

SRI LANKAN ASSOCIATION OF MANITOBA BYLAWS

Revised and approved at the Annual General Meeting held on 22 June 2014.



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Section One - Interpretation

1.01 Definitions

In the Bylaws of Sri Lanka Association of Manitoba (herein called "SLAM" or Association) unless the context otherwise requires :

"Act" means Provincial laws for forming an Association, and statute that may be substituted thereof, as from time to time amended.

"Appoint" means and include 'Elect' and vice versa.

"Articles" means the articles owned by Sri Lankan Association of Manitoba

"Association" means Sri Lankan Association of Manitoba

"Board" means the Board of Directors of the Sri Lanka Association of Manitoba

"By Laws" means these Bylaws and all other Bylaws of the Association and all amendments, additions, deletions or replacements thereof from time to time in force and in effect.

"SLAM" means Sri Lankan Association of Manitoba which passes these Bylaws

"Directors" means a Director elected by the members who will be the Representative of the members of the Association who shall have all the powers exercisable by members in general or special meetings of the Association

"Immediate Family" means Father, Mother, Sister, Son, Daughter, Husband, Wife, In-Laws, Nephews, Nieces and/or any Dependants living in the same household

"Meeting of Members" means an Annual General Meeting of Members and or a special of Members

"Recorded Address" means the postal or electronic address of the Members as recorded in the Members Register maintained by the Association

"Signing Officers" means in relation to any instrument, any person authorized to sign the same on behalf of the Association by the Bylaws or by a Resolution passed pursuant thereto.

"Sri Lankan" means a person who has held the citizenship of Sri Lanka at one time or other, or a direct descendent of such person.

Save aforesaid, words and expressions defined in the act and the Bylaws have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing person include individuals, bodies, corporate, partnership, trust and incorporated organizations.

Section Two - Business of the Association

2.01 Registered Office

The Registered Office of the Sri Lankan Association of Manitoba shall be at Winnipeg in the Province of Manitoba or such other place in Manitoba as a subsequent special resolution may provide

2.02 Communication

English Language, Sinhalese Language and Tamil Language shall be the official languages of the Association. However for all practical purposes, all communications shall be in English Language.

2.03 Corporate Seal

The Corporate seal of the association shall be in the form determined by the Board.

2.04 Financial Year

The Financial Year of the Association shall end on 31st day of December every year.

2.05 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by two persons, one of whom holds the Office of Treasurer or Assistant Treasurer, and the other by whom holds the Office of President, or any other members elected by Resolution of the Board. In addition, the Board may from time to time direct the manner in which the designated person or persons may or shall sign any particular instrument or class of instruments. Any instrument requiring the Corporate Seal must obtain the same from the two designated Signing Officers.

2.06 Financing Arrangements

The financial business of the Association, application for grants, borrowing money and giving security shall be transacted with banks, credit unions, trust companies or other bodies incorporated or government or non-government organizations as may be designated by the Board. Such financial transactions or grant applications shall be transacted under such agreements, instructions and delegations of power as the Board may prescribe or authorize.

2.07 Voting Rights in other Organizations

Signing Officers of the Association may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Association. The signing officers are bound to exercise the authority vested on them by the Board as per instructions given to them by way of board resolution passed with a simple majority.

2.08 Information available to members

A member shall have the right to inspect the records of the Association as to the affairs of the Association as is granted by the Board. Subject to the provisions of the Bylaw, the Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the records and documents of the Association or any of them shall be open to the inspection of members and no member shall have any right of inspecting any record or document of the Association except as conferred by the act of authorized by the Board or by resolution passed at a meeting of members subjected to Federal and Provincial laws.

2.09 Rules to follow

Rules to follow shall be as outlined by the Robert's Rules of Procedures unless otherwise stated in Bylaws.

2.10 Documents

Any correspondence or documents received by the Association shall be the property of the Association.

2.11 Purpose of the Association

The mission of the Sri Lankan Association of Manitoba is to provide a forum for its membership to promote social, cultural, educational and recreational activities and to support other non-political endeavours to benefit Sri Lankans and friends of Sri Lanka living in Manitoba, Canada. These may include activities,

- a) To promote and develop fraternal spirit among the members of the Association and to foster friendship, goodwill, peace and unity among all Sri Lankans in Manitoba.
- b) To organize, develop and foster recreational, educational and other activities that represent the culture of Sri Lankans.
- c) To act as guides and liaison for Sri Lankan students and new Sri Lankans arriving in Manitoba and to provide volunteer interpretation and translation services when

available to new immigrants from Sri Lanka or to any other organization requiring same service.

- d) To represent as Sri Lankans in activities held by other Organizations and to inform the members periodically the economic, social and political changes that will affect their interest in both Canada and Sri Lanka.
- e) To establish a Sri Lankan Cultural and Community Centre in Manitoba, Canada.
- f) Any other matter that will be of common interest to Sri Lankans in Manitoba.

Section Three - Directors

3.01 Number of Directors and Quorum

The Board shall consist of Nine (9) Directors - All elected for a term of two (2) years. The Quorum for the transaction of business at any meeting of the Board shall consist of a majority of the number of Directors (5).

3.02 Personal Qualifications

No person shall be a Director if that person;

- a) is less than Eighteen (18) years of Age; or
- b) is of unsound mind and has been so found by a court in Canada or any other country; or
- c) is not an individual; or
- d) is a regular employee of the Association; or
- e) has not held the citizenship of Sri Lanka at one time or other except in the case of direct descendants.

3.03 Further qualifications

- a) No person shall be a Director unless that person or a corporation of any other Organization of which that person is an Officer, Director, or member and is a member of this Association and unless that person or that corporation or organization faithfully supports the business and the affairs of the Association, and unless that person or that corporation or organization complies with any other applicable requirements set out in the Bylaws.
- b) No individual may stand for election to become a Director if an immediate family member is a Director of the Association or is standing for election as Director.
- c) No person shall be elected to the office of Director unless that person is at that time a member of the Association.
- d) Director shall serve a maximum of two terms and are eligible to stand for election for another term only when there are absolutely no others nominated to take the positions.

3.04 Election and Term

- a) The term of Office for Directors shall be Two (2) years. Retiring Directors, if qualified, shall be eligible for re-election.

- b) The election of Directors shall take place at an annual meeting of members.
- c) Any member nominated for the position of Director must be present at the meeting of members or must have signified in writing accepting nomination.
- d) The election of Directors shall be by secret ballot. Three Scrutineers who are not nominees for Directors shall be appointed by the Chairman or by the members present at the meeting for the purpose of ascertaining and declaring the results of election for the office of Directors.
- e) On the first ballot, the candidates up to the number to be elected receiving the highest number of votes cast shall be declared elected. In the case of a tie between or among the last candidates to be declared elected, their names shall be submitted to a second ballot to be taken in a manner prescribed by the Chairman.

3.05 Removal of Directors

The members may by ordinary resolution at a special meeting remove any Director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Directors.

3.06 Ceasing to hold Office

A Director ceases to hold office when the Director;

- a) dies or resigns; or
- b) is removed from office by the members at a special meeting of the members; or
- c) becomes disqualified from being a Director; or
- d) is absent from at least three (3) consecutive meetings of the Board of Directors without prior consent of the Board, such meeting to have been held during a period of not less than sixty (60) days.

3.07 Vacancies

A Quorum of the Board may fill a vacancy in the Board, from a failure of the members to elect the minimum number of Directors or a vacancy created by any other reason. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the minimum number of Directors, the Board shall forthwith call a special meeting of members to fill vacancy. If the Board fails to call such a meeting or if there are no such Directors then in office, number of members equivalent to the Board may call the meeting. A Director elected to fill a vacancy shall serve the balance of the term of the Director whose cessation of office caused the vacancy.

3.08 Exercise of Authority

Except as otherwise provided by the Bylaws, the powers of the Board may be exercised by Resolution passed at a meeting at which a quorum is present. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

3.09 Notice of Meeting

Notice of the time and place of each meeting of the Board shall be given in the manner provided by the Bylaw to each Director not less than Three (3) days before the time when the meeting is to be held.

3.10 Meeting of New Board

Provided a quorum of Directors present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which, such Board is elected.

3.11 Chairman

The Chairman of any meeting of the Board shall be the Chairman of the Board, if one has been appointed, or if not, the President or in his absence, a Vice-President who is a Director. If no such Officer is present, the Directors shall choose one of their members or a member of the Association to be Chairman.

3.12 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairman of the meeting shall not be entitled to a second or casting-vote, the motion shall be lost.

3.13 Reports

The Board shall submit or cause to be submitted to the Annual Meeting and to any other General Meeting of the Association, a report as to the affairs of the Association and business carried on by the Association. In addition, it shall be the responsibility of the Board to keep the members informed as to the affairs of the Association and to encourage interest, discussion and support on the part of the members throughout the year by presenting periodic reports to the members as to the affairs of the Association.

Section Four - Officers

4.01 Appointment

The members will appoint from among the Directors a President, a Secretary and a Treasurer. If there is more than one nominee for a given position, a secret ballot will be held. The positions of Vice President, Assistant Secretary and Assistant Treasurer will be selected by the Board at their first meeting.

4.02 President

The duties of the President shall be:

- a) To preside at all meetings of the Association and at meetings of the Directors, and of the Committees, if any, unless some other is appointed by the meeting to do so;
- b) To be an Ex-Officio member of all Committees appointed;
- c) To be one of the Signing Officers;
- d) To perform such other duties as are incident to the office of President of the Association or as may be required from time to time by the Board of Directors.

4.03 Vice President

- a) To discharge the duties of the President in the absence of the President or the President's inability from any cause to act;
- b) To act until such time as the directors may appoint a successor, should the office of the President become vacant;
- c) To carry out such duties as the Directors may assign.

4.04 Secretary

The duties of the Secretary shall be;

- a) To attend meetings of the Association, and of the Directors and of the Committees, if any, keep correct and accurate minutes of same, and keep the Directors informed, with respect to any special meetings.
- b) To have charge of the Seal of the Association.
- c) To conduct or cause to be conducted the correspondence of the Association and, subject to the order of the Board
- d) To have charge and control of all records, books, papers and documents which are to be handed over to the Secretary of the new Board at the end of the term.
- e) To perform such other duties as the Directors may assign.

Assistant Secretary

The duties of the Assistant Secretary shall be;

- a) To carry out the duties of the Secretary in the absence of the Secretary;
- b) To assist the Secretary in the performance of his/her duties;
- c) To carry out such duties as the Directors may assign.

4.05 Treasurer

The Treasurer or such other Officer appointed by the members to perform such duties shall be;

- a) Receive and deposit all financial transactions to the account of the Association ;
- b) Keep or cause to be kept a proper set of records showing accurately the financial position of the association and present a full and detailed account to the Directors, whenever requested by them to do so ;
- c) Prepare or have prepared for submission to the Annual Meeting, a complete Statement of the financial position of the Association and when requested to do so, prepare or have prepared interim financial statements for submission to any meeting;
- d) To have charge and control of all financial records, books, papers and documents which are to be handed over to the Treasurer of the new Board at the end of the term.
- e) Be one of the Signing Officers.

Assistant Treasurer

The duties of the Assistant Treasurer shall be;

- a) To carry out the duties of the Treasurer in the absence of the Treasurer;
- b) To assist the Treasurer in the performance of his/her duties;
- c) To carry out such duties as the Directors may assign.

4.06 Signing Officers

The Signing Officers shall be the President and Treasurer. However, the Board shall have the power to appoint Two (2) other members from time to time, to be Signing Officers, when designated Signing Officers are not available.

4.07 Variations of Powers and Duties

The Board may, from time to time, and subject to the provisions of the Bylaw, vary, add to, or limit the powers and duties of any Officer and appoint subcommittees deemed necessary.

4.08 Duty of care of Directors and Officers

Directors and Officers of the Association, in exercising their powers and discharging their duties, shall;

- a) act honestly and in good faith with a view to the best interests of the Association and
- b) exercise due care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- c) make every effort to arrange a smooth transition of board responsibilities to a new board at the end of the term ensuring the long term success of the Association

4.09 Indemnity

The Association shall indemnify Directors or Officers, former Directors or Officers, or persons who act or acted at the Associations request as Directors or Officers of a body corporate of which the Association is or was a shareholder or creditor, or persons who undertake or have undertaken any liability on behalf of the Association or any such body corporate, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil criminal or administrative action or proceeding to which they are made a party by reason of being or having been Directors or Officers of the Association or such body corporate if ;

- a) They acted honestly and in good faith with a view to the best interests of the Association, and
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable ground for believing that their conduct was lawful.

Section Five - Membership

5.01 Membership Dues

Membership dues shall be Ten (10) dollars per individual per financial year with an upper limit of Twenty (20) dollars per Immediate Family. Any amendments to this must be accepted by a Resolution passed at a meeting of members.

5.02 Approval of Membership

- a) No person shall become a member of the Association unless that person by his or her own will pay the annual membership fee and request membership in the Association, which will be approved the Board or by a person authorized by the Board to approve membership, and then deemed as regular member.
- b) The Association is not required to issue membership certificates.
- c) No person under the age of Sixteen (16) shall become a member.
- d) On approval of the Membership, the name and address and the fee paid shall be registered on the Member's Register of the Association.
- e) Membership shall be renewed every financial year. The membership fee becomes due at the beginning of the financial year and must be paid before the first meeting of the members, to be eligible to stay as a Member.
- f) Non-voting honorary membership shall be available under the rules set by the general membership, which at present shall be members of the immediate family under the Age of Sixteen (16).
- g) Only a current resident of Manitoba who has been a resident of Manitoba for at least six months shall become a member. However, the Board shall have the power to decide each application on its merits.
- h) Associate membership shall be available with approval by the Board, to members who leave the Province, and to prominent individuals who hold public office, and to individuals who regularly assist or subscribe to the needs of the Association. (Prominent individuals defined as the position, not the individual).
- i) Any Sri Lankan coming to Manitoba shall be granted membership in "SLAM" for the first year free of any dues. Any subsequent years he/she shall apply to become members according to the Bylaws.

- j) Any person qualified to become a member and has financial difficulties may make a written request to the Board for exemption of annual membership fee.

5.03 Duty of Members

A member shall faithfully support and promote the business and the affairs of the Association and shall be bound by the Bylaws and Policies of the Association.

5.04 Withdrawal of Members

- a) A member may withdraw from the Association by giving to the Secretary of the Association Two (2) Months' notice of the intention of withdrawal. The Board may, by resolution, accept any application for withdrawal upon shorter notice.
- b) The death of a member shall have the same force and effect as Notice of Withdrawal.
- c) A member who is not a Permanent Resident of Manitoba shall have the same force and effect as Notice of Withdrawal.
- d) A member who has not paid his or her membership fee as per section 5.02 (e) shall have the same force and effect as Notice of Withdrawal. However, membership dues shall not be the only reason for disqualification as a member.

5.05 Termination of Membership for Cause

If a member's conduct and attitude is considered detrimental to the welfare of the Association, the Board may, by a resolution passed by a majority of not less than Three Fourths (3/4) of the Directors at a meeting called to consider the Resolution, terminate the membership of the member for cause. The member shall receive at least Seven (7) days' notice of the meeting at which the resolution is to be considered, together with a statement of the grounds upon which the membership of the member is proposed to be terminated and is entitled to appear, either personally or by or with an Agent or Counsel, to make submissions at the meeting. The member to be terminated for cause shall respond within Seven (7) days, of his/her intention.

5.06 Notice of Termination

Within Seven (7) days after the date on which the Resolution to terminate the membership of a member is passed, the Association shall, in the same manner as that provided for the giving of notice of a meeting of members, notify the person whose membership was terminated.

5.07 Termination of Membership at Meeting of Members

A meeting of members may, by special Resolution, terminate the membership of a member.

5.08 Right to Appeal

A person whose membership is terminated for cause or by special resolution of the members may appeal the decision in accordance with the Act.

Section Six - Meeting of Members

6.01 Annual Meetings

The Directors of the Association shall call an Annual Meeting of Members not later than Twelve (12) months after the Association comes into existence, and subsequently no later than Fourteen (14) months after holding each preceding Annual Meeting. Subject to the Bylaws, the Annual Meeting shall be held at such time and at such place as the Board may from time to time determine for the purpose of considering the Annual Report of the Directors, the Financial Statements, the Election of Directors and Officers and any other business authorized by the Board to be transacted at an Annual Meeting.

6.02 Special Meetings

The Board may at any time call a special meeting of members, or if such Board is not in office, number of members equivalent to that of the Board may call a special meeting.

6.03 Place of Meetings

Meetings of Members shall be held at the Registered Office of the Association or elsewhere as the Directors may determine.

6.04 Notice of Meetings

- a) Notice of the time and place of each meeting of members shall be given in the manner provided by the Bylaws not less than Fourteen (14) days nor more than Thirty (30) days before the date of the Meeting.
- b) Notice of a meeting of members called for any purpose other than the consideration of the Annual Report of the Directors, the Financial Statements, the Election of Directors and any other business authorized by the Board to be transacted at an annual meeting, shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting or, if the full text is too lengthy, for convenient inclusion in the notice, a summary thereof.
- c) A member may, in any manner, waive notice of or otherwise consent to a meeting of members.
- d) Failure to receive a notice does not deprive a member of the right to vote at the meeting.

6.05 Chairman, Secretary and Scrutineers

The Chairman of any meeting of members shall be one of the following Officers as have been appointed and who is present at the meeting: President, or a Vice-President, or some other member appointed by the persons present and entitled to vote at a meeting of members. If the Secretary of the Association is absent, the Chairman shall appoint a member to act as Secretary to the meeting. If desired, one or more Scrutineers, who need not be members, may be appointed by a resolution or by the Chairman with the consent of the meeting.

6.06 Persons entitled to be present

The only persons entitled to be present at a meeting of members shall be those entitled to vote there at. Honorary or Associate members shall be entitled to attend, but have no right to vote. Any other person may be admitted only on invitation of the Chairman of the meeting or with the consent of the meeting.

6.07 Quorum

A quorum for the transaction of business at any meeting of members shall be a number of members equal to Fifty percent (50%) of the number of members entitled to vote at meeting of members plus one (1), or equal to the number of Directors plus five (5) whichever is the lesser.

6.08 Right to Vote

Every person shall be entitled to vote at a meeting who at the time is entered in the members register as a Regular member.

6.09 Votes to Govern

At any meeting of members, every question shall, unless otherwise required by the Bylaws, be determined by the Majority of the votes cast on the question. In case of an equality of votes either upon show of hands or upon a poll, the motion shall be lost.

6.10 Show of Hands

Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as herein after provided. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairman of the Meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in

favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so then shall be the decision of the members upon the said question.

6.11 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairman shall direct. A requirement or demand for a ballot shall be the decision of the members upon the said question, and the ballots shall be destroyed.

6.12 Adjournment

Meeting of Members shall be adjourned by a Motion passed by the members.

Section Seven - Notices

7.01 Method of giving notices

- a) This sub-section applies to any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the act, the regulations thereunder, the Bylaws or otherwise to a Member, Director, Officer or to a member of a Committee of the Board.
- b) Any notice shall be sufficiently given if delivered personally to the person to who it is to be given or if delivered to the persons recorded address by postal or electronic mail, or by insertion of the notice in a newspaper or other publication published in Manitoba. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch; and a notice so published in a newspaper or other publication is deemed to be given at the time the publication containing the notice is distributed in the ordinary course.
- c) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer or member of Committee of the Board in accordance with any information believed by the Secretary to be reliable and correct.

7.02 Undelivered Notices

If any notice given to a member pursuant to this section is returned on one (1) or two (2) consecutive occasions because the member cannot be found, the Association shall not be required to give any further notices to such member until the member informs the Association in writing, of his or her new address.

7.03 Omissions and Errors

The accidental omission to give any notice to any member, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, and also shall not deprive a member of the right to vote at the meeting.

7.04 Effective Date

The Bylaws shall come into force when approved by the members at the Inaugural Meeting (February 4, 1984). The subsequent amendments, repeal and replacements will take effective on the date they are passed.

7.05 Amendment, Repeal and Replacements

The Bylaw may be amended, repealed and replaced by the members of the Association by special Resolution or if written notice of the proposed amendments, repeal or replacement is forwarded to each member with the notice of meeting at which the amendment, repeal or replacement is to be considered, by a Two Third (2/3) majority of the votes cast at the meeting.