

BY LAWS

A by-law relating generally to the conduct
of the affairs of

SRI LANKA CANADA ASSOCIATION OF OTTAWA (hereinafter called the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 – GENERAL

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the Board of Directors of the Corporations;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the Corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a Member of the Corporation and "Members" means the collective Membership of the Corporation; and
- h. "Officer" means an officer of the Corporation.
- i. "Executive Committee" means the group of individuals comprising the Board of Directors and Heads of Committees of the Corporation who will meet regularly to plan events and carry on the operations for events;

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal, if any, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The seal of the Corporation shall be in the form determined by the Board and shall be in the custody of the Treasurer.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Directors Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Head Office

Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

SECTION 2 – MEMBERS & MEMBERSHIP

2.01 Members

- a. Membership in the Corporation shall consist of the incorporators named in the articles and such other persons, over eighteen (18) years of age and interested in furthering the Corporation's purposes and whose application for admission as a Member has received the approval of the Board of Directors of the Corporation.
- b. Children of the Members (hereinafter "Minors") under eighteen (18) years of age shall be eligible for the benefits of the Corporation. Minors shall not have voting rights at any meeting of the Corporation.

2.02 Membership Classes

- a. The Corporation shall offer the following classes of Membership:
 - i. Adult – Any person over eighteen (18) years of age, or a single parent with young children.
 - ii. Student – Any full-time student over eighteen (18) years of age.
 - iii. Senior – Any person over sixty-five (65) years of age.
 - iv. Family – Two (2) adults living together as a family and their children.

2.03 Membership Dues

Members shall be notified in writing of the Membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the Membership renewal date, the Members in default shall automatically cease to be Members of the Corporation. Membership fees are non-refundable.

2.04 Membership Term

Subject to any conditions in Section 2 herein, Membership in the Corporation shall be valid for a term commencing from the date of the Annual General Meeting in a given fiscal year until the Annual General Meeting following election in the next fiscal year.

2.05 Termination of Membership

A Membership in the Corporation is terminated when:

- a. the Member dies;
- b. the Member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c. the Member is expelled in accordance with Section 2.06 below or is otherwise terminated in accordance with the articles or by-laws;
- d. the Member's term of Membership expires; or
- e. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

2.06 Disciplinary Act or Termination of Membership for Cause

- a. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the Articles or By-laws or if deemed to bring discredit to the Corporation.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership.
- c. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period.
- d. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

SECTION 3 - MEMBERS' MEETINGS

3.01 Annual General Meeting

- a. The annual general meeting (hereinafter "AGM") shall be held, no later than one (1) year from the preceding AGM, at any place within Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.
- b. At every annual general meeting, in addition to any other business that may be transacted, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.
- c. Any Member may submit resolutions to be considered at an AGM, provided such resolutions are duly proposed and seconded and received by the Secretary at least seven (7) days prior to the date of the AGM.
- d. The business transacted at the annual meeting shall include:
 - i. Adoption of the Minutes of the previous AGM;
 - ii. Consideration of matters arising from the Minutes of the previous AGM;
 - iii. Consideration of the Annual Report on the activities of the Corporation;
 - iv. Consideration of the financial statements;
 - v. Report of the auditor or person who has been appointed to conduct a review engagement;
 - vi. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

- vii. Election of Directors; and
- viii. Election of Chairs of Committees; and
- ix. Election of Executive Committee
- x. Such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary in accordance with Section 10.01(c).

- e. A quorum for the transaction of business at an AGM shall be twenty percent (20%) of Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- f. Subject to the Act, twenty-one (21) days written notice of any AGM and nominations of Officers shall be given to each voting Member and to the auditor or person appointed to conduct a review engagement. Notice of each meeting of Members must remind the Member if he has the right to vote by proxy.

3.02 Special General Meetings

- a. The Directors may call a Special General Meeting (hereinafter "SGM") of the Members to consider any special business.
- b. Subject to the Act, fourteen (14) days written notice of any SGM shall be given to each voting Member. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member if he has the right to vote by proxy.
- c. The Board shall convene a special meeting on written requisition of not less than one-fifth (1/5) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- a. A quorum for the transaction of business at an SGM shall be twenty percent (20%) of Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum for an SGM requested by the Members in accordance with Section 3.02(c) herein is not present within sixty (60) minutes of the stated time of commencement of the meeting, the meeting shall be terminated and the Board shall not reconvene the meeting for the stated purpose.

3.03 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if

all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

3.04 Voting of Members

- a. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:
 - i. each Member shall be entitled to one vote at any meeting;
 - ii. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
 - iii. a Member may, by means of a written proxy, appoint a proxy-holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy-holder must be a Member of the Corporation.
 - iv. an abstention shall not be considered a vote cast;
 - v. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
 - vi. all secret balloting shall be supervised by two (2) scrutinizers, who shall be elected by the Members present in person at the meeting.
 - vii. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
 - viii. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

3.05 Notice – Error or Omission

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3.06 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 4 – BOARD OF DIRECTORS

4.01 Board of Directors

- a. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected.
- b. At the first meeting of Members, the Board of Directors then elected shall replace the provisional Directors named in the Articles of the Corporation.

4.02 Election and Term

- a. The Directors, whom shall be over eighteen (18) years of age, shall be elected by the Members.
- b. The Directors shall be at arms-length and shall not be related persons.
- c. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual general meeting or until their successors are elected or appointed.

4.03 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;

- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

4.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director; and
- e. a retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

4.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

SECTION 5: POWERS OF THE BOARD OF DIRECTORS

1. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

2. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
3. The Board of Directors is hereby authorized, from time to time
 - a. to borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
 - b. to limit or increase the amount to be borrowed;
 - c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
 - d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
4. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
5. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

SECTION 6: BOARD OF DIRECTORS' MEETINGS

6.01 Calling of Meetings

- a. Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place by giving not less than seven (7) days' notice to each Director, stating the time and place of the meeting.
- b. There shall be at least one (1) meeting per year of the Board of Directors.

- c. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
- d. Quorum for Board meetings shall consist of either President or Vice President, Secretary or another Director to whom the Secretary has delegated his duties, Treasurer or another Director to whom the Treasurer has delegated his duties. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
 - i. The Secretary or Treasurer or President may appoint another Director to act as the Secretary or Treasurer for a continuous maximum period of (3) three months.
- e. Steering Committees may appoint up to two (2) representatives to attend Board meetings and to exercise their voting rights.
- f. The President may invite any Steering Committee Member, Organizing committee Member or any Member of the Corporation to participate in the Board meetings as a non-voting participant.
- g. Each Director has one vote and decisions shall be made by a majority of votes.

6.02 Regular Meetings

- a. The Board shall have regular meetings with Steering or Organizational committees to obtain feedback, to discuss progress, future work, any current issues and to take actions to improve guidelines, processes and procedures.
- b. The Board may fix the place and time of regular meetings in consultation with the Steering or Organizational Committee Members and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meeting.
- c. The Board may call a minimum of three (3) regular meetings in a fiscal year.

6.03 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

6.04 Minutes

The minutes of the Board of Directors shall not be available to the general Membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

SECTION 7: EXECUTIVE COMMITTEE MEETINGS

7.01 Calling of Meetings

- a. The Executive Committee (hereinafter called the “EC”) shall be formed, with the consent of the Board of Directors, by a minimum three (3) Board members.
- a. A vacancy in the EC may be filled by any member as approved by the Nomination Committee at the time of the AGM or by a majority of approval by the Board of Directors at any time.
- h. Meetings of the Executive Committee may be called by the President or any two (2) Directors at any time and any place by giving not less than seven (7) days’ notice to each committee member, stating the time and place of the meeting.
- i. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any director or any committee chair may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director and a committee chair is authorized to exercise one (1) vote.
- j. Quorum for Executive Committee meetings shall consist of three (3) Board members and at least one (1) committee chair. Any meeting of the Executive Committee at which a quorum is present shall be competent to exercise all event planning activities. The Board of Directors at any given time may approve or reject a decision of the Executive Committee.
- k. Steering Committees may appoint representatives to attend Executive Committee meetings and to exercise their voting rights.
- l. The President may invite any Steering Committee Member, Organizing committee Member or any Member of the Corporation to participate in the Executive committee meetings as a non-voting participant.
- m. Each member of the Executive Committee has one (1) vote and decisions shall be made by a majority of votes.

SECTION 8: OFFICERS

1. The Members shall, at each AGM, elect a President, Vice-President, Secretary, and Treasurer, Director of Communication and Technology, Director of Membership Affairs, and Director of Assets and Fundraising pursuant to Section 4.01 and 4.02 of this by-law.
2. The Board may appoint or the Members may elect such other Officers and agents as it determines necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
3. The election of Officers shall be co-coordinated by the Nomination Committee (hereinafter "NC") to be appointed at least thirty (30) days before the end of the Fiscal Year.

The NC shall consist of one member of the out-going executive committee and upto four (4) from the general membership. a. The NC shall be responsible for canvassing candidates and receiving nominations for the election of Officers.

b . All nominations shall be in writing, duly completed (proposed and seconded), addressed to the NC, have the endorsement by the candidate of his willingness to stand for the proposed office, have the Secretary's endorsements of the candidate as a member in good standing, and submitted to the NC in the specified form.

c. Notwithstanding Section 8(4)(b) of this by-law, the members may nominate candidates and the NC shall accept such nominations at the AGM provided that if the NC receive more than one (1) nomination for a particular position, the NC shall conduct a vote during the election subject to Section 3.04 of this by-law.

d. Notwithstanding in the event the NC does not receive at least five (5) nominations on or immediately before the AGM, the NC may receive nominations during the AGM.

- a. e. The Nomination Committee shall first conduct the election of the Board of Directors, Committee Chairs and then the Executive Committee.
4. The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.
5. The immediate Past President shall serve on the Board as the Past Executive:
 - a. In the event that the immediate Past President is unable to assume this position, the Board shall appoint any Member from the immediate past Executive Committee or a past President from the Advisory Committee to fill this position.

- b. The same person shall not serve as the Past Executive and another position as an officer or Committee Chair. In such event, this position shall remain vacant.

SECTION 9: DUTIES OF THE OFFICERS

9.01 Duties of the President

- a. The President shall be the Chief Executive Officer of the Corporation and Chair of the Board of Directors. He shall preside at all meetings of the Corporation and of the Board of Directors and the Executive Committee. He shall have the general and active management of the affairs of the Corporation. He shall be an ex-officio Member of all Committees. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
- b. In the absence of the President, the Vice President shall assume the duties of the President.

9.02 Duties of the Secretary

- a. The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.
- b. The Secretary shall maintain an up-to-date register of Members of the Corporation.
- c. The secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be.

9.03 Duties of the Treasurer

- a. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time.
- b. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.
- c. The Treasurer shall perform such other duties as may from time to time be directed by the Board of Directors.
- d. The Treasurer shall be custodian of the seal of the Corporation.

9.04 Duties of the Past Executive

The Past Executive shall assist the Officers and the Board of Directors in continuing to perform the functions and activities that had been carried out by the Corporation in the past years.

9.05 Duties of the Director of Communication and Technology

- a. The Director Communication and Technology shall be responsible for maintaining the website and sending out e-mails and other information to the members under the direction of the Secretary.
- b. Any official notices sent to the members on behalf of the Executive Committee shall be approved by Executive Committee.
- c. Any advertisements or third party involvements displayed in the web must be approved by the Executive Committee.
- d. In the case the Director of Communication is unavailable to send communications out to members, the President or a member of the Executive Committee may be delegated with the task temporarily.

9.06 Duties of the Director of Membership Affairs

Director of Membership Affairs shall keep updated membership information, canvass for new members in co-ordination with the regional committees.

9.07 Duties of the Director of Assets and Fundraising

Director of Assets and Fund Raising shall be responsible for

- a. Handling, maintaining, monitoring and tracking of the Corporation's assets; and
- b. Initiating fundraising activities to further the objectives of the Corporation.

9.08 Duties of Other Officers and Chairs of Committees

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

SECTION 10: COMMITTEES

10.01 Steering and Organizational Committees

Committees may be established by the Board as follows:

- a. The Board of Directors may appoint Committees whose Members will hold their offices at the will of the Board of Directors.
- b. The Board may appoint Steering Committee and Organizing Committees for special activities and invite Members to participate in such Committees:
 - i. Each Committee shall have a Chair person and at least three (2) other Members. The Board may appoint additional Members for Steering or Organizational Committees as it deems necessary.
- c. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee.
- d. The Board shall determine the duties and responsibilities of such committees.
- e. The Board may dissolve any committee by resolution at any time.

10.02 Advisory Committee

- b. The Advisory Committee (hereinafter called the "AC") shall be formed, with the consent of the Members, by three (3) Past Presidents, who have volunteered to serve as Members of the Advisory Committee.
- c. A vacancy in the AC may be filled by any other Past President of the Corporation and with the approval of the majority of the AC.
- d. The term of office of each Advisory Committee Member shall be for a period not exceeding two (2) years from date of appointment or from the day following the AGM.
- e. The functions and responsibilities of the AC shall include:
 - i. Serve as an Advisory Body as and when requested by the Board of Directors and the Executive Committee.
 - ii. The AC shall appoint one (1) person from among themselves as the Chairperson of the AC.
 - iii. All decision of the AC shall be made on a simple majority basis.

SECTION 11: INDEMNITIES TO DIRECTORS AND OTHERS

Every Director, Officers or Committee Members of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

SECTION 12: FINANCIAL

12.01 Banking

The Treasurer shall maintain a petty cash fund not exceeding \$100.00. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. All withdrawals shall require the Treasurer and President or Secretary, provided that prior approval has been obtained from the Board for withdrawals in excess of \$200.00.

12.02 Financial Year

The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.

12.03 Statements

The Treasurer shall issue to the Board, statements of receipts and payments. The Board shall decide the frequency of such statements.

SECTION 13: AUDITORS

1. The Members shall, at each AGM, appoint an honorary auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next annual meeting.
2. The auditor shall hold office until the succeeding AGM, provided that the Directors may fill any casual vacancy in the office of the auditor.
3. The auditor shall serve as such without remuneration and he shall not directly or indirectly receive any profit from his position as such; provided that the auditor may be paid reasonable expenses incurred by him in the performance of his duties.

4. The Auditor shall not hold office in the Board of Directors or the Executive Committee.

SECTION 14: CONFLICT OF INTEREST

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

SECTION 15: AMENDMENT OF BY-LAWS

The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

SECTION 16: BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

SECTION 17: RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next AGM of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such AGM of the Members, shall at and from that time cease to have any force and effect.