

# Constitution and By-laws

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# CONSTITUTION

## CHAPTER I

### Article 1 – Name of the Association

The Association shall be known as the BHARATIYA SANGEETHA SANGHAM. (In these articles, the SANGHAM shall mean BHARATIYA SANGEETHA SANGHAM).

## CHAPTER II

### Article 2 – Constitution

Herein referred to as the “CONSTITUTION”, this document governs all activities of the SANGHAM. The president rules on constitutional interpretations during and in-between meetings. Such interpretations may be changed by a two-thirds majority vote of the Board of Directors (as defined in CHAPTER V).

## CHAPTER III

### Article 3 – Objectives

The objectives of the SNAGHAM shall be:

- a) To maintain a non-sectarian, non-political and non-profit, cultural organization with a view to educating in the form of training of individuals or groups in the music and dances of India, particularly Carnatic music, and other artistic activities pertaining to South India, and promoting the aesthetic tastes of the public by the direct exhibition/presentation of artistic works.
- b) To organize concerts and dance performances in cooperation with other cultural associations with similar objectives in Quebec and the rest of North America.
- c) To assist in establishing and operating music and dance classes as appropriate; and
- d) To promote and encourage other expressions of fine arts.

## **CHAPTER IV**

### Article 4 – Accessibility to Membership

Membership of the “SANGHAM” shall be open to all adults who are desirous of furthering the objectives of the “SANGHAM” and remains in effect after the initial approval by the Board of Directors as long as the member remains in good standing, having paid all the current dues as set out in the bye-laws, and abides by the Constitution.

### Article 5 – Membership

Membership shall consist of five types: Benefactors, Donors, Patrons, Family Members and Single Members.

- i) A Benefactor is an individual, married couple or an institution who makes an appropriate donation as set out in the bye-laws;
- ii) A Patron is an individual, a Company or a Corporation who makes the appropriate donation as set out in the bye-laws;
- iii) A Donor may be an individual, a Company or a Corporation who makes the appropriate donation as set out in the bye-laws;
- iv) Annual membership, both family and single, shall expire on 31 December, unless renewed;
- v) Family membership includes husband and wife.

### Article 6 – Membership Meetings

The “SNAGHAM” shall hold membership meetings in accordance with the by-laws.

## **CHAPTER V**

### Article 7 – Board of Directors

The business of the “SANGHAM” shall be conducted by a Board of Directors, herein after called the Board, elected from membership, whose members shall serve in an honorary capacity. The Board shall be assisted as necessary by any committee set up for a specific purpose with specified terms of reference, as defined in the bye-laws.

#### Article 8 – Responsibility of the Board

The Board shall be responsible to the general membership.

#### Article 9 – Formation of the Board

The Board shall comprise of the following:

- i) An Executive, comprising of four Office-bearers, namely President, Vice-President, Secretary and Treasurer, and;
- ii) Five Directors

#### Article 10 – Term of Office on the Board

The term of office on the Board shall be two ‘years’ (a year, in this context shall be the interval between two General Membership meetings). Four Directors shall be elected in every even year of operation, and in every odd year of operation, five. These nine Directors shall, among themselves, elect the Office-bearers.

#### Article 11 – Functions of President

The President provides general leadership and coordination, presides at meetings of the “SANGHAM” and signs official documents. The President is an ex-officio member of all committees.

#### Article 12 – Functions of Vice-President

The Vice-President assists the President and fulfills all functions of the office during the President’s absence. The Vice-President becomes the President if the post is declared vacant and serves until the annual election. The Vice-President shall also be an ex-officio member of the Program Committee, if established.

#### Article 13 – Functions of Secretary

The Secretary of the “SANGHAM” conducts all general correspondence. The Secretary shall issue notice to all Membership Meetings and keep accurate minutes of such meetings.

All correspondence in relation to contractual obligations set out in the bye-laws of the “SANGHAM” duly authorized by the Board shall be signed by any two of the following: The President, the Secretary and the Treasurer. The Secretary shall carry out such other duties as may, from time to time, be assigned by the general membership or the President.

#### Article 14 – Functions of Treasurer

The functions of the Treasurer will be as follows:

- a) To keep an accurate account of the receipt and expenditure of funds, and all assets and liabilities of the “SANGHAM”;
- b) To deposit all funds received for, or on behalf of the “SANGHAM” in a bank approved by the general membership;
- c) To maintain an up-to-date record of membership;
- d) To make recommendations to the Board on the investment of the assets;
- e) To facilitate the task of the Auditor(s) of the account of “SANGHAM” and in collaboration with the Secretary, arrange for the copies of the Accounts and Auditors certificate to be circulated with the notice of the General Membership Meeting; and
- f) To perform such other duties as may be assigned by the general membership or the President

#### Article 15 – Conflict of Jurisdiction

In case of conflict of jurisdiction, the President shall coordinate matters between the Office-bearers and if necessary, act as an arbitrator.

### **CHAPTER VI**

#### Article 16 – Banking Procedures

The general membership shall approve the bank in which the accounts of the “SANGHAM” shall be kept. All accounts shall be kept in the name of the “SANGHAM”. Transactions shall normally be by means of cheques. All cheques must be signed by two of the following three officers, who shall have authority to approve expenditures under \$50.00 as required for the furtherance of the objectives of the “SANGHAM”: President, Treasurer and the Secretary.

Expenditures over this amount must be authorized by the Board. The maximum operating deficit for each year shall be determined by the general membership. Any increase in this deficit can only be authorized by the general membership.

#### Article 17 – Audit of Accounts

The Auditor(s) shall be approved by the general membership (no auditor shall be a member of the Board). The Auditor(s) shall audit and certify all accounts for the “SANGHAM”, including the annual statement of accounts at the end of the tenure of the Treasurer.

### **CHAPTER VII**

#### Article 18 – Rules of Procedures

Membership Meetings may adopt such rules of procedure, not inconsistent with these Articles, as required for the proper conduct of their business. Without prejudice to the general provisions set out above, the President may, unless the membership decides otherwise, restrict the discussion on a motion to two interventions by any one member, each intervention being limited to two minutes duration.

#### Article 19 – Election By-Laws

Detailed procedures for the appointment of Nominating Committee, date of election, publication of ballot papers, etc., with respect to the election of the Board of the “SANGHAM” shall be contained in the by-laws enacted by the general membership.

### **CHAPTER VIII**

#### Article 20 – Amending the Constitution

The Constitution may be amended by a two-thirds majority of the Benefactors, Patrons and Donors in conjunction with a two-thirds majority of the Annual Membership voting at a General Membership Meeting. A written copy of every proposed amendment must be received by the Secretary at least one month prior

to the meeting. The Secretary shall issue in accordance with the by-laws (Article9) text of the notice indicating the Article(s) proposed for amendment and the proposed amendments.

#### Article 21 – Proposals for amendment

Proposals for amendments may originate from the Board or by means of written request from at least fifteen percent of the membership.

### **CHAPTER IX**

#### Article 22 – Proposals for Dissolution

Proposals for dissolution of the “SANGHAM” shall originate only by means of a written request addressed to the Secretary signed by a simple majority of the Annual Membership and that of the Patrons and Donors. The Secretary shall convene a meeting to discuss the dissolution of the “SANGHAM” not less than one month and not more than two months after the receipt of the request. For the purpose of this meeting, the presence of a simple majority of the Annual Membership and that of the Patrons and Donors, shall constitute the quorum. The dissolution requires the approval by a two-thirds majority of the Annual Membership as well as a two-thirds majority of the Patrons and the Donors present at the meeting. For this meeting, no proxy votes shall be allowed.

#### Article 23 – Dissolution

In case of dissolution, all remaining assets after the payments of debts will be distributed to one or more eligible charitable organization(s). The name(s) of charitable organization(s) will be decided during the dissolution meeting.

## **BY-LAWS**

### **ARTICLE 1**

These by-laws complement the Constitution of the BHARATIYA SANGEETHA SNAGGHAM. In cases where there are conflicts between the by-laws and the Constitution, the Constitution shall prevail.

### **ARTICLE 2**

The by-laws can be amended at any time by a simple majority of those present or are validly represented at a membership meeting.

### **ARTICLE 3**

The membership of the “SANGHAM” shall consist of five types:

- i) *Benefactor*: An individual, married couple or an institution that makes a donation of at least \$1,000 to the “SANGHAM”, in lump sum or in installments during the same year
- ii) *Patron*: An individual, married couple or an institution that makes a donation of at least \$300.00 to the “SANGHAM”
- iii) *Donor*: An individual, married couple or an institution that makes a donation of between \$125.00 and \$300.00 to the “SANGHAM”
- iv) *Family Member*: An individual or married couple that pays an annual membership fee of \$20.00
- v) *Single Member*: An individual that pays an annual membership fee of \$10.00.

#### **ARTICLE 4**

- i) Benefactors shall be entitled to life membership for themselves and their spouses. If the benefactor is an institution, such institution shall be entitled to life membership. In addition, they are entitled to two complimentary tickets for every concert for a period of ten consecutive years. Such entitlement shall be limited to the same benefits enjoyed by the season ticket holder.
- ii) Patrons and Donors shall be entitled to life membership for themselves and their spouses. If the Patron/Donor is an institution, such institution shall be entitled to life membership.
- iii) A Donor or a Patron shall be entitled to become a Benefactor if the difference between their original donation and that of a Benefactor is paid.

#### **ARTICLE 5**

If an annual member wishes to change his/her status to that of a Patron or Donor, his/her current annual membership fee shall be credited towards the donation required to be a Patron or a Donor.

#### **ARTICLE 6**

If a Donor wishes to become a Patron, an amount equal to the current Donor's donation shall be credited towards the donation required to be a Patron.

#### **ARTICLE 7**

If a Patron or a Donor is an institution, it shall designate one individual to represent it at membership meetings.

#### **ARTICLE 8**

The "SANGHAM" shall hold General Membership Meetings normally once every calendar year, but under no circumstances shall the interval between successive meetings exceed fifteen months.

## **ARTICLE 9**

Special Membership Meetings may be convened

- (a) By the Board on its own initiative; or
- (b) Within twenty-one days of the receipt by the Secretary of a request for such a meeting signed by at least fifteen percent of the membership.

Subject to the agreement of all persons signing the request, the twenty-one maximum may be waived.

## **ARTICLE 10**

The Secretary of the “SANGHAM” shall issue notice to all the members, at least two weeks in advance, of any General or Special Membership Meetings. In the absence of the Secretary, the President shall perform this task. With the notice shall be forwarded the agenda and any supporting documentation. In the case of the General Membership Meeting, the supporting papers shall include the President’s Report, the Treasurer’s Report, the Auditor’s report and the Report of any subsidiary body not covered in the President’s Report.

## **ARTICLE 11**

The following items shall be included in the agenda of the General Membership Meeting:

- i) Approval of the Minutes of the previous General Membership Meeting;
- ii) Consideration of the President’s Report;
- iii) Discussion of Treasure’s and Auditor’s Report
- iv) Election of Board of Directors for the following year;
- v) Approval of the maximum operating deficit for the following year; and
- vi) Approval of the Auditor(s).

## **ARTICLE 12**

The Agenda for a Special Membership Meeting shall consist only of those items mentioned in the notice (see Article 9).

### **ARTICLE 13**

The quorum at any Membership Meeting shall be fifteen percent of the membership; for the purpose of the quorum, a member may be validly represented by a proxy, as described in Article 16.

### **ARTICLE 14**

All meetings shall be conducted in accordance with Robert's Rules of Order.

### **ARTICLE 15**

Each member of the "SANGHAM" who is present or is validly represented shall be entitled to one vote at all Membership Meetings. The President shall exercise his vote only in case of a tie.

### **ARTICLE 16**

Voting by proxy shall be admissible, provided this has been communicated to the Secretary in writing in advance of the meeting. Each member present including the President may carry no more than two proxies.

### **ARTICLE 17**

The following motions in order to be carried, shall require a two-thirds majority of those present and/or validly represented and voting:

- i) Removal of a Director from office
- ii) Expulsion of a member from the "SANGHAM"

### **ARTICLE 18**

The membership year for the "SANGHAM" shall be the calendar year. Each annual member of the "SANGHAM" shall pay annual dues in advance, on or before the first day of January of each year.

## **ARTICLE 19**

The term in office of the Executive (President, Vice-president, secretary and treasurer) shall be one “year”, which in this context shall be the interval between two general Membership Meetings.

## **ARTICLE 20**

All Directors and members of the Executive shall perform their constitutionally assigned duties in an honorary capacity.

## **ARTICLE 21**

In order to be nominated for election as a Director, a person shall have been a member of the “SANGHAM” continuously for at least a year. Candidates shall be nominated by one member and seconded by two others. Nominations may be sent to the Secretary prior to the meeting. Alternately, nominations may also be made from the floor. No nomination is valid unless the nominee is present at the time of the nomination or has provided acceptance of the nomination in writing to the Secretary.

## **ARTICLE 22**

The Board of Directors may appoint a Nominating Committee to bring in a slate of nominees, without prejudice to article 21.

## **ARTICLE 23**

A vacancy arising through a Director ceasing to hold office shall be filled by holding a by-election, if such a vacancy arises more than six months prior to a planned General Membership Meeting. The elected member shall hold office for the balance of the term. Should such a vacancy arise less than six months before planned General Membership Meeting, the Board may, at its discretion, hold a bye-election, leave the position vacant, or co-opt a qualified member. The Board may not have more than 2 co-opted members at any one time.

## **ARTICLE 24**

A Director may be removed from office in accordance with the provisions of Article 17. A Director so removed shall be replaced in accordance with Article 23.

## **ARTICLE 25**

The meetings of the Board of Directors shall be called by the President, at intervals of not more than three months. Five Directors shall constitute a quorum. The President shall also call a meeting of the Board of Directors if required in writing by at least three Directors.

## **ARTICLE 26**

The Board of Directors may establish, in order to deal with specific questions, such committees or working groups as deemed necessary. In establishing such bodies, the Board of Directors shall define their terms of reference. The Chairperson, committee members and members of such groups need not all be Directors. However, each such body shall include at least one Director, besides the President.

## **ARTICLE 27**

All accounts of the "SANGHAM" shall be kept in a chartered bank. Transactions shall normally be by means of cheques. All cheques must be signed by two of the following three Officers: President, Secretary and Treasurer, who shall have the authority to approve expenditure under \$50.00.

## **ARTICLE 28**

All contracts with other organizations and individuals shall be in writing, and must have the prior approval of the Board of Directors. Contracts shall be signed by two of the following three Officers: President, Secretary and Treasurer.

## **ARTICLE 29**

The auditor(s) shall be approved by the general membership and no Director shall be an auditor. The auditor(s) shall audit and certify all accounts of the "SANGHAM" including the annual statement accounts for the financial year ending 31 December.

