

## **The CONSTITUTION and BY-LAWS of**

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### **CANADA-ODISHA SOCIETY OF AMERICAS (CANOSA)**

**Version, Dec 2nd, 2007**

#### **ARTICLE I - Name**

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The name of the organization is "Canada-Odisha Society of Americas", also known as "CANOSA". The Canada-Odisha Society of Americas (hereinafter referred to in this document as "Society") is a corporation without share capital incorporated under the Ontario Corporations Act (Ontario Corporation Number-- -- --).

#### **ARTICLE II - Objectives**

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- a) Encouraging its members to develop and nurture community spirit.
- b) Promoting and preserving the arts, language and heritage of Odisha.
- c) Organizing socio-cultural events in order to promote dance, drama, music, heritage and tradition unique to Odisha.
- d) Organizing to help celebrate the festivals typical to the people of Odisha (such as Bishuba Milana, Kumar Utsava, Ratha Jatra) and inviting other community people to participate.
- e) Arranging lectures, workshops, classes and seminars on the topic of arts, language, music, dance, drama and other related topics featuring the culture of Odisha.
- f) Providing helping hands to new comers from Odisha for adaptation and integration into the Canadian milieu.
- g) Developing volunteerism and leadership qualities among the youth.
- h) Participating in the activities of similar other organizations in North America.
- i) Organizing recreational, athletic and community endeavours of interest to its members.
- j) To provide a forum for exchanging ideas and views with other associations those have interest in Odisha and its culture.
- k) Accepting donations, gifts, legacies and using funds as received together with interest accumulated thereon for the afore-said purposes.
- l) Any other activities not inconsistent with the above said objects.

Seal of Office: The official logo of CANOSA is shown on the right hand margin.

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## **ARTICLE III □ Membership**

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1. There is only one type of membership: Life Membership (referred as Members hereinafter). Life membership shall be offered to those individuals who are interested in the objectives of the Society and who are above 18 years of age. A life member is eligible to vote in any meeting of the Society and election of office bearers and Directors.
2. An application for the membership must be made. The membership is granted upon the approval of the Board of Directors and on payment of membership dues set by the Board of Directors.
3. The Board of Directors may recognize exceptional societal contributions of individuals through the award of Honorary Memberships. Honorary Members do not have a vote in any business affairs of the Society elections.

## **ARTICLE IV - Board of Directors**

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1. The Board of Directors (hereinafter referred to as the Board) shall administer the affairs of the Society and carry out its activities.
2. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, the Past President and four Directors. All members of the Board, except the Past-President, are elected by Members of the Society.

## **ARTICLE V - Executive Committee**

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The Executive Committee (hereinafter referred to as the Executive) will be responsible to the Board of Directors and shall administer the day to day affairs of the Society. The Executive Committee shall be composed of: the President, Vice-President, Secretary and Treasurer.

## **Article VI - Officers**

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The term "Officer of the Society" includes members of the Board of Directors and any members empowered by written or verbal instructions from the Board, the Executive or a Board constituted Committee to act on behalf of the Society.

## **ARTICLE VII - Fiscal Policy**

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1. All services rendered by Officers of the Society are voluntary. No Officer of the Society shall receive any salary or compensation for time devoted to the affairs of the Society. Reimbursement for expenses incurred on behalf of the Society is permitted.
2. No Member of the Society shall receive any profit from any income of the Society.
3. All funds of the Society shall be deposited in a timely manner in the Society account in a chartered bank, trust company or credit union.

4. The fiscal year of the society shall begin on January 1 and end on December 31 of the year.

## **ARTICLE VIII - Board Meetings**

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All decisions will be taken by resolutions. The Board shall meet at least twice in a calendar year to set policies of the Society and attend to the affairs of the Society. Board meetings shall be chaired by the President.

## **ARTICLE IX - General Meetings**

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1. A General Meeting of Members shall be convened to decide on all matters that affect the Society. The President shall chair the General Meetings of the Society.

2. General Meetings shall be called by the Board of Directors at least once during the calendar year. There shall be an Annual General Meeting in April-May in each year in which the reports by Secretary and treasurer shall be presented for approval.

3. A General Meeting may be called at any time by the Board of Directors or at the written request of one third of the total Membership.

4. For a General Meeting, written notice shall be given by mail or e-mail to each member at least two weeks in advance. Evidence that the notice was mailed or emailed shall be deemed to be proof of delivery of the notice.

5. An Emergency General Meeting, with at least two days notice, may be called by the Board. The agenda of any such meeting shall be limited to the urgent matters listed in the Notice of Meeting and must be ratified in a regular General Membership Meeting.

## **ARTICLE X - Quorum**

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1. 40% of the total Membership shall constitute a quorum for a regular General Meeting. A minimum of 25% of the total Membership and proxy arranged prior to the meeting to make 40% can also constitute the quorum.

2. The quorum for an Emergency General Meeting shall be 60% of the total Membership.

## **ARTICLE XI - By-Laws**

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The Board of Directors shall submit to a General Meeting for approval of such By-Laws as it may deem necessary for the furtherance of the work of the Association. Notice of submission of By-Laws or changes therein shall be given in the Notice of Meeting.

## **ARTICLE XII- Dissolution**

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On dissolution of the Society, the net assets remaining after the payment of all debts shall be transferred to any organization (approved by majority votes by the Board and subsequently in a General Membership Meeting of the Life members called for that purpose) in Ontario carrying on activities similar to those of the Society,

## **ARTICLE XIII - Amendments**

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1. The By-laws may be amended at a General Meeting if supported by a simple majority of the Members present, or by a simple majority of those voting by mail/email ballot.
2. The Constitution may be amended by a resolution at a General Meeting supported by two-thirds of the votes cast in person and proxy votes arranged prior to the meeting.

## **BY-LAWS OF THE SOCIETY**

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### **Clause I - Membership**

The Board may set membership dues for admission from time to time.

### **Clause II - Affiliations**

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The Society is culturally affiliated with The Orissa Society of the Americas (OSA). All members of CANOSA are encouraged to be individual members of the OSA.

### **Clause III - Standing Committees**

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The Board of Directors shall appoint such standing committees as it deems advisable. These committees shall report to the Board of Directors at regular intervals as deemed necessary by the Board of Directors.

### **Clause IV. Procedure for Elections**

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1. There shall be an Election Committee of *three members* appointed by the Board to conduct the election as per the procedure below for the posts of all the directors including the executive committee.
2. All elections are to be conducted in a fair and democratic manner by the Election Officers (Three Election Officers) appointed by the Board "To be referred as Election Committee"

Election Procedure:

The election committee shall nominate one of them as the Chairperson- Coordinator (referred to as the coordinator) either by way of meeting in person or mutually over telephone.

The Election Committee has to act joint and/or severally in all decisions of the election affairs.

The Election Committee shall declare an agenda for election stating date of election, date of filing nomination, date of scrutiny, date of withdrawal and final list display of candidates.

The Election Committee shall announce and seek nominations from the general membership at least one week prior to closing date of the nomination.

In the event of election (*more contestants*) the election committee will use postal ballot system to conduct an election with a closing date for receiving ballots with a postmark by the deadline. A minimum of 20 days notice shall be served.

The Election Committee, shall tally votes and report the results. Individual candidates for any position may request representation at any meeting for setting election procedure, scrutinizing and counting ballots.

If two or more candidates for the same position receive the same number of votes, the winner shall be chosen by draw.

The Election committee shall prepare and print the ballots. All ballots must be sequentially numbered or coded.

The ballots shall be mailed as scheduled by the election committee in the election year. The ballot number or code must be noted against the master membership list held by the election committee. For a returned ballot to be valid, it must be postmarked by the date set by election committee during the election year.

The election committee may open a post office box address to which the ballots shall be mailed to by the voters. The ballots shall be counted in the presence of the election committee members and the candidates or their representatives as scheduled. The results of the election shall be announced then and there with a written statement of the results sent to the President of the CANOSA. All the election materials must be sealed and signed by the election committee members and the candidates or their representatives, and will be preserved by the election committee for a period of six months after the election.

The President of CANOSA shall submit the results to the board for a publication in e-mail.

The election committee shall adopt prudent ways to ensure the secrecy of the voting system

Eligible expenses for the election shall be advanced and/or reimbursed by the Secretary-Treasurer of CANOSA upon the submission of the expense report. The committee may claim directly related expenses for office supplies, postages and telephones.

## **Clause V - Terms of Office**

The term of office of the Board and the executive is for two years starting from May.

## **Clause VI - Vacancy**

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1. If a vacancy occurs in the office of the President, the Vice-President shall become President, and shall serve in that office for the balance of the term in which the vacancy occurred.

2. If a vacancy occurs in the office of the Vice-President the Secretary shall become the Vice-President for the balance of the term. -Treasurer, the Board of Directors will, through

majority vote, appoint another individual to fill the vacancy. The person elected will hold the office for the balance of the term.

3. If a vacancy occurs in the office of the Past-President, it will be allowed to be vacant for the remainder of the term.

4. If there is vacancy of a Director, other directors will nominate a new member to the Board.

## **Clause - VII - Duties**

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### **President:**

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The President shall chair all meetings of the Society and of the board, when present in person and is able: have a general supervision of the affairs of the Society, sign all by-laws and execute any document with the Secretary, perform any other duties which the board may, from time to time, assign.

### **Vice-President:**

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The Vice President will be, as authorized by the President and/ the board, responsible for all activities of the Society. The Vice president shall exercise any or all of the duties of the President in the absence of the President or if the president is unable to perform those duties for any reasons, be responsible for all regular activities and programs and any other duties the board may, from time to time, assign.

### **Secretary:**

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The Secretary shall keep and maintain the records and books of the Society, including the registry of the officers and directors, the registry of life members, minutes of the annual general meetings, general meetings, and meetings of the board and executive, the by-laws and resolutions,; give any notice for annual general meetings and meetings of the board, and perform any other duties which, the board may, from time to time, assign. The Secretary will maintain the website and add members in to the net.

### **Treasurer:**

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The Treasurer shall keep and maintain the financial records and books of the Society, cosign all cheques or other payments with the President or Vice-President as the case may be, assist the auditor in the preparation of the financial statements of the Society and perform other duties which the board may from time to time, assign.

### **Past President and ex-officio member:**

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The immediate past President shall be the ex-officio adviser and a voting member of the executive.

## **Clause VIII Signing Authority**

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1. The signing officers of the Association shall be the Treasurer and the President.
2. The Board may authorize signing authority to other members.
3. All cheques must be signed by two individuals with signing authority with the Treasurer as one of the signatory.

### **Clause IX Indemnification**

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The Society shall indemnify and save harmless the directors, officers, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- i) all costs, charges and expenses whatsoever that he or she sustains or incurs in about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office: and
- ii) all the costs, charges and expenses that he or she sustains or anchors in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

### **Clause X Meeting Procedures**

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All the meetings will be conducted in a manner consistent with Roberts Rules of Order.

Passed by the Members of the General Body,

This 28th day of August 2005.