, and may consist of several documents in similar form each signed by one or more requisitionists.

19. If, within 21 days after the date of the delivery of the requisition, the Directors do not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.

Part 4 - Proceedings at General Meetings

20. Special business is:

- (a) all business at an Extraordinary General Meeting except the adoption of rules of order; and
- (b) all business transacted at an Annual General Meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor and the auditing committee, if any;
 - (v) the election of Directors and Officers and the auditing committee, if any;
 - (vi) the appointment of the auditor, if required;
 - (vii) such other business that, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting; and
 - (viii) approval of membership applications.

21. (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum at a General Meeting is 20 members.
- (d) A majority of the members shall be required where business of the meeting is to:
- (i) approve the purchase or sale of real estate; or
 - (ii) any financial decision of more than \$15,000.
22. If within 30 minutes from the time appointed for a General Meeting a quorum is not present or if at any time during a General Meeting there ceases to be a quorum present, the meeting shall stand adjourned to such date as may be determined by the members present at the meeting; provided that the date of the adjourned meeting shall allow sufficient time for notice of the adjourned meeting to be mailed or delivered to the members. The quorum required for the adjourned meeting shall be the members present at that meeting.
23. Subject to by-law 21(c) hereof, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present, shall preside as chairman of a General Meeting.
24. If at a General Meeting:
- (a) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the President and all the other Directors present are unwilling to act as chairman;

the members present shall choose one of their number to be chairman.

25. Except where otherwise provided by the Society Act or these by-laws, all matters of procedure at any meeting of the Society or the Board shall be decided in accordance with Robert's Rules of Order (as revised from time to time).

26. (a) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned, notice of the adjourned meeting shall be given as provided for in Part 14 hereof.

27. Any resolution proposed at a meeting requires it be seconded and the chairman of a meeting may move or propose a resolution.

28. A member in good standing present at a meeting of members and whose name has been properly recorded in the register of members for a period of at least 3 months prior to the date of the meeting, and who has paid his membership fee as determined from time to time in full, is entitled to participate in the membership meeting to vote, to elect Directors and to be elected as a Director. Each member entitled to vote shall be entitled to one vote.

29. Subject to the provisions of the Society Act, at any General Meeting, a resolution put to the vote of the members shall be decided on a show of hands, unless (before or on the declaration of the results of the show of hands) a secret ballot is directed by the chairman or demanded by at least 10% of members entitled to vote and who are present in person. Notwithstanding the foregoing, all elections of Directors, Officers and membership approvals shall be by secret ballot. The chairman shall declare to the meeting the decision on every question in accordance with the result of the show of hands or the secret ballot, and such decision shall be entered in the book of proceedings of the Society. A declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the

number or proportion of the votes recorded in favour of or against that resolution.

30. Those who have voted against a resolution that has been carried are entitled upon request to have their objection recorded in writing at the bottom of the record maintained in the book of proceedings by the Secretary. Any such request must be made within 3 days from the meeting at which the said resolution was passed and in recording the objection the following language shall be used: "I or we object" followed by the objecting members' signatures.

31. In the case of an equality of votes, whether on a show of hands or on secret ballot, the chairman of the meeting at which the show of hands takes place or at which the secret ballot is demanded shall not be entitled to a second or casting vote and the proposed resolution shall not pass.

32. In any dispute as to the admission or rejection of a vote the decision of the chairman made in good faith shall be final and conclusive.

33. Every ballot cast upon a secret ballot shall be retained by the Secretary for a period of 7 days after the meeting and thereafter be destroyed, unless there is a motion at the meeting which is passed at that meeting directing the Secretary to retain the ballots for such period as the meeting may determine.

34. Unless the Society Act or to be taken by a resolution of 1 resolution.

35. Voting by proxy is permitted

36. A member for whom a committee whether on a show of hands or on a proxy appoint a proxyholder.

37. A proxy or an instrument appointing a duly authorized representative of a corporation shall be in writing, under the hand of the appointor or of his

New Delhi 4 times a week.

33 Ballot shall be retained by the Secretary for 7 days unless directed by the members


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attorney duly authorized in writing, or, if such appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.

38. Any person of full age may act as proxyholder whether or not he is entitled on his own behalf to be present and to vote at the meeting at which he acts as proxyholder. The proxy may authorize the person so appointed to act as proxyholder for the appointor for the period, at such meeting or meetings and to the extent permitted by the Society Act.

39. A proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the registered office of the Society or at such other place as is specified for that purpose in the notice calling the meeting, not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote, or shall be deposited with the chairman of the meeting prior to the commencement thereof. In addition to any other method of depositing proxies provided for in these articles, the directors may from time to time make regulations permitting the lodging of proxies appointing proxyholders at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent in writing before the meeting or adjourned meeting to the Society or any agent of the Society for the purpose of receiving such particulars and providing that proxies appointing a proxyholder so lodged may be voted upon as though the proxies themselves were produced to the chairman of the meeting or adjourned meeting as required by this Part and votes given in accordance with such regulations shall be valid and shall be counted.

40. A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death or insanity of the member or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided no prior notice in writing of the death, insanity, revocation or transfer as aforesaid shall have been received at the registered office of the Society or by the chairman of the meeting or adjourned meeting at which the vote was given.

41. Unless, in the circumstances, the Society Act requires any other form of proxy, a proxy appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the form following, or in any other form that the directors or the chairman of the meeting at which the form of proxy is to be used shall approve:

(Name of Society)

The undersigned hereby appoints _____
(or failing him _____ of _____)
as proxyholder for the undersigned to attend at and vote for and on behalf of the undersigned at a meeting of the Society to be held on the _____ day of _____, 19____, and at any adjournment of that meeting.

Signed this _____ day of _____, 19____.

Part 5 - Directors

42. The number of Directors shall be 14 or such greater number as may be determined from time to time at a General Meeting.
43. The immediate past President shall be a Director of the Society in excess of the 14 elected Directors.
44. All Officers elected pursuant to paragraph 65 shall be deemed to be and is included in the 14 Directors.
45. Only such persons as are members of the Society shall be eligible to be elected or appointed a Director.
46. (a) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but

subject, nevertheless, to:

- (i) all laws affecting the Society;
 - (ii) these by-laws; and
 - (iii) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in General Meeting.
- (b) No rule, made by the Society in General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

47. Each Director shall be elected to hold office for 3 years from the date of appointment or until his successor shall have been duly elected and qualified. At the end of the third year, at the Annual General Meeting, those 14 Directors elected for a third term of 3 years shall be retired, but shall be eligible for re-election if otherwise qualified.

48. Any casual vacancy occurring in the Board of Directors may be filled by the remaining Directors, but any person so appointed shall retain his office only so long as the vacating Director would have retained the office if no vacancy had occurred, subject to the approval of the membership at the members meetings to be held quarterly.

49. Separate elections shall be held for each office to be filled.

50. All elections shall be by secret ballot.

51. The Directors shall meet together from time to time for the dispatch of business, adjourn and otherwise regulate their meeting as they see fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an inequality of votes the President shall not have a second or casting vote. The President may at any time requisition a meeting of Directors, and any Director on the requisition of five other Directors may summons a meeting of Directors.

52. ~~52.~~ For the filling of a casual vacancy of the Board of Directors it shall require a majority of the members attending the quarterly meeting to approve such casual appointment.
53. No business shall be transacted at a meeting of Directors unless a quorum consisting of 9 Directors currently holding office is present.
54. Provided that all Directors have been duly notified, a resolution in writing signed by two-thirds majority of the Directors shall be valid and effectual for all purposes as if it had been passed at a meeting of the Directors duly called and constituted.
55. The Directors may delegate any of their powers to committees consisting of such member of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated conform to any regulation that may be imposed on them by the Directors.
56. (a) If a Director resigns his office or otherwise ceases to hold office, the members shall appoint a member to take the place of the former Director.
- (b) No act or proceeding of the Directors is invalid by reason only of there being less than the prescribed number of Directors in office.
57. The members may by special resolution remove a Director before the expiration of his term of office, and may by ordinary resolution elect a successor to complete the term of office.
58. A Director who misses more than 60% of all Director meetings in any six month period may be removed by Special Resolution of the members at a quarterly meeting.
59. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

60. Before holding an election of a new Board, the membership meeting must examine the accounts of the old Board, and hear and pass upon the report of the auditing committee, if any.

61. The outgoing Board must make a transfer to the new Board of all property, files, records and official documents, in the presence of the GARANTH SAHIB and, if created, the members of the auditing committee. The auditing committee must check and pass upon the inventory of all of property, books and official papers of the Society. The transfer must be signed by all the parties, to wit: the outgoing Board as the transferors and the new Board as the transferees.

Part 6 - Proceedings of Directors

62. (a) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) A quorum shall be 9 of the Directors then in office.

(c) The President shall be chairman of all meetings of the Board, but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairman; but if neither is present the Directors present may choose one of their number to be chairman at that meeting.

(d) Any three Directors or President and Secretary acting together may at any time convene a meeting of the Directors. Every Director shall be notified by the Secretary, at least 24 hours in advance, of each meeting of Directors.

63. (a) The Directors may delegate any, but not all, of their powers to committees consisting in whole or in part of one or more Directors, as they think fit.

- (b) A committee so formed, in the exercise of the powers so delegated, shall conform to any rules imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done. Committee members may include the immediate family of the members.

64. If at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

65. The members of a committee may meet and adjourn as they think proper.

66. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

67. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of Directors shall be sent to that Director; and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

68. (a) Questions arising at a meeting of the Directors and committees of Directors shall be decided by a majority of votes.

- (b) In case of an equality of votes the chairman does not have a second or casting vote.

69. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.

70. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 - Officers

71. (a) The President, Vice-President, Secretary, Vice-Secretary, Treasurer, Vice-Treasurer and eight Directors at large shall be elected at a General Meeting every third year and shall be different persons, and no one shall be elected or appointed or continue to act as President, Vice-president, Secretary, Vice-secretary, Treasurer and Vice-treasurer unless he is a Director of the Society.
- (b) An election of officers shall be by secret ballot and held concurrently with an election of the Directors at large.
- (c) If there is a vacancy in any of the aforesaid offices, the Directors shall call a meeting of the Board for the purpose of filling the vacancy within 90 days of the vacancy taking place, subject to membership approval at the quarterly meeting following the appointment.
- (d) No officer shall be remunerated for being or acting as an officer of the Society but an officer shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 8 Part 8 - Duties of Officers

72. The President shall:

- (a) when present, preside at all General Meetings of the Society and of the Board of Directors;
- (b) be responsible for the general supervision of the shares of the Society;
- (c) be an ex officio member of all committees;
- (d) appoint from among the members of the Board of Directors or otherwise, the chairperson of each standing committee; and
- (e) submit a complete report on the operations and conditions of the Society and members at the Annual General Meeting of the Society.

73. The Vice-President shall:

- (a) if the President is absent, the Vice-President present shall temporarily assume his place and have and may exercise any of his powers and shall discharge all of his duties;

74. If the President and Vice-President are absent from the meeting, the meeting shall elect a chairperson who has temporarily all the powers and duties of the President.

75. A Vice-President shall also exercise such powers and perform such duties as the President may delegate to him from time to time.

76. The Secretary shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;

- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of members.

77. The Treasurer and Vice-Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the Directors, members and others when required;
- (c) provide quarterly reports at each quarterly meeting as to the affairs of the Society.

78. In the absence of the Secretary from a meeting, the Vice-Secretary shall act as Secretary at the meeting.

Part 9 - Trustee

79. In addition to the Directors and Officers there shall be elected an individual from the membership, who is not a Director, as a Trustee.

80. The Trustee shall be an individual who has made extraordinary financial and social contributions to the Society.

81. The term of a Trustee shall be the earlier of 10 years or until he tenders his resignation.

Part 10 - Duties of a Trustee

82. To ensure the proper operation of the Society and to oversee the actions of the Directors and Officers between elections.

83. If a Trustee is not satisfied with the actions of the Directors and Officers he may in his sole discretion relieve the Directors and Officers of all their duties and offices and call an Extraordinary General Meeting within 90 days of such action being taken by him to replace the Directors and Officers.

84. The Trustee, once he has invoked his right to suspend the affairs of the Directors and Officers, shall assume the functions of the Directors and Officers until a new election has been held at the Extraordinary General Meeting.

85. Elections of Directors and Officers pursuant to the Trustee invoked election shall be pursuant to the ordinary rules for election of the Society.

86. Upon the invoking of the suspension of the Directors and Officers all records of the Society shall be turned over to the Trustee pending a new election.

87. The Trustee may delegate some, but not all, of his powers to be carried out by others, who shall report directly to the Trustee.

Part 11 - Seal

88. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

89. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Vice-Secretary.

Part 12 - Borrowing

90. In order to carry out the provisions of the Society, but subject to the provisions hereof, the Directors may, in the name of and on behalf of the

Society:

- (a) borrow money in such manner and amount, on such terms and conditions as they think fit;
- (b) issue bonds, debentures and other debt obligations as security for any liability or obligation of the Society or any other person; and
- (c) mortgage, charge, whether by way of specific or floating charge or give other security on the undertaking or on the whole or any part of the property and assets of the Society (both present and future).

91. The Directors shall not at any one time borrow any amount of money or make any commitment to borrow any amount of money or issue any debenture, mortgage, bond, guarantee, charge or other debt obligation, where the amount to be borrowed or to be secured by any such debenture, mortgage, bond, guarantee, charge or other debt obligation to be issued by the Society exceeds \$15,000 without first obtaining the approval of the members, given by special resolution.

92. The members may by special resolution restrict the borrowing powers of the Directors.

Part 13 - Auditor

93. The treasurers books and accounts shall be audited at the end of each fiscal year of the Society by such auditor as shall be appointed by the members.

94. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor in the first year.

95. At each Annual General Meeting the members of the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.

96. An auditor may be removed by ordinary resolution.
97. An auditor shall be informed forthwith in writing of appointment or removal.
98. No Director and no employee of the Society shall be the auditor.
99. The auditor may attend General Meetings.

Part 14 - Auditing Committee

100. (a) The Society shall have an auditing committee consisting of three persons, each of whom shall be a member in good standing of the Society but whom shall not be a member of the Board.
- (b) At each Annual General Meeting the members of the Society shall appoint the members of the auditing committee to hold office until they are re-elected or their successors are elected at the next Annual General Meeting.
101. The duties of the auditing committee shall include examining the annual reports of the Directors and specifying its criticism and suggestions in writing, and presenting the same to the Annual General Meeting.
102. The auditing committee shall have the right to make special investigations and, in cases of evident abuses, to submit a report to the Board; and, if necessary, to the members.

Part 15 - Notice to Members

103. A notice may be given to a member, either personally or by mailing it to him at his registered address.

104. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

105. (a) Notice of a General Meeting shall be given to

(i) every member shown on the register of members on the day notice is given; and

(ii) the auditor.

(b) No other person is entitled to receive a notice of General Meeting.

Part 16 - By-laws

106. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.

107. These by-laws shall not be altered or added to except by special resolution.

Part 17 - Executive Director

108. The Directors with the approval of the membership may appoint an executive Director of the Society. The Director shall fix his compensation and prescribe his duties in terms of his employment. Subject to policies laid down by the Directors, the executive Directors shall:

(a) be an ex officio member of all committees;

(b) have general direction of the affairs of the Society;

- (c) represent the Society in relations with other agencies and organizations;
- (d) direct the work and supervise the employees of the Society;
- (e) supervise the financial affairs of the Society and oversee budgetary preparation and maintain budget control;
- (f) prepare reports for the Board of Directors and various committees and maintain liason with the community in general; and
- (g) submit once a year a complete report on the operations and conditions of the Society to the members of the annual meeting.

Part 18 - Executive Committee

109. The executive committee shall consist of the officers and the chairperson of each of the standing committees. In the absence of a chairperson of a standing committee, the vice-chairperson or such committee may act as a member of the executive committee with full voting powers.

110. During the intervals between the meetings of the Directors, the executive committee is responsible for the management and direction of the affairs of the Society in such manner as the executive committee shall think best for the interest of the Society in all cases and with specific directions have not been given by the Directors. All actions of the executive committee shall be reported to the Directors at its meeting next succeeding such action and are subject to revisions or alteration by the Directors, providing that no act or rights of third party shall be affected or invalidated by any such revision or alteration.

111. At any meeting of the executive committee, a majority of the members therefor constitute a quorum.

Part 19 .

New Delhi 4 times a week.

112. The executive committee may
committees for one or more of its
committees such terms of reference or

Part 20 - S



113. At the first meeting of the
General Meeting, the following standing committees shall be formed:

- (a) Program committee: the program committee shall consist of a chairperson and at least five members and the function of this committee shall be to review, report and recommend to Directors the various educational, religious, recreational and cultural activities of the Society;
- (b) Nominating committee: the nominating committee shall:
 - (i) consist of not less than three and not more than five members all of whom shall be past Presidents of the Society and where practical the most immediate past Presidents, except in the first five years from the creation of the Society where the Board of Directors may appoint who they choose in addition to the immediate past President;
 - (ii) nominate a minimum of 14 members of the Society for election to the Board of Directors by membership at the Annual General Meeting;
 - (iii) nominate the Officers of the Society for election by the membership at the Annual General Meeting;
 - (iv) nominate the Trustee for the Society for election whenever the post is vacant.

- (c) Finance committee: the finance committee shall consist of at least the Treasurer and the executive Director and such other persons as the President may appoint. The function of this committee shall be to review, report and recommend to the Directors in respect of general financial policy to the Society including recommending an annual budget to the Directors.
- (d) Public relations committee: the public relations committee shall consist of a chairperson and not less than four members and the function of this committee shall be to review, report and recommend on matters relating to:
- (i) the interest and needs of the Society before the community;
 - (ii) press releases of news items pertaining to the activities and accomplishments of the Society;
 - (iii) literature to be sent out by the Society; and
 - (iv) the promotion and public relations of the Society;
- (e) Personnel committee: the personnel committee shall consist of a chairperson and at least two members and the function of this committee shall be to review, report and recommend to the Directors in respect of all matters relating to personnel;
- (f) Fund raising committee: the fund raising committee shall consist of a chairperson and at least two members and the function of this committee shall be to facilitate the raising of funds in order that the objects of the Society may be carried out as fully as possible;
- (g) Building committee: the building committee shall consist of a chairperson and at least two members and the function of this committee shall be to review, report and recommend to the Directors in respect of all matters relating to design, planning and construction of the facility contemplated to be built.

114. The chairperson of each standing committee shall be appointed annually by the President but such appointment shall be subject to the approval of the Board of Directors. A chairperson so appointed shall appoint, subject to the approval of the President and the executive Director, the other members of his committee, such appointment to be made from members of the Board of Directors or otherwise.

115. The chairperson of each standing committee need not be a member of the Board of Directors however, on each standing committee there shall be one member of the Board of Directors, the chairperson shall at all times collaborate with the executive Director with respect to carrying out his duties and functions of such committee.

116. The majority of the whole committee shall constitute a quorum. Each committee may adopt rules or procedure not inconsistent with these by-laws or with rules adopted by the Directors. Prior to the Annual General Meeting, the chairperson of each standing committee shall submit to the Directors a report of the operations of the committee during the year, and unless otherwise directed by the Directors, submit to the Directors a report at each regular meeting of the Directors.

117. On any committee the immediate family of any member shall be permitted to sit on any committee, however, non-members shall not outnumber members on any committee.