

BY-LAWS AMENDMENTS



Krishti

Bengali Cultural Society of Edmonton

Corporate Access No: 5020433156

BY-LAWS with AMENDMENTS

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1 NAME

This Society shall be known as "Krishti - Bengali Cultural Society of Edmonton", which may also be known as or referred to as the "Krishti", "Krishti of Edmonton" or "Society."

2 DEFINITION

In these Bylaws, the following words have these meanings:

- 2.1 "Act" refers to the *Societies ACT* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.2 "Member" refers to a Member of the society
- 2.3 "Trust Committee" refer to the group of members who have been actively involved in the Society's regular daily activities.
- 2.4 "Executive Committee" refers to an elected body of the Society consisting of President, Vice-President, General Secretary, Treasurer, Cultural Secretary, Event Coordinator, Sports & Youth Coordinator and Immediate Past President.
- 2.5 "General Body" refers to the collective members of Krishti - Bengali Cultural Society of Edmonton.
- 2.6 "General Meeting" refers to a meeting called by the Executive Committee under the Bylaws of the Society.
- 2.7 "Annual General Meeting" refers to the required annual meeting called by the Executive Committee under the Bylaws of the Society.
- 2.8 "Election Committee" refers to a committee of three members, selected from the Society by the Executive Committee that conducts an election for the positions of the Executive Committee under the Bylaws of the Society.
- 2.9 "Returning Officer" refers to the Chairperson of the Election Committee, under whose guidance and direction, an election of the Society is conducted under the Bylaws of the Society.
- 2.10 "Member in Good Standing" refers to a member that has paid membership fees or other required fees to the Society.
- 2.11 "Register of Members" refers to the register maintained by the EC containing the names of the members of the Society.
- 2.12 "Special General Meeting" refers to the Special General Meeting described in Article 15
- 2.13 "Special Resolution" refers to:
 - (i) a resolution passed
 - a) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - b) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if the members entitled to attend and vote at the general meeting or special meeting so agree, or
 - (iii) a resolution consented to in writing by the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- 2.14 A "Voting Member" refers to a member entitled to vote at the meetings of the Society. Full

members, Associate members and Life members in good standing are voting members.

2.15 The following rules of interpretation must be applied in interpreting these Bylaws:

- (i) Singular & plural: words indicating the singular number also include the plural & vice versa;
- (ii) Headings are for convenience only. They do not affect the interpretation of these Bylaws;
- (iii) These Bylaws must be interpreted broadly and generously.

3 GENERAL

3.1 The Society shall be non-profit, non-racial, and non-political in nature.

3.2 The Society shall adhere to the Society's objectives, which are detailed in the Society's Application to Form a Society filed at the Alberta Corporate Registry.

4 OPERATION YEAR

The Society's operation year shall be April 1st of a current year to March 31st of the following year.

5 MEMBERSHIP

5.1 Classification of Members: There are four (4) categories of Members:

- (i) Full Members
- (ii) Associate Members
- (iii) Life Members
- (iv) Honorary Members

5.2 Full Members: To become a full member an individual must:

- (i) be committed to the objectives of the Society and respect the Bylaws of the Society
 - (ii) An Associate Voting Member in good standing for 2 consecutive years could be converted to a Full Member after being recommended and approved by majority of Trust Committee.
 - (iii) Pay the annual membership fees in time
- An Associate Member may become a Full Member if he/she meets the requirements noted in 5.2 (i) to (iii) above unless he/she is in conflict with the Objectives or Code of Conduct of the Society.

5.3 Associate Members: To become an associate member, an individual must pay the annual membership fees and respect the Bylaws of the Society.

5.4 Life Members: To become a life member, an individual must:

- (i) have been a full member for at least ten (10) years without any interruption
- (ii) apply to become a life member

5.5 Honorary Members: An individual may become an Honorary Member if the voting members at a general meeting pass a resolution recognizing the contributions of the individual to the Society or its objectives.

Admission of Members: Any individual may become a member in the appropriate category by meeting the requirements in Article 5. The individual will be entered as a Member under the appropriate category in the Register of the Members. **Both Full and Associate Members may have four (4) sub-categories of Members under each membership:**

- (i) Family membership: Include a couple (spousal equivalent) and their dependent children

and dependent adults living in the same household,

(ii) Single membership: Include a single individual with his/her dependent children and dependent adults living in the same household,

(iii) Student family membership: Include a couple (spousal equivalent) and their dependent children and dependent adults living in the same household. One of the couple must be a full-time student in an accredited educational institution, and none of the couple has a full-time employment.

(iv) Student membership: Applies to an individual, who is a full-time student in an accredited institution and his/her dependent children and dependent adults living in the same household. A full-time employed child should not qualify under this category and must have membership as per Article 5.

6 MEMBERSHIP FEES

6.1 The membership year is from the 1st of April of the current year to the 31st March of the next year.

6.2 The EC decides annual membership fees for each category of Members.

6.3 The annual membership fees must be paid on or before 31st October of every fiscal year.

6.4 Membership fees paid to the Society shall be deemed as non-refundable.

6.5 Any membership shall automatically be terminated by 1st November of an operation year if his/her membership fees remained unpaid by 31st October of that specific year. The membership may, however, be reinstated by the payment of the required membership fees with the restriction as mentioned under the Article 5.

6.6 A person wishing to become a new member of the Society may do so at any time of the operation year by paying the required membership fees for that operation year as per Article 5.

7 RIGHTS AND PRIVILEGES OF MEMBERS

Any member in good standing is entitled to:

(i) receive notice of the meetings of the Society;

(ii) attend any meeting of the Society;

(iii) speak at any meeting of the Society; and

(iv) exercise other rights and privileges given to Members in the Bylaws.

8 VOTING MEMBERS:

8.1 After a new Member shall become a voting Member of the Society, he/she shall be eligible to vote, to move or second motions, to sign a no-confidence motion, to nominate another eligible Member for election or to be a candidate for election.

8.2 A Voting Member in one operation year shall continue to be a Voting Member in the next operation year if he/she pays the membership fees on or before the 31st October of the current operation year.

8.3 Each Voting Member shall have the right to one vote during voting on a resolution in a General Meeting.

8.4 The Family Membership and Student Family Membership categories shall have a maximum of two (2) adult votes from each family for that particular membership.

8.5 There shall not be any proxy vote allowed by Voting Members except to the extent permitted by any other Section of the Bylaws.

9 SUSPENSION OF MEMBERSHIP

9.1 Decision to Suspend: The EC, at a Special Meeting of the EC, called for that purpose, may suspend a Member's Membership not more than 3 months, for one or more of the following reasons:

- a) if the Member has failed to abide by the Bylaws;
- b) if the Member has been disloyal to the Society;
- c) if the Member has unduly or unfairly disrupted meetings or functions of the Society, after two written warnings are provided to the Member; or
- d) if the Member has done anything judged to be harmful to the Society.

9.2 Notice to the Member

- (i) The affected Member will receive written notice of the EC's intention to deal with whether that Member should be suspended or not. The member will receive at least two (2) weeks' notice before the Special Meeting.
- (ii) The notice will be sent either by single registered mail to the last known address or the registered email address of the Member shown in the records of the Society. A member of the EC may also deliver the notice.
- (iii) The notice will state the reasons why suspension is being considered, and the Member in question will be asked to send a written response within ten (10) days of receiving the notice.

9.3 Decision of the EC

- (i) The Member will have an opportunity to appear before the EC to address the matter. The EC may allow another person to accompany the Member.
- (ii) The EC will determine how the matter will be dealt with and may limit the time given to the Member to address the committee.
- (iii) The EC may exclude the Member from its discussion of the matter, including the deciding vote.
- (iv) The decision of the EC is not final. The Member may appeal the decision to the General Body of the Society. Upon receiving an appeal by a Member, the EC shall call a Special General Meeting to make a final decision on the matter.

9.4 Termination of Membership

- (i) Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
- (ii) Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

9.5 Death

The membership of a Member is ended upon his/her death.

9.6 Deemed Withdrawal

- (i) If a Member has not paid the annual membership fees within 3 months following the date of the fees are due, the Member is considered to have submitted his/her resignation.
- (ii) In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

9.7 Expulsion

(i) The Society may, by Special Resolution at a Special General Meeting called for such a purpose or at the Annual General Meeting, expel any member for any cause, which is deemed sufficient in the interests of the Society.

(ii) On the passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

9.8 Transmission of membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, suspended or expelled from the Society.

9.9 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he/she is liable for any debts owing to the Society at the date of ceasing to be a Member.

9.10 Limitation on the Liability of the Members

No member is, in his/her individual capacity, liable for any debt or liability of the Society.

10 MANAGEMENT OF THE SOCIETY

10.1 The Society shall not have any provision for a director(s) or a Board of Directors.

10.2 Only the Executive Committee (EC) shall have the right to manage the activities of the Society for the term or period, they have been elected for.

10.3 The Executive Committee shall be responsible for implementing and executing the policies and decisions made in any General Meeting of the Society.

10.4 In case of any position (s) in the Executive Committee falling vacant due to a Member's resignation, removal, death or any other cause, shall be filled by the Executive Committee by a simple majority vote within EC by co-opting from the Members in good standing. The position (s) shall remain valid only up to the end of the term or the operation year.

10.5 The Executive Committee shall have the right to co-opt individual (s) from the Membership in good standing for such functions as it may deem fit during its tenure. These individuals shall not have any voting rights in the Executive Committee's decision. Furthermore, the Executive Committee may establish sub-committees to carry out specific tasks assigned to the sub-committee by the Executive Committee.

10.6 A meeting of the Executive Committee shall be called by seven days' notice in writing or by three days' notice by phone or email. Minutes of such a meeting shall be recorded, signed and dated by the General Secretary and be circulated to the Members of the Executive Committee for its accuracy within seven days after the meeting. The notice period may be waived with the agreement of all Members of the EC in favor.

10.7 Meetings of the Executive Committee shall be held as often as required for the proper functioning of the Society. A special Executive Committee meeting may be called on the instructions of any three Members of the Executive Committee provided they request the President in writing to call such a meeting and specify the business to be brought before the meeting.

10.8 An emergency meeting of the Executive Committee may be called without written notice to the EC

Members. Such meeting may be called by contacting over the phone on a short notice.

10.9 The Executive Committee may seek affiliation of the Society with other national and international organizations for enhancing the objectives of the Society.

10.10 The Executive Committee may grant affiliation to other societies on terms and conditions approved at a General Meeting.

10.11 Quorum in an Executive Committee Meeting shall be constituted when at least four (4) members of the committee are present provided that either the President or the Vice-President or the General Secretary or the Treasurer is present.

10.12 All decisions at the Executive Committee shall be considered as approved by a majority vote. In case of a tie vote, the President will have a casting vote.

10.13 Any meeting, either the Annual General Meeting or others, to be called shall be organized by the Executive Committee.

10.14 In the event of a non-functional Executive Committee, Trust Committee shall take over the daily activities of the society until a new EC is formed at a Special General Meeting or an Annual General Meeting.

11 EXECUTIVE COMMITTEE (EC)

11.1 Executive Committee (EC) shall consist of:

- (i) President
- (ii) Vice President
- (iii) General Secretary
- (iv) Treasurer
- (v) Cultural Secretary
- (vi) Event Coordinator
- (vii) Sports & Youth Coordinator
- (viii) Immediate Past President (Ex-Officio)

11.2 The Members of the Executive Committee shall be elected or appointed by voting at the Annual General Meeting of the Society.

11.3 More than one member from the same family membership living in the same household cannot be elected or appointed to an EC position in the same year/term.

11.4 Only Full Members in good standing shall be eligible to be Members of the Executive Committee.

11.5 No individual shall hold the same office in the executive committee for more than two (2) years in succession.

11.6 Either a Full Member or a Trust Committee Member (listed in Appendix 'A') of the Society, who has actively served in any position of the Executive Committee for at least one full year, shall be eligible to contest for the position of President of the Society.

12 RESIGNATION, DEATH OR REMOVAL OF A MEMBER OF THE EC

12.1 Any member of the EC including the President and immediate Past President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the months' notice or on the date the EC accepts the resignation.

12.2 Voting Members may remove any member (s) of the EC including the President before the end of the term. There must be a majority vote at a Special Meeting called for this purpose.

12.3 If there is a vacancy in the EC, the remaining members of the EC may appoint a Member in good

standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President, which remains vacant until the next AGM.

13 DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

13.1 President:

- (i) Shall be the head and chief spokesperson for the Society.
- (ii) Shall be responsible for proper functioning of the Society.
- (iii) Shall be responsible for presiding over all the meetings of the Executive Committee and the General Body.
- (iv) Shall be responsible for maintaining liaison with other societies, organizations, communities and various levels of the government wherever appropriate.
- (v) Shall co-ordinate and submit timely reports to the government and other funding agencies as may be required.

13.2 Vice-President:

- (i) Shall assume the responsibilities of the office of the President in his/her absence.
- (ii) Shall automatically assume the responsibilities of the President for the remaining period of the operation year, in case the President resigns.
- (iii) Shall assist the President in his/her administrative function in fund raising and promoting the Society's objectives.
- (iv) Shall actively participate and/or assist the President in networking with other ethnic communities and cultural organizations, and membership drive.
- (v) Shall assist the President for creating promotional & presentation documents of the Society.

13.3 General Secretary:

- (i) Shall be responsible for calling all the meetings of the Executive Committee and the General Body at the advice of the President.
- (ii) Shall attend all the meetings and keep accurate and thoroughly documented minutes of the meetings and circulate the minutes to the members of the Executive Committee within a reasonable time.
- (iii) Shall keep up-to-date records of the Membership with current postal address(s) and phone number(s).
- (iv) Shall manage the correspondence of the Society along with the President as and when necessary.
- (v) Shall provide a list of eligible voters of the Society and a copy of the Bylaws to the 'Returning Officer' before the due date of any election.
- (vi) Shall keep accurate and thoroughly documented minutes of the Annual General Meeting or any other General Meeting and circulate it to the Members with his/her signature and date within seven (7) days of the meeting. A revised copy of the minutes shall be kept in file.

13.4 Treasurer:

- (i) Shall be the chief accountant and bookkeeper of the finances of the Society.
- (ii) Shall monitor the income and expenses of the Society and report the financial statement(s) to the Executive Committee and to the Members as and when necessary.
- (iii) Shall provide an up-to-date statement of the financial status of the Society as and when necessary.

- (iv) Shall prepare annual financial statements of the Society and submit those to the auditors ahead of time for the annual audit of the books of the Society.
- (v) Shall present all relevant financial statements of the Society along with the balance sheet properly audited and signed by the designated auditor, President, and treasurer to the Members at the Annual General Meeting.
- (vi) Shall maintain the books and records of the Society and make it available to any Member for viewing upon request.

13.5 Cultural Secretary:

- (i) Shall be responsible to organize social and cultural activities of the Society.
- (ii) Shall be responsible to promote the Bengali culture and heritage including the Bengali language.
- (iii) Shall participate in other multi-cultural events especially the organizations of similar objectives.
- (iv) Shall provide leading role to the cultural activities during social function of the Society and carry out the activities vested upon by the EC from time to time.

13.6 Event Coordinator:

- (i) Shall assist with planning and coordination of programs and activities of the Society
- (ii) Shall assist Secretary with all event-related communications
- (iii) Shall assist Treasurer with various grants related applications
- (iv) Shall coordinate fund raising activities as well as community outreach
- (v) Shall organize event-related meetings & events

13.7 Sports & Youth Coordinator:

- (i) Shall be responsible to organize and promote sports activities of the society
- (ii) Shall plan/carry out activities related to the youth members of the Society as vested upon by EC
- (iii) Shall take leading role in organizing activities for the youth members of the Society
- (iv) Shall assist the committee in organizing various events

13.8 Immediate Past-President:

- (i) Shall advise the President and the EC.
- (ii) Shall act upon and carry out the activities as vested upon him by the EC.
- (iii) Shall act as the link between the incoming and outgoing Members of the Executive Committee.
- (iv) Shall not have any voting right in the Executive Committee.
- (v) Shall assume an ambassadorial role to represent the Society to other communities.

14 REMOVING AN EC MEMBER

A Member of the Executive Committee may be removed from the office only by a Special resolution for any cause (s) considered detrimental to the objectives of the Society.

15 MEETINGS & SPECIAL RESOLUTION

15.1 ANNUAL GENERAL MEETING (AGM)

- (i) The Executive Committee (EC) shall conduct the Annual General Meeting (AGM) in March of every year.
- (ii) The time, place and agenda for the meeting shall be determined by the Executive Committee.
- (iii) The AGM shall deal with the following matters:
 - a) Adopting the agenda;
 - b) Adopting the minutes of the last AGM;
 - c) Considering the President's report;
 - d) Reviewing the financial statements setting out the Society's Income, disbursements, assets and liabilities, and the auditors' report;
 - e) Appointing the reviewers / auditors (as required);
 - f) Electing the President and the Members of the EC;
 - g) Considering matters specified in the meeting notice; and
 - h) Other specific motion that any Member has given notice of before the meeting is called.
- (iv) The AGM may elect two (2) independent Members as auditors.
- (v) The Members shall be notified of Annual General Meetings at least twenty-one (21) days prior to the date of Annual General Meeting.
- (vi) All communications to Members will be sent by email as per the records in the Society's register. Members whose emails are not available will be notified by regular mail or phone.
- (vii) In the event of an Annual General Meeting, pre-meeting signature approval by any Member in lieu of his/her physical attendance shall be deemed as his/her approval of any resolution passed in the respective Annual General Meeting or any Special General Meeting.
- (viii) Action taken at a general meeting cannot be invalidated due to:
 - a) Unintended omission to give any notice to any member;
 - b) Any member not receiving any notice; or
 - c) Any error in any notice that does not affect the meaning.

15.2 QUORUM:

- (i) Attendance by 20% or rounded to the next higher integer of the eligible voting members shall constitute a quorum for an Annual General Meeting.
- (ii) If a quorum is not present at the set time of the General Meeting, the President shall wait for one-half (1/2) hour and still if a quorum is not present, the meeting will proceed with the members in attendance.

15.3 SPECIAL GENERAL MEETING (SGM)

- (i) The Executive Committee may hold Special General Meetings (SGM) from time to time as appropriate.
- (ii) A Special General Meeting shall also be called by the Executive Committee as necessary.
- (iii) The Members shall be notified of a Special General Meetings at least 21 days prior to the date of Special General Meeting.
- (iv) The voting rights and voting procedure, if any, shall be the same as for the Annual General Meeting.
- (v) The quorum and resolution approval requirement shall be the same as for the Annual General Meeting.

15.4 SPECIAL RESOLUTION

- (i) A "Special Resolution", if needed, shall be passed in an Annual or Special General Meeting.
- (ii) The Notice of a Special General Meeting with a special resolution shall be communicated to members at least 21 days prior to the date of the Meeting.
- (iii) The Notice of such a Special General Meeting shall include the special resolution as an agenda item.
- (iv) The voting rights and voting procedure if any shall be the same as for the Annual General Meeting.
- (v) The Quorum for such a General Meeting shall be the same as for the Annual General Meeting.
- (vi) The special resolution must be approved by a 75% of the attending members.

16 ELECTIONS

16.1 Election for the positions of the Executive Committee shall be held at the Annual General Meeting.

16.2 Only voting members shall be eligible to vote.

16.3 The newly elected Executive Committee shall take charge of the business of the Society from April 1st and shall remain in charge of the activities of the Society until March 31st next year or until the next Executive Committee is elected, whichever is later.

16.4 If for any unforeseen reason, an election is postponed or delayed, the current Executive Committee shall continue to function until a new Executive Committee is in place. Such postponement or delay shall not exceed 60 days from the end of the operation year.

16.5 At least twenty-one (21) days prior to the Annual General Meeting, the Executive Committee shall:

- (i) Appoint an Election Committee consisting of three voting Members to receive nominations, withdrawals and to conduct the election. One of these Election Committee members will be called 'Returning Officer' who will be the 'chair' of this committee.
- (ii) Fix the date, time, and place for filing nominations, submitting and withdrawal forms and voting.
- (iii) Circulate the agenda and the composition of the Election Committee, date, and place of the election by emailing it to the Members at least fourteen (14) days prior to the deadline for accepting nominations.
- (iv) Make arrangements for properly conducting the election and co-operate with the Election Committee in running the election in an appropriate manner.

17 NOMINATIONS

17.1 Nominations shall be filed on the form sent with the election notice and shall be supported by the signature of at least two voting Members.

17.2 Last date for filing nomination shall be seven (7) days prior to the election date.

17.3 Withdrawal of any nomination shall be submitted to the 'Returning Officer' in writing signed and dated by the candidate.

17.4 Last date for the withdrawal shall be two (2) days prior to the election date.

17.5 At the expiry of the nomination period, the 'Returning Officer' shall prepare a list of valid candidates that shall be available to any eligible Voting Member upon request.

17.6 Position (s) for which no valid nomination have been received by the 'Returning Officer', nomination (s) from the floor shall be accepted during election at the Annual General Meeting. The nomination has to be accepted by the candidate. The General Body shall elect such a candidate by

secret vote only.

17.7 After the election, if any position remains vacant, the newly elected committee may nominate or select Member in good standing to fill up the vacancy. The position of President shall be filled up by election in a General Meeting. Other committee positions, if remain vacant after the election at the AGM, may be filled up by the EC by nominating eligible Member in good standing.

18 VOTING PROCEDURE

18.1 Voting shall be conducted by secret ballot only.

18.2 Voting by proxy shall not be permitted.

18.3 In case of a tie vote in an election for any Executive Committee position, the result of the election shall be finalized by flipping a coin by the 'Returning Officer'.

18.4 If the situation so arises, the voters' list shall be verified and authenticated by the respective representative(s) of the candidate(s) before the election.

18.5 Votes shall be counted immediately at the conclusion of the voting process and in presence of the respective representative(s) of the candidates. The 'Returning Officer' shall announce the election results immediately at the Annual General Meeting.

18.6 Once the outcome of the voting is declared and signed by the 'Returning Officer' as well as by the representative(s) of the two candidates, the decision shall be deemed final.

19 SIGNING AUTHORITY

19.1 The President, Vice President, General Secretary & Treasurer shall have signing authority to all cheques and financial transactions of the Society.

19.2 There must be two (2) authorized signatories in each cheque and any financial transaction of the Society.

19.3 No one will sign any cheque or authorize any financial transaction of the society which is payable to himself/herself or to any of his/her immediate family member (s).

20 REGISTERED OFFICE

The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the AGM or by resolution of the EC, as long as this change is communicated to Corporate Registry.

21 SEAL OF THE SOCIETY

21.1 The Executive Committee may adopt a seal as the Seal of the Society.

21.2 The Secretary has control and custody of the Seal, unless the EC decides otherwise and shall return when his/her term is over.

21.3 The seal of the Society, if any, can only be used by member (s) authorized by the EC. The EC must pass a motion to name the authorized member (s).

22 AUDITING

22.1 The fiscal year of the Society ends on March 31 of each year.

22.2 The books, accounts and records of the Society shall be audited at least once in an operation year by a duly qualified accountant or by the auditor (s) elected during the last AGM. The auditor (s) shall ensure the accuracy and accountability of the revenues and expenses as well as the balance sheet. The audited reports signed by the President, Treasurer, and the auditor (s), shall be submitted

to the Members at the Annual General Meeting.

22.3 A Member shall have the right to inspect the books and records of the Society by making suitable arrangements with the appropriate member of the Executive Committee.

23 INSPECTING BOOKS AND RECORDS

23.1 A Voting Member shall have the right to inspect the books and records of the Society by making a suitable arrangement as per article 23 with the President of the Executive Committee.

23.2 The Voting Member wishing to inspect the books and records of the Society must give fourteen (14) days written notice to the President of the Society of his/her intention to do so.

23.3 The inspection will take place in the presence of one of the EC members, at the registered office of the Society or other regular business premises operated by the Society, unless permitted by the EC otherwise.

24 BORROWING POWER

24.1 The Society may borrow or raise funds to meet its objectives and operations of the Society. The EC, after consulting with TC, decides the amounts and ways to raise money including giving or granting security.

24.2 The Society, after consulting with TC, may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

25 PAYMENT TO EC MEMBER (S)

25.1 No Member of the Executive Committee or any Member of the Society shall receive any remuneration for his/her services to the Society.

25.2 Donations and other accretions to the Society shall be used exclusively for promoting the Society's objectives.

25.3 In a situation where a Member of the Society may have a direct or indirect interest in a decision of the Society or the Executive Committee as the case may be, he/she shall abstain from voting on any such concerned issue (s).

25.4 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon EC's approval.

26 PROTECTION AND INDEMNITY OF THE EC MEMBERS

26.1 Each EC Member holds office with protection from the Society. The Society indemnifies each Officer against all costs or charges that result from any act done in his role for the Society.

26.2 The Society does not protect any EC member for acts of fraud, dishonesty or bad faith.

26.3 No EC member is liable for the acts of any other EC member. No EXC member is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society.

26.4 No EC, AGC, FTC or Trust Committee member is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Society, unless the act is fraud, dishonesty or bad faith.

26.5 EC members can rely on the accuracy of any statement or report prepared by the Society's reviewer/auditor. EC members are not to be held liable for any loss or damage as a result of acting on that statement or report.

26.6 If legal action is required against any general member or EC member acting in bad faith against the Society or in bad faith against the interests of the Society or in bad faith in non-compliance with the Bylaws of the Society, then that member or EC member shall be personally liable for the full amount of legal costs, on a solicitor and his/her own client basis, for any legal action taken by EC or the Society to protect and safeguard the interests of the Society, to prevent such further and stop such current bad faith actions or bad faith misconduct of the member or EC member, and to restore or repair the Society from such bad faith actions or bad faith misconduct of the Member or EC member.

27 CONFLICT RESOLUTION, GOOD GOVERNANCE & FINANCIAL TRANSPARENCY

27.1 For any conflicts, disputes, controversies or claims (hereinafter collectively called "Disputes") arising out of or relating to the Bylaws or the application thereof, including any claims for breach of fiduciary duty, and/or other claims relating to the activities or services of Society members, volunteers, EC members or committee / subcommittee members, the Disputes shall be settled through an internal conflict resolution requirement as detailed in this section.

ADVISORY & GRIEVANCE COMMITTEE (AGC) AND FINANCIAL & TREASURY COMMITTEE (FTC)

27.2 There shall be a committee established called the Advisory & Grievance Committee (AGC) that is involved in the internal conflict resolution of the Society. The Advisory & Grievance Committee shall be composed of the following 5 members -

27.2.(i) 4 members to be appointed by the Voting Members at the Annual General Meeting of the Society for a 2-years term; and

27.2.(ii) Vice-President of the present Executive Committee (EC) who will serve a term of 1 year

27.3 There shall be a committee established called the Financial & Treasury Committee (FTC) that is involved in caretaking the financial assets, borrowing power, reputation and other resources and assets of the Society. The Financial & Treasury Committee shall be composed of the following 5 members -

27.3.(i) 3 of the members shall be appointed for 2-year terms by the Voting Members at the Annual General Meeting;

27.3.(ii) The Immediate Past President of the Society who will serve a term of 1 year; and

27.3.(iii) The Treasurer of the current Executive Committee (EC) who will serve a term of 1 year

The Terms of the AGC and FTC Members shall begin on April 1 of the year that the members are appointment.

27.4 If there is no immediate Past President available (if the current President is elected to a second term as President), then the third member shall be appointed for one-year term by the Voting Members at the Annual General Meeting following the Society EC Elections.

27.5 ~~For the first time,~~ the members of the AGC and FTC shall be appointed in the society's Annual General Meeting.

27.6 Thereafter, members of the AGC and FTC shall be appointed by Voting Members at the Annual General Meetings of the Society every two years as applicable or as may be required.

27.7 In the event any member(s) of AGC or FTC is unable to continue in this role or there is a vacancy in the respective AGC or FTC, new member(s) of the respective Committee shall be appointed by Trust Committee.

CONFLICT RESOLUTION PROCESS

27.8 Any Member who has a Dispute shall make a written complaint to the EC. All members shall send their complaints to general e-mail of the Society or deliver their complaint to the President or Secretary of the Society.

27.9 After the above-noted procedure is completed, and the written complaint is submitted to the EC's General Secretary or President, within 21 days of the receipt of the written complaint, the EC shall provide a written response to the complainant(s) that responds to and/or addresses the complaint or communicate the reasons for an extension of time required to respond to the written complaint.

27.10 If the Member complainant(s) find the response by the EC to be unsatisfactory, they shall request in writing to the EC President or General Secretary, within 15 days of the date the EC provided a written response / reasons to the member(s), that the Dispute be submitted to the Advisory & Grievance Committee (AGC) for further consideration, and such request will be forwarded to the AGC within 5 calendar days.

27.11 If any of the AGC members are the subject of the dispute, then they shall step aside for the particular matter and the EC in consultation with the Trust Committee shall select new member (s) of the AGC to hear the particular dispute.

27.12 The AGC shall review all material submitted to them and may convene a meeting with the complainants or others in an effort to reach a resolution of the Dispute with all parties concerned. After the AGC has considered the matter and within 30 days of receiving the member request for AGC consideration, if the AGC been able to reach a resolution to the Dispute, the AGC shall submit any available solutions to the EC, and then the EC shall provide that response in written to the complainant(s).

27.13 If the Member complainant(s) find the response by the AGC to be unsatisfactory, they shall request in writing to the EC President or General Secretary, within 15 days of the date the AGC, through EC, provided the response to the member(s), that the Dispute be submitted to the Trust Committee (a majority is not required) shall review all material submitted to them and may convene a meeting with the complainants or others in an effort to reach a resolution of the Dispute with all parties concerned. If the Trust Committee been able to reach a resolution to the Dispute, they shall submit any available solutions to the EC, and then the EC shall provide that response in written to the complainant(s).

27.14 If the Member complainant(s) find the response by the Trust Committee to be unsatisfactory, they shall request in writing to the EC President or General Secretary within 15 days that the Dispute be presented and discussed for further consideration in a Special General Meeting, where the minimum notice in the Bylaws shall not be necessary, in order to resolve the Dispute. The General Body of the membership shall then decide on the approval of any available solutions to the dispute or otherwise make a decision to resolve the Dispute.

27.15 The complainant may appeal the decision of the General Body to an Arbitrator under the *Arbitration Act of Alberta* within 30 days after the decision of the General Body is made. However, the complainant (s) will have to bear the full cost of the Arbitrator and any cost of any legal or other expenses incurred by the complainant. The decision of the Arbitrator will be binding upon all parties. Such decision of the Arbitrator may be appealed to the Court of Queen's Bench of Alberta and the complainant (s) will have to bear the full cost of the Arbitrator and any cost of any legal or other expenses incurred by the complainant.

27.16 The objective of all parties to the Dispute is to resolve the Dispute harmoniously and in good faith without negatively impacting the programs, activities and operations of the Society.

27.17 The Society shall not be obliged to entertain any personal conflict (s), personal matter (s) or dispute(s) of its Members.

CODE OF CONDUCT OF ALL MEMBERS of the SOCIETY

27.18 All Members, including Executive Committee and Sub-Committee Members, shall have the duty to treat each of the other members with respect. No Member may swear or make threats (e.g. to take someone to court) or verbal insults at a function or event of the Society. If a member has a good faith dispute with another member of the Society in relation to the activities and programs of the Society, they shall follow the dispute resolution process noted above in the Bylaws of the Society.

27.19 A Member (including Executive and Sub-Committee) shall not stop or unduly or unfairly prevent any Member from participating in the programs, activities or services of the Society, and no personal vendetta by any Member of the society against another Member shall be allowed or no member shall use the Society or its resources to act on a personal vendetta against another Member.

27.20 All Members must uphold the Objectives of the Society.

FINANCIAL & TREASURY COMMITTEE

27.21 If an EC member of the Society or the EC of the Society is found to be acting in bad faith or in a manner that results in a significant detriment or has the potential to result in a significant detriment to the Society (which are hereinafter called "Significant Detriment"), the Trust Committee may assume emergency powers to take over the full control and management of affairs of the Society from the EC by giving written notice to the President or Secretary of the EC of a signed resolution approved by the majority of the Trust Committee members and the Trust Committee shall thereby take control of the full business, management, affairs, finances and assets of the Society in a caretaker role only. In this caretaker role, the Trust Committee shall not undertake any new activities or programs but has authority to continue existing programs and activities of the Society and to freeze the bank accounts or other assets of the Society for safeguarding purposes.

27.22 After assuming control of the Society in a caretaker role pursuant to Section 27.21 above, the Financial & Treasury Committee shall immediately notify all members of the Society and the Banks that are holding all assets of the Society and call for an emergency Special General Meeting of the Society to be held within 30 days of assuming control of the Society in order for the General Body of Members to resolve the emergency situation. The Financial & Treasury Committee shall send notice of the Special General Meeting to all Members of the Society on the same day that the Trust Committee assumes its caretaker role over the Society pursuant to Section 27.21 above.

27.23 At any time, upon reasonable grounds, the Financial & Treasury Committee may apply to court for emergency action to resolve any Significant Detriment to the Society.

FINANCIAL CONTROLS

27.24 All non-regular events and programs or other expenditures of the Society shall require the approval of the Financial & Treasury Committee (FTC) prior to any such expenditure.

27.25 For any regular event or program, EC will require prior approval from the FTC for the following expenditures –

- (i) >\$10K for any guest artist (s) for Durga Puja event
- (ii) >\$25K for Durga Puja event excluding guest artist (s)
- (iii) >\$5K for any guest artist (s) for a regular approved event or program other than Durga Puja
- (iv) >\$10K for any event other than Durga Puja excluding guest artist (s)

27.26 The regular events and programs of the Society are included in Appendix "B" to the Bylaws and a new event may be added to by the Society through approval of Voting Members in a majority vote at an Annual General Meeting or Special General Meeting of the Society. Expenditures for regular events and programs of the Society do not need to require FTC approval except the one mentioned in section 27.25 of the Bylaws.

27.27 For greater certainty, the EC shall have the authority to initiate and carry out new events or programs for the Society through funds raised by donations, event fees, grants or other fundraising activities that fully cover the cost of the non-regular event or program without the approval of the FTC.

27.28 In the event that the FTC does not provide approval of any regular or non-regular expenditures, the EC may seek approval of such expenditures from the Trust Committee.

27.29 Any funds, moneys or other assets of the Society that are held in term investments or deposits shall not be withdrawn or cashed before the completion of the term by the EC without approval of the FTC or Trustee Committee.

27.30 Any Bank of the Society where funds, moneys or other assets of the Society are held shall require a resolution signed by the Financial & Treasury Committee members that approves such specific action before such term investments or deposits are withdrawn or cashed before the completion of the term by the EC in addition to the regular signing authorities of the Society.

27.31 Each member of the Trust and FTC shall be permitted to view the account details of any Bank accounts of the Society at any Bank where funds, moneys or other assets of the Society are held. The EC and each of the Banks shall fully cooperate with each of the Trust and FTC member in any request to view any particular account details of an account of the Society. In the event that the EC or EC signing authorities, or any other person prevent the Trust and FTC from viewing the account details, then those persons shall be personally liable to the Society for any legal costs, on a solicitor and his/her own client basis, for any legal action required by a member of Trust and FTC to view such account balances.

28 SPECIAL EVENT 'UTSAB'

28.1 The EC, with the consultation of AGC, FTC & Trust Committee, shall have the authority to initiate and carry out a special new event called 'UTSAB' for the Society where the proceeds from AGLC along with Society's regular funds raised by donations, grants, event fees or any other special fundraising activities can be utilized with prior approval from AGLC & FTC respectively. In such a special situation, a separate committee named '**Organizing Committee**' with few sub-committees will be established as required & decided by EC, AGC, FTC & Trust Committee. This '**Organizing Committee**' along with all sub-committees will be dissolved at the end of 'UTSAB' for that year after handing over the reviewed financial statement of the special event 'UTSAB' to EC.

29 LIABILITIES

29.1 No EC, AGC, FTC or Trust Committee Member shall be liable in any way whatsoever in the event of declaration of the insolvency of the Society.

29.2 In as much as the participation in any program of the Society is on a voluntary basis, the Executive Committee (EC), Advisory & Grievance Committee (AGC), Financial & Treasury Committee (FTC) and Trust Committee members shall not be liable for any damage, injury or loss to its participants.

30 RESIGNATION OF EXECUTIVE COMMITTEE (EC) MEMBERS

30.1 If a member of the Executive Committee wishes to resign, he/she shall do so by giving a letter

of resignation to the President who shall inform this matter to the Executive Committee. If the President wishes to resign, he/she shall submit a letter of resignation to the Vice-President (to the General Secretary in absence of the Vice-President) who shall inform this matter to the EC.

30.2 In the event of three or more positions in the Executive Committee falling vacant at any given time, a General Meeting shall be called to elect candidates to fill up these positions with the same requirements as in the Annual General Meeting.

30.3 Any member of the Executive Committee who absents himself/herself from three consecutive executive committee meetings without informing the General Secretary in writing as to the reasons for being absent shall, at the discretion of the Executive Committee, be deemed as resigned and vacated his/her elected/selected position.

31 AMENDING THE BYLAWS:

These Bylaws may be cancelled, altered or edited to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Society.

31.1 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of proposed resolution to change the Bylaws.

31.2 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

32 DISSOLUTION

32.1 The Society may be dissolved by a special resolution as per Clause 15.4.

32.2 In the event of dissolution of the Society, all assets after discharging of liabilities shall be distributed to one or more registered member societies meeting criteria as below:

32.3 The assets arising from Alberta Casino Gaming Liquor and Cannabis Commission ("AGLC") funds shall be disposed as per AGLC rules.

32.4 The remaining assets shall be donated to one or more recognized charitable organization(s) in Canada.

ADOPTED, RATIFIED AND CONFIRMED BY THE GENERAL MEMBERSHIP ON THE 9th DAY OF OCTOBER 2022.

APPENDIX "A" to the BYLAWS

List of Trust Committee Members of the Society (in alphabetical order):

1. Ananda Saha
 2. Ashimabha Chowdhury
 3. Bipro Dhar
 4. Dulal Laha
 5. Malay Samanta
 6. Moushumi Indu
 7. Rajib Sikder
 8. Ranjan Chowdhury
 9. Samarendra Maiti
 10. Samrat Dutta
 11. Sanjay Upadhyay
 12. Sanjib Howlader
 13. Subrata Das
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APPENDIX "B" to the BYLAWS

Regular (not mandatory) Events and Programs of the Society:

1. Bengali New Year
2. Cultural Evening
3. Picnic
4. Durga Puja
5. Kali Puja
6. New Year's Eve
7. Saraswati Puja
8. Dol / Holi
9. General Meetings

- Other Programs and Activities can be added by approval of Voting Members at an AGM or SGM.