

**VANCOUVER AREA TELUGU ASSOCIATION
(VATA)**

CONSTITUTION

AND

BYLAWS

This version of the *Constitution and bylaws of the Vancouver Area Telugu Association (VATA)* is prepared for the use of its Directors and members.

For more details please refer to *SOCIETY ACT* for the province of British Columbia, Canada.

March 2014

VANCOUVER AREA TELUGU ASSOCIATION

CONSTITUTION

1. The name of the society is “Vancouver Area Telugu Association (VATA)”.
2. The purposes of the society are:
 - a. To preserve and promote the Telugu culture, values, language and lifestyle.
 - b. To assist new Telugu immigrants to integrate with Canadian society.
 - c. To serve Telugu people in Vancouver.
 - d. To recognise academic/extracurricular achievements and encourage participation of youth in community activities.
 - e. To participate in and contribute to charity events in the society.

BYLAWS OF VANCOUVER AREA TELUGU ASSOCIATION (VATA)

Part 1 – Interpretation.

1. **(1)** In these bylaws, unless the context otherwise require:
“Directors” means the directors of the society for the time being;
“Society Act” means the Society Act of British Columbia from time to time in force. And all amendments to it;
“Registered Address” of a member means the members address as recorded in the register of members;
“Telugu” refers to Telugu speaking people;
“Family” means parent(s) and children below 19 years.
(2) The definition in the Society Act on the date that these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership.

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person or family may apply to the directors for membership in the society and on acceptance by the directors, will be deemed a member,
5. Every member must uphold the constitution and comply with these bylaws.

6. The amount of first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
7. A person ceases to be a member of the society:
 - (a) By delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.
 - (b) On his or her death or, in case of a corporation, on dissolution.
 - (c) On being expelled. Or
 - (d) On having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reason for proposed expulsion.
(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meeting of Members.

10. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they deem fit, convene an extraordinary general meeting.
13. (1) Notice of general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after than an annual general meeting must be held at least one in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meeting.

15. Special business is:

(a) All business at an extraordinary general meeting except the adoption of rules or order, and

(b) All business conducted at an annual general meeting, except the following:

I. The adoption of rules of order;

II. The consolidation of the financial statements;

III. The report of the directors;

IV. The report of the auditor, if any;

V. The election of directors;

VI. The appointment of auditor, if required;

VII. The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice of convening the meeting.

16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting must not be conducted at general meeting at a time when quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is quorum present or until the meeting is adjourned or terminated.

(3) A quorum is $\geq 50\%$ members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on requisition of the members, must be terminated, but in any case, it must stand adjourned and members must be notified of the details of the adjourned meeting, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute quorum.

18. Subject to bylaw 19, the President of the society, the Secretary or, in the absence of both one of the other directors present, must preside as chair of the general meeting.

19. If at a general meeting there is no President, Secretary or other Director present within 15 minutes after the time appointed for holding the meeting, or the President or Secretary and all the other Directors present are unwilling to act as chair, the members present must choose one of their members to be the chair.

20. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21. (1) A resolution proposed at the meeting need not be seconded, and the chair or the meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting vote in addition to the vote to which he or she may be entitled as member, and the proposed resolution does not pass.

22. (1) A member in good standing present at the meeting of members is entitled to one vote.
(2) Voting is by show of hands.
(3) Voting by proxy is not permitted.

Part 5 – Directors and Officers.

23. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by society in the general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of directors that would have been valid if that rule had not been made.
24. (1) The President, Secretary, Treasurer and one or more persons are the directors of the society.
(2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
25. (1) The term of office for directors shall be two years and on completion of the same is eligible to be re-elected.
(2) Separate elections must be held for each office to be filled.
(3) An election may be by acclamation otherwise it must be by ballot.
(4) If a successor is not elected, the person previously elected or appointed continues to hold the office.
26. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
(2) A director so appointed holds office only until the next election, and is eligible for re-election.
27. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take place of the former director.
(2) An act of proceeding directors is not invalid merely because there are less than the prescribed number of directors in the office.
28. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
29. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceeding of Directors.

- 30. (1)** The directors might meet at the places they think fit to conduct businesses, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(2) The directors may time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in the office.
(3) The president is the chair of all the meetings of the directors, but if at a meeting, the president is not present within 30 minutes after the time appointed for holding the meeting, the secretary must act as chair, but if neither is present the directors may choose one of their members to be the chair of the meeting.
(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of directors.
- 31. (1)** The directors may delegate any, but not all of their powers to committees consisting of the director or directors as they think fit.
(2) A committee so formed in the exercise of the power so delegated must conform to any rules imposed on it by the directors, and exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 32.** A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their member to be the chair at that meeting.
- 33.** The members of a committee may meet and adjourn as they think proper.
- 34.** For a first meeting of the directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 35.** A director who may be absent temporarily from British Columbia, may send or deliver to the address of the society a waiver notice, which may be by letter, fax or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
(a) a notice of meeting of directors is not required to be sent to that director, and
(b) any and all meeting of the directors of the society, notice of which has not been given to that director, if a quorum of directors is present, are valid and effective.
- 36. (1)** Questions arising at a meeting of directors and committee of directors must be decided by a majority of votes.
(2) In the case of a tie vote, the chair does not have a second or casting vote.
- 37.** A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 38.** A resolution in writing, signed by all directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers.

39. (1) The president presides at all meetings of the society and of the directors.
(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
40. The secretary must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notice of meetings of society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of common seal of the society;
 - (f) maintain the register of members;
 - (g) carry out duties of the president during the president's absence.
41. The treasurer must do the following:
- (a) keep the financial records including book of account, necessary to comply with the Society Act and
 - (b) render financial statement to directors, members and others when required.
42. (1) The office of the secretary and treasurer may be held by one person who is to be known as secretary treasurer.
(b) If a secretary treasurer holds office, the total number of directors must be 5 or greater number that may have been determined under bylaw 24 (2).
43. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Seal.

44. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
45. The common seal must be affixed only when authorised by a resolution of the directors and then only in the presence of the president and secretary or president and the secretary treasurer.

Part 9 – Borrowing.

46. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting that power, by the issue of debentures.
47. A debenture must not be issued without the authorisation of a special resolution.
48. The members may, by special resolutions, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Notices to Members.

49. A notice may be given to a member, either personally or by email or by mail at the members registered address.
50. (1) A notice sent by email is deemed to have been given on the next day following the day on which the email was sent, and in proving that notice has been given, it is sufficient to prove that the correct email id was used when sending the notice.
(2) A notice sent by mail is deemed to have been given on the third day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
51. (1) Notice of general meeting must be given to,
 - every member shown on the register of members on the day notice is given.
 - the auditor, if applicable(2) No other person is entitled to receive a notice of general meeting.

Part 11 – Bylaws.

52. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
53. These bylaws must not be altered or added to except by a special resolution.
