

NEPALI SOCIETY OF SOUTHERN SASKATCHEWAN INC.

CONSTITUTION AND BYLAWS 2011

ARTICLE I - NAME

- 1.1 The name of the organization shall be Nepali Society of Southern Saskatchewan Inc., hereinafter, referred to as the "NepSoSS".
- 1.2 The logo of the NepSoSS will be as shown in Annex I.

ARTICLE II - MISSION

- 2.1 The mission of the NepSoSS shall be to foster social, cultural and educational activities among its members and dependents (seniors and children), promote Nepali culture and heritage in Saskatchewan and Canada and support Nepali communities back in Nepal. The major activities of NepSoSS shall be restricted to the following:
 - Activities for personal development of its members.
 - Celebrate major Nepali festivals and Nepali New Year.
 - Maintain a Nepali Language School for children and members at large.
 - Organize Nepali cultural programs, seminars and discussion groups to promote Nepal, Nepali heritage and Nepalese abroad.
 - Provide a forum for exchange of ideas and views with local, national and international organizations of similar interests.
- 2.2 Cooperate with other cultural communities in Regina and surrounding area within the multicultural framework of the Canadian society.
- 2.3 Provide humanitarian services to the community at large.
- 2.4 The activities of NepSoSS shall be limited to The Non-profit Corporations Act, 1995.

ARTICLE III - MEMBERSHIP

- 3.1 Any person 18 years or older accepting the mission of the NepSoSS as defined in Article II shall be eligible for a member of the NepSoSS. The dependent children (less than 18 years of age) of the member shall automatically be the members of NepSoSS. However, children will not have voting right. There shall be no membership fee for the children. The annual membership period shall be valid from January to December every year.
- 3.2 A person becomes a member by making a written application to NepSoSS and by paying necessary dues for the current year as set by the Annual General Body Meeting (AGM). The membership dues for 2011 is \$10 per person. Each year the NepSoSS Board shall propose the due changes to the AGM and if passed by majority shall become the membership dues for the year.
- 3.3 A member in good standing is one who has paid his/her membership fees for the year and continues to support the mission of NepSoSS.

- 3.4 Every member in good standing, who is at least eighteen years of age, shall be eligible to be elected/nominated/appointed for an office of the NepSoSS (subject to Article 4.2.9) and shall have one vote.
- 3.5 Voting rights shall not be transferable and shall be exercised in person or through tel, fax or electronically.
- 3.6 Any member wishing to withdraw from the NepSoSS member may do so by writing to the President, who shall, in turn, inform the Board. Contributions, donations and membership dues paid by the so outgoing member shall not be refunded.
- 3.7 There shall be the following two classes of memberships, namely **General Membership**, and **Associate Membership**.

3.7.1 General Member

The general membership with right to vote shall include the following three categories of memberships:

3.7.1.1 Family Member. For the purposes of membership, a family is defined as spouse and dependent children under eighteen years of age. Only each of the spouses shall have a voting right.

3.7.1.2 Individual Member. For the purposes of the membership, an individual member is defined as a person eighteen years of age or over.

3.7.1.3 Life Member - An individual or a couple who agrees to abide by NepSoSS constitution and bylaws shall become Life Member/s by contributing a minimum of \$ 200 in case of an individual or \$ 300 in case of a family member to NepSoSS. The payment can be done in an installment basis at a maximum of 5 installments in within a year.

3.7.2 Associate Member

Any person who has a sentiment or association/affiliation to Nepal and Nepali people and abides by the mission of NepSoSS may become an Associate Member of NepSoSS by paying required dues same to general member. The Associate Member shall have no voting right.

3.7.2.1 Honorary Life Member

The Board may confer Honorary Life Membership of the NepSoSS to a person, who has made outstanding contribution to promote the mission of the NepSoSS as given in Article II above. No monetary contributions are required for this membership. Honorary Life Members shall have no voting rights.

3.7.2.2 Benefactor Member

A person who abides by NepSoSS mission and contributes a minimum of \$1,000 shall be awarded Benefactor member.

ARTICLE IV - BOARD OF TRUSTEES

4.1 The Board of Trustees

The Board of Trustees shall consist of a total minimum of 5 and a maximum of 15 members. The Board shall communicate with the NepSoSS members mainly in mass e-mail or telephone. The preferred line of

communication shall be by e-mail. The President and/or the Secretary shall administer all communications to its general members. The ex-officio will not have voting right in the board meetings. The Board of Trustees, hereafter, referred to as the Board shall consist of the following officiating members:

- 4.1.1 President
- 4.1.2 Vice-president
- 4.1.3 Secretary
- 4.1.4 Treasurer
- 4.1.5 Trustees (max. 7)
- 4.1.6 Trustees (Board appointees 2)
- 4.1.7 Principal Nepali Language School (ex-officio)
- 4.1.8 Immediate Past President (ex-officio)

4.2 Terms of Office

All Board of Trustees shall be nominated for one year term. The president shall not run for election for consecutive three terms. However, he/she may run election after a gap of one year. This rule shall not be applicable to other Board of Directors.

- 4.2.1 No Trustees shall receive remuneration's from the NepSoSS for services rendered as a Trustee.
- 4.2.2 A member of the NepSoSS to be eligible for election/nomination/appointment to any office of the NepSoSS shall be a member in good standing for at least past one month before the election. This clause shall not be applicable for the AGM of June 2011.

4.3 Meetings of the Board

- 4.3.1 The President shall call the meetings of the Board at a minimum in a month or as required by the Board or whenever requested by at least half of the Board of Trustees, preferably, with 48 hours advance notice.
- 4.3.2 The quorum for the Board meetings shall be one-half of the total number of members on the Board.
- 4.3.3 After the Annual General Body meeting, the outgoing Board shall arrange a joint Board meeting with the newly elected Board to initiate the process of transferring the management to the new Board.

4.4 Filling Vacant Positions

- 4.4.1 **President.** In the event the position of the President falls vacant, the Vice-President shall be the President for the remaining term of the year. This shall be his additional responsibility as Vice President without an additional vote. If the Vice-President does not accept the position, the Secretary shall be the acting President until the next AGM.
- 4.4.2 **Vice-President.** In the event the position of the Vice-President falls vacant, the

Board shall appoint one of its Trustees of the same term to become the new Vice-President for the remaining term of the former Vice-President. The so appointed Vice-President shall have the same rights and duties as the elected Vice-President.

- 4.4.3 **Members of the Board/Committees.** All vacant positions on the Board/committees shall be filled by the Board from the general membership of the NepSoSS for the remaining terms of the vacant positions to be filled.
- 4.4.4 **The Causes of Vacant Positions.** In the event any officer of the NepSoSS takes to heavenly abode, resigns or moves out of Saskatchewan his/her position shall be deemed to be vacant.

ARTICLE V

OFFICERS AND COMMITTEES OF THE BOARD OF TRUSTEES

There shall be officers and committees appointed by the Board. In matters of procedure the officers and the committees shall be guided by **Robert's Rules of Order**. The structures and functions of two standing committees, namely, **Nomination Committee** and **Executive Committee** are given in this article.

The duties of the **President**, the **Vice-President** and the **Board of Trustees** are given in subsequent Articles VI and VII.

5.1 Nomination Committee

- 5.1.1 A Nomination Committee consisting of 1-3 members, 2 independent (currently not members of the Board) and the current Board member not seeking reelection shall be appointed by the Board at least 45 days before the Annual General Body meeting. The Nomination Committee shall elect one of its independent members as the Chair of the Committee.
- 5.1.2 The Nomination Committee shall prepare a list of all vacant positions for which elections are to be held.
- 5.1.3 The Committee shall invite nominations for the vacant positions and announce the closing date for the nominations. The closing date shall be at least fifteen days before the Annual General Body meeting and shall be widely publicized to the members.
- 5.1.4 In case the nominations received by the Committee fall short of the number of positions up for election, the Committee shall seek additional nominations. In doing this, the Committee shall be guided by the job requirements for Board members and officers.
- 5.1.5 The Nomination Committee shall scrutinize the validity and eligibility of the nominations and prepare a list of candidates. This list shall be announced at least seven days before the Annual General Body meeting and given wide publicity

to the membership.

- 5.1.6 At the Annual General Body Meeting, the Chair of the Nomination Committee (Hereinafter, the Chair in this article) assisted by the members of the Nomination Committee shall conduct the elections.
- 5.1.7 The chair shall announce the names of already publicized nominations for the positions which may be vacant.
- 5.1.8 The Chair shall call for the nominations from the floor. Such nominations coming forth from the floor shall be added to the above list of the candidates (Article 5.1.7).
- 5.1.9 The elections shall be by secret ballot or by raising hands for support. The Nomination Committee shall prepare a suitable ballot. In the case of the position of the President, Vice-President, Secretary and Treasurer, the candidate obtaining the highest votes shall be declared elected. In the case of other Board of Trustees, the first consecutive highest vote obtaining candidates shall be declared elected.
- 5.1.10 In cases where there is only one candidate per available position, the candidates shall be declared elected without contest.
- 5.1.11 The positions which could not be filled during the Annual General Body meeting, shall be declared vacant. The new Board shall have the right to fill these positions as per Article 4.4.
- 5.1.12 Following the above proceedings at the Annual General Body Meeting and the announcement of the results of the elections, the Chair shall give a signed declaration of the results to the current President. Elections completed, the Chair with the permission of the General Body shall destroy all the ballot papers.
- 5.1.13 In the first instance of the Annual General Body Meeting under this constitution and bylaws, the nomination committee shall be formed from the general members present in the AGM, and the election proceedings conducted thereof shall be deemed as carried as per this constitution and bylaws.

5.2 Executive Committee

5.2.1 The Executive Committee shall consist of:

- 5.2.1.1 President
- 5.2.1.2 Vice-President
- 5.2.1.3 Secretary
- 5.2.1.4 Treasurer

5.2.2 The Executive Committee shall be appointed by the Annual General Body Meeting (AGM).

5.2.3 The Executive shall conduct the affairs of the NepSoSS between the Board meetings.

- 5.2.4 The Executive shall be responsible for staff management and general administration of the NepSoSS.
- 5.2.5 The Executive shall be responsible for advocacy, lobbying and dealing with broader issues not specifically delegated to any other committee.
- 5.2.6 The duties of the Executive are provided in Article VI.

ARTICLE VI

DUTIES OF THE PRESIDENT AND THE VICE-PRESIDENT

6.1 Duties of the President

- 6.1.1 The President shall be the chief executive officer of the NepSoSS, and Chair of the Executive Committee.
- 6.1.2 The President shall preside over the Board meetings and shall have the tie breaking vote.
- 6.1.3 The President shall be ex-officio member of all the committees of the Board.
- 6.1.4 The President at the time of election shall introduce his board of trustees at the AGM.
- 6.1.5 The President may present/introduce his/her program and the budget for the year to the general body via e-mail or by simply calling a mass meeting within one month of his/her election. The president at the time shall also introduce various committees and committee members and their roles.
- 6.1.6 The President shall execute the day-to-day business and approve financial transactions on behalf of the NepSoSS under the financial limit given by the Board of Trustees as per the annual programs and budget approved by the AGM.

6.2 The Vice-President

- 6.2.1 The Vice-President shall assist the President in performing his/her duties as President.
- 6.2.2 The Vice-President shall be the acting President during the absence from duty of the President.
- 6.2.3 The Vice-President shall preside over Board and Executive meetings in the absence of the President.
- 6.2.4 The Vice-President shall represent the President at various functions when asked by the President.
- 6.2.5 The Vice-President shall normally lead the short-term committees formed by the Board.

6.3 Secretary

The Secretary shall have his/her duties as illustrated bellow:

- 6.3.1 Attend all meetings of the NepSoSS, the Board and the Executive Committee.
- 6.3.2 Keep accurate minutes of the meetings of the Board, the Executive and the General Body.
- 6.3.3 Pick up mails from mail box and discuss them with the President.
- 6.3.4 Correspondence and custody of the corporate seal.
- 6.3.5 Keep up-to-date records of NepSoSS documents and files.
- 6.3.6 Scouting for external grant opportunities and making applications.
- 6.3.7 Notices and letters concerning meetings of the Board and the General Body.
- 6.3.8 Maintaining a continuing organizational history of the NepSoSS.
- 6.3.9 Any other duties as may be delegated by the President.

6.4 Treasurer

Treasurer shall have his/her duties as illustrated bellow:

- 6.4.1 Receiving and depositing money from all sources – Membership dues, donations, grants, special events, sale etc.
- 6.4.2 Issuing receipts, payment of bills and reimbursements for authorized expenses.
- 6.4.3 Present income - expenditure summary at regular Board meetings.
- 6.4.4 Preparing and presenting financial statements at Board and General Body meetings with a proposal for auditing, review or auditing waiver (with or without internal review) as the case may be.
- 6.4.5 Getting the accounts audited as may be necessary and submitting Auditors report at Board and General Body meetings.
- 6.4.6 Liaison with Revenue Canada, Department of Justice, Information Services Corporations Branch, etc.
- 6.4.7 Management of the online transactions, pre-authorized payment plan, if any.
- 6.4.8 Keep well records of revenues, expenditure and all accounts for current purposes and for any future look back.
- 6.4.9 Any other duties delegated by the President.

ARTICLE VII - DUTIES OF THE TRUSTEES

- 7.1 The Board shall be responsible for the functioning of the NepSoSS and shall provide policy guidance and direction to the NepSoSS in keeping with its mission as described in Article II and shall facilitate educational, sports, social and cultural programs.

- 7.2 The Board shall call General Body meetings every year in May or June. This shall be known as the Annual General Body meeting. In case of an emergency, a Special General Body meeting may be called at any time following the procedures laid down in Article VIII.
- 7.3 The Board shall have the right to sell, manage, acquire, lease, or otherwise deal with the properties of the NepSoSS. However, any of the above transactions especially with the expenditure exceeding \$500 (Dollars Five Hundred) in a single transaction shall only be done with the prior approval of the General Body.
- 7.4 The Board shall operate and maintain the financial books and assets of the NepSoSS.
- 7.6 The Board shall prepare the annual operating budget of the NepSoSS.
- 7.7 The Board shall maintain an up-to-date history of the NepSoSS.
- 7.10 The Board shall make the following appointments every year:
- Members of the **Sports and Culture Committee**.
 - Principal of the **Nepali Language School**. This appointment shall be made within two weeks after the elections.
 - Members of the Ad-Hoc Committees as deemed necessary. This may include Food Fair Committee or any Special Function Celebration Committee/s.

ARTICLE VIII

MEETINGS OF THE GENERAL BODY

- 8.1 The meetings of the NepSoSS Annual General Body Meeting (AGM) shall be called by the Board by giving a notice of at least 30 days. The time and the place of the meetings shall be determined by the Board. The above article shall be exempted to the first AGM to be held in June of 2011.
- 8.2 The President shall be the Chair of the General Body meetings.
- 8.3 The elections for all the positions on the Board shall be held at the Annual General Body meeting.
- 8.4 At the General Body Meetings all decisions shall be taken by a simple majority vote of the members present. In case of a tie, the Chair shall have the tie breaking vote.
- 8.5 Voting shall be by show of hands, unless requested by a member to have voting on a particular motion by secret ballot.
- 8.6 A Special General Body meeting may be requested by the members of the NepSoSS by submitting a petition to the President giving the reasons for calling the meeting. The petition shall be signed by at least one-third of the members in good standing.
- 8.7 The quorum for the General Body meetings shall be one-third of the membership.

ARTICLE IX
ACCOUNTING RECORDS

- 9.1 The fiscal year of the NepSoSS shall be from the first day of January to the thirty-first day of December.
- 9.2 The books, the accounts and the records of the Treasurer shall be audited at the end of the fiscal year by an auditor appointed by the Board unless the AGM decides to review the accounts or waive auditing and appoint an internal reviewer instead as per the requirements under the Non-Profit Corporations Act, 1995.
- 9.3 Audited financial statements of accounts shall be presented by the Treasurer at the General Body meeting.
- 9.4 The books and the records may be inspected by any member in good standing by giving a minimum of seven days notice to the Treasurer.
- 9.5 The signing authorities for the bank accounts shall be any two of the following: President, Treasurer and Secretary.

ARTICLE X
CORPORATE SEAL

- 10.1 The seal of the NepSoSS shall be in the custody of the Secretary and all papers or documents required to be signed and sealed on behalf of the NepSoSS shall be signed and sealed by the President and one other signing authority or in the absence of the President.

ARTICLE XI
AMENDMENTS

- 11.1 The Constitution may be affirmed, rescinded, altered or added to by a special resolution passed at a General Body meeting by Sixty percent majority vote of the members present in the AGM.
- 11.2 The proposed amendments to the article/s of the Constitution from any member/s in good standing must be forwarded in writing to the President or to the Board at least Sixty days before the General Body meeting.
- 11.3 Notwithstanding the Article 11.2, the Board may appoint a Constitution Review Committee of three to five members to review the Constitution/Bylaws and propose amendments to the same if deemed necessary.
- 11.4 The Board shall circulate the proposed amendments to the members of the NepSoSS at

least Thirty days before a General Body meeting.

ARTICLE XII

PROTECTION OF THE TRUSTEES

- 12.1 The Trustees and officers of the NepSoSS for the time being of the NepSoSS and every one of them and every one of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the NepSoSS, from and against all actions, costs, losses, charges, damages and expenses which they or any one of them or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of any act done, supposed duty in their respective offices.

ARTICLE XIII

DISSOLUTION OF THE NepSoSS

- 13.1 Subject to the Saskatchewan Non-Profit Corporations Act, 1995, on the dissolution of the NepSoSS any monies or property, real or personal, of the NepSoSS left after payment of all its proper debts, claims and expenses shall be the property of the City of Regina.

ARTICLE XIV

NepSoSS COMMITTEE'S DUTIES

The following bylaws are formulated as a framework for governance of NepSoSS activities. Although they are guidelines, they shall remain attached to the Constitution. Any radical departure or change should be put through a review committee that includes some independent members and the Board should approve their recommended changes/modifications. The so revised/modified bylaws should be publicized to the NepSoSS members for information.

The bylaws are formulated to define and clarify the duties of NepSoSS office bearers and establish support systems for them in the form of committees to advise and assist them. The Board shall appoint the members of these committees, and their terms shall be the same as the terms of the appointing Board.

In addition, the Board may, from time to time constitute ad-hoc committees for specific purposes. The terms of these committees shall end on the completion of the jobs for which they were constituted.

14.1 Sports and Culture Committee

The Sports and Culture Committee shall be appointed by the Board. His/her duties are as illustrated below:

14.1.1 Design and coordinate a cultural program for Nepali festivals and any other activities proposed by the board to promote NepSoSS locally and internationally.

14.1.2 Design and coordinate sport activities for its members and dependent children for the over all development of NepSoSS members.

14.1.3 Coordinate with Nepali Language School principal and the president for the new program and

activities.

14.1.4. Design and plan yearly sports and cultural program for the NepSoSS members and its dependents.

14.1.5 Coordinate with the Nepali Language School Principal and NepSoSS president for facility bookings and budget.

14.1.6 Any other duties delegated by the President.

14.1.7 The Sports and Culture Committee reports to the President.

14.1.8 Provide cultural support as requested by the Board appointed committees.

14.2 Nepali Language School

The objective of the Nepali Language School shall be to retain, promote and preserve Nepali Heritage Languages for the present and future generations, through teaching about Nepal and Nepali values to the children.

14.2.1 The Nepali Language School shall be managed by the Principal of the School.

14.2.2 The Nepali Language School Principal shall report to the President.

14.2.3 Teaching Staff - The teaching staff of the Nepali Language School shall be the Principal and the required number of teachers, all volunteering their services.

14.2.4 The teachers shall be appointed by the Board on the recommendation of the Principal.

14.2.5 The academic year of the Nepali Language School shall be from September to June of a calendar year.

ARTICLE XV

ADOPTION OF CONSTITUTION

The first constitution of NepSoSS was framed and circulated among all NepSoSS members by the Board of Board of Trustees 2011. The comments from the members were discussed and incorporated as suggested by the majority of the congregation members. This constitution has been approved by the NepSoSS General Body Meeting held on June 25, 2011 at Buffalo Pound Provincial Park. The persons whose names, addresses and signatures appear at the bottom of this document shall act as the Executive referred to in this Constitution and authorized by the Board to endorse this constitution to NepSoSS. The Constitution has been passed and

adopted by NepSoSS members on the day of June 25, 2011. The President and the Secretary has signed below on behalf of the General Body as a signing authority to implement this constitution.

Name: Damodar Pokhrel, President
Address: 4633 Solie Crescent, Regina, SK

Signature:  Nov 21, 2011

Name: Sudip Adhikari, Secretary
Address: 30-4425 Nigurity Dr., Regina, SK

Signature:  Nov 21, 2011

30-

Annex I

1. This logo was approved by NepSoSS BoD's meeting on September 17, 2011.

