



India Rainbow Community Services of Peel

Constitution

Table of Contents

Constitution

Article 1

- Section 1 (General) Page 1
- Section 2 (Seal) Page 1
- Section 3 (Head Office) Page 1

Article II

- Section 1 (Aims and Objectives) Page 1

Article III

- Membership Page 2

Article IV

- Board of Directors Page 2

Article V

- Section 1 (Meetings) Page 2
- Section 2 (Amendments) Page 2
- Section 3 (Finance) Page 2
- Section 4 Page 2

By Laws

- Section 1 (Admission) Page 2
- Section 2 (Classes of Membership) Page 2
- Section 3 (qualification of Membership) Page 3
- Section 4 (Membership Fee) Page 3
- Section 5 (Vote) Page 3
- Section 6 (Procedure of granting Membership) Page 3
- Section 7 (Loss of Membership) Page 4
- Section 8 (Board of Director) Page 4
- Section 9 (Election) Page 4
- Section 10 (Tenure) Page 5
- Section 11 (Rotation) Page 5
- Section 12 (Powers) Page 5
- Section 13 (Termination) Page 5
- Section 14 (Vacancies) Page 6
- Section 15 (Ex-Officio Directors) Page 6
- Section 16 (General) Page 6
- Section 17 (President) Page 6
- Section 18 (Vice President) Page 6
- Section 19 (Secretary) Page 6
- Section 20 (Joint Secretary) Page 6

• Section 21 (Treasurer)	Page 6
• Section 22 (General Body)	Page 7
• Section 23 (Finance)	Page 7
• Section 24 (Fiscal Year)	Page 7
• Section 25 (Banking)	Page 7
• Section 26 (Annual General Meeting)	Page 7
• Section 27 (Special Meeting)	Page 7
• Section 28 (Quorum)	Page 7
• Section 29 (Votes)	Page 8
• Section 30 (Meetings of Directors)	Page 8
• Section 31 (Special Board Meetings)	Page 8
• Section 32 (Notice)	Page 8
• Section 33 (Quorum)	Page 8
• Section 34 (Decision)	Page 8
• Section 35 (Other committees)	Page 8
• Section 36 (Ex-Officio Community Members)	Page 8
• Section 37 (Meetings)	Page 8
• Section 38 (Confirmation by Board of Directors)	Page 9
• Section 39 (Signature of Documents)	Page 9
• Section 40 (Amendments)	Page 9
• Section 41 (Miscellaneous)	Page 9
• Section 42 (Indemnity of Directors)	Page 9
• Section 43	Page 9
• Section 44	Page 9

Part B

- New By-laws added to the Constitution June 1990 Page 9

C O N S T I T U T I O N¹
(ARTICLES OF ASSOCIATION)

ARTICLE I

Section 1 (General)

- A. The name of the Organization shall be "India Rainbow Community Services of Peel", as set forth in the letters of patent of June 18, 1985, herein after called the "organization".
- B. The organization does not contemplate any gain or profit for the members thereof. The members of the organization shall acquire no interest in the property or assets of the organization by virtue of their membership therein. It is a non-profit, charitable, non-political, and non-sectarian organization with the primary purpose of providing assistance to immigrants for settlement in Canada. The service of the organization shall not be refused on the basis of religion, race, colour, creed, nationality or sex.
- C. The period of existence of the organization shall be perpetual or until terminated as herein provided.

Section 2 (Seal)

The organization shall have a seal and impression where of is given in the margin herein, containing the words "India Rainbow Community Services of Peel". The seal shall be kept at the head office of the organization.

Section 3 (Head Office)

The head office of the Organization shall be in the Region of Peel, in the Province of Ontario.

ARTICLE II

Section 1 (Aims and Objectives)

- (a) To assist the immigrant community to integrate into mainstream Canadian society through education, training, counselling, referral, information and bridging barriers (to integration).
- (b) To assist and educate the community on healthcare needs.
- (c) To provide family counseling and/or referral services in family crisis situations.
- (d) To identify problems associated with the duality of cultures for children of immigrants and to provide opportunities for resolving them through education.
- (e) To inform the mainstream Canadian community about the value system of first generation Canadians.
- (f) To raise funds for programs and projects related to achieving the objectives of the organization.
- (g) To strive for providing language and culture specific services as appropriate.

¹ *The portions of this document marked with under-line, bold and in italics are the amendments approved at the **Annual General Meeting held on June 7, 2006***

**ARTICLE III
(Membership)**

As set forth in the By-Laws, membership shall be available to individuals or organizations. No individual under the age of 18 years shall become a member without the written approval of parent or guardian.

**ARTICLE IV
(Board of Directors)**

The Board of Directors of the organization shall be constituted as provided in the By-Laws.

ARTICLE V

Section 1 (Meetings)

The organization shall hold annual and other meetings as provided in the By-Laws.

Section 2 (Amendments)

Amendments to this Constitution shall be adopted as provided in the By-Laws.

Section 3 (Finance)

Finances of the organization shall be managed as set forth in the By-Laws.

Section 4

The organization will be dissolved with a 3/4 The majority of the voting members. The resolution dissolving the organization will direct the disposal of assets in favour of another registered non-profit charitable organization in Canada.

BY-LAWS

The purpose of the By-Laws hereby enacted is to regulate the general affairs of the organization.

SECTION 1 .ADMISSION:

The members of the organization shall be persons or organizations admitted from time to time by a resolution of the Board of Directors.

SECTION 2 . CLASSES OF MEMBERSHIP:

- a) Patron
- b) Honorary
- c) Individual
- d) Family
- e) Organizational
- f) Senior

SECTION 3. QUALIFICATION OF MEMBERSHIP:

a) Patron:

Persons of outstanding achievement, who share the aims and objectives of the organization and whose association with the organization enhances its stature and effectiveness will be eligible as patrons.

b) Honorary Member:

1. Persons who have rendered valuable, outstanding and long service to the organization, or
2. Outstanding persons who have made a valuable contribution to the cause espoused by the organization.

c) Individual Member:

Any person other than an employee of the organization, who supports the aims and objectives of the organization, and abides by its Constitution and By-Laws may be eligible for membership upon paying the prescribed fee. This limitation to acquiring or retaining membership shall apply only during the period of employment with the organization.

d) Family Members:

Any individual, his or her spouse or partner and their children under the age of 18 (eighteen years), who support the aims and objectives of the organization, and abide by its Constitution and By-Laws, may be eligible for membership upon paying the prescribed fee.

e) Organizational Member:

Any non-profit, charitable, non-sectarian organization which supports the aims and objectives of this organization and abide by its Constitution and By-Laws, may be eligible for membership.

f) Senior member:

Any person who is 60 years of age or older, may be eligible for membership upon paying the prescribed fee.

SECTION 4. MEMBERSHIP FEE:

The Board should decide from time to time.

SECTION 5. VOTE:

Each member aged 18 years or over whose membership has been in force at least 3 consecutive months immediately prior to the annual general meeting (AGM) or a special meeting of the General Body shall be entitled to one vote on each resolution or issue at all such meetings of the organization. Each organizational member shall name one person as its voting representative at meetings of the organization.

SECTION 6. PROCEDURE OF GRANTING MEMBERSHIP:

- a) Any member of the organization may make nominations in writing for "Patron" to the Secretary. Such nominations shall be presented by the Secretary at the next meeting of the Board of Directors, and must be approved by 2/3 majority of the Board of Directors. The nominee shall be approached for his/her acceptance following ratification by two-thirds of the membership present at an AGM.

b) An Honorary Member shall be recommended by the Board of Directors and shall be elected by two-thirds vote of the membership present at the annual general meeting.

c) Application for membership, individual, family or organizational, shall be made upon the form prescribed by the organization along with the membership fees. The fees shall be returned if the application is rejected. The Secretary shall present all the applications at the next Board of Directors meeting. The applicant shall be accepted by the majority vote of the Board of Directors and the date of acceptance shall be the effective date of membership.

d) An applicant or nominee whose application for membership has been declined, may appeal the Board's decision at the next general membership meeting.

SECTION 7. LOSS OF MEMBERSHIP:

Membership may be terminated for any of the following reasons:

- a) **Non-payment of the membership fee within thirty (30) days of the due date**
- b) **Withdrawal from the organization by the member by providing a resignation in writing to the Secretary of the organization**
- c) **Conduct by a member which is detrimental to the operation, perception and reputation of the organization. This includes both direct and indirect actions by the member. Direct actions imply, among others, gross indiscipline and activities counter to the interests and objectives of the organization. Indirect actions imply, among others, unlawful activities such as fraud and criminal activities which might cause damage to the organization and bring it to disrepute.**
- d) **Any membership may be terminated by a vote of two-thirds majority of the Board of Directors or by a simple majority vote of the General Body Meeting.**

SECTION 8. BOARD OF DIRECTORS:

The Board of Directors shall consist of no more than 14 individuals, up to 12 of whom shall be elected by the membership at the Annual General Meeting, and up to 2 shall be appointed by the Board from amongst the voting representatives of its organizational members.

“ That a member of the Board of Directors shall not be eligible to apply for any paid job positions within the organization unless a minimum period of two years has lapsed since the date of leaving/resigning from the board”

SECTION 9. ELECTION:

Eligibility:

Members of at least three months standing shall be eligible for nomination to the Board. Every member of the organization of at least three months standing shall have one vote for each vacancy on the Board at the Annual General Meeting (AGM). See section 5 (Vote)

Any two members of the organization may submit in writing at the main office of India Rainbow, the name of another member consenting as a nominee to the Board 45 (forty five) days before the AGM, and no later. No further nominations shall be accepted after this.

Information describing the election process and Call for Nominations for the vacancy on the Board, shall be sent 60 (sixty) days before the AGM to all members who are eligible to vote.

The Board may, with assistance from its Nominations Committee, prepare a shortlist of nominees who, in the opinion of the Board, are most suitable for the vacancies on the Board. As a contingency provision for the possible event of withdrawal of one or more of Board's recommended primary nominees, additional Board approved nominees may be identified on this shortlist as 'alternate nominees.' Together, these two segments of the list shall constitute the Board's "slate" of nominees. An alternate nominee will automatically be substituted on the election ballot in place of the primary nominee who has withdrawn from election, and the substitution will be made in the order in which alternate nominees appear on the "slate".

Nominees who are not part of the "slate" but who nevertheless wish to seek election "others", can also have their name included on the ballot.

Skills Profile of all the nominees on the Board's "slate" and "others" shall be mailed to all eligible voting members 21 (twenty one) days before the AGM.

If there is an insufficient number of acceptable nominees at the time of the AGM, the Board shall give an undertaking at that time to fill any such vacancy during the ensuing year, in accordance with SECTION 14.

All nominees must consent in writing in advance to serve on the Board.

A current or former employee of the organization shall not be eligible for nomination to the Board of Directors unless a minimum period of two years has lapsed since the date of leaving the organization.

Responsibility:

Normally the outgoing Secretary shall have the responsibility for conducting the elections.

Scrutineers:

The Board shall approve two independent scrutineers for the purposes of verifying the ballots cast. A Candidate may appoint an independent scrutineer of his or her choice, in addition to those appointed by the Board of Directors.

SECTION 10. TENURE:

An elected director shall have a term of three years and shall not serve for more than two consecutive terms (six consecutive years). A director who has served two consecutive terms shall not be eligible for re-election until a further period of one term (three years) has elapsed. However, based on exceptional need of the organization, such a director may be invited by the Board to stand for election to serve on the Board for a period up to the next AGM. Such individuals may also be considered for filling vacancies during the year or mid-year and in this regard provisions of SECTION 14 shall apply.

SECTION 11. ROTATION:

At the first annual meeting of the organization, one-third of the Directors shall be elected to hold office for a term of three years, one-third for a term of two years, and one-third for a term of one year and at each successive annual meeting one-third of the Directors shall be elected to hold office for a term of three years to replace the retiring directors. The first rotation under this constitution will be done on a voluntary basis, or through a random draw.

SECTION 12. POWERS :

The property and affairs of the organization shall be governed by the Board of Directors. The Board shall have the powers to make, alter, amend and delete the By-Laws and regulations for its own government and change its officers and to fill any vacancy that may occur on the Board. Changes in By-Laws, regulations and appointments shall remain in effect until approved, modified or annulled at the next Annual General Meeting.

The directors shall declare conflicts of interest, refrain from participating and voting on matters that may involve conflict. Directors must sign the prescribed confidentiality form at the beginning of the term.

SECTION 13. TERMINATION :

Any director who does not attend three consecutive meetings of the Board or who has missed fifty percent of the meetings in any one year, shall automatically be terminated unless extenuating circumstance are given and approved by the Board for such non-attendance.

Section 7c & 7d applies in its full intent, spirit and import for removal of an individual from the position of a director

SECTION 14. VACANCIES :

Vacancies on the Board of Directors which were not filled at the AGM and new vacancies that occur after the AGM, may be filled through a formal process via the nominations committee of general notification to invite new nominations to fill the vacancies. Term of such directors shall expire at the next AGM.

SECTION 15. EX-OFFICIO DIRECTORS :

The immediate past President and the Executive Director of the organization shall be ex-officio members of the Board of Directors without the right to vote.

SECTION 16. GENERAL :

The officers of the organization shall be the President, the Vice-President, the Treasurer, the Secretary and the Joint-Secretary, and such other officers as the Board may appoint. The officers shall be elected by the Board annually from amongst themselves. No member of the Board shall hold the same office for more than two consecutive fiscal years.

SECTION 17. PRESIDENT :

The President shall be the Chief Executive Officer of the organization and shall, if present, preside at all meetings of the organization and the Board. He or she shall sign all instruments which require his or her signature and shall have the powers to perform the duties usually vested in the office of the President and shall have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors.

SECTION 18. VICE-PRESIDENT :

The Vice-President shall be vested with all powers and shall perform all duties of the President in the absence of, or as assigned by, the President.

SECTION 19. SECRETARY:

The Secretary shall upon request, issue or cause to be issued, notices for all meetings of the members and the Board of Directors when directed to do so; have charge of the Minute Book of the organization; sign with the President or other signing officer or officers of the organization such instruments as require his or her signature and shall perform such other duties as the term of his or her engagement call for or the Board of Directors may from time to time require of him or her. The outgoing Secretary shall be responsible to convene the first meeting of the incoming Board of Directors.

In case of a conflict that arises during an Annual General Meeting regarding the interpretation or application of any by-law or provisions of the constitution, the Secretary, after consulting with the board, shall have the ultimate authority to resolve any such conflicts.

SECTION 20. JOINT-SECRETARY:

The Joint-Secretary shall be vested with all powers and shall perform all the duties of the Secretary in the absence of the Secretary.

SECTION 21. TREASURER:

The Treasurer shall have such powers and perform such duties as are usually vested in the Office of the Treasurer and such other powers and duties as are assigned to him or her from time to time by the Board of Directors.

SECTION 22. GENERAL BODY:

a) The General Body shall elect the members of the Board of Directors of the organization at the Annual General Meeting.

SECTION 23. FINANCES:

FEES: The Board of Directors shall from time to time establish the dues payable by each class of membership in the organization.

SECTION 24. FISCAL YEAR:

The financial year of the organization shall be from the first day of the month of April to the thirty-first day of the month of March of the following year.

SECTION 25. BANKING:

Funds of the organization shall be deposited in the name of the organization. Withdrawals could be made by cheques signed by any two officers authorized by the Board of Directors each year.

SECTION 26. ANNUAL GENERAL MEETING:

a) The Annual General Meeting shall be held as laid down in the statutory provisions, soon after the end of the fiscal year but no later than twelve weeks after the close of the fiscal year, at a time, place and date to be determined by the Board. The members in good standing shall be informed of the AGM at least 21 calendar days before the meeting. At this meeting duly audited financial statements shall be presented. The financial statements shall also be available in the IRCS office

to any members desirous of obtaining them, seven calendar days before the date of the AGM.

b) At an AGM only matters approved by the board for the purpose of discussion at the AGM by way of an agenda including provision for any other related business that may duly arise, will be dealt with except in cases where a written request is made to discuss a matter in the AGM. Such a written request must be received by the Secretary not later than ten calendar days before the AGM.

SECTION 27. SPECIAL MEETINGS:

a) Other special meetings of the General Body may be called at any time by a decision of the Board or upon request in writing of not less than one-fifth of total membership or 25 members which ever is less. Such meetings shall be called within 30 calendar days after the receipt of the request. The Secretary shall notify all members 10 calendar days in advance of such a meeting and provide the agenda of the special business to be conducted.

b) Membership present at a General Body Meeting of the organization shall have the right to censure or pass a vote of no-confidence against any or all the members of the Board of Directors by a 3/4 majority. Written notice of such a motion must be received by the Secretary no later than ten calendar days before the date of the General Body Meeting in order that the Secretary may include it in the agenda for the GBM.

c) In the event of a no-confidence motion against the Board of Directors as a whole being carried, the members present at that meeting shall elect a new Board of Directors for the rest of the fiscal year.

SECTION 28. QUORUM:

The quorum at any meeting of members of the organization shall be twenty per cent of the total membership or 25 members whichever is less.

SECTION 29. VOTES:

At all meetings of members of the organization every question shall be determined by a majority of votes cast unless otherwise specifically provided by these By-Laws. In case of a tie, the chairperson of the meeting shall have the casting vote.

SECTION 30. MEETINGS OF DIRECTORS:

REGULAR MEETINGS:

The Directors shall meet generally once a month or at least once during two months unless otherwise determined by the Board of Directors.

SECTION 31. SPECIAL BOARD MEETINGS:

Special meetings of the Directors may be held at any time at the call of the President.

SECTION 32. NOTICE:

Notice of all regular monthly meetings of the Directors shall be delivered or mailed by the Secretary to each Director at least 5 days prior to the date of the meeting and notice of all special meetings shall be given in the same manner at least 24 hours prior to the time of the special meeting.

SECTION 33. QUORUM:

At least five directors or fifty percent of the total directors, whichever is greater, shall constitute a quorum for the transaction of business at any meeting of the Board. In this regard, if the total number of directors on the Board is an odd number, the fifty percent shall be rounded up for the purpose of calculating the quorum

SECTION 34. DECISION:

a) Unless otherwise specified, decision at a meeting of the Directors shall be taken by a simple majority of the votes cast and the person presiding at the meeting shall have a casting vote in case of a tie.

b) When considering proposals that could impact the organization in a major way, every effort shall be made by the Board to hold ample deliberations by the Board on the matter.

SECTION 35. OTHER COMMITTEES:

The Board may establish such committees with such powers and duties as it may determine from time to time.

SECTION 36. EX-OFFICIO COMMITTEE MEMBERS:

The President and the Executive Director shall be ex-officio member of all committees of the Board without the right to vote.

SECTION 37. MEETINGS:

Each committee shall meet at such times and places as the chairperson of the committee shall from time to time determine, and a majority of the committee shall constitute a quorum.

SECTION 38. CONFIRMATION BY BOARD OF DIRECTORS:

The recommendations of each committee shall be reported to the next regular meeting of the Board of Directors for confirmation or approval.

SECTION 39. SIGNATURE OF DOCUMENTS:

Contracts, documents or other instruments in writing requiring the signature of the organization shall be signed by any two of the President, the Vice-President, the Secretary or the Treasurer, provided, however, that the Board of Directors shall have powers from time to time by resolution to appoint persons on behalf of the organization to sign specific contracts, documents and instruments in writing.

SECTION 40. AMENDMENTS:

a) Amendments to the Constitution or the By-Laws shall be submitted in writing to the Secretary with the signatures of not less than three members of the Board of Directors or not less than ten members of the organization.

b) The Board of Directors shall consider the proposed amendments and make its recommendation to the General Body. All such proposed amendments shall be circulated among membership at least 15 calendar days prior to the Annual or Special General Meeting.

c) Modification in the form of amendments to the amendments may be presented from the floor.

d) This Constitution or the By-Laws shall not be altered, amended or repealed without an affirmative vote of at least two-thirds of the members present at an annual general or special meeting.

SECTION 41 . MISCELLANEOUS :

This organization shall not be dissolved without the vote of consent of three-fourths of the total number of members of the organization.

SECTION 42 . INDEMNITY OF DIRECTORS :

A Director from and after his or her election to office shall be indemnified and saved harmless out of the funds of the organization from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of duties of his or her office; and all other costs, charges or expenses which he or she sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her wilful neglect or default.

SECTION 43 .

For procedural clarifications, not covered by this Constitution, reference may be made to publications such as "Procedure at Meetings in Canada" by Arthur Beauchesue. Other references recommended for clarification are the "New Primer", by Marie Suthers or the "Law and Procedure of Meetings in Canada", by William Graham Craig.

SECTION 44 .

In these By-Laws and other By-Laws of the organization wherever the terms indicating the sex of the members are used, they shall mean to include both male and female.

PART B New By-Laws added to the Constitution June 1990.

1. A Housing Corporation may be formed by India Rainbow Community Services to provide and operate housing accommodation with or without any public space, recreational facilities and commercial space of buildings and appropriate for persons of low or modest income.

The Corporation may for the above objects:

- accept donations, gifts and legacies;
- Purchase, lease and otherwise acquire and hold, enjoy, manage, develop and improve lands and buildings and interests therein; and
- borrow money and issue securities and bonds.

The Corporation's business shall be carried on without the purpose of gain for its members and any profits or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duty.

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its organizations which carry on their work solely within Canada.

2. India Rainbow will give first and foremost attention to the settlement issues of first generation Canadians, as directed by the organization's Aims and Objectives in ARTICLE II

- In the above context, meeting the social and health needs of the elderly, who are less likely to be integrated, in the areas of "long term care" including visiting nurses, meals and homemaking, recreation and companionship, should be given priority.

- In the same context, programs that empower individuals developmentally and economically through cooperative activities such as production and sale of handicrafts, artifacts, foods and services could also be given priority similar to the priority stated above for the special needs of the elderly.