



Zoroastrian Society of Ontario

Constitution By-Laws & Code of Conduct

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INDEX

This document is divided into four parts as follows:

Part – A	Definitions & Interpretation
Part – B	Constitution
Part –C	By – Laws
Part – D	Code of Conduct



Revision History and Control (Part – A)

Date of Approval	Changes Implemented	Current Revision #
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NOTE: Please update the above Revision Table when this document is updated after approval.

Contents - Part -A

		Page
1 to 9	Definitions	A-2
(a) to (d)	Interpretations.....	A-2

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DEFINITIONS (Part – A)

For the purpose of the Constitution, By-Laws and Code of Conduct:

- 1 "Act" shall mean the Corporations Act (Ontario), as amended from time to time and every statute that may be substituted therefor and, in the case of such substitution any reference in the By-Laws of the Zoroastrian Society of Ontario to provisions of the Act shall be read as reference to the substituted provisions therefor in the new statute or statutes.
- 2 "Board" shall mean all the persons referred to as Board of Directors under the Act.
- 3 "By-Laws" shall mean standing rules made under this Constitution on matters of internal regulation and administration of Zoroastrian Society of Ontario.
- 4 "Constitution" shall mean a statement of the basic organization of the Zoroastrian Society of Ontario and the fundamental principles according to which it shall be governed.
- 5 "Darbe Mehr" shall mean the Mehraban Guiv Darbe Mehr, Zoroastrian Temple, herein after called the "MGDM".
- 6 "Dues" shall include any amount owing by a member on account of any damage done to any property of the "Society", wilfully or negligently and which the member is required to make good under the order and/or discretion of the Board.
- 7 "Member" means any person whose name appears on the register of Members.
- 8 "Proxy" means an authorization by means of which a member has appointed a proxy holder to attend and act on the member's behalf at a meeting of the members.
- 9 "Zoroastrian" is a person who is a follower of the religion as propounded by the prophet Zoroaster and who has been initiated into the Zoroastrian faith.

INTERPRETATION

This Constitution and these By-Laws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) save as aforesaid, words and expressions defined in the Act or in the Regulations have the same meanings when used herein;
- (b) words importing number include the singular and plural, words importing gender include the masculine, feminine and neuter genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- (c) the headings used in the Constitution and By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions; and



INTERPRETATION (cont'd)

- (d) in the interpretation of and in the matter of any dispute not provided by the Constitution and By-Laws the decision of the Board shall be final and binding so long as it does not contravene the Act.



Revision History and Control (Part – B)

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Contents - Part -B

	Page
1 Name	B-2
2 Registered Office.....	B-2
3 Objects.....	B-2
4 Regular Membership.....	B-2
5 Honorary and Associate Membership.....	B-3
6 Termination of Membership.....	B-4
7 Membership Fees.....	B-4
8 The Iranian Zoroastrian Cultural Kanoun (Assembly).....	B-4
9 Board of Directors.....	B-5
10 Conflict of Interest.....	B-7
11 Indemnification of Officers.....	B-7
12 Insurance.....	B-8
13 Dissolution.....	B-8
14 Amendments to the Constitution.....	B-8



CONSTITUTION (Part - B)

1 NAME

The organization shall be known as "Zoroastrian Society of Ontario", hereinafter referred to as "Society".

2 REGISTERED OFFICE

The registered office of the Society shall be located at the Mehraban Guiv Darbe Mehr, Zoroastrian Temple, 3590 Bayview Avenue, Toronto, Ontario, M2M 3S6

3 OBJECTS

The objects of the Society shall be:

- (a) To promote and disseminate the teachings of the prophet Zoroaster, the Khordeh Avesta and other Zoroastrian religious scriptures.
- (b) To render necessary services to needy Zoroastrians.
- (c) To undertake research into the history of Zoroastrian religion.
- (d) To promote, maintain and protect the interests of the Zoroastrian community by means of religious, educational, social, cultural and other such activities, including but not limited to, religious ceremonies and other rituals.
- (e) To co-operate with other similar Zoroastrian bodies.
- (f) To carry out all other activities which are incidental and common to all other places of worship only in the event of a major disaster and humanitarian aid.
- (g) To receive, acquire and hold gifts, donations, legacies and devises subject to the Charities Accounting Act.
- (h) To purchase, lease or otherwise acquire and maintain properties, movable and immovable, or the furtherance of the objects of the Society.
- (i) To invest and deal with the monies of the Society not immediately required for its objects in investments authorized by law for the investments of trust funds.

4 REGULAR MEMBERSHIP

- (a) Zoroastrians, their spouses and their children over the age of 18 shall be admitted as regular members in the Society provided that they:
 - (i) make an application on a prescribed form;
 - (ii) are admitted to membership by approval of the Board, which approval shall not be unreasonably withheld;
 - (iii) make payment of their yearly membership fees to the Society;
 - (iv) agree to abide by its Constitution, By-Laws and Code of Conduct; and



REGULAR MEMBERSHIP (cont'd)

- (v) at the same time maintain the status of membership as specified hereinafter.
- (b) Only those members whose names appear in the register of Members SHALL:
 - (i) have the right to receive the Newsletter and due notices of all functions and any general meetings, annual or extraordinary;
 - (ii) have the right to attend any general meetings, annual or extraordinary, with the exception of a proxy holder who may not be a regular member and any other Zoroastrian or consultant who may attend the meeting with prior permission of the Chair of that meeting.

5 HONORARY AND ASSOCIATE MEMBERSHIP

(a) HONORARY MEMBERS

- (i) Honorary Membership may be conferred upon distinguished persons for valuable services rendered to the community if the Board so determines.
- (ii) Honorary members shall neither pay membership fees, nor shall they be entitled to vote at any meetings of the Society.
- (iii) Honorary members can only be terminated by a resolution passed by the Board.

(b) ASSOCIATE MEMBERS

Non-Zoroastrians shall be eligible for annual membership in the category hereinafter referred to as Associate Membership. Associate Membership shall be held for one year at a time. An Associate Member shall be proposed and seconded by two regular members in good standing and shall be deemed an Associate Member upon approval by the Board.

- (i) An Associate Member shall NOT:
 - (a) be eligible to vote at any general meetings, annual or extraordinary;
 - (b) be eligible to hold any position on the Board.
- (ii) An Associate Member shall:
 - (a) have his/her/their name included in the Register of Members and have the right to receive the Newsletter and due notices of all functions including those of general meetings, annual or extraordinary;
 - (b) have the right to attend all functions and to pay the same entrance fees as regular members at such functions;
 - (c) pay the same annual fees to the Society as established for regular members.



HONORARY AND ASSOCIATE MEMBERSHIP (cont'd)

Associate Members will not exceed 10 (ten) per cent of the total membership of the Society at any time.

6 TERMINATION OF MEMBERSHIP

- (a) An individual shall cease to be a member of the Society upon voluntary resignation submitted in writing to the Secretary or otherwise in accordance with the By-Laws.
- (b) A member is liable to have his membership terminated and his name removed from the Register of Regular/Associate Members upon failure to pay his fees by June 30th each year and on a resolution being passed to that effect by the Board. Such individual shall, however, be re-admitted as a Regular/Associate member by approval of the Board on payment of applicable membership fees.
- (c) The members of the Society may, by a resolution passed by at least 3/4th (three-fourths) of the votes cast in person or by proxy at a General Meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of a member for a minimum period of 3 (three years). Such member can be re-instated by a simple majority vote, cast in person or by proxy at a General Meeting of which notice specifying the intention to pass such a resolution has been given.
- (d) The Board may temporarily suspend an individual's membership for a maximum of 60 (sixty days) within which period the Board shall call a General Meeting referred to in clause 6 (c) above.
- (e) Any suspension or termination of Membership must be done in good faith and in a fair and reasonable manner.
- (f) For the purposes of clause (e) above, a procedure is fair and reasonable if,
 - (i) a member is given at least 15 (fifteen days) notice of such action with reasons; and
 - (ii) the member is given an opportunity to be heard, orally or in writing, not less than 5 (five) days before such action of membership becomes effective, by the authority to impose such action.

7 MEMBERSHIP FEES

Membership fees shall be recommended by the Board to the members, and voted upon by the membership in General Meetings from time to time

8 THE IRANIAN ZOROASTRIAN CULTURAL KANOUN (ASSEMBLY)

- (i) The Kanoun shall consist of all Zoroastrian Society of Ontario members who can communicate in the Persian language and who are in support of the objectives of the Kanoun:
 - (a) to preserve the Persian Culture and Language;
 - (b) to preserve and uphold the Zoroastrian Persian Traditions;



THE IRANIAN ZOROASTRIAN CULTURAL KANOUN (cont'd)

(c) to direct, conduct and represent all affairs and concerns of the Persian Zoroastrian community in matters of language, culture and religious observances;

(d) to foster unity amongst all Zoroastrians of Ontario,

and

who apply for registration as a member of the Kanoun on payment of the prescribed membership fee.

(ii) There shall be a Council of 7 (seven) elected members of the Kanoun, to manage the affairs of the Kanoun.

(iii) The Kanoun shall have such Constitution and By-Laws as are approved by a general meeting of its members, such Constitution and By-Laws shall not be in contravention of the Constitution and By-Laws of the Society.

9 BOARD OF DIRECTORS

(a) The affairs of the Society shall be managed by Board of Directors, consisting of not more than 9 (nine) regular members, which shall include the office of the President, Executive Vice-President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Executive Officer and the outgoing President (of the previous Board holding office until the last Annual General Meeting).

In the second year of the first term of a newly elected Board, there shall be elected at the Annual General Meeting preceding such second year, an additional Executive Officer for a period of one year, to fill in the vacancy created by the termination of the outgoing President.

Every member of the Board shall be a member in good standing at all times.

Any Board member may hold more than one office if there are less than 9 (nine) members elected, until such time as the Board fills the vacancy by co-opting a member as per clause 9 (g) below.

(b) The President, the Executive Vice-President, the Vice-President, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer and the Executive Officer shall be elected at Annual General Meetings. The outgoing President shall be named as a member of the Board, ex-officio in lieu of election, for a period of one year at the Annual General Meeting.

(c) Nominations for the members of the Board shall be called for at least 50 (fifty) days before the Annual General Meeting. Such nominations shall be in writing, on the prescribed form, signed by 2 (two) regular members in good standing, and the proposed nominee. The nominations shall be mailed so as to reach the Registered Office at least 35 (thirty-five) days before the Annual General Meeting, excluding the date of such meeting. Confirmation of the receipt of the nomination by the Secretary shall be the responsibility of the sponsors/nominee.



BOARD OF DIRECTORS (cont'd)

No member in good standing can submit his/her nomination for more than 1 (one) position for election to the Board.

The nominations shall remain sealed in the care of the Secretary and shall be opened at a meeting of the Board subsequent to the closing time of receipt of nominations.

Regular members shall be advised of the date and time of the opening of the sealed envelopes and shall have the right to observe this process.

- (i) In the event of no nomination/s being received for any one specific position/s, nomination/s for such vacant position/s shall be allowed 24 (twenty-four) hours prior to the Annual General Meeting in the same manner as (c) above, with the exception of the time limitation being 24 (twenty-four) hours instead of 35 (thirty-five) days.
 - (ii) In the event of nomination/s not being received as laid down in (d) (i) above to fill any of the vacant position/s, nomination/s for such vacant position/s may be accepted from the floor at the Annual General Meeting, if duly proposed and seconded by regular members in good standing, and subject to the nominee/s accepting such position/s.
 - (iii) In the event of any position on the Board not being filled at the time of the Annual General Meeting as per the procedure laid down in (i) and (ii) above, the Board may appoint a member in good standing to fill such vacancy. Such appointed member shall however, hold such office until the next Annual General Meeting. Until such time as the vacancy is filled one of the Board members may hold 2 (two) offices.
- (d) Each member of the Board shall hold the office for which he/she has been elected for a term of 2 (two) years.
- All retiring Board members shall be eligible for re-election for 2 (two) additional consecutive terms. The Board member may stand for re-election after a lapse of 2 (two) years.
- (e) If a Board member is elected or appointed to fill a vacancy for a term of less than 2 (two) years, this term shall not be included in the restriction stated in 9 (d) above. No Board member may, however, be elected and/or co-opted for more than 7 (seven) consecutive years.
- (f) A member of the Board shall automatically cease to hold such office when such person:
- (i) ceases to be a regular member of the Society; or
 - (ii) has failed to attend 3 (three) consecutive meetings of the Board for reasons not acceptable by the Board; or
 - (iii) is found guilty of any criminal or other offense, which may cast doubt as to the member's honesty and integrity. A certificate of conviction by any competent court shall be sufficient evidence of the conviction and the perpetration of the offence.



BOARD OF DIRECTORS (cont'd)

- (g) Any member of the Board may be removed from office before completion of his/her term by a resolution passed by at least two-thirds of the regular members present in person or represented by a proxy at an Extraordinary General Meeting specifically convened for that purpose.
- (h) Decisions of the Board shall be determined by the vote of the majority of the members present at the meeting. Voting by proxy shall not be allowed at the meetings of the Board.

10 **CONFLICT OF INTEREST**

- (a) Every Board member as well as Committee member of the Society who is in any way directly or indirectly interested in a proposed contract shall declare his or her interest at their respective meetings.
- (b) In the case of a proposed contract, the required declaration shall be made at the first opportunity the interested member becomes aware of his or her interest in the contract.
- (c) If that member has made a declaration of his or her interest in a proposed contract in compliance with (a) and (b) above and has not voted in respect of the contract, that member is not accountable to the Society or to any of its members for any profit realized from the contract and the contract is not voidable by reason only of that member holding that office or of the fiduciary relationship established thereby.
- (d) The Chair of any meeting of the Board as well as Committee meeting shall request any member, who has declared an interest in any such proposed contract, to be absent during the discussion and the vote of such contract and such an event shall be recorded in the minutes.
- (e) Notwithstanding clauses (a) to (d) above no member shall be disqualified from serving on such a Committee in any position or any other Committee of the Society or any other outside Society or Organization as long as the above clauses are adhered to.

11 **INDEMNIFICATION OF OFFICERS**

- (a) Every Board Member of the Society and his or her heirs, executors and administrators, legal representatives, and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society, from and against:
 - (i) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action suit or proceedings that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office, and
 - (ii) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Society, except such costs,



INDEMNIFICATION OF OFFICERS (cont'd)

charges or expenses as are occasioned by his or her own wilful neglect or default.

12 **INSURANCE**

Subject to applicable law, the Society shall purchase and maintain Directors and Officers insurance policy for the Board Members of the Society against any liability incurred by them, in the capacity as a Board Member of the Society, except where the liability relates to the person's failure to act honestly in good faith with a view to safeguarding the best interest of the Society.

13 **DISSOLUTION**

(a) The Society shall not be dissolved unless three-fourths of the regular members present in person or represented by a proxy at an Extraordinary General Meeting specifically convened for that purpose, have voted in favour of the dissolution.

(b) Upon the dissolution of the Society and after payment of all debts and liabilities, the remaining assets, if any, shall be distributed to such Zoroastrian body or bodies in Canada which are Registered Charitable Organizations or any other Charitable Organization in Canada whose objectives are similar to those of the Society as the majority of regular members, present in person or represented by a proxy at an Extraordinary General Meeting may determine. A Registered Charitable Organization is an Organization within the meaning contained in the Income Tax Act (Canada) or applicable regulations.

14 **AMENDMENTS TO THE CONSTITUTION**

No alterations, additions, substitutions, modifications, deletions or amendments may be made to the Constitution of the Society unless three-fourths of the regular members, present in person or represented by a proxy at any General Meeting, annual or extraordinary specifically called for that purpose, have voted in favour of such a resolution.



Revision History and Control (Part – C)

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Contents - Part-C

	Page
1 Financial Year.....	C-2
2 Payment of fees.....	C-2
3 Banking.....	C-2
4 Duties.....	C-2
(a) Board of Directors.....	C-2
(b) Secretary.....	C-3
(c) Treasurer.....	C-4
5 Auditor.....	C-4
6 Committees.....	C-5
7 Meetings.....	C-6
(a) The Board of Directors.....	C-6
(b) Annual General Meeting.....	C-7
(c) Extraordinary General Meeting.....	C-8
(d) Chairperson of General Membership Meetings.....	C-9
(e) Quorum at General Membership Meetings.....	C-9
(f) Notice of Meetings.....	C-9
8 Scrutineers.....	C-9
9 Voting at General Membership Meetings.....	C-10
10 Remuneration.....	C-11
11 Language.....	C-11
12 Amendments to By-Laws.....	C-11



BY – LAWS (Part – C)

1 FINANCIAL YEAR

The Financial Year of the Society shall end on March 31 each year.

2 PAYMENT OF FEES

Membership Fees shall become due and payable to the Society as of the first day of April each year.

3 BANKING

(a) Bank accounts shall be opened and operated in the name of the Society at such Financial Institutions as are deemed appropriate by the Board. Such accounts shall be operated by any 2 (two) of the following:

1 The President or the Executive Vice-President

along with

2 The Treasurer or the Assistant Treasurer or the Secretary

(b) The Board may authorize the opening of temporary Bank Accounts for ZSO special events. Such accounts may be operated by any 2 (two) of the following:

(i) The President, the Executive Vice-President, the Treasurer or the Assistant Treasurer

along with

(ii) The Chair or the Treasurer of the special event

The total balance on deposit with any one Financial Institution shall NOT exceed the maximum insurable amount guaranteed by the Canada Deposit Insurance Corporation and/or any other similar institution.

4 DUTIES

(a) Board of Directors

(i) The Board shall have powers to make rules and regulations and shall exercise all such powers of a Corporation as are given under the Corporation Act (Ontario), to carry out the day to day affairs of the Society, provided that such rules and regulations and exercise of powers are not in conflict with the Constitution and By-Laws of the Society.

(ii) The Board shall not enter into any arrangement, agreement or contract for, on account of or in lieu of the Society, to purchase, lease or acquire any right, title or interest in any land, building or other real immovable property, or to sell, exchange, alienate or otherwise dispose of any such property unless three-fourths of the regular members present in person or represented by a proxy at General Meeting, annual or extraordinary, specifically called for that purpose, have voted in favour of such a resolution.



DUTIES (cont'd)

- (iii) The Board shall not enter into any arrangement, agreement or contract for, on account of or in lieu of the Society, to purchase, lease or acquire any right, title or interest in any movable property, or to sell or otherwise dispose off any right, title or interest in any such property, excluding any financial investments, the total value of which exceeds ten-thousand dollars \$10,000 (ten thousand) (excluding applicable taxes), except with the prior approval of the regular members in a General Meeting, annual or extraordinary.
- (iv) The Board shall not enter into any arrangement or agreement to borrow funds without the prior approval of the regular members in a General Meeting, annual or extraordinary.
- (v) The Board shall be empowered to make disbursements related to the affairs of the Society including maintenance and day to day operation of the MGDM. These will include inter alia, the payment of taxes, insurance premiums, payment of all utilities and expenses related to repairs and maintenance and replacements of any appliances and equipment.
- (vi) The Board shall be empowered to make disbursements from the General Fund of the Society up to \$2000 (two thousand) in a financial year to any Zoroastrian Society and/or for any cause affecting Zoroastrians and to other registered charitable or non-profit organizations/associations in or outside Canada by way of donations or for such other purpose, provided the majority of members on the Board agree to such disbursement(s).

The restriction of \$2000 (two thousand) SHALL NOT apply to any donations received by the Society for disbursements to be made for any specific purpose, falling within the ambit of the object clause of the Constitution.

Such disbursements by the Society shall be reported in the Newsletter.

- (vii) The Board shall arrange to prepare the proxy form in a format which inter alia should detail the particulars of the regular member's intention to vote for the election of the Board members and "for" or "against" any proposed resolutions named in the agenda for such meeting.

The Board shall appoint 3 (three) scrutineers as laid down in By-Law 8 (a).

(b) Secretary

- (i) The Secretary shall maintain and keep a Register of Members together with their latest notified addresses and shall act under the direction of the Board.
- (ii) The Secretary shall keep the seal, minute books, records including archival records, papers, correspondences and all other property belonging to the Society at its Registered Office.



DUTIES (cont'd)

- (iii) The Secretary shall convene all meetings, record the proceedings of all meetings and, if approved, have the minutes signed by the Chair, after signing the same.
- (iv) The Secretary shall within 60 days (sixty) prepare the minutes of any General Meeting, annual or extraordinary and submit the same duly signed to the Board.
- (v) The Secretary may delegate to the Assistant Secretary any of the above duties.
- (vi) The Secretary, upon relinquishing the office shall turn over to the successor, or to whomsoever the Board may appoint, the seal, minute books, records including archival records, correspondences and all other property belonging to the Society.

(c) Treasurer

- (i) The Treasurer shall keep and maintain a Fee Book in which shall be recorded payments made by members. He shall receive all monies belonging to the Society, promptly deposit the same in the Society's Bank Account, and maintain such records as the Board shall direct.
- (ii) The Treasurer, Assistant Treasurer or a designate shall receive all monies belonging to the Society, promptly deposit the same in the Society's Bank Accounts, and maintain such record as the Board shall direct.
- (iii) The Treasurer shall provide the Board with a quarterly statement of income and expenditures.
- (iv) The Treasurer shall keep all financial books, records, correspondence and all other property belonging to the Society at its Registered Office.
- (v) The Treasurer shall maintain books of accounts in accordance with generally accepted accounting principles and prepare the financial statements for submission to the auditor each year.
- (vi) The Treasurer may delegate to the Assistant Treasurer any of the above duties.
- (vii) The Treasurer, upon relinquishing the office, shall turn over to the successor, or to whomsoever the Board may appoint, the books, records, papers, writings and all other property belonging to the Society.

5 AUDITOR

- (a) An Auditor shall be appointed by the regular members at every Annual General Meeting to conduct an audit
- (b) A person appointed as Auditor should meet with the requirements as laid down by the Public Accounting Act 2004 and Regulations thereto as amended from time to time.



AUDITOR (cont'd)

- (c) If an appointment is not so made at the Annual General Meeting, the Auditor in office shall continue until the successor is appointed.
- (d) The remuneration of the Auditor, if any, shall be fixed on the recommendation of the Board by the regular members at the Annual General Meeting or by the Board if authorized at such Annual General Meeting.
- (e) If the Auditor is not appointed at the Annual general Meeting and the vacancy is filled in subsequently by the Board, the remuneration, if any, of the Auditor shall be fixed by the Board.
- (f) The Board may fill any casual vacancy of an Auditor, but, while such vacancy continues, the Auditor in office shall continue to act. The Board in accordance with the sub-clause (d) above shall fix the remuneration of the Auditor so appointed.
- (g) Notification of the appointment of an Auditor shall be given in writing to the Auditor forthwith after the appointment is made.

6 COMMITTEES

- (a) The Board shall appoint, each year, from amongst the members of the Society, a Committee known as Long-Term Planning and Advisory Committee to assist them in formulating and undertaking the long-term plans for the Community. The Committee shall consist of minimum of 7 (seven) members which shall include the President of the Society.
- (b) The Board shall appoint, each year, from amongst the members of the Society, a Committee known as the Investment Committee to assist them in investing the funds of the Society. The Investment Committee shall consist of minimum of 3 (three) members of the Society and shall include the Treasurer of the Society.

The Investment Committee shall maintain the Investment standards as laid out in the Trustees Act. 1990 and any amendments thereto.

- (c) The Board may also appoint, from time to time, from amongst the members of the Society, such other committees as they deem necessary and expedient to look after various interests for which the Society is formed.

The term of office of all committees shall be for a period of one year, unless longer term for a specific committee has been approved at any General Meeting.

- (d) The Role of the Chair will be:
 - (i) to Chair all meetings of the committees and conduct its business in a business like fashion, according to well established rules and procedures for conduct of meetings;
 - (ii) to convene meetings of the committee according to the frequency and schedule agreed upon by members;



COMMITTEES (cont'd)

- (iii) to ensure that notification of such meeting is communicated to all members;
- (iv) to ensure the preparation and circulation of minutes summarizing the issues dealt with and decisions arrived at by formal resolution;
- (v) to be the contact person for members of the Society, on all matters falling within the purview of the committee.

In all other matters the Chair will have the same right and privileges as the other committee members.

- (e) Each committee at its inaugural meeting shall determine the Terms of Reference for that committee, which shall be subject to approval or modification by the Board.
- (f) The Board shall appoint a member of the Board to act as a liaison person to each committee, unless a Board Member has already volunteered to serve on such committee.
- (g) The President of the Society is an ex-officio member of all committees.
- (h) All committees shall work under the control and direction of the Board and shall submit minutes of their proceedings, as well as render accounts of all income and expenses.
- (i) All committees shall meet as frequently as necessary in a given year, preferably at least once every 3 (three) months, to review their progress pursuant to the mandate set out in their Terms of Reference.

7 MEETINGS

(a) The Board of Directors

- (i) The Board shall meet from time to time, as often as it considers necessary, at such time and place, as the Board shall determine.
- (ii) Such meetings shall be called by the Secretary upon a request from the President or upon receipt of a written request signed by at least 3 (three) members of the Board.
- (iii) Notice of such meetings may be given to each Board member in such a manner as the Board may determine at its first meeting.
- (iv) A meeting of the Board may be held without notice immediately following the Annual General Meeting and/or the Extraordinary General Meeting, if the President so desires.
- (v) Five members of the Board shall form the quorum of its meetings.
- (vi) In the event of a quorum not being present within an hour from the time fixed for the meeting, it shall stand adjourned for a period determined by the Chair. In the event the meeting is not held on the same day, it shall stand adjourned for a period to be determined by the Chair.



MEETINGS (cont'd)

Such adjourned meeting shall not be held unless notice of such adjourned meeting is given to all members of the Board.

- (vii) The quorum for the adjourned meeting of the Board shall also be 5 (five) members.
- (viii) All meetings of the Board shall be chaired by the President or in his absence by the Executive Vice-President or in the absence of both by the Vice-President.
- (ix) A resolution in writing signed by all the Board members, without getting together in a meeting shall be as effective and valid as if it had been passed at a meeting of the Board duly called for that purpose.
- (x) In the event of a tied vote at a Board meeting, the Chair of the meeting will have the casting vote. No resolution of the Board may however, be passed without a majority of the whole Board.

(b) Annual General Meeting

- (i) The Annual General Meeting shall be held once in each calendar year on such day and at such time as the Board shall determine provided that it is held no later than 4 (four) months from the end of financial year and no later than 15 (fifteen) months after the holding of the last preceding Annual General Meeting.
- (ii) Notice of the Annual General Meeting shall be mailed at least 21 (twenty-one) days before the date of such meeting to those individuals whose names appear on the Register of Members.

Such notice shall include:

- (a) The agenda of the Meeting;
 - (b) The report of the Board on the activities during the year;
 - (c) The audited financial statements for the year and the Auditor's report;
 - (d) Nominations in respect of election of the Board members, with brief summary of their bio data;
 - (e) Proxy forms.
- (iii) The following shall be included in the agenda for the Annual General Meeting:
 - (a) To read and confirm the Minutes of the previous Annual General Meeting and any Extraordinary General Meeting held since the last Annual General Meeting.
 - (b) To consider matters arising from such Minutes.
 - (c) To receive and adopt the report of the Board on the activities during the year.



MEETINGS (cont'd)

- (d) To elect members of the Board as specified in the Constitution.
- (e) To elect an Auditor in accordance with the By-Laws.
- (f) To consider any Resolution not affecting the Constitution and By-Laws that may properly be moved and is intended to be moved at the Meeting or to circulate to the Members a statement of not more than 1,000 (one thousand) words with respect to the matter referred to in the proposed Resolution provided the same is duly submitted to the Secretary by at least 1/20th (one-twentieth) of membership entitled to vote. The requirement to give notice of such a Resolution to the Members only applies to "any Resolution that may properly be moved and is intended to be moved at that Meeting".

A Resolution calling for matters which are to be decided by the Board shall not be added to the Agenda for Member's Meetings.

The Board is not bound to circulate any statement if it is satisfied that the purpose of the statement is to obtain needless publicity for a defamatory matter.

- (g) To consider any other matter the Chair may deem fit to allow.

(c) Extraordinary General Meeting

- (i) The Board may convene an Extraordinary General Meeting to consider any special matter. The notice convening such a meeting shall be mailed at least 21 (twenty-one) days before the date of the meeting to members whose names appear on the Register of Members.
- (ii) The Board may convene an Extraordinary General Meeting on receipt of a request by not less than 1/10th (one-tenth) of the members of the Society entitled to vote at the meeting proposed to be held, specifying the purpose and object for the proposed meeting.
- (iii) The requisition shall state the nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the Head Office of the Society.
- (iv) Upon deposit of the requisition the Board shall call forthwith an Extraordinary General Meeting for the transaction of the business stated in the requisition.
- (v) If the Board does not within 21 (twenty-one) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such a meeting which shall be held within 60 (sixty) days from the date of the deposit of the requisition.
- (vi) Such a meeting shall be called as nearly as possible in the same manner as meetings of the members are called under the By-Laws.



MEETINGS (cont'd)

- (vii) The Board is not bound to give notice of any resolution or to circulate any statement unless the requisitionists deposit with the requisition a sum reasonably sufficient to meet the Society's expenses in giving effect thereto.
- (viii) Any reasonable expense incurred for calling of such a meeting by reason of the failure of the Board shall be repaid to the requisitionists by the Society unless at such meeting of the members by a majority of the votes cast reject the repayment to the requisitionists.
- (ix) Where an Extraordinary General Meeting is called by the Board on its own volition or on a requisition by regular members, all the pertinent provisions of the Corporation Act of Ontario relating to notice, circulation of motion(s), statements, etc., shall apply.

(d) Chairperson of General Membership Meetings

- (i) At all General Meetings, the President or in his absence the Executive Vice-President, or in the absence of both, the Vice-President shall act as the Chair.
- (ii) In the absence of all 3 (three) above, the Treasurer shall act as the Chair.

(e) Quorum at General Membership Meetings

- (i) 50 (fifty) regular members, eligible to vote, present in person, or represented by a proxy, shall constitute the quorum necessary to transact the business at General Meetings, annual or extraordinary.
- (ii) In the event of a quorum not being present within an hour from the time fixed for the meeting, the said meeting shall stand adjourned for a time and place to be determined by the Chair.
- (iii) 25 (twenty-five) regular members, eligible to vote, in person or represented by a proxy, shall constitute the quorum at such adjourned General Meetings, annual or extraordinary.

Such adjourned meetings SHALL NOT be held unless notice of such meeting is given to all members by mail or by telephone or electronic means.

(f) Notice of Meetings

Notice sent by ordinary mail to addresses of the members as it appears on the Register of Members shall be deemed to be sufficient as notice for any meeting of the Society.

8 SCRUTINEERS

- (a) The Board shall appoint 3 (three) scrutineers, one of which shall be a past member of the Board.

Scrutineers shall not be nominees for election as members of the upcoming Board.



SCRUTINEERS (cont'd)

- (b) The Scrutineers shall attend the meeting and be present an hour prior to the time announced for commencement of the meeting and shall stay until balloting is complete and results presented at such meeting.

9 VOTING AT GENERAL MEMBERSHIP MEETINGS

- (a) A regular member 18 (eighteen) years of age and over shall be entitled to one vote at any meeting of the Society.
- (b) Regular members whose annual membership fee has not been received at least 7 (seven) days before the time announced for the meeting (Annual or Extraordinary General) shall not be eligible to vote or exercise proxies.
- (c) Voting shall primarily be by show of hands unless 10 (ten) regular members present require vote by ballot.
- (d) For a vote by ballot for any proposal, or to elect members of the Board, any regular member in good standing may cast his/her vote in person or by proxy,

provided:

- (i) That such proxy is in writing and in the form distributed or circulated by the Board or facsimile thereof;
- (ii) That the proxy form, to be valid must be completed to the extent of naming a proxy holder and signed and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.

A member may either vote as he/she wishes or leave it entirely to the discretion of a proxy holder to vote for any resolution or for the election of the Board.

- (iii) Any regular member entitled to vote at any General Meeting, annual or extraordinary, may designate any other person, who need not be a member of the Society, as his/her proxy holder to attend, vote and act on his/her behalf at the meeting or any adjournment thereof, in the manner to the extent and with the power conferred by such designation.
- (iv) A member may revoke a proxy by instrument in writing executed by the member or by the member's attorney authorized in writing.

The revocation must be received:

- (a) at the registered office of the Society at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used; or
- (b) by the Chair but prior to the scheduled start of the meeting on the day of the meeting, or if it is adjourned, of the continued meeting.



VOTING AT GENERAL MEMBERSHIP MEETINGS (cont'd)

- (e) The Board shall arrange to prepare the proxy form in a format which inter alia should detail the particulars of the regular member's intention to vote upon any proposed resolution(s) enclosed in with the agenda for such meeting as well as for the election of Board members.
- (f) Proxy forms completed as mentioned in 9 (d) (ii) above must be received by the scrutineers at least 48 (forty-eight) hours, excluding Saturdays and holidays, preceding the day of the meeting.
- (g) The names and addresses of the scrutineers shall be published along with the notice of the meeting.
- (h) Prior to commencement of the meeting, the scrutineers shall furnish the Secretary with a number (#) of proxies filed by regular members but such record shall not show how any particular regular member has directed his/her vote to be cast.
- (i) When the voting is completed the scrutineers will count the eligible votes and shall reconcile them to the total number of ballots. The scrutineers shall then report to the Chair for declaration to the regular members present the number of votes "for", "against", "abstain" and "invalid" for each proposed resolution, or for the election of Board member(s).
- (j) The scrutineers shall not disclose how individual proxies were directed. All proxies shall be destroyed after the close of the meeting, unless requested by a member, for a specific purpose, to be held. Such period shall not exceed 30 (thirty) days.

10 REMUNERTION

Members of the Board and all Committees are not entitled to receive any remuneration from the Society.

11 LANGUAGE

Except for the purpose of the Kanoun referred to in article 8 of the Constitution, English shall be the official language of the Society.

12 AMENDMENTS TO BY-LAWS

No alteration, addition, subtraction, modification, deletion, or amendment may be made to the By-Laws of the Society unless three-fourths of regular members, present in person or represented by a proxy at an Annual General Meeting or an Extraordinary General Meeting specifically called for that purpose have voted in favour of such a resolution.



Revision History and Control (Part – D)

Date of Approval	Changes Implemented	Current Revision #
12 th April, 2015	Added new section.	1.0

NOTE: Please update the above Revision Table when this document is updated after approval.

Contents - Part -D

	Page
1 Personal behaviour.....	D-2
2 Communication and official information.....	D-2
3 Fraudulent and corrupt behaviour.....	D-2
4 Responsibilities to Society.....	D-2



CODE OF CONDUCT (Part - D)

1 Personal behaviour:

Every Member shall be respectful of others and maintain the dignity of the Society without resorting to slander, insult, abuse or libelous comments against any other member of the Society.

2 Communication and official information:

(a) No Member Shall:

- (i) disclose protected and/or privileged information or documents, other than as required by law or where proper authorization is given by the Society;
- (ii) misuse official information for personal or commercial gain for oneself or another;
- (iii) propagate false rumors which would lead to disharmony within the community.

(b) Every Member Shall:

- (i) adhere to legal requirements, policies and all other lawful directives;
- (ii) respect the confidentiality and privacy of all information as it pertains to individuals and to the Society.

3 Fraudulent and corrupt behaviour:

- (i) no member shall engage in fraud or corruption;
- (ii) every member shall report any fraudulent or corrupt behaviour;
- (iii) every member shall report any breach of the code of conduct.

4 Responsibilities to Society:

Every Member:

- (i) has a fundamental responsibility to safeguard and advance the interest of the Society;
- (ii) shall act with trustworthiness, integrity and objectivity;
- (iii) who has a privileged position shall honour the trust bestowed on him and shall not use such privileged position without the Society's knowledge and consent.

Failing to abide by any one or more of the above may result in termination of Membership and/or any further action deemed necessary.