

P.O.Box 1003 STN M, Calgary, T2P 2K4

### SPECIAL RESOLUTION

We hereby certify that the following special resolution was passed was passed unanimously at a special meeting of the members of GUJARATI MANDAL OF CALGARY on December 19, 2024.

The by-laws were changed as follows:

- The existing by-laws are repealed.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

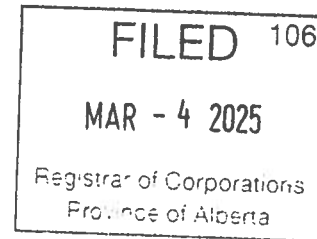
**Date: March 03, 2025**

**Place: Online Special General Meeting**

**Signature:**

**Name: Viral Gandhi**

**Title: President of Gujarati Mandal of Calgary.**



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# By-Laws of GUJARATI MANDAL OF CALGARY

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## NAME

1. The name of the organization, registered under the Societies Act (Alberta), is **GUJARATI MANDAL OF CALGARY**, hereinafter referred to as "**the Mandal**".

## MEMBERSHIP

2. Any person residing in Alberta, being of the full age of 18 years and intending to advance the objectives of the Mandal, can apply to become a member. Application for membership can be made online on the official Mandal's website, or by submitting a membership form to the Secretary of the Mandal, with required dues.
3. Memberships in the Mandal shall be from April 1 to March 31. The applicant shall be in good standing and free of any criminal records can apply for membership in the Society. A police check may be requested to support the application. All applications for new memberships, if acceptable, shall be approved by the Board within forty-five days of receipt of application.
4. The following membership categories are applicable (proof of age may be required):

Single	an adult individual being of full age of 18 years.
Family	a couple, including children under the age 18 years.
Student	an adult individual attending an educational institution full time.
Senior	an individual or couple over the age of 65 years. The spouse under the age of 65 years shall be considered a senior.
Life	see By-Law 5.
5. There will be no new Life Memberships in the Mandal upon adoption of these new By-Laws. Life members that were existing at the time of adoption of these By-Laws, shall retain their Life Memberships and privileges in accordance with the previous By-Laws.
6. Membership dues shall be determined by the members at an Annual or Special Meeting.
7. Memberships renewed on or before May 31 each year will receive a 50% discount. There will be no administrative fees or penalties applicable to membership dues for late renewals. Any member that has not renewed his or her membership by May 31 shall automatically be suspended from membership and shall thereafter be entitled to no membership privileges in the Mandal. The suspended member will be reinstated upon payment of membership dues anytime during the year.

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Registrar of Corporations  
Province of Alberta

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8. Any member wishing to withdraw from membership may do so upon a notice in writing to the Secretary of the Mandal. Any member, upon a majority vote of all members of the Mandal at a regular or special meeting, may be expelled from membership for any cause which the Mandal may deem reasonable. The members may determine a time limit after which the expelled member is eligible to re-apply for membership in the Mandal. No portion of membership dues are refundable. No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

### **ANNUAL OR SPECIAL MEETINGS OF MEMBERS**

9. The Mandal shall hold an Annual Meeting (also referred to as an Annual General Meeting) on or before March 31 in each year.
10. Notice of an Annual Meeting containing an agenda and items to be considered at the Annual Meeting shall be given to all members in writing and shall be delivered in the mail to the registered address or by electronic mail twenty-one calendar days prior to the date of the Annual Meeting.
11. At this Annual Meeting there shall be elected four Officers (President, Vice-President, Secretary and Treasurer) and up to seventeen Directors. The Officers elected shall also be Directors of the Mandal. The Officers and Directors so elected shall form a Board of Directors and shall hold office for a term of one year or until their successors are elected and installed.
12. Any vacancy occurring during the year can be filled by the Board upon approval of a majority of the Directors voting in favour of such an appointment. In the event the position of President becomes vacant, the Vice-President shall assume the role of the President. If the Vice-President is unable or unwilling to assume the role of the President, the Board shall call a General or Special Meeting within sixty days to elect a new President.
13. The office of a Director shall be vacated immediately,
- if the Director resigns office by written notice to the Mandal, which resignation shall be effective at the time it is received by the Mandal or at the time specified in the notice, whichever is later; or
  - if the Director dies; or
  - if the Director becomes bankrupt; or
  - if the Director is found to be incapable of managing property by a court in Canada; or
  - if the Director is convicted of a criminal offense by a court in Canada.
14. Any Director, upon a majority vote of all Directors, may be removed from office for any just cause which the Board may deem reasonable.

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15. In case of the absence of any Officer of the Mandal, or for any other reason that the Board may deem sufficient, the Board may at any time and from time-to-time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.
16. Any member in good standing and free of any criminal records shall be eligible to any office in the Mandal, or on the Advisory Council, or on any Committee of the Mandal. For the position of President, the candidate must have been a member in good standing for 1,065 days at the time of elections. For all other positions on the Board, the candidate must have been a member in good standing for 180 days at the time of elections. No member shall serve more than five consecutive terms on the Board. A member may be eligible for a position on the Board after three years have passed since the conclusion of such Board member's service.
17. General Meetings of the Mandal may be called at any time by the Secretary upon the instructions of the President or the Board or upon receipt of a petition signed by at least forty members in good standing, by notice in writing to the last known address of each member or by electronic mail, delivered twenty-one days prior to the date of such meeting. Notice of meeting shall contain an agenda and items to be considered at the General Meeting.
18. A Special Meeting shall be called by the Board, or upon receipt of a petition signed by at least forty members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member or by electronic mail, delivered fourteen days prior to the date of meeting.
19. In the event a public emergency, natural disaster or any other reason that makes the holding of an in-person meeting of the organization unlawful or impossible, the Society may conduct its meetings by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster; provided that the organization shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain as much as possible accessibility for all members, including those with disabilities and those who lack access to sophisticated technology tools. Any action that could be taken at an in-person meeting, including By-Laws amendments, may also be taken at a virtual meeting held pursuant to this clause but any action taken at any such virtual meeting shall be subject to ratification at the first regular meeting of the organization held after such virtual meeting. During a virtual meeting, all reasonable technology must be used to authenticate each individual who attends. Determination to hold a given meeting as virtual is by the Board.
20. The accidental omission to give any notice to any member, Director, member of a committee of the board, or the non-receipt of any notice by any such person where the Mandal has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

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### **BOARD OF DIRECTORS**

21. The Mandal shall be governed by its Board of Directors, which shall have all the rights, powers, privileges and limitations of liabilities of Directors. The Directors shall establish policies and procedures governing operations of the Mandal. The Board shall be obliged to implement the programs recommended by Strategic Planning Committee to the extent possible.
22. Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this By-Law. Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Mandal not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
23. If all the Directors of the Mandal consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
24. 60% of the Directors shall constitute a quorum for the meeting.
25. A simple majority (50% + 1) of Directors present is required for any motion to be passed at the Board meeting.

### **STRATEGIC PLANNING COMMITTEE**

26. The Board shall establish and maintain a Strategic Planning Committee, under the terms of reference established by the Board, of not less than three members in good standing that have been members of the Mandal for at least ten years. The Strategic Planning Committee will have a general mandate to research, develop, plan and strategize a long-term vision of the Mandal and recommend programs for the Board to implement to achieve the mission and objectives of the Mandal. The initial and maximum term of the members shall be for a period of ten years and as required, members can be nominated and appointed at any time by mutual consensus of the Board and the Committee.
27. In the event of all members of the Board of Directors resigning or vacating their respective positions in the Mandal, the Strategic Planning Committee shall assume the responsibilities of all operations and activities of the Mandal until such time that a new Board of Directors is elected and installed. The Strategic Planning Committee shall call a General or Special Meeting within sixty days to elect a new Board.

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28. The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. Appointees to any committee shall be members of the Mandal in good standing. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

### **ADVISORY COUNCIL**

29. An Advisory Council, consisting of up to nine members in good standing for not less than 180 days, may be created whose members shall be elected by the members of the Mandal annually, but who shall have no duties, voting privileges or obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. During the year, the Board may appoint members to serve on the Advisory Council, however, such appointees shall serve until a General or Special Meeting is called and their appointment is ratified by the members.
30. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Mandal by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting an appointment to the Advisory Council. Duties and terms of reference of the Advisory Council shall be set by the Board of Directors.

### **VOTING**

31. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the Mandal. Such votes must be made in person and not by proxy or otherwise.
32. Voting shall be by show of hands at the meeting, unless the majority of members present choose voting by ballot. Each adult member shall have one vote at the meeting.
33. Five percent (5%) of members in good standing shall constitute a quorum at any Annual or Special Meeting. A simple majority (50% + 1) of members present is required for any motion to be passed at the meeting, unless otherwise specified in these By-Laws.
34. If a quorum does not exist, the meeting shall be adjourned for one-half hour before reconvening. There must be at least twenty-five members present to hold a reconvened meeting. The decision made by 75% of the members present at the reconvened meeting shall be binding.
35. The adopted rules of order for the Mandal shall be the Robert's Rules of Order. In the absence of specific provisions in these By-Laws, the procedures laid down in the Robert's Rules of Order shall apply in all procedural matters.

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### **PRESIDENT (AND VICE-PRESIDENT)**

36. The President shall, when present, preside at all meetings of the Mandal and of the Board. The President shall have general superintendence and direction of all other Officers and Directors of the Mandal and see that their duties are properly performed. In his/her absence, the Vice-President shall preside at any such meetings. The President shall submit a report of the operations for the fiscal year to the members at the Annual Meetings. The President shall be ex-officio a member of all Committees. In the absence of both the President and the Vice-President, a chairperson may be elected at the meeting to preside at the meeting.

### **SECRETARY**

37. It shall be the duty of the Secretary to attend all meetings of the Mandal and of the Board, and to keep accurate minutes of all meetings. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Mandal and be under the direction of the President and the Board.
38. The Secretary shall also keep a record of all the members of the Mandal and their addresses including e-mail addresses where available and send notices of meetings as required; and collect and receive the annual dues or assessments levied by the Mandal. Such monies shall be promptly turned over to the Treasurer for deposit in a financial institution in Canada as required.

### **TREASURER**

39. The Treasurer shall receive all monies paid to the Mandal and be responsible for the deposit of same in whatever financial institution in Canada that the Board may order. He/she shall properly account for the funds of the Mandal and keep such books as directed by the Board.
40. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting financial statements, prepared in accordance with generally accepted accounting principles for not-for-profit organizations in Canada, duly audited, showing the financial position of the Mandal and submit a copy of such financial statements to the Secretary for the records of the Mandal.
41. The annual financial statements, audited by a qualified and licenced practicing accountant in Alberta, shall be made available to all members on the Mandal's official website fourteen days prior to the date of the Annual Meeting.

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### **AUDITING**

42. The financial year-end of the Mandal in each year shall be December 31.
43. The books, accounts and records of the Mandal shall be subject to an audit, at least once each year, by a qualified and licenced practicing accountant in Alberta. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Board at the Annual Meeting of the Mandal.
44. The books and records of the Mandal may be inspected by any member of the Mandal at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of such books and records. Each member of the Board shall at all times have access to such books and records.

### **FINANCE AND MANAGEMENT**

45. The banking business of the Mandal shall be transacted at a financial institution carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by resolution.
46. The President, Vice-President, Secretary and Treasurer shall be authorized signatories on all bank accounts. There shall be a minimum of two signatories required for all banking transactions, of which one of the signatories must be the President or the Vice-President.
47. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or other securities, as the Board may deem desirable.
48. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Mandal must be signed by two Officers (of which one of the signatories must be the President or the Vice-President), upon approval of the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
49. The Board may hire or contract administrative or professional staff or advisors it determines necessary for the execution of the Board's responsibilities. The remuneration of all such staff shall be determined by the Board of Directors.
50. Members serving on the Board, Advisory Council or any Committee of the Mandal shall do so in a voluntary capacity. No Officer, Director, Committee member or Advisory Council member shall directly or indirectly receive any remuneration or profit from occupying the position on the Board, Advisory Council or Committee or from providing services to the Mandal in another capacity. Directors, Officers, Advisory Council and Committee members may be reimbursed for reasonable expenses that they incur in their capacities. All expenses must be approved by the Board.



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### **BORROWINGS AND COMMITMENTS**

51. For the purpose of carrying out its objects, the Mandal may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Mandal, and in no case shall debentures be issued without the sanction of a special resolution of the Mandal. Any such borrowings shall require a 75% of members present to vote in favour.
52. The Board may not enter into capital funding or other financial commitments for which the Mandal may not have available funds or resources at the time of commitment, unless such commitments have been approved by a special resolution of the Mandal requiring 75% of members present to vote in favour.

### **CONFLICT OF INTEREST**

53. No elected, appointed or salaried personnel of the Mandal shall enter into any contract or any business transaction with the Mandal involving a personal pecuniary interest. No elected, appointed or salaried personnel of the Mandal shall use his special position with the Mandal to promote private pecuniary interests. Non-disclosure of personal pecuniary interest and conflicts of interest shall result in the removal of such person from his position and cancellation of such contract or transaction with the Mandal at the option of the Board. Non-disclosure shall result in the person being personally liable to the Mandal and to any third party concerned for any loss sustained by such act or business transaction. No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

### **DISPUTE RESOLUTION**

54. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Foundation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Foundation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Foundation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
  - a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Foundation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

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- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Foundation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

### **LIABILITY**

55. No Director, Officer or Committee member of the Mandal shall be liable for the acts, neglects or defaults of any other Director, Officer, Committee member or employee of the Mandal or for joining in any receipt or for any loss, damage or expense happening to the Mandal through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Mandal or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Mandal shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Mandal with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
- complied with the Act and the Mandal's articles and By-Laws; and
  - exercised their powers and discharged their duties in accordance with the Act.
56. The Mandal may purchase and maintain insurance on behalf of any person who is or was a member, Director, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Mandal would have the power or obligation to indemnify such person against such liability.

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### **CONFIDENTIALITY**

57. Directors, Officers, Advisory Council members or Committee members shall not discuss or disclose information about the Mandal or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Mandal's purposes or can reasonably be expected to benefit the Mandal. Directors shall use discretion and good business judgment in discussing the affairs of the Mandal with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Mandal, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting an appointment to the Board of Directors.

### **BY-LAWS**

58. The By-Laws may be rescinded, altered or added to by a Special Resolution at an Annual or Special Meeting. Any changes to the By-Laws must be notified to all members by notice in writing to the last known address of each member or by electronic mail, delivered twenty-one days prior to the date of such meeting. The proposed amendments to By-Laws must be made available to members on the Mandal's official website twenty-one days prior to the date of such meeting. The special resolution must be passed by the vote of not less than 75% of the members entitled to vote present, as specified in the Societies Act, Alberta.

### **EFFECTIVE DATE**

59. Subject to matters requiring a special resolution, these by-laws shall be effective when adopted by the Members.

### **DISSOLUTION**

60. In the event of dissolution of the Mandal, any distribution of the assets and properties remaining after payment of all outstanding liabilities, shall be made to one or more non-profit charitable organizations registered and in good standing in the Province of Alberta. Members of the Mandal are not entitled to receive any portion of the distributions. No action will be taken which contravenes the provisions of the Societies Act (Alberta) or any other regulatory body in Canada that the Mandal is obligated to comply with.