

FORM 2
SOCIETY ACT
CONSTITUTION

Article 1: NAME

The name of the organization shall be "**NEPALI HERITAGE CHARITY FOUNDATION OF BC (NHCF)**", hereafter referred to as "The Foundation".

Article 2: PURPOSES

- i. To relieve poverty by providing basic amenities, including, food, clothing and household items to the poor.
- ii. To gift funds to qualified donees as defined in Subsection 149.1(1) of the Income Tax Act.
- iii. To provide settlement services and job search assistance to immigrants and refugees in need.

For achieving its objectives, the Foundation

- iv. Shall operate as a non-profit charitable organization and any accretion shall be used to promote its objectives and none of the income shall be available for the personal benefit of the members. The Foundation shall be registered as a non-profit charitable organization under Canada Revenue Agency (CRA).
- v. Shall register itself under the BC Society Act to protect the use of its name by other organizations.
- vi. Shall co-ordinate and co-operate with other agencies/organizations with similar objectives in all possible ways to attain its goals.
- vii. Shall organize various fund raising activities to facilitate and pay for the charitable and other functions of the Foundation.
- viii. Shall facilitate charitable work by Foundation member/s as practicable.
- ix. Foundation activities shall be carried on without purpose of gain for its members. Any profit or other accretions of the organization shall be used solely to promote its objectives.

BYLAWS

Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:
 - "**directors**" means the directors of the Foundation;
 - "**Society Act**" means the Society Act of the British Columbia from time to time in force and all amendments to it;
 - "**registered address**" of a member means the member's address as recorded in the register of members.
 - "**special resolution**" means
 - (a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Foundation who, being entitled to do so, vote in person or, by proxy
 - (i) of which the notice that the bylaws provide, and not being less than 14 days' notice specifying the intention to propose the resolution as a special resolution has been given, or
 - (ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,
 - (b) a resolution consented to in writing by every member of the Foundation who would have been entitled to vote on it in person or, by proxy at a general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Foundation.
2. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - MEMBERSHIP

3. Membership shall be open to anyone who is 18 years of age and over and subscribes to the objectives of the Foundation. Membership shall be of the following categories:
 1. General Membership
 - i. Single
 - ii. Family
 - iii. Student
 2. Life Membership
 - i) Single
 - ii) Family
4. General Membership: Any person who is 18 years of age or over and subscribes to the objectives of the Foundation and pays annual dues annually shall be a General Member. Such a person shall be a member in good standing and hereafter referred to as a "member".
5. Family Membership: Spouses, common law partners and their family members shall be considered as members. However, the family membership will be entitled to only two votes that may be cast by husband, and/or wife and/or family member over 18 years of age.
6. Student Membership: Anyone who is over 18 years of age or over while being a full-time student at school, college or university shall be a student member. A student with family shall have the same privileges as a "Family Membership" as defined under paragraph 6.
7. Life Membership: Any member who pays a sum of \$500.00 (single) or \$750.00 (family) towards the operations of the Foundation shall be a member(s) for life with all the rights and privileges of member(s). If a spouse or a partner is deceased, family life

membership will be entitled with two votes as long as the other spouse/partner survives. Life membership is not transferable to the descendants.

8 Prospective members shall fill out a membership application, signing the statement "I subscribe to the objectives of the Foundation", printed on the application form.

9 Non-payment of annual dues shall automatically result in the termination of membership and the member in default shall not have the privilege of participating in the affairs of the Foundation, including but not restricted to taking part in elections, serving on sub-committees, offering themselves for positions on the Executive. Such members shall be considered as members not in good standing. The membership shall, however, be reinstated provided a new application is made and necessary dues are paid.

10 Irrespective of when the membership fee is paid, the fee will be applicable to that specific calendar year. In other words, membership (except life membership) expires on December 31st of each year.

11 Members shall not engage in activities and expressions that are contrary to the objectives of the Foundation. Violation of these By-laws may necessitate disciplinary action to be decided by the Executive.

12 Annual General Meeting of the Foundation may by simple majority determine or revise the membership fees from time to time.

Part 3 - EXECUTIVE (DIRECTORS AND OFFICERS)

13 The Foundation may have a Patron.

14 The affairs of the Foundation shall be administered by the Executive Committee of seven directors including four officers as follows:

- i. Officers:
President
Vice-President
General Secretary
Treasurer
Director (Added by 2nd AGM)
President NCSBC – Ex-Officio – Director
~~Vice-President NCSBC – Ex-Officio – Director~~ (Amended by 2nd AGM)
Secretary NCSBC – Ex-Officio – Director
- ii. Special Advisor: Any member who is considered to be an active member of the community may be appointed as the Special Advisor of the Executive. The President in consultation with the executive shall assign this position.
- iii. Ex-Officio Director may not hold the position of an Officer.

15 The directors of the Foundation shall assume office following the elections held at Annual General Body Meeting at which they are elected and shall hold office for two years.

16 A member (except for Ex-officio) may not be elected and serve as a director for more than two consecutive terms. However, the member may be re-elected as a director after a break of at least one full term of the executives.

17 Any director elected or nominated in the middle of the term shall be considered to have served the full term.

18 Any director who resigns in the middle of the term may not be elected or nominated again during the same term.

19 In a situation where the executives are elected during the middle of the term, these executives shall serve only the remaining term.

Part 4 - DUTIES AND POWERS OF OFFICERS

20 Patron: shall provide high profile to the Foundation and act in an advisory capacity. General body upon recommendation of the Executive will consider appointment of a Patron. Tenure of the Patron will be as determined by the general body.

21 President:

- a. Is the chief executive and the spokesperson of the Foundation.
- b. Shall call, adjourn and preside over all Executive, General/Special Body Meetings.
- c. Shall be an Ex-Officio member of sub-committees, task forces, ad-hoc committees or any committee of a special nature as determined by the executive.
- d. Shall, in consultation with the Executive, appoint towards the end of its term Nomination and Election Committee of three members to canvass, initiate and propose a slate of officers for election at the Annual General Body Meeting.
- e. Shall have a casting vote in the Executive, whereas in General Body Meetings shall vote like other members.
- f. Or his/her designate shall represent the Foundation on other organizations and committees external to the Foundation as required.

22 Vice-President:

- g. Shall perform the duties of the President in his/her absence or inability to act.
- h. Shall become the President should that office for any reason become vacant.

23 General Secretary:

- a. Shall give at least one week's notice for Executive Meetings and at least two weeks' for General/Special Body Meetings. Executive meetings of urgent nature may be called by the General Secretary on the authorization of the President without giving advance notice.
- b. Shall be responsible for maintenance of accurate, up-to-date records and minutes of all meetings of the General/Special Body and Executive Committee.
- c. Conduct the correspondence of the society unless any other executive has been designated for the purpose by the executive from time to time.
- d. Maintain the register of the members.

24 Treasurer:

Shall be the financial advisor of the Foundation, shall prepare budgets in consultation with the

Executive and shall maintain accurate and up-to-date records of all financial transactions of the Foundation.

25 Directors-at-Large:

The president, in consultation with the Executive, may assign to Members-at-Large some tasks for furthering the objectives of the Foundation.

26 Except for a sufficient cause, an Executive member shall not miss more than three (3) consecutive meetings of the Executive. In case of default, the Executive may declare the position vacant.

27 Vacancy occurring in the Executive Committee may be filled by nomination for a period extending until the end of the current term by the President in consultation with the Executive Committee or by an election within the Executive.

28 A meeting of the Executive shall be called by the President upon receipt of a request for such a meeting provided the request is received in writing and is signed by at least three (3) members of the Executive. The President shall call such a meeting within seven (7) days after the receipt of the request.

29 If the President is not present at a meeting of the Executive, the Vice-President shall preside. If the Vice-President is also not present, then those present may elect a Chairperson for the meeting and proceed with the business on the agenda, provided there is a quorum.

Part 5 - ELECTIONS

30 The ~~four~~ five of the seven directors of the Foundation shall be elected by a simple majority of members present at the Annual General Body Meeting. The President, ~~Vice-President~~ and Secretary of NCSBC will be Ex-officio directors of the Foundation. (Amended by 2nd AGM)

31 The Patron shall be a person of high repute in Government, Politics, Education, Arts or Culture and shall be nominated by the Executive.

32 Only the members of the Foundation who are also the members of NCSBC and who are in good standing shall have the right to seek election to the Executive Body.

~~33 Subject to paragraph 32 of the bylaws, after second anniversary of the Foundation, only those members with two consecutive years of membership shall be eligible to seek election to the Executive Body. (Struck off by 2nd AGM)~~

Part 6 - NOMINATION AND ELECTION OF OFFICERS

33 The Nomination and Election Committee shall canvass, initiate and propose a slate of officers for elections at the Annual General Body Meeting to be held in March.

34 The Committee shall conduct and supervise election of officers of the Foundation.

35 The names of the members of the Nomination and Election Committee shall be made known to all members along with the notice of the Annual General Body Meeting.

36 All nominations duly proposed and seconded shall require the consent of the nominee.

37 No officer on the Executive of the Foundation shall be elected in absentia.

38 Only the members in good standing shall have the right to vote.

39 Each member (except family membership) present shall be entitled to one vote. Voting by proxy will be permitted. Number of votes allowed per family membership will be limited to two votes.

40 Voting shall be by secret ballot or as determined by the general body.

Part 7 - RESIGNATION OF OFFICERS

41 Resignation of an executive other than President shall be approved by the President, if not withdrawn within fourteen (14) days of tendering.

42 Resignation of President shall be approved by the majority of remaining executive members, if not withdrawn within fourteen days of tendering. If the remaining executive is unable to make a decision within thirty (30) days of President tendering resignation, resignation shall be considered approved on the 31st day of the tendering.

43 Once an executive has tendered resignation, s/he will remain under suspended status and may not represent as an Executive of the Foundation even if the resignation has not been approved.

Part 8 - FISCAL MATTERS

44 The fiscal year of the Foundation shall be the calendar year.

45 All funds of the Foundation shall be deposited from time to time in a chartered bank or credit union or trust company approved by the Executive.

46 The Foundation may maintain separate accounts with one or more banks.

47 All monetary transactions shall be made in the name of the Foundation. All cheques as well as all slips issued for drawing funds shall be signed jointly by officers as designated by the executive.

48 The accounts of the Foundation shall be audited annually by the auditor(s) appointed by the Executive Committee. The auditor(s) shall prepare a financial statement up to December 31 for presentation at the Annual General Body Meeting.

49 All fiscal decisions shall require the approval of the Executive Committee.

50 The Foundation shall have the power to acquire by gift, bequests, grants, or any other means, funds and any other assets for the purpose of carrying out the Foundation's programs and objectives.

51 Borrowings

1. In order to carry out the purposes of the foundation, the directors may, on behalf of and in the name of the Foundation, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting that power, by issue of debentures.

2. A debenture must not be issued without authorization of a special resolution.

3. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 9 - AUDITORS

52 The auditor(s) of the Foundation shall be appointed by the Executive and shall be paid such remunerations as deemed necessary by the Executive.

53 The auditor(s) of the Foundation shall have the right of access to all books and records of the Foundation and shall be entitled to require from any and all members of the Executive such information and explanation as may be necessary for the performance of the duties of the auditor(s).

Part 10 - ANNUAL GENERAL AND SPECIAL BODY MEETINGS

54 The Foundation shall hold an Annual General Meeting (AGM) each year to review its activities, to establish policies and programs for the next year, and to elect a new Executive if the term of the Directors is expiring at the end of the two-year term. Subsequent AGM's will be held within 15 months of preceding AGM but not later than April 1st of that year.

55 The Foundation shall hold additional (Extraordinary Annual General Meeting) meetings for special purposes as and when deemed necessary.

- a. The President, in consultation with the Executive, shall call the Annual General Body Meeting. Notice of this meeting shall be mailed to the membership at their address of record or notified by email at least two (2) weeks in advance of the date of the meeting.
- b. One-fifth (1/5) of the membership or ten (10) members, whichever is less shall constitute a quorum at any Annual General/Special Body Meeting.
- c. Extraordinary General Body Meetings of the Foundation can be called in addition to the Annual General Body Meeting. Such Extraordinary General Body Meetings shall be called by the President at his/her own initiative or within four (4) weeks upon receipt of a written request detailing reasons, signed by at least one-fifth (1/5) of the membership. Such meetings shall deal only with those matters for which the meeting was requested by the membership.
- d. Unless specified other-wise, motions duly proposed and seconded shall be carried if they receive a simple majority.

56 At any general meeting of the Foundation, a member may, by proxy in writing; appoint another member of good standing who is present at such a meeting or an adjournment thereof to vote in the place of such absent member. No person shall act as proxy for more than four members. The proxy shall be delivered to the General Secretary of the Foundation before or at the time for holding the meeting at which the person named in the proxy proposes to vote. A permanent proxy or proxy entitling a member to vote at other than one meeting shall be void.

57 The executive body shall circulate draft copy of minutes of the annual or extraordinary general meeting to the members for comments within 45 days of the date of the meeting. However the minutes need to be endorsed only during the next general meeting.

Part 11 - QUORUM

58 The quorum for the meetings of the Executive shall be four (4) members. If there is no quorum at the executive meeting for three consecutive times, the President or the Vice President, in the absence of President, shall call Special General Body Meeting within 30 days of the date of third executive body meeting called.

59 The quorum for the General Body Meetings shall be one-fifth (1/5) of the membership, or ten (10) members, whichever is less. If any of these meetings do not have a quorum at the scheduled time, a waiting period of up to thirty (30) minutes shall be allowed. Once the quorum is reached and declared so by the President, the meeting shall be valid even if attendance drops.

Part 12 - NO-CONFIDENCE MOTION

60 The members of the Foundation shall have the right to propose a motion of no-confidence against any or all members of the Executive Committee.

- a. Such a motion shall be in writing and signed by at least one-fifth (1/5) of total membership or ten (10) members whichever is less. A no-confidence motion shall be dealt with at an Annual/Extraordinary General Meeting called for this specific purpose and shall require a two-thirds (2/3) majority vote indicating no-confidence. The notice for such meeting shall be mailed or e-mailed at least three (3) weeks prior to the date of the Meeting.
- b. A chairperson for such a meeting shall be elected by members present at the meeting initially convened by the President of the Foundation.
- c. Should a no-confidence motion be carried, the members shall elect a new officer or officers or a new executive, as the cases may be, for the remaining term.

Part 13 - CUSTODY AND USE OF SEAL

61 The seal of the Foundation shall remain in the custody of the General Secretary or such other person as may be designated by the Executive and all papers or documents required to be sealed on behalf of the Foundation shall be sealed in the presence of the President and the General Secretary or of such other persons as may be designated by a resolution of the Executive.

Part 14 - AMENDMENTS

62 Amendments to the Constitution/By-laws shall be made in accordance with Society Act.

63 Any member of the Foundation can serve a motion for the amendment of the Constitution/By-laws in writing duly seconded by at least 5 (five) other members.

- a. The General Secretary shall collate such requests and circulate the proposed amendments amongst the members at least three (3) weeks in advance of the General/Special Body Meeting.
- b. Three-fourths (75%) majority of the membership in attendance shall be required to approve such amendments at the General/Special Body Meeting.

Part 15 – NOTICES TO MEMBERS

64 a notice may be given to a member, either personally or by email or mail to the member at the member's registered address.

65 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post receptacle.

66 a. Notice of a general meeting must be given to

- i) every member shown on the register of members on the day notice is given, and
- ii) the auditor

b. No other person is entitled to receive a notice of general meeting

Part 16 – BYLAWS

67 On being admitted to membership, each member is entitled to, and the Foundation must give the member without charge, a copy of the constitution and bylaws of the society unless a recent version of the constitution and bylaws are posted on the Foundation website.

68 The bylaws must not be altered or added to except by special resolution.

Part 17 - HEADQUARTERS

69 The headquarters of the Foundation shall be in the Metro Vancouver Region of British Columbia.

~~Part 18 – NCSBC SUPPORT TO THE FOUNDATION~~

~~71 Upon incorporation of the Foundation under BC Society Act and registration with Canada Revenue Agency as a charitable Organization, NCSBC will transfer its Cultural Fund to Nepali Heritage Charity Foundation solely for the purpose of establishing a fund to construct/acquire a foundation building. Annually thereafter, NCSBC will also contribute 10% of its annual membership revenues to the Foundation. (Struck off by 2nd AGM)~~

Part 18 - DISSOLUTION OF NCSBC

70 In case of the dissolution of NCSBC or NCSBC deciding to sever ties with Foundation, Foundation will continue with its operation. The ~~three~~ two ex-officio directors representing NCSBC will continue as directors of Foundation until the next election of the directors of Foundation if they are also the ordinary members of Foundation. However, if the director/s representing NCSBC is not a member of Foundation, the director's position will be deemed vacant beginning the day of the receipt of the notification of dissolution of NCSBC or severance of ties. Rest of the Foundation directors at their discretion may fill the vacant position/s till the next elections are held. The ~~three~~ two director's seats reserved for NCSBC shall be opened for general members of Foundation. The requirement set forth under part 5 paragraph 32 shall also be deemed null and void; thus any general member of Foundation shall be eligible to vote and stand for elections to the position of director. (Amended by 2nd AGM)

Part 19 - DISSOLUTION

71 The Foundation may be dissolved with the will of the membership or due to lack of interest therein, as set out in paragraph 74.

72 The Foundation can also be dissolved if the membership shows a complete lack of interest which is evident as under:

- a. that an Annual General Body Meeting had to be adjourned for lack of a quorum.
- b. that the second General Body Meeting called with due notice also had to be adjourned for lack of a quorum.
- c. that the third General Body Meeting called did not produce the required quorum.

73 A notice in case of dissolution of the Foundation shall be circulated to the membership at least four (4) weeks prior to calling the Special General Body Meeting. The quorum for such a meeting shall be one-third (1/3) of the membership and dissolution can only be approved by a two-third (2/3) majority in attendance.

74 In that event the Foundation shall be considered as dissolved. The Executive, instead of the General Body, shall determine the disposition of property and assets of the Foundation as set out in paragraph 76.

75 In the event of dissolution or winding up of the organization, all of its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act (Canada).

NEPALI HERITAGE CHARITY FOUNDATION OF BC (NHCF)

PROXY FORM

I, _____ of _____ in the Province of _____, hereby appoint _____ of _____, as my proxy to vote for me and on my behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Nepali Heritage Charity Foundation of BC (NHCF) to be held on the _____ day of _____ (month) _____ (year), and at any adjournment thereof.

Signed at _____ this _____ day of _____ (month) _____ (year).

Signature