

CONSTITUTION

1. The purposes of the Association are:
 - a) To assist and promote social, cultural, educational, recreational and economic activities for the benefit of the community.
 - b) To purchase, lease, manage, or build/develop property or to invest monies of the Association not immediately required or borrow or raise money as the Association may think necessary or convenient in order to promote and meet its objectives.
 - c) To subscribe to, become a member of, and co-operate with other Associations whose objectives are altogether or in part similar to those of the Association.
 - d) To assist new immigrants in those areas as determined from time to time, by the Directors.
 - e) To grant loans, scholarships and bursaries for the sole benefit of members, their families and dependents.
 - f) To do all such lawful objects as are incidental or conducive to the attainment of the above objects directly or indirectly.
2. The operation of the Association will be chiefly carried out in the Lower Mainland area in the Province of British Columbia, Canada.
3. In the event of winding up or dissolution of the Association, any funds and assets of the Association remaining after the satisfaction of its debts and liabilities, may be distributed proportionate to the years of membership to the members of the Association in good standing at the time of winding up or dissolution or in such other way as may be determined by the members of the Association at the time of winding up or dissolution.
4. Clause 3, & 4 are unalterable in accordance with Section 22, of the Societies Act.

Goan Overseas Association

By-Laws Revised 2010

Article 1 – Membership

1. There shall be the following classes of members: -
 - a) Ordinary Member
 - b) Associate Member
 - c) Honorary Member
- a) **Ordinary Member**

Any person of Goan origin or the spouse or issue of a person of Goan origin whose placement of permanent residence is in Canada may apply to be an ordinary member of the Association provided such person is over eighteen years of age.

In this context, "Goan origin" shall mean:

 - i) Birth in Goa, India, or
 - ii) Descent from ancestors born in Goa, India.
- b) **Associate Member**
 - i) Any person not eligible for membership as an ordinary member may apply to be an associate member provided such person is over eighteen years of age.
 - ii) An Associate member shall not be entitled to vote or hold office as Director of the Association.
- c) **Honorary Member**
 - i) Any person who by virtue of his services to the Association is deserving of recognition by the Association may be admitted as an Honorary Member of the Association by resolution of the members at a general meeting.
 - ii) An Honorary Member shall not be entitled to vote or hold office as a Director of the Association.
 - iii) An Honorary Member shall not be required to pay any membership fees.
2. The number of non-voting members shall not exceed number of voting members.
3. The Directors shall have discretion to accept or reject any application for membership in the Association. The exercise of the said discretion is subject to review at any meeting of the members of the Association.
4. The enrollment fee payable in respect of an application for membership shall be Ten Dollars (\$10.00). No application shall be considered unless the requisite enrollment fee has been paid and a receipt to that effect has been issued.

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5. a) The membership fee shall be Fifteen Dollars (\$15.00) per year per Member. This fee is due on January 1st each year. The Directors shall from time to time determine the membership fee and the time when such fee shall be paid, subject to review by the members at a meeting of the members of the Association.
 - b) Upon application of any member, the directors may in their discretion permit such member to pay a reduced fee of Six Dollars (\$6.00) per year in any of the following cases:
 - i) Where the member is a non-resident within the jurisdiction of the Greater Vancouver Regional District or
 - ii) Where the member is over the age of sixty five (65) years or
 - iii) Where the member is a full-time student at any recognized educational institution over the age of 18 years and under the age of 25.
 - c) The Directors may permit a member in good standing of a sister Goan institution, to enjoy the privileges of the Association and to partake in its activities. The directors in their discretion shall decide which sister Goan institutions should be granted the privilege.
6. The subscribers to this Constitution and these By-Laws shall have the same rights and duties as any other ordinary member.
 7. It is the duty of each member, in order to remain in good standing in the Association, to comply with the By-Laws of the Association and pay when due the membership fee for the current year.

Article II - Termination of Membership

1. A member who desires to withdraw from membership in the Association may notify the Secretary in writing to that effect and on receipt of such notice; the member shall cease to be a member.
2. A member shall cease to be a member if he or she fails to pay the annual Membership within four months of the date due.
3. A member may be expelled by a resolution of the members passed in a meeting called for that purpose.
4. At a meeting described in Article II, Clause 3, a member has the right to speak on his or her behalf.
5. Any member who resigns, withdraws, or is expelled from the Association forthwith forfeits all right, claim, and interest arising from or associated with membership in the Association.

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Article III - Meetings of Members

1. The Annual Meeting shall be held within three (3) months of the end of the fiscal year in each year, at a place within the Province and on a day to be fixed by the Directors.
2. Every notice of an Annual, General or Special meeting of the Association shall state the nature of the business of the meeting and such notice shall be given to every member fourteen days before such general or special meeting. The Chair of the Board of Trustees shall be advised in writing.
3. Notice of any Annual, General or Special meeting shall be deemed to be given to every member if such notice is sent by post, electronically or delivered by hand, and in addition notice shall be deemed to be given to every member if a notice of the Annual, General or Special meeting is advertised in any newspaper circulating in the City of Vancouver or the Association's newsletter.
4. No error or omission in giving notice of any Annual, General or Special meeting or any such adjourned meeting invalidates such meeting or makes void any proceedings taken thereat.
5. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Association.
6. The Directors, or any two Directors, or ten percent of the membership, call a special meeting of the Association for any purpose.
7. Any persons calling a meeting of the membership of the Association pursuant to Article III, Clause 6, shall be responsible for the administration and preparation of the meeting.
8. The rules of procedure at an Annual, General or Special meeting shall be determined by the Directors, or if any member objects, then Roberts' Rule of Order shall apply.
9. A quorum for the transaction of business at any Annual, General or Special meeting of the Association shall be twenty five (25) members they appear on the membership rolls.
10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if not convened by the Directors, shall be dissolved; The Directors may then re-convene the meeting after a lapse of half an hour provided there are at least 20 members present.
11. For the purpose of the Association, "extraordinary resolution" means a resolution passed by a two-thirds majority of the members entitled to vote who are present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

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Article IV - Directors and Officers

1. Until otherwise determined by a general meeting, the number of Directors shall be ten. The names of the first Directors of the Association shall be determined by a majority of subscribers to this Constitution and these By-Laws. The Directors so determined shall all retire at the first annual meeting.
2.
 - a) The Directors of the Association shall be elected by the members of the Association at the Annual Meeting.
 - b) The elected Directors shall be divided into two equal groups each of which shall serve for a term of two years. The terms of office of these groups shall be staggered so that only one group comes up for re-election or replacement each year. Thereafter, as the term of each Director expires, a successor shall be elected by the Members of the Association for a term of two years.
 - c) Directors shall be eligible for re-election.
 - d) A member may submit his/her name for election as Director in advance of the Annual General Meeting or at the Meeting for any or a particular position of Director. Ballots will be cast if there is more than one candidate for any position.
3. Any vacancy in the Directors positions may be filled by appointment by the elected Directors.
4. Meetings of the Directors may be called by the President or two or more Directors
5. The management and the administration of the affairs of the Association shall be vested in the Directors. In addition to the powers and authority given by the By-Laws or otherwise expressly confirmed upon them by the members, the Directors may exercise all such powers of the Association and do all such acts on its behalf. The Directors shall have full power to make such rules and regulations, as they deem necessary, for the smooth and efficient operation of the Association, provided that such rules and regulations are not inconsistent with the Constitution of the Association and these By-Laws.
6. The Board of Directors is responsible for the hiring of any employees of the Association.
7. The Directors shall determine their own procedure at their meetings.
8. A majority of the Directors shall form a quorum for the transaction of business.
9. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of any equality of votes, the chairperson, in addition to his/her ordinary vote has a casting vote.

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10. A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
11. No Director shall receive remuneration from the Association for his or her duties unless such remuneration is approved by a majority vote of the members at a meeting of the members of the Association.
12. Directors shall cease to hold office upon their ceasing to be members of the Association.
13. Five per cent of the ordinary members, but in no case less than five ordinary members can require the Directors to call a special meeting of the members of the Association for the purpose of removing any Director and/or substituting a new member in that position.
14. Every Director is deemed to have assumed office on the express understanding and agreement and condition that every Director and his/her heirs, executors and administrators and estate and effects respectively, is from time to time and at all times indemnified and harmless out of the funds of the Association, from and against all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing made, done or permitted by him/her or by any other Director or Directors in or about the execution of the duties of his/her or their office and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs or expenses as are occasioned by his/her own willful neglect or default.
15. The Officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer, plus such other officers as may be determined at a meeting of the members of the Association. The AGM may choose to elect specific Director Positions or allow the Board to choose specific positions from within their elected Board.
16. The Officers of the Association shall be elected by the Directors from among the Directors at the first meeting except those who were elected at the Annual General Meeting for a particular position of Director.
17. The Secretary shall keep the records of the Association and shall perform such duties as may be delegated by the Directors.
18. The Treasurer shall be the custodian of the funds of the Association and, subject to the control of the Directors, shall pay any and all bills and also make available to the annual general meeting an accounting of all monies of the Association. The Treasurer with the President, or in the absence of the President with such other member or officer as may be designated by the Directors, may co-sign all cheques drawn on the funds of the Association.

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19. The President shall be the Chief Officer of the Association. The President shall, when present, preside at all meetings of the Association and of the Board of Directors.
20. The Vice-President shall generally assist the President and shall in the event of the absence or disability of the President, perform his duties and possess his authority.
21. The other officers of the Association, if any, shall perform such duties as is determined by the membership, and Directors can delegate duties and powers to the other officers of the Association that are not inconsistent with any resolution passed by the membership, or inconsistent with these By-Laws or the Societies Act.
22. Officers of the Association shall receive no remuneration in addition to that received by them as Directors of the Association.
23. Officers of the Association may be removed as officers by a majority vote of the Directors. Officers so removed shall remain members of the Board of Directors.

Article V - Borrowing & Investing

1. The Association shall have the power to borrow or raise or secure the payment of money in such manner as the Association shall think fit and without limiting the foregoing, the Association may issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Association's present or future property, and may purchase, redeem or pay off any such security.
2. i) The Executive may, when authorized by a duly constituted general meeting and supervised by the Board of Trustees, hold, purchase or take or lease any moveable or immoveable property and exchange, mortgage, lease or build upon the same with powers to alter and pull down buildings and rebuild.

Article VI - Auditors and Audits of the Accounts of the Association

1. The members shall at each annual meeting appoint an Auditor or Auditors to hold office until the close of the next annual meeting. Members at that meeting may set the remuneration if any of the Auditor.
2. If an Auditor is not appointed at an annual meeting, the Directors may appoint an Auditor of the Association for **that** current fiscal year **and may set the remuneration**.
3. The Directors shall present before the members of the Association at the annual meeting a financial statement showing the income and expenditure, assets and liabilities, of the Association during the preceding fiscal year; the said financial statement shall be signed by the President and Treasurer

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Article VII – The Seal

1. The seal of the Association shall be kept in the custody of the Secretary of the Association.
2. The seal of the Association shall not be affixed to any document or instrument unless authorized by the Directors and then only by and in the presence of two Directors or such officers as the Directors may authorize and such persons shall be authorized to affix the seal of the Association shall sign every instrument to which the seal is affixed in their presence.

Article VIII – Maintenance of Minutes and Other Books and Records

1. The Secretary or some other officer specially charged by the Directors with that duty shall see that the minutes of members' meetings and minutes of Directors' meetings, and all other necessary books and records of the Association required by the By-Laws of the Association or by any applicable Statute or laws are regularly and properly kept.

Article IX – Inspection of Records of the Association

1. The books and records of the Association shall be open to inspection by the members at all reasonable times at a time and place to be determined at the time of the request.

Article X – Altering By-Laws

1. The By-Laws of the Association may be amended at any general, special or annual meeting of the Association by an extraordinary resolution.
2. Notice to amend any By-Law or to introduce a new one shall be given in writing at a meeting of the Association previous to the meeting or circulated to the members seven days in advance of the meeting at which it is intended to be considered.

Article XI - Branch Societies

1. At any annual meeting or special meeting the members may by resolution set up a branch office consistent with the requirements of the Societies Act.

Article XII - Fines

1. Any member who is found by the Directors to have contravened any of the By-Laws of the Association may be subject to a five-dollar fine.

Article XIII – Fiscal Year

1. The fiscal year shall be January 1 to December 31 of the calendar year.

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Article XIV Board of Trustees

The Board of Directors of the G.O.A. is responsible for on-going administration of the Association. However, for dealing with issues that impact future of the organization, it is preferable to have a separate group of individuals, who can provide direction and advice on matters pertaining to the long term financial viability of the Association, as stated in No.8 below.

1. The Board of Trustees shall be elected from members in attendance at the AGM and will consist of:
 - a) Chair
 - b) Vice- Chair
 - c) Secretary
 - d) And the President of Association as an ex-officio non-voting member.
2. Members of the Board of Trustees shall be in good standing of the Association.
3. No remuneration shall be paid to any member of the Board of Trustees.
4. Spouses, their children or parents shall not serve simultaneously on the Board of Directors and the Board of Trustees during the same fiscal year.
5. The Chair, Vice Chair, Secretary of the Board of Trustees shall not be members of the Board of Directors or sub committees during their term of office.
6. Vacancies for any Trustee position shall be filled at a General meeting of the Association.
7. Any member of the Board of Trustees may be removed from office by a resolution passed to that effect at a General meeting convened for that purpose by a 2/3 majority vote of members present at that meeting.
8. Functions & Powers of the Board of Trustees:

Management of association assets including:

 - a. Ensuring all monies belonging to the Association are banked by the Directors in the name of the Association.
 - b. All funds accrued in excess of the amounts needed for the current expenses of the Association.

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- c. Monies received from the Board of Directors to be placed in an account in the name of the Association with a chartered trust company or chartered bank in the Province of British Columbia.
 - d. Administration of any other funds, bequests, or endowments that may be entrusted to the Association.
 - e. Disbursement of special funds to the Board of Directors as approved by the general body meetings of the Association.
 - f. In the event of dissolution of the GOA supervising proper custody of assets and facilitating authorized disbursements.
9. Duties of the Board of Trustees

Chair:

- (a) To call a meeting of the Board of Trustees at least once a year.
- (b) To preside at all the Board of Trustees meetings
- (c) To submit a report of the activities of the Board of Trustees to the annual general body meeting.

Vice Chair:

- (a) To assume the duties of the Chair in the event of the Chair's inability to perform his/her duties.
- (b) To assist the Chair and act for him/her when requested.

Secretary:

- (a) To record all minutes of the Board of Trustees meetings.
 - (b) To verify and maintain documentation of the assets of the Association for the purview of the Board of Trustees.
 - (c) To supervise the orderly transfer of office from the outgoing to the incoming Trustees.
10. Terms of office for Trustees will be:
- Chairperson: 3 year term
 - Vice-Chair: 2 year term
 - Secretary: 2 year term

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11 Authorization to sign Documents

All documents and contracts dealing with matters concerning the excess funds and trust funds of the Association shall be signed jointly by all three of the elected members of the Board of Trustees.