



# CONSTITUTION & BYLAWS

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# **CONSTITUTION**

## **CHAPTER I - Name**

### **Article 1 – Name of the Association**

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

## **CHAPTER II - Constitution**

### **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 - Objectives**

### **Article 3 – Objectives**

The objectives of the SANGHAM 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, dances, and other artistic activities of India, particularly Carnatic music, and promoting the aesthetic tastes of the public by the direct exhibition or 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 - Membership**

### **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 Privileges**

Members are entitled to:

- a) Participate in any membership meeting convened by the organization
- b) Vote on issues
- c) Nominate, second or be nominated to the Board.

Membership categories shall be determined as per the bylaws.

## **Article 6 – Membership Meetings**

The SANGHAM shall hold membership meetings in accordance with the bylaws.

## **CHAPTER V - Board**

### **Article 7 – Board of Directors**

The business of the SANGHAM shall be conducted by a Board of Directors, hereinafter called the BOARD, elected from membership, whose members shall serve in an honorary capacity. The Board members should continue to be members of the SANGHAM throughout their terms. 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 by-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:

- 1) An Executive, comprising of four Office-bearers, namely President, Vice-President, Secretary and Treasurer, and;
- 2) Minimum 1 to maximum 5 additional Director(s). An odd number of Directors is highly recommended.

### **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). Members of the Board may extend their tenure by one ‘year’ or seek re-election in accordance with the bylaws. These Directors shall, among themselves, elect the Office-bearers.

## **Article 11 – Functions of the 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 the 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.

## **Article 13 – Functions of the Secretary**

The Secretary, or a Director designated by the Secretary, shall

- a) conduct all general correspondence.
- b) issue notice to all Board and Membership Meetings and keep accurate minutes of such meetings.
- c) sign all correspondence in relation to the contractual obligations of the SANGHAM that are duly authorized by the Board.
- d) carry out such other duties as may, from time to time, be assigned by the general membership or the President.

## **Article 14 – Functions of the Treasurer**

The Treasurer, or a Director designated by the Treasurer, shall:

- a) keep an accurate account of the receipt and expenditure of funds, and all assets and liabilities of the SANGHAM
- b) manage all funds on behalf of the SANGHAM in a bank approved by the general membership;
- c) maintain an up-to-date record of membership;
- d) make recommendations to the Board on the investment of the assets;
- e) facilitate the task of the Verifier(s) of the account of SANGHAM and in collaboration with the Secretary, arrange for the copies of the Accounts and Verifier's certificate(s) to be circulated with the notice of the General Membership Meeting;
- f) submit relevant financial and administrative information to governmental authorities in a timely manner; and
- g) 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. All outgoing bank transactions must be signed by two of the three authorized signatories designated by the board, in accordance with the bylaws.

The Treasurer, or a Director designated by the Treasurer, shall have the authority to approve and disburse petty-cash expenditures for the smooth running of the events, the limit for which will be decided annually at the General Membership meeting. All 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 – Verification of Accounts**

The Verifier(s) shall be approved by the general membership (such a verifier shall NOT be a member of the Board). The Verifier(s) shall inspect 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, consistent 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 preferably limited to a two minute duration.

### **Article 19 – Election By-Laws**

Detailed procedures with respect to the election of the Board of the SANGHAM shall be set out in the bylaws.

## **CHAPTER VIII**

### **Article 20 – Amending the Constitution**

The Constitution may be amended by a two-thirds majority of the Annual Membership voting at a General Membership Meeting. For the purpose of the meeting where an

amendment of the constitution is addressed, the presence of a simple majority of the Annual Membership shall constitute the quorum.

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 a notice to the members 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, the life members, and that of the Annual membership for the past 5 continuous previous years. 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, the life members, and that of the Annual membership for the past 5 continuous previous years shall constitute the quorum. The dissolution requires the approval by a two-thirds majority of the quorum. For this meeting, no proxy votes shall be allowed.

### **Article 23 – Dissolution**

In case of dissolution, all remaining assets after the payments of debts and liabilities, will be distributed to one or more eligible charitable organization(s), as described in subsection 149.1(1) of the Income Tax Act. The name(s) of the charitable organization(s) will be decided during the dissolution meeting.



## **BY-LAWS**

### **ARTICLE 1 - Introduction**

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

### **ARTICLE 2 - Provision for Amendment**

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 - Membership and Dues Structure**

The membership categories and dues structure for the upcoming year shall be presented for approval at the General Membership Meeting. Once finalized, the Board shall announce the annual membership dues structure at the beginning of the calendar year through appropriate communication channels.

Privileges, already bestowed upon individuals and couples from inception until 2025, by virtue of the previous version of the constitution, shall remain in force.

### **ARTICLE 4 - Frequency of General Membership Meetings**

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 5 - Special Membership Meetings**

Special Membership Meetings may be convened by the Board on its own initiative; or 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 day maximum may be waived. The Agenda for a Special Membership Meeting shall consist only of those items mentioned in the notice.

### **ARTICLE 6 - Notice of Meetings**

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. Alongside the notice shall be forwarded the agenda and any supporting documentation. In the case of the General Membership Meeting, the supporting documentation shall include the reports of the President, the

Treasurer and the Verifier and Reports of any subsidiary bodies not covered in the President's Report.

#### **ARTICLE 7 - Agenda of the General Membership**

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

- a) Approval of the Minutes of the previous Membership Meeting;
- b) Consideration of the President's Report;
- c) Discussion of Treasurer's and Verifier's Report
- d) Election of Board of Directors for the following year
- e) Approval of the membership dues structure
- f) Approval of maximum petty-cash amount
- g) Approval of the maximum operating deficit; and
- h) Approval of the Verifier(s).

#### **ARTICLE 8 - Quorum**

The quorum at any Membership Meeting shall be fifteen percent of the membership or fifteen members, whichever is lower; for the purpose of the quorum, a member may be validly represented by a proxy, as described in Article 11.

#### **ARTICLE 9 - Conduct of meetings**

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

#### **ARTICLE 10 - Voting**

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 11 - Proxy Voting**

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 12 - Quorum for Special Motions**

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 13 - Membership Year**

The membership year for the SANGHAM shall be the calendar year.

### **ARTICLE 14 - Tenure of the Board**

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 15 - Arm’s Length**

No members of the Board shall be at arm's length of each other.

### **ARTICLE 16 - Nomination**

In order to be nominated for election as a Director, a person must be a member of the SANGHAM for the current year. Candidates shall be nominated and seconded only by members. Nominations may be sent to the Secretary prior to the meeting, or may be made from the floor. Nomination is valid only if the nominee is present on the floor or has provided written consent to the Secretary.

### **ARTICLE 17 - Nominating Committee**

The Board of Directors may appoint a Nominating Committee to bring in a slate of nominees, without prejudice to article 15.

### **ARTICLE 18 - Vacancy**

A vacancy arising through a Director ceasing to hold office may be left vacant or filled by co-opting a qualified member. The Board must not have more than 2 co-opted members at any time. Should, even after co-opting, the number of directors is less than 5, a Special Membership Meeting must be convened at the Board’s initiative. Should a vacancy arise for a post of an Office bearer, the Board shall immediately convene and fill the Office bearer’s post.

### **ARTICLE 19 - Continuation**

It is highly recommended that more than a third of the committee continue through the next year, either by continuation of term, extension or re-election. However, one of the three authorized signatories of the current year must stay on the Board through the next year.

### **ARTICLE 20 - Meetings of the Board**

The meetings of the Board of Directors shall be called by the President, at intervals of not more than three months. Presence of more than half of the Directors shall constitute a

quorum. The President shall also call a meeting of the Board of Directors if required in writing by at least a third of the Directors.

#### **ARTICLE 21 - Committees**

The Board of Directors may establish, in order to deal with specific questions, such committees or working groups as deemed necessary, e.g., program committee, youth working group. 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 22 - Banking**

Outgoing bank transactions must be signed by two of the three authorized signatories designated by the Board. For every bank transaction, at least one signatory must be a member of the current Board. The transfer process with the bank for authorized signatories shall be completed within 1 year of the last General Membership Meeting.

#### **ARTICLE 23 - Contracts**

All contracts with other organizations and individuals shall be in writing, and must have the prior approval of the Board.

#### **ARTICLE 24 - Verifier**

The Verifier(s) shall be approved by the general membership (such a verifier shall NOT be a member of the Board). The Verifier(s) shall verify all accounts for the SANGHAM, including the annual statement of accounts at the end of the tenure of the Treasurer in due adherence to guidelines of Federal and Provincial Revenue Agencies.