



Edmonton Bengali Association
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Executive Committee
2012-2013

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August 24, 2012

Government Services, Corporate Registry
P.O.Box 1007 Station Main
Edmonton AB T5J 4W6

Attention: Jessica Doriano

Re: Corporate Access # 502184518 (Edmonton Bengali Association)
Sub: Bylaws Amendment

Dear Ms Doriano:

I hereby certify that the following special resolution was passed at the Special General Body Meeting of Edmonton Bengali Association on June 9, 2012.

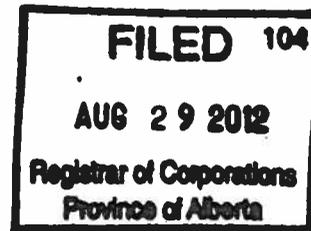
The by-laws were changed as follows:

- The existing by-laws are repealed. They are replaced by the attached by-laws.

In view of the above fact, I would like to request you for your early action in this matter.

Sincerely,

Mrinal Mandal, PhD, P.Eng
President



Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2012/08/29

The Bylaws are filed as of 2012/08/29

Service Request Number: 18476863

Corporate Access Number: 502184518

Legal Entity Name: EDMONTON BENGALI ASSOCIATION

Legal Entity Status: Active

Fiscal Year End: 12/31

Annual Return

File Year	Date Filed
2012	2012/06/13
2011	2011/06/01
2010	2011/06/01

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000699000011534	1999/05/25
Miscellaneous Attachment - For Information Only	100007990000372078	2000/02/22
Objects	10000500000050638	2000/04/03
Special Resolution	10000700000050637	2000/04/03
Bylaws	10000100000050640	2000/04/03
Special Resolution	10000300000050639	2000/04/03
Annual Return Form	10000800000048597	2000/05/18
Correspondence	10000700000181266	2001/01/20
Annual Return Form	10000001000163053	2001/09/14
Audited Financial Statement	10000801000163054	2001/09/14
Special Resolution	10000501000312710	2002/03/18
Bylaws	10000301000312711	2002/03/18
Audited Financial Statement	10000802000416452	2002/11/20
Annual Return Form	10000902000417045	2002/11/20

Annual Return Form	10000903000018112	2003/06/10
Audited Financial Statement	10000703000018113	2003/06/10
Annual Return Form	10000704000214627	2004/05/17
Audited Financial Statement	10000504000214628	2004/05/17
Audited Financial Statement	10000905100738317	2005/05/26
Annual Return Form	10000105100738316	2005/05/26
Correspondence	10000907103049527	2007/05/31
Audited Financial Statement	10000307103052103	2007/07/16
Audited Financial Statement	10000007103052109	2007/07/16
Annual Return Form	10000807103052110	2007/07/16
Annual Return Form	10000607103052106	2007/07/16
Bylaws & Special Resolution	10000007103415681	2007/11/13
Correspondence	10000807103415682	2007/11/13
Correspondence	10000807103666374	2008/02/13
Audited Financial Statement	10000707103412472	2008/07/07
Annual Return Form	10000907103412471	2008/07/07
Audited Financial Statement	10000107105440729	2009/04/29
Annual Return Form	10000807105440721	2009/04/29
Annual Return Form	10000207110670890	2011/06/01
Audited Financial Statement	10000807110670887	2011/06/01
Annual Return Form	10000507110670884	2011/06/01
Audited Financial Statement	10000407110670894	2011/06/01
Notice of Address	10000707112526167	2012/01/16
Annual Return Form	10000607112971851	2012/06/13
Audited Financial Statement	10000707112971855	2012/06/13
Correspondence	10000107112971858	2012/06/28
Correspondence	10000607112525516	2012/08/20
Bylaws & Special Resolution	10000807111187163	2012/08/29

**Registration Authorized By: MRINAL MANDAL
PRESIDENT**

BY-LAWS OF THE EDMONTON BENGALI ASSOCIATION

1.0 GENERAL

- (i) The name of the Society shall be the 'Edmonton Bengali Association'. As an abbreviation, the Society may also be referred to as 'EBA' or simply as 'Association'.
- (ii) The fiscal and the operational year of EBA shall commence on the first day of April, and end on the last day of March in the following year.
- (iii) The membership to the Association will be open to all – who want to contribute to the promotion of Bengali culture, music, literature, arts, drama and similar activities. The 'General Body' of the Association will have jurisdiction to conclude what is 'similar activities' or what constitutes Bengali culture, etc.

2.0 MEMBERSHIP

2.1 GENERAL

There are two categories of membership:

- (i) Regular members
- (ii) Honorary members

2.2 REGULAR MEMBERS

Any person subscribing to the objectives of EBA and on contributing the prescribed fees will become a member. The payment of the prescribed membership fees will be considered as consent to become a member and to abide by the by-laws. The membership will be deemed to begin on the first day of the month following receipt of the required membership fee by the Association. There shall be four categories of regular memberships. A different 'membership fee' or a different 'event fee' may be applicable to these categories of members. Otherwise each member will have equal rights, obligations and privileges.

- (i) **Family Members**
A family membership will include husband, wife, and their dependents (if any) living in the same household.
- (ii) **Single Members**
A single membership will include a single person, and his/her dependents (if any) living in the same household.
- (iii) **Student Family Members**
A student family membership will include husband, wife, and their dependents if any. The husband and/or wife must be full time student(s) at an accredited educational institution. If any of the spouses works full time, they will not be eligible for student family membership.
- (iv) **Student Single Members**
A student single membership will include a single student who is a full time student at an accredited educational institution.

2.3 HONORARY MEMBERS

- (i) The Executive Committee from time to time may nominate up to a maximum of six (6)

honorary members. The tenure of the honorary members shall be the same as that of the Executive Committee.

- (ii) The nomination shall be from amongst persons who promote the objectives of the Association and whose membership is helpful to the activities, programs or success of the Association.
- (iii) The honorary members will be exempt from annual membership fees. They and their families may participate in any or all programs of the Association on payment of event fees as applicable to members.

2.4 RESPONSIBILITIES OF MEMBERS

All members shall have the responsibility to

- (i) abide by the by-laws of the Association.
- (ii) promote the objectives of the Association.
- (iii) pay the membership fees in time to keep the privileges of membership and facilitate smooth running of the Association.
- (iv) volunteer in EBA activities as convenient.
- (v) express opinions freely while respecting the rights and freedoms of others.
- (vi) participate in General Body Meetings and vote in elections if any.
- (vii) not do anything that harms the reputation of the Association.
- (viii) not damage any property during an EBA event. A member is obliged to pay for any damages caused by him/her or minors under his/her care.

2.5 RESIGNATION OR EXPULSION OF MEMBER(S)

- (i) A member can resign by notifying the president of the present Executive Committee in writing. This resignation letter shall be delivered by registered mail or in person.
- (ii) The notice of suspension/expulsion of any member shall be sent by registered mail by the Executive Committee. The expulsion of a member shall be carried out as per Section 12.1.

3.0 GENERAL BODY OF THE ASSOCIATION

3.1 VOTING RIGHTS OF MEMBERS

- (i) A regular member who maintained such membership and paid the membership fee on or before 31st October of a fiscal year will be eligible to vote, to move or second motions, to sign a no-confidence motion, to nominate another eligible member for election or to be a candidate for election. Such members shall be referred to as the 'Voting Members' of the Association.
- (ii) A regular member who loses his membership as per Section 9.1(iii), will lose his/her voting rights. He/she can regain his voting rights as per Sections 3.1(vi) and 9.1(iii).
- (iii) All Voting Members must be at least eighteen (18) years of age.
- (iv) Each Voting Member shall have one (1) vote.
- (v) For single membership, there shall be one vote, and for family membership, there shall be two spousal votes from each household.
- (vi) For the new members to be eligible for the privileges as mentioned in Section 3.1(i), membership must be maintained for a minimum period of 123 days of the fiscal year.

3.2 INSPECTING BOOKS AND RECORDS

- (i) A Voting Member may inspect the books and records of the Association by giving at least fourteen (14) days notice.
- (ii) A mutually convenient time and place will be set-up by the President of the Executive Committee for the inspection.
- (iii) The date of inspection shall be within twenty-one (21) days of the receipt of notice by the Executive Committee.

3.3 GENERAL BODY

- (i) The Voting Members shall constitute the 'General Body' of the Association.
- (ii) The 'General Body' shall be the policy making body of the Association and shall provide general direction to the Executive Committee in conducting the affairs of the Association.
- (iii) Only the Voting Members are eligible to vote at General Body Meetings and at other deliberations where a vote is being sought.

4.0 EXECUTIVE COMMITTEE (DIRECTORS)

4.1 GENERAL

- (i) The Executive Committee shall consist of the following directors (office bearers):
 - President
 - Vice-President
 - General Secretary
 - Treasurer
 - Cultural Secretary
 - Sports Secretary
 - Youth Affairs Secretary
 - Immediate Past President (Ex-officio)
- (ii) The office bearers of the Executive Committee shall be elected at the Annual General Body Meeting. All office bearers, except the Youth Affairs secretary, must be voting members as per Section 3.1(i). The Youth Affairs secretary shall be either a voting member or a dependent of a voting member.
- (iii) The immediate past president will be an Ex-officio member of the new Executive Committee.
- (iv) No individual shall hold the same office in the Executive Committee for more than two years in succession.
- (v) An executive member may resign by giving two weeks notice to the Executive Committee in writing. The resignation takes effect at the end of two weeks notice period. The General Secretary/Executive Committee shall communicate to the general body of any such resignation within four weeks from the date of receipt of the resignation.
- (vi) Any vacancy occurring in the Executive Committee – whether by resignation or for any other reason – shall be filled by the Executive Committee either by election or by nomination as it deems fit.
- (vii) In the event of two or more members resigning from the Executive Committee within a time span of thirty (30) days, a General Body Meeting shall be called by the Executive Committee to elect candidates to fill up these vacant positions with the same requirements

as in the Annual General Body Meeting.

- (viii) No director or member of this Association shall receive any remuneration for his or her services.

4.2 DUTIES OF THE MEMBERS OF THE EXECUTIVE COMMITTEE (DIRECTORS)

The duties of each director of the Executive Committee are as follows.

(i) The **PRESIDENT** shall

- (a) be the chief executive officer of the Association.
- (b) call and preside over all meetings including Executive Committee Meetings and General Body Meetings. In his/her absence or when unable to do so, he/she may nominate another Executive Committee member to preside.
- (c) be the chief spokesperson for EBA.
- (d) submit the annual return to Alberta Corporate Registry and to Alberta Gaming and Liquor Commission as needed.

(ii) The **VICE-PRESIDENT** shall

- (a) perform duties related to the operation of the Bengali Language School.
- (b) coordinate special events and fund-raising activities.
- (c) perform all duties of the President during his/her absence or inability to perform his/her duties.

(iii) The **GENERAL SECRETARY** shall

- (a) attend to correspondence and communications with members.
- (b) keep a copy of the original Minute Books of the Association. This record shall contain minutes from all meetings of the Association, the Executive Committee, and Elected Committees. A member wishing to inspect the Minute books shall give notice to the President or the Secretary of the Association of his/her intention to do so as per Section 3.2.
- (c) maintain a record of all members of the Association and their mailing and email addresses, and telephone numbers.
- (d) send all notices of meetings and programs.
- (e) be in charge of maintaining the EBA website.
- (f) have charge of the Association's Official Seal, which whenever used shall be authenticated by the signatures of the secretary and the president or in the case of death or inability of either to act, by the treasurer.

(iv) The **TREASURER** shall

- (a) be the chief accountant, book keeper, in-charge of bank accounts and the finances of the Association.
- (b) properly account for the funds and the liabilities, and maintain necessary records.
- (c) collect the membership and other dues.
- (d) prepare an annual financial statement for presentation to the Executive Committee and through the Executive Committee to the Annual General Body Meeting.
- (e) any other financial duties as arise from time to time.

- (v) The CULTURAL SECRETARY shall have primary role to promote and organize cultural events.
- (vi) The SPORTS SECRETARY shall have primary role to promote and organize sport events.
- (vii) The YOUTH AFFAIRS SECRETARY shall
 - (a) have leadership role to organize the youth specific events.
 - (b) have primary role to engage youth in EBA events.
 - (c) be the Ex-officio chairperson of the EBA Youth Committee if applicable.
- (viii) The IMMEDIATE PAST PRESIDENT shall
 - (a) have an advisory role and assist the executive on an advisory basis.
 - (b) have roles on any other activities mutually agreed upon with the Executive Committee.
- (ix) General: If any of the assignments for the Executive Committee member as stipulated above cannot be carried out – due to unavailability or absence or any other reason – the Executive Committee by a majority decision will have jurisdiction to assume the assignment or to delegate the same to another member of the Executive Committee.

4.3 POWER, AUTHORITY AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall be responsible and shall have authority to conduct the affairs of the Association.
- (ii) The decisions of the Executive Committee shall be by consensus. In the absence of a consensus, the deliberations shall be concluded by a majority vote. Each elected member of the Executive Committee shall have one vote. In case of a tie, the President shall have and may exercise another casting vote to break the tie.
- (iii) For regular business, a quorum in an Executive Committee Meeting shall be constituted when at least 4 members are present provided that either the President or Vice-President, and either of the Secretary or the Treasurer are present.
- (iv) Any one business of the Association with a transaction value more than \$20,000, shall be decided in an Executive Committee meeting, with a quorum of 5 members. A resolution must be carried with at least 2/3 majority. The Minutes of such meeting shall be made available upon request to any member of the Association. Such decision will be communicated to the General Body within seven days of taking the decision.
- (v) The Executive Committee shall remain accountable and fiscally responsible.
- (vi) The Executive Committee shall be the sole custodian of the Association's registered name and logo.
- (vii) The Executive Committee shall not provide electronic database of membership or any other personal information to a third-party organization without the consent of the members.
- (viii) At the end of the term, the outgoing Executive Committee shall hand over all assets and documents (at least for the past 6 years) to the newly elected Executive Committee, including
 - (a) the current and all past annual returns to the Alberta Corporate Registry.
 - (b) the current membership list with address, telephone numbers, and email addresses. For the new members, the date of membership shall be clearly recorded.

- (c) the minutes of the General Body Meetings and the newsletters of the current and the past years.
- (d) the annual financial statements of the current and the past years.
- (e) inventories of the EBA storage.
- (f) the EBA website.

4.4 RETURNS

- (i) The Executive Committee shall each year, on or before June 30, make a return to the Registrar containing
 - (a) the address of the registered office of the Association.
 - (b) the full name, address and occupation of each director in the Executive Committee.
 - (c) the audited financial statement presented at the last annual general meeting of the society.
- (ii) If there is a change
 - (a) in the membership in the Executive Committee, or
 - (b) in the name, address or occupation of a director in the Executive Committee,

the incumbent Executive Committee shall, within 30 days from the day that the change occurs, give notice to the Registrar in a form acceptable to the Registrar setting out the change.

5.0 OTHER COMMITTEES

The Executive Committee may set up nominated committees, or may initiate setting up of elected committees, as may be needed to carry out the functions of the Association.

5.1 NOMINATED COMMITTEES

- (i) The Executive Committee shall specify the tenure and the functions of such committees. The tenure of a nominated committee shall not exceed the tenure of the incumbent Executive Committee.
- (ii) Each Nominated Committee shall have a chairperson who will coordinate the activities of the committee.

5.2 ELECTED COMMITTEES

- (i) The members of an elected committee shall be elected at General Body Meeting as per Section 6.2. The tenure of such committees, except committees formed as per Sections 5.3-5.5, shall be decided by the General Body, and shall not exceed three years.
- (ii) Each Elected Committee shall have one or more Ex-officio positions from the incumbent Executive Committee. The Executive Committee shall nominate the Ex-officio members.
- (iii) A committee shall have a chair and a vice chair. The meetings will normally be conducted by the Chair of the Committee. If he/she is unable to carry out his/her duties, the vice chair shall assume responsibility to call for and preside over the meetings.
- (iv) All meeting minutes shall be handed over to the Executive Committee before the Annual General meeting. These meeting minutes shall be made available to the members for perusal during the meeting.
- (v) A member may resign from an Elected committee by giving two weeks notice to the

Executive Committee in writing. The resignation takes effect at the end of two weeks notice period. The Executive committee shall communicate to the general body of any such resignation within four weeks from the date of receipt of the resignation.

- (vi) When an elected member resigns, the vacant position may be filled up, for the remaining period of the tenure, by the Executive Committee either by election or by nomination as it deems fit.

5.3 GRANTS AND CASINO COMMITTEE

- (i) The Grants and Casino Committee shall comprise of the following five members.
 - (a) EBA President (Chairperson)
 - (b) EBA Treasurer (Ex-officio), and
 - (c) Three elected members
- (ii) One member will be elected every year at the AGM as per Section 5.2 and will have a tenure of three years.
- (iii) The longest serving elected member will serve as the Vice-Chair of the committee.
- (iv) The Grants and Casino Committee shall be responsible for
 - (a) coordinating with Alberta Gaming and Liquor Commission.
 - (b) preparation and submission of Casino applications.
 - (c) recruitment of volunteers and conducting Casinos.
 - (d) informing the General Body, through the Executive Committee, any change in the Casino policy.
 - (e) applying for any Government/Municipal grants.
 - (f) nominating the Casino Chairperson when appropriate.

5.4 FACILITY COMMITTEE

- (i) The Facility Committee shall comprise of the following members.
 - (a) One Ex-officio Member from EBA EC (Chairperson)
 - (b) A second Ex-officio Member from EBA EC
 - (c) Three elected members
- (ii) One member will be elected every year at the AGM as per Section 5.2 and will have a tenure of three years.
- (iii) The longest serving elected member will serve as the Vice Chair of the committee.
- (iv) The Facility Committee shall be responsible for
 - (a) planning to acquire a new facility.
 - (b) planning to upgrade and/or dispose an existing facility.
 - (c) building, operating and maintenance of any facilities owned by EBA.
 - (d) informing the General Body, through the Executive Committee, any financial issues regarding the facility.
 - (e) exploring ways to raise funds for acquiring and/or maintaining any facility.
- (v) The Facility Committee shall communicate its decisions and proposals to the Executive Committee from time to time, and an appropriate follow-up action will be taken by the Executive Committee.

- (vi) If a proposal for acquiring or disposing a facility is adopted by the Facility Committee with two-third (2/3) majority or more, and communicated to the Executive Committee, the Executive Committee shall be obliged to take the proposal to the General Body for ratification as per Section 10.4.

5.5 AWARDS COMMITTEE

- (i) The Awards Committee shall comprise of the following five members.
 - (a) EBA Vice President (Ex-officio - Chairperson)
 - (b) A second Ex-officio Member from EBA EC
 - (c) Three elected members
- (ii) One member will be elected every year at the AGM as per Section 5.2 and will have a tenure of three years.
- (iii) The longest serving elected member will serve as the Vice-Chair of the committee.
- (iv) The Awards Committee shall be responsible for selecting awardees as per Section 13.

5.6 YOUTH AFFAIRS COMMITTEE

- (i) A Youth Affairs Committee shall be appointed by the Executive Committee as per Section 5.1. The Committee shall comprise of the following members.
 - (a) Youth Affairs Secretary (Ex-officio - Chairperson)
 - (b) Four nominated members
- (ii) The Youth Affairs Committee shall be responsible for
 - (a) organizing youth specific events.
 - (b) engaging youth in organizing general EBA events.
- (iii) The age of the four nominated members in the Youth Affairs Committee shall be at most 21 years.

5.7 ARBITRATION COMMITTEE

- (i) For any dispute settlement, the Executive Committee may set up a three-member Arbitration Committee as per Section 5.1.
- (ii) The Executive Committee may refer to the Arbitration Committee matters relating to the interpretation or intent of the by-laws.

6.0 NOMINATION AND ELECTION PROCEDURES

6.1 NOMINATION AND ELECTION COMMITTEE

- (i) The Executive Committee shall appoint a Nomination and Election Committee (NEC) to elect committees as per Sections 4.1 and 5.2. The NEC shall be appointed at least 30 calendar days prior to the election date. The NEC shall comprise three members including a chairperson. The members of the NEC shall not hold any other office in the EBA, and must have voting rights as per Section 3.1. The members of the NEC are not eligible to be a candidate for the same election.
- (ii) Names, addresses and telephone numbers of the members of the NEC shall be announced with the notice of the General Body Meeting, along with the call for the nominations for the elective offices of the EBA as specified in Sections 4.1 and/or 5.2.

- (iii) The NEC shall be responsible for
 - (a) receiving nominations for election of the office bearers of a committee.
 - (b) determining the eligibility of nominees and ascertaining that the nominees are willing to stand for the respective offices.
 - (c) presenting, at a General Body Meeting, the nominations for the office bearers of the committee to be elected.
 - (d) conducting and supervising the election of the office bearers.
 - (e) certifying to the Executive Committee and the membership present at the General Body Meeting the names of the successful candidates.
- (iv) If a member of the NEC is unable to attend a General Body Meeting, he/she shall inform the Chair of the NEC prior to the General Body Meeting, and communicate any nominations received by him/her. The Chair of the NEC may, on his/her discretion, appoint a regular member, who is eligible as per Section 6.1(i), to assist him/her during the election. If the Chair of the NEC is unable to attend the General Body Meeting, the Executive Committee shall nominate a new Chair to conduct the election.
- (v) The NEC shall cease to exist at the conclusion of the elections.

6.2 PROCEDURES FOR NOMINATION AND ELECTION

- (i) Only voting members (as per Section 3.1) shall be eligible for all elected positions in an EBA committee.
- (ii) The NEC shall accept written nominations for elected positions from eligible members. The acceptance of such written nominations will cease seven (7) days prior to the date of election. The NEC on being satisfied with the eligibility criteria per the by-laws – shall officially declare the nominations received.
- (iii) Deadline for withdrawal will be 72 hours prior to the time of start of the General Body Meeting.
- (iv) After withdrawals have been taken place, the NEC shall declare eligible candidates 48 hours prior to the time of start of the General Body Meeting by posting a list of candidates at the EBA website. The NEC shall be obliged to provide the list of nominations if contacted by an EBA member.
- (v) Physical presence of a candidate during election at a General Body Meeting is not necessary provided that he/she has submitted the nomination duly proposed, seconded and signed by the candidate to the NEC prior to holding the elections.
- (vi) Voting, if necessary, shall be conducted in person and by secret ballot. No proxy vote is permitted.
- (vii) The election process shall be open – in as much as the candidates or their nominees will be allowed to observe the polling and their counting.
- (viii) If the nomination slate is not complete, the NEC shall invite nominations from the floor for vacant positions only at the meeting. If the slate is still incomplete, the newly elected committee may nominate or elect members as they see fit to fill the vacancies.
- (ix) For electing EBA Executive Committee, the election shall be contested by each position of the Executive Committee as per Section 4.1(i). A candidate receiving the highest number of votes shall be declared elected for the specific position contested. In the event of a tie, a second ballot may be taken immediately at the meeting in an identical manner. In the event of a tie result on the second ballot, the decision shall be made by tossing of a fair coin.

- (x) For electing a committee as per Section 5.2, the election shall be conducted together for all elected positions. The NEC shall prepare a ballot and adopt an appropriate method for the election. In the event of a tie, the decision shall be made by tossing of a fair coin.

7.0 MEETINGS

7.1 ANNUAL GENERAL BODY MEETING

- (i) The Executive Committee shall conduct the Annual General Body Meeting (AGM) before the end of March of a fiscal year.
- (ii) The time, place and agenda for the meeting shall be determined by the Executive Committee.
- (iii) The notice of the AGM shall be in writing and shall be sent either electronically or by post not less than fourteen (14) and not more than thirty (30) days prior to the meeting. The notice shall include information on the time and place of the meeting, agenda for the meeting and information as specified in Section 6.
- (iv) The notice period as per Section 7.1(iii) will be applicable for regular business except business related to Sections 8, 10.3, 12.3 and 12.4. The notice period requirements as specified in Sections 8, 10.3, 12.3 and 12.4 shall govern.
- (v) The agenda for the AGM shall include but not limited to: (a) Review of the minutes of the last AGM, (b) Review of the Financial statement of the Association, (c) Report of all elected committees to be presented by respective chairs, (d) Election of members of the Executive Committee, and (e) Amendments to the Bylaws of the Association, if any.
- (vi) The original Minute Books of the Association, as specified in Section 4.2(iii)(b), shall be made available to the members for inspection at the AGM.
- (vii) The Minutes of the AGM shall be sent either electronically or by post to the members within thirty days of the meeting.
- (viii) A 15% attendance by eligible 'voting members' will constitute a quorum for an Annual General Body Meeting for regular business except business related to Sections 8, 10.3, 10.4 and 12.
- (ix) For business related to Sections 8, 10.3, 10.4, 12.3, and 12.4, the quorum requirement will be 25% attendance by eligible 'voting members'.
- (x) If a quorum is not present within 30 Minutes after the set time at a duly notified and duly called Annual General Body Meeting, the President cancels the meeting. The meeting may be rescheduled one (1) week later at the same time and place if possible. If a quorum is not present within 30 Minutes after the set time of the second meeting, the meeting will proceed with the Members in attendance for regular business except business related to Sections 8, 10.3, 10.4 and 12. No new nomination shall be accepted for an adjourned/rescheduled meeting.

7.2 SPECIAL GENERAL BODY MEETING

- (i) The Executive Committee may organize Special General Body Meetings from time to time as appropriate.
- (ii) A Special General Body Meeting shall be called by the Executive Committee upon receipt of a petition signed by at least 20% of the voting members – setting forth the reason for calling such a meeting.
- (iii) The notice of a Special General Body Meeting shall be in writing and shall be sent either electronically or by post not less than fourteen (14) and not more than thirty (30) days prior to the meeting. The notice shall include information on the time and place of the

meeting, agenda for the meeting and information as specified in Section 6.

- (iv) The voting rights and voting procedure shall be the same as for the Annual General Body Meeting.
- (v) The quorum requirement shall be the same as for the Annual General Body Meeting except for a Meeting as per Section 11. For Meeting under Section 11, the quorum requirement as specified in Section 11 shall govern.

7.3 SEMI-ANNUAL GENERAL BODY MEETING

- (i) The Executive Committee shall organize a semi-annual General Body Meeting between three (3) to eight (8) months of a fiscal year.
- (ii) This meeting agenda will be similar to a Special General Body Meeting, but shall include a longer time to review various issues affecting the association.
- (iii) For general discussion, there is no quorum requirement. However, for passing any formal motion, the quorum requirement will be as per Section 7.2.

8.0 AMENDMENT OF BY-LAWS

- (i) Any Section of the By-laws may be altered, amended or repealed, or new Sections be adopted only at a General Body Meeting as defined in Section 7. This must be declared as an agenda item for a General Body Meeting.
- (ii) A text of the amendments shall be sent either electronically or by post at least twenty-one (21) days in advance.
- (iii) The amendments shall be approved by the General Body as a special resolution by at least 75% majority of the attending Voting Members.
- (iv) A 25% attendance by eligible Voting Members will constitute a quorum for the by-laws amendment.
- (v) The By-laws amendment cannot be done as per Sections 12.3 and 12.4.
- (vi) Proposed changes to the By-laws shall be initiated by the Executive Committee. The changes can also be initiated by any voting member by petition and sent to the secretary of the Executive Committee at least ninety (90) days prior to the meeting at which such changes are to be considered.

9.0 MEMBERSHIP FEES AND EVENT FEES

9.1 MEMBERSHIP FEES

- (i) The General Body shall review and set all membership fees for the different categories of members. Unless a new fee schedule has been set, previously set fees will prevail.
- (ii) The membership fee is due at the beginning of a fiscal year (April 1 to March 31) and shall be paid-up on or before October 31 of the fiscal year to maintain regular membership.
- (iii) If annual membership fee of a current regular member is not received by October 31 of a fiscal year, the membership stands terminated. A person, whose membership has been terminated, can again become a member by paying membership fees. However, he/she will be treated as a new member, and his/her privileges shall be as per Section 3.1 (vi).

9.2 EVENT FEES

- (i) The Executive Committee may set an 'event fee' for any program or activity they are organizing. A fee structure for an event may be set for different categories of participants. In general, event fees for members shall be less than that for non-members.
- (ii) Executive Committee shall have jurisdiction to waive or reduce event fees in special circumstances.

10.0 FUND MANAGEMENT

10.1 AUDITING

A statement of the financial status of the Association and the financial statement of a fiscal year, audited by a person outside the EBA Executive Committee, shall be presented at the Annual General Body Meeting.

10.2 RESERVE FUND

The General Body from time to time may assign a 'reserve fund' for a forecasted project from amongst the existing resources of the Association. If so assigned, the Executive Committee shall maintain a separate account or a separate financial instrument for this. This reserve fund shall be maintained as such – unless an authorization for its use or release has been specifically received from the General Body in the form of a resolution.

10.3 BORROWING POWERS

- (i) The Executive Committee may borrow on behalf of the Association; only if specifically authorized by the General Body.
- (ii) The authorization shall be obtained, in the form of a motion, at a Special General Body Meeting requiring a quorum of 50%+1 of voting members.
- (iii) The motion must be carried with a 75% majority vote.
- (iv) The notice period of such a meeting shall be as per Section 7.2(iii), Section 12.3 or Section 12.4.

10.4 CAPITAL ASSET ACQUISITION OR DISPOSAL

- (i) Any intent or proposal for acquiring a new facility or disposing an existing facility shall be approved at a general Body Meeting. A 25% attendance by eligible Voting Members will constitute a quorum for passing such a resolution. The resolution must be approved by at least 2/3 majority of the attending Voting Members.
- (ii) The execution of the approved resolution shall be carried out by the Executive committee per Section 4.3.

10.5 INDEMNITY OF DIRECTORS

- (i) Each Director and Officer of the Association holds office with protection from the Association. The Association indemnifies each Director and Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- (ii) No Director or Officer is
 - (a) liable for acts of any other Director, Officer, or employee.

- (b) responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association.
- (c) liable for any loss due to an oversight, error in judgment or an act in his role for the Association, unless the act is fraud, dishonesty or in bad faith.

11.0 REMOVING EXECUTIVE (DIRECTORS)

- (i) A no confidence motion on one or more directors in the Executive Committee or on the Executive Committee itself may be initiated by a motion signed by at least 50%+1 of the eligible voting members. The signed motion shall be forwarded to each member of the Executive Committee with a request for calling a General Body Meeting within 30 days.
- (ii) A Special General Body Meeting shall be called by the President within thirty (30) days of presentation of the motion to the President.
- (iii) If the President declines to or do not call such a meeting, this motion may be forwarded to the Vice-President.
- (iv) The Vice-President shall call the meeting within thirty (30) days of the receipt of the motion.
- (v) If the Vice-President declines to or do not call such a meeting, a Voting Member, who has authorization by 50%+1 Voting members of the Association, can call such a meeting.
- (vi) The motion shall be presented at the Special General Body Meeting requiring a quorum of 50%+1 of voting members and shall be 'carried' with a 75% majority vote.
- (vii) On 'carrying' of the motion, the subject member(s) of the Executive Committee shall resign. If the motion is against the Executive Committee itself then the Executive Committee shall resign. In such an event, the General Body will then elect a new Executive Committee.

12.0 EXTRAORDINARY CIRCUMSTANCES

12.1 SUSPENSION/EXPULSION OF A MEMBER

If a member engages himself or herself in any activity, which is against the objectives of the Association, he or she can be suspended or expelled. A member can be suspended or expelled by a 75% majority vote of the voting members present in the meeting. In this case, a General Body Meeting requiring a quorum of 50%+1 voting members must be called to suspend or expel a member. The suspension or expulsion will require a 75% majority vote of the voting members present in the General Body Meeting. Such suspended member shall not be eligible to participate in any activities of the Association, vote and hold office for the next twelve months. Such a suspended member can be re-instated on his/her appeal to the Executive Committee upon approval of 75% majority vote of the voting members present in the General Body Meeting.

12.2 DISPUTES

Any dispute in the conduct of the affairs of the Association or due to action or inaction of the Executive Committee or of a member shall be referred to the Arbitration Committee as per Section 5.7. The arbitration committee shall review the issues with the disputants and advise or negotiate or arbitrate in the dispute in writing.

If the conclusion of the Arbitration Committee is not acceptable, the issue shall be referred to the General Body of the Association. A majority vote (i.e., greater than 50%) will be considered binding for the issue. The vote can be carried out at a General Body Meeting as per Sections 7.1 or 7.2.

12.3 RESOLUTION BY MAIL

In lieu of General Body Meetings as per Section 7, the Executive Committee may choose to ratify a resolution by the General Body using mail-in voting.

- (i) The voting and counting shall be carried out by a Nominated Committee set-up as per Section 5.1. The Executive Committee members cannot serve in this Nominated Committee.
- (ii) The resolutions shall be written concisely and clearly, and shall be treated as a motion.
- (iii) The motion(s) shall be mailed to all voting members for their approval.
- (iv) The general membership shall vote (i) Yes, (ii) No, or (iii) Abstain on each motion, and sign the ballot paper. A vote may be rejected by the Nominated Committee if it is not filled up as per the instructions stated on the ballot paper.
- (v) The general membership, after voting, shall mail the ballots or drop-off the ballots in person at the designated address mentioned on the ballot paper.
- (vi) The ballots must be received, by the Nominated Committee, within twenty-one (21) days of the mailing date (or postmark) of the motions to the members. The last date of receiving mail-in ballots shall be mentioned on the ballot paper.
- (vii) It shall be considered that all members with voting rights are participating in the voting process. A motion shall be passed if appropriate number of 'Yes' votes, as specified in relevant section, is received in support of the motion.
- (viii) Within one week of the cut-off date, the Nominated Committee shall communicate (i) the voting results and (ii) the list of members voting (a) Yes, (b) No and (c) Abstain, to the Executive Committee. The members not responding to the resolution shall be considered as ABSTAINED. This list of members voted shall be put on record of the Association, and shall be made available to general members within fourteen (14) days.
- (ix) The Executive Committee shall mail the results of mail-in voting to the general membership within three weeks of the cut-off date as decided in Section 12.3(vi).

12.4 TIME-SENSITIVE RESOLUTION

- (i) For any urgent or extra ordinary circumstances, if a regularly constituted General Body Meeting cannot be held due to time-constraints, consents in writing on a proposal can be collected personally by the Executive Committee.
- (ii) This will be considered an extra-ordinary meeting and all members shall be approached to consider the proposal.
- (iii) The proposals must be time-sensitive in nature, including proposals coming from the Facility Committee.
- (iv) The proposal shall be written clearly, and communicated to the members in person, telephonically or through emails.
- (v) To ratify a resolution, the proposal must be consented by requisite number of members considering that the entire EBA voting membership is voting on the proposal.
- (vi) A detailed list of members voting (a) Yes, (b) No and (c) Abstain on the resolution shall be prepared. The members not responding to the resolution shall be considered as ABSTAINED. The list of members voted shall be put on record of the Association. The voter list and the result of the resolution shall be communicated to the members within seven (7) days.

13.0 AWARDS

- (i) Voting members and/or their dependents, on fulfilling award criteria, are eligible to receive EBA awards.
- (ii) These awards shall be decided by the Awards Committee, and will be presented to the recipients during the Durga Puja or at another event.

13.1 ACADEMIC ACHIEVEMENT AWARD

- (i) A voting member or a dependent of a voting member who successfully completes grade 12 through a high school in Alberta is eligible to receive the academic achievement award.
- (ii) The application forms shall be sent either electronically or by post to the members at least 60 days before the award date.
- (iii) The completed applications must be received 30 days before the award date. The award winners shall be notified at least 14 days before the award date.

13.2 YOUTH COMMUNITY SERVICES AWARD

- (i) A youth voting member or a dependent of a voting member who has made positive contributions to the Association through voluntary work can be nominated for this award.
- (ii) The nomination forms shall be sent either electronically or by post to the members at least 60 days before the award date.
- (iii) The completed nominations must be received 30 days before the award date. The award winners shall be notified at least 14 days before the award date.
- (iv) All nominees must have provided a minimum of 30 hours of services to EBA over the past two years.
- (v) A maximum of two awards can be given in a fiscal year.

14.0 DISSOLUTION OF THE ASSOCIATION

In the event of dissolution or winding up of the Association, all remaining assets after discharging of liabilities shall be distributed to one or more non-profit societies. These societies must meet one or more of the following three criteria:

- (i) The society must be registered society per Societies' Act of Alberta.
- (ii) The society shall have the status of a charitable organization per Revenue Canada.
- (iii) The society shall be registered as a qualifying society for the casino license by the Alberta Liquor and Gaming Commission.

ADOPTED, RATIFIED AND CONFIRMED by the general membership on the 9th day of June, 2012.

THESE BY LAWS BECOME EFFECTIVE on the _____ day of _____, 2012.