



NEPALESE CANADIAN SOCIETY OF EDMONTON

BYLAWS

2000
Amended in January 2022

© Nepalese Canadian Society of Edmonton
5624 – 53 Avenue, Edmonton Alberta
Canada

Table of Contents

OBJECTIVES OF THE SOCIETY	1
1. GENERAL.....	2
2. MEMBERS	2
3. THE MANAGEMENT OF THE SOCIETY	3
4. CHEQUES SIGNING AUTHORITIES.....	9
5. GENERAL MEETING.....	9
6. SPECIAL GENERAL MEETING	10
7. RESIGNATIONS.....	10
8. AUDITING	10
9. BORROWING POWER AND LIABILITY OF THE BOARD.....	10
10. PERSONAL GAIN AND REMUNERATION.....	11
11. DISSOLUTION OF THE SOCIETY	11
12. DISPUTES	11
13. AMENDMENTS OF BYLAWS	11

OBJECTIVES OF THE SOCIETY

1. To preserve and promote Nepalese language, culture and heritage.
2. To provide opportunities for social and recreational interaction among members.
3. To help newcomers of Nepalese origin in their initial settlement.
4. To promote and support programs aimed at personal development of children, youths and seniors.
5. To establish and develop a Nepalese Centre in Edmonton.
6. To maintain the special bond and foster the relationship with Nepal.
7. To engage in charitable and community development initiatives.
8. To collaborate with other like-minded organizations to meet the society's objectives.

1. GENERAL

- 1.1 “Society” means the Nepalese Canadian Society of Edmonton or NECASE in abbreviated form.
- 1.2 “Fiscal Year” means the time period from the first day of January to the last day of December each year.
- 1.3 “Director” means any person occupying the position of director by whatever name called.
- 1.4 “Board” means the Board of Directors of the Society.
- 1.5 “special resolution” means a resolution passed
- a) at a general meeting of which not less than **twenty-one (21) days**’ notice specifying the intention to propose the resolution has been duly given, and
 - b) by the vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote in person or by submitting the written consent.

2. MEMBERS

2.1 Eligibility

- 2.1.1 A person or an organization who accepts the objectives of the Society and agrees to abide by the bylaws of the Society shall be eligible to become a member. The Board shall have the right to accept or refuse membership to any person or organization.

2.2 Member Categories

- a) General member
An eligible person who has made application for membership to the Society, and has paid the prescribed membership fees for the Fiscal Year shall become the General member of the Society. General members have rights to vote and to hold office in the Society.
- b) Honorary member
A person who has given meritorious and extraordinary services to the society, in recognition of which the Board may unanimously decide to invite that person to become an Honorary member of the Society. Honorary members do not have voting rights and not hold office in the Society.
- c) Life member
A person, otherwise an eligible General member, can pay the Society a prescribed fee to become a Life member. Life members do not pay annual dues, but they have all the rights and responsibilities as the General members.

d) Organizational member

A duly registered organization can become an affiliated corporate member on payment of prescribed dues. The Board decides the privileges and rights to be given to such affiliated corporate members. Individual members of such organizations will not have voting rights and not hold office within the Society.

e) Associate member

A person who wants to support the Society can be an associate member upon payment of prescribed fee. Associate members do not have the same rights and privileges as the General members, and cannot vote and hold office within the Society.

2.3 Termination

- 2.3.1 All members shall act in a manner that will not bring the Society, or likely bring the Society into disrepute. After formal investigation, if in the opinion of the Board, any member or director has brought discredit to the Society or to its members, he/she can be reprimanded, suspended or expelled. Reprimand or suspension can be by two-third (2/3) majority of the Board. Expulsion must only be by unanimous decision of the Board. The Board shall inform the person concerned of the action.
- 2.3.2 The member who is reprimanded, suspended or expelled by the Board can appeal the Board's action in the General Meeting.
- 2.3.3 A member may be censured, suspended or by special resolution expelled from membership of the Society for any cause detrimental to the Society.
- 2.3.4 A member wishing to withdraw from the membership may do so upon a notice in writing to the Board through its General Secretary.
- 2.3.5 No member shall be entitled to a refund of membership fees upon termination of membership for any reason whatsoever.

3. THE MANAGEMENT OF THE SOCIETY

3.1 Structure of the Society

- 3.1.1 Directors: The Society shall have eleven (11) Directors in the Board.
 - 1) President
 - 2) Vice President
 - 3) General Secretary
 - 4) Treasurer
 - 5) Asset Management Director

- 6) Sports and Recreation Activities Director
- 7) Members Outreach Director
- 8) Fund Raising Director
- 9) Cultural Programs Director
- 10) Newcomers, Youths and Seniors Engagement Director
- 11) Information Technology and Communications Director

3.1.2 Auditors: The Society shall have two (2) Auditors. The Auditors shall not hold office in the Board.

3.1.3 Committees: The Board may appoint committees among within the General members of Society. At least one member of such committees shall be one of the Directors.

3.2 Election of Directors and Auditors

3.2.1 Election of Directors and Auditors shall be held biennial in the Annual General Meeting.
[Amended in 2020]

3.2.2 Elected Directors and Auditors shall take office for two-year term. [Amended in 2020]

3.2.3 The Board shall appoint a suitable person as the Returning Officer and notify to the General members at least thirty (30) days prior to the General Meeting. The written notice may be sent by regular mail or electronic mail (e-mail) to any such address or e-mail address that the member has provided the Society. General Secretary shall provide the Returning Officer with a copy of the list of members eligible for voting, copy of the Bylaws and the election policy and procedure.
[Amended in 2020, 2018]

3.2.4 To be eligible to vote, a Society member must [Amended in 2020]:

- a) be at least 18 years old,
- b) be a valid general member or life member, and
- c) have maintained local residency for the minimum of six months.

3.2.5 A candidate for the Director of NECASE Board must meet all of the following criteria to be eligible to contest [Amended in 2020]:

- a) be in voter list;
- b) be a valid general member or life member for at least twelve months on the nomination filing day;
- c) have volunteered in NECASE programs and activities in the past;
- d) not have been disciplined by the Board, including a written warning or expelled from the NECASE membership by the Society in the past;
- e) not have been convicted by Canadian Court in any criminal offences.

3.2.6 The candidate for the President should meet all the criteria described in 3.2.5 and also must have any one of the following experiences [Amended in 2020]:

- a) held a Director position in the Board for at least one complete term in the past or
- b) led (coordinator or chair) at least one NECASE's event or program or activity in the past.

- 3.2.7 Returning Officer will develop and publish election schedule, accept nomination forms, examine nominations, publish candidates, conduct election, and announce the election results. The Returning Officer will conduct election by implementing Election Policy and Procedures developed under the purview of Society Bylaws and approved by Society's general meeting. [Amended in 2020]
- 3.2.8 Each nominee shall have a proposer and a seconder and must indicate to the Returning Officer of his/her willingness to serve full term, if elected. [Amended in 2020]
- 3.2.9 If no more than one nomination is received for a position of Director for election, the Returning Officer will declare the member so nominated, elected by acclamation. [Amended in 2020]
- 3.2.10 If voting is required, voting will be conducted: (a) in person either by secret ballot or show of hand at the discretion of the Returning Officer, or (b) using electronic voting procedure. A nominee for each position who receives most votes will be elected. [Amended in 2022, 2020]
- 3.2.11 AGM or SGM of the Society will fill any vacant Director position(s) remaining. [Amended in 2020]

3.3 Duties and responsibilities of the Board

- 3.3.1 The Board shall have the ultimate responsibility of the Society, having the authority in regard to laying down the policies and principles under the Bylaws.
- 3.3.2 The Board may seek affiliation to the Society with national and international organizations, subject to approval of General Meeting, and subject further to keeping exclusive control over the administration, finances, and programs of the Society, without any manner sacrificing its autonomy.
- 3.3.3 The Board may grant affiliation to other organization or organizations.
- 3.3.4 Meeting of the Board shall be held often as necessary but at least once every **two (2) months** and shall be called by the President.
- 3.3.5 Meeting of the Board shall be called at least by **fifteen (15) days'** notice.
- 3.3.6 A Special Meeting of the Board may be called by the President on the written request of at least fifty percent (50%) of Directors, stating the business to be brought in such a meeting.
- 3.3.7 Meetings of the Board prescribed in 3.3.4; 3.3.5; 3.3.6 may be conducted: (a) in person, or (b) electronically, that permits participation by video and/or audio, voting, the identification of participants who seek recognition to speak, and the display of motions, subject to any rules regarding participation in an electronic meeting that Board may promulgate, or (c) a combination of in person and electronic means that satisfies the requirements prescribed in subsection (b). [Amended in 2021]

- 3.3.8 The Board and the committees appointed by the Board shall have the authority and responsibility to collect additional funds for special activities. [Amended in 2021]
- 3.3.9 The Board shall have power to collect donations to run Society's activities. [Amended in 2021]
- 3.3.10 Fifty percent (50%) plus one (1) members shall constitute a quorum for a meeting of the Board. [Amended in 2021]

3.4 Duties and Responsibilities of the Directors

3.4.1 The President:

- a) Provides leadership to the Board and the Society; represents the Society in a variety of forums; and maintains liaison with other organizations and Government(s).
- b) Ensures that the Board governs as per Society's Bylaws; that the programs and activities meet the objectives of the Society; and that the Society's policies and procedures are followed.
- c) Makes reasonable efforts to maintain the Society financially sound.
- d) Overlooks the other Directors perform their duties and responsibilities appropriately.
- e) Ensures his/her responsibilities are delegated to the appropriate Director in the foreseeable situation of his/her absence while the Vice President is also absent.
- f) Ensures timely updates about plans and major decisions of the Board to the Society members.

3.4.2 The Vice President:

- a) Assumes the responsibilities of the President in his/her absence.
- b) Designs and develops programs within the scope of the Society's objectives in consultation with the Board.
- c) Ensures that the policies and guidelines of Society's programs and events are in place, reviewed as and when needed, and provides them to the respective Directors.
- d) Provides update to the Board in every meeting on the status of the annual programs and progress on development of new programs.
- e) Leads the large-scale projects or programs that are not regular programs.
- f) Develops the detailed annual calendar of the Society's programs and events in co-ordination with other Directors and manages the roster of program coordinators for the year.
- g) Collects proposals for new programs from the Society members, if any, and facilitates communication between the Board and the Society members who proposed that program.

3.4.3 The General Secretary:

- a) Manages the communication between the Board and the General members, and among the Directors, keeps record of all official communications of the Society, and maintains the documents for the Society.
- b) Coordinates with the Members Outreach Director and the Information Technology and Communication Director to ensure the Society's official correspondences, documents and members' register are complete and archived.

- c) Makes a return to the Registrar before the **30th day of June** of each year containing:
 - (i) the postal address of the Society,
 - (ii) the full name, address and occupation of each officer and Director of the Society,
 - (iii) the audited financial statement presented at the last annual General Meeting.
- d) Files the notice with the Registrar within **fifteen (15) days** after a change in the location of the registered office of the Society.
- e) Prepares the meeting agenda in consultation with the President and circulates to the Directors at least **seven (7) days** prior to the meeting.
- f) Keeps minutes of the Board meetings and General meetings, and keeps a signed copy of the approved minutes on file.
- g) Maintains the custody and security of the seal of the society. When a document needs to be stamped on behalf of the society, the stamp should bear the signature of the General Secretary or President.

3.4.4 **The Treasurer:**

- a) Prepares annual budget, within one month of taking office, and long-term financial plan with input from other Directors, and in accordance with Society's expenditure guidelines.
- b) Makes the Non-Profit Organization Information Return (T1044) as required by the Canada Revenue Agency.
- c) Maintains account ledger books, payments voucher binders, receipt books, bank statement binders and inventory book for all the financial transactions of the Society.
- d) Maintains the society's Bank accounts and keeps a log of updated signing authority for the same.
- e) Provides the updated financial report in each Board meeting.
- f) Ensures that all the Society expenditures obtain appropriate Board approval and reimbursement cheques are issued within reasonable time.
- g) Prepares account ledgers by using the computer software and/or the ledger book.

3.4.5 **The Asset Management Director:**

- a) Manages the usage of NECASE Center, its resources and associated contracts.
- b) Ensures the collection of NECASE Centre usage fees and payment of utility bills on time.
- c) Develops and maintains record of the inventory of NECASE assets up to date.
- d) Keeps the up to date log of all activities carried out in the NECASE Centre.
- e) Keeps the keys of the NECASE Centre and the log of key holders.
- f) Provides an update to the Board on the status of the above responsibilities in the Board meetings.

3.4.6 **The Sports and Recreation Activities Director:**

- a) Develops sports and recreational activities in consultation with the Vice-President and the Society members.
- b) Recommends sports and recreational event coordinators and works actively and closely with them to ensure these activities are executed effectively.

- c) Ensures participation of children and youths in Society's activities in coordination with Newcomers, Youths and Seniors Engagement Director, wherever appropriate.

3.4.7 The Members Outreach Director:

- a) Develops and executes programs aimed at promoting membership and at members' welfare.
- b) Outreaches the potential members, collects membership applications and fees, and submits to the Board in the next meeting.
- c) Assists new members to obtain subscription to the society's group email list.
- d) Organizes welcome program for new comers at least once every year.
- e) Maintains the members' register and provides updates to the society members from time to time while ensuring full confidentiality of the members' privacy.

3.4.8 The Fund Raising Director:

- a) Plans and executes fund raising programs in consultation with the Vice-President, and with the other program coordinators to utilize the fund raising opportunity.
- b) Manages the Alberta Gaming and Liquor Commission (AGLC) Casino Fund Raising program and other AGLC related businesses in consultation with the Treasurer and General Secretary.
- c) Hands over the proceeds and submits the status report to the Board in the next imminent Board meeting following the execution of a Fund Raising event.

3.4.9 The Cultural Programs Director:

- a) Provides leadership to promote Nepalese culture in Canadian community in coordination with the Vice-President and with Steering Committee of Nepalese Culture Centre.
- b) Makes every effort to ensure the participation of children and youths in the cultural programs.
- c) Represents the Board in the Steering Committee of Nepalese Culture Centre.
- d) Develops cultural programs and assigns coordinator(s) to execute each program.
- e) Consults with other event coordinators to ensure cultural activities are appropriately incorporated into the society's events where applicable.
- f) Manages the cultural costumes, jewelry and instruments and ensures that they are functional and maintained.
- g) Keeps account of the expenses and revenues from the cultural programs, and hands over to the Treasurer within two weeks after the event date.

3.4.10 The Information Technology and Communications Director:

- a) Ensures the electronic equipment such as computer, printer, projector, sound system and related hardware and software are functional and maintained.
- b) Administers the Society's website and maintains it.
- c) Establishes and updates the members' database and administers the group email list in coordination with the Members Outreach Director.
- d) Manages and develops internal and external communications media.
- e) Contacts and maintains liaison with communication media, such as newspapers and radios.

3.4.11 The Youths, Newcomers and Seniors Engagement Director:

- a) Facilitates and promotes programs for the Youths and coordinates activities with the Cultural Programs Director and the Sports and Recreational Activities Director.
- b) Facilitates and promotes programs to assist resettlement efforts of Newcomers.
- c) Facilitates and promotes programs for the Seniors.
- d) Organizes social interaction and networking events for the Newcomers, for the Youths and for the Seniors.

3.5 Duties and Responsibilities of the Auditors

- a) The Auditors shall audit the financial records of the Society at least once a year.
- b) The Auditors shall submit their audited and certified reports in the Annual General Meeting of the Society each year.

3.6 Duties and Responsibilities of the Committees

- a) Each committee appointed by the Board works for a particular project under the guidance of the Board and is responsible to it.
- b) The committees are automatically dissolved upon completion of the assigned project.

3.7 Standing Committees [Added in 2022]

- a) Board may establish Standing Committees to provide strategic direction to the Board and support the responsible Director on large community projects and activities.
- b) Board will appoint members to the Standing Committees and these committees report to the Board.
- c) The term, mandate, and scope of the Standing Committees will be as per the policy developed by the Board.

4. CHEQUES SIGNING AUTHORITIES

- 4.1 All cheques issued by the society shall bear the signatures of the President and the Treasurer. In absence of the President or Treasurer, the Vice-President shall co-sign the cheques.

5. GENERAL MEETING

- 5.1 The Society shall hold its Annual General Meeting in January each year: (a) in Edmonton, Alberta, or (b) using electronic media. [Amended in 2022, 2018]
- 5.2 The General Secretary shall issue a notice in writing to all members at least twenty-one (21) days prior to the date of the Annual General Meeting. The written notice may be sent by regular mail or electronic mail (e-mail) to any such address or e-mail address that the member has provided the Association. Such notice should include agenda, resolutions, minutes of the last General Meeting and the past year's financial statement. [Amended in 2018]
- 5.3 The Society shall present at the General Meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Society's auditors.
- 5.4 The quorum to run the Annual General Meeting is set at 15% of total eligible voting membership. [Amended in 2018]

6. SPECIAL GENERAL MEETING

- 6.1 A member of the society may request a Special General Meeting by submitting a formal requisition signed by at least fifty percent (50%) plus one voting members. The requisition must set forth the reasons for requesting such a meeting and should specify the matters, which they wish to bring before the meeting. Upon receipt of such requisition, the President shall fix a date for the Special General Meeting within thirty (30) days, and issue a notice in writing to all members. The resolution shall be approved as per provisions of Section 1.5
- 6.2 The Board shall immediately call the Special General Meeting to fulfill the members in the Board if the Board of the Society remains only with 6 (six) or less members.
- 6.3 The Board shall call the Special General Meeting within sixty (60) days to elect the new President if the President's position becomes vacant.
- 6.4 All provisions or procedures of the General Meeting stated in Section 5, including quorum requirement and mode of voting, shall apply to the Special General Meeting wherever appropriate.

7. RESIGNATIONS

- 7.1 If any Director, other than the President, wishes to resign, that Director shall submit resignation in writing to the President. If the President wishes to resign, he/she shall submit resignation to the General Secretary. The Board shall consider such resignation in the next Board meeting.
- 7.2 A Director who is absent from three consecutive Board meetings, without notice to the Board as to the reasons for being absent, shall be considered as having resigned and vacated the position.
- 7.3 When the Board becomes completely vacant, an Ad-hoc committee shall be formed to continue the management of the Society. Then Ad-hoc committee shall call the General Meeting within thirty (30) days for the election of the Board members.
- 7.4 If a Director, except President, resigns from the position or otherwise ceases to hold the position, the remaining Directors should appoint a member in good standing, as per article 3.2.5 to vacant position. Two-thirds majority of the Board is required to approve the appointment to the Director position.
[Amended in 2020]
- 7.5 The Director so appointed holds the office until the next election of the Directors. [Amended in 2020]

8. AUDITING

- 7.6 The financial records of the Society shall be audited at least once each year by a qualified accountant or by two elected Auditors of the Society.
- 7.7 A member may inspect the financial records of the Society by making suitable arrangements with the Treasurer of the Board.

9. BORROWING POWER AND LIABILITY OF THE BOARD

- 9.1 For the purpose of carrying out its objectives, the Society may borrow in such a manner as it deems fit, and in particular, by the issue of debentures, but this power shall be exercised only under the authority

of the General Meeting, and in no case without being sanctioned by a special resolution.

9.2 Individual members of the Board, or the auditors, or the board appointed committee members shall have no liability in the event of insolvency of the society, except in cases of willful deceit or fraud.

9.3 All agreements made by the Society protect the Board members from any personal loss or liability.

10. PERSONAL GAIN AND REMUNERATION

10.1 The Society shall not be used for the monetary gain of the members of the Board.

10.2 Donations and other accretions to the Society shall be used exclusively for promoting its objectives.

10.3 In the event of a member of the Board having a pecuniary interest in a motion, he/she shall totally abstain from voting or otherwise promoting or supporting the motion.

10.4 Unless otherwise authorized by the Board, no member of the Board, or the Society shall, on behalf of the Society:

- a) Make statements,
- b) Represent the Society,
- c) Enter into negotiations, or sign contracts.

10.5 The Board Directors and Society members are volunteers without pay.

11. DISSOLUTION OF THE SOCIETY

11.1 In the event of the dissolution or winding-up the Society, its assets, after payments of liabilities, shall be donated to one or more recognized charitable organization(s) in Canada with unanimous agreement of the Board, or in accordance with the law of the land.

12. DISPUTES

12.1 All disputes arising between the Society and its members shall be decided by arbitration under the Arbitration Act of Alberta.

13. AMENDMENTS OF BYLAWS

13.1 Procedure to Amend Bylaws

- a) A resolution signed by at least one-third members of the Society or a resolution of the Board stating the proposed amendment(s) shall be submitted to the President.
- b) On receiving such resolution, the President shall call General Meeting, and shall send written notice at least twenty-one (21) days prior to such a meeting to the members of the Society stating the date, time, and place of such meetings, and proposed amendment (s).
- c) These Bylaws may be amended at the General Meeting by a seventy-five (75%) percent vote of the eligible members, as provided in these Bylaws, who are present at the General Meeting

and voting, or in the General Meeting conducted by using electronic voting procedure. Signature of all members in attendance shall be collected. [Amended in 2022, 2018]

End of Document