



மனிற்றோபா தமிழ் கலாச்சாரக்கழகம்

TAMIL CULTURAL SOCIETY OF MANITOBA

# Articles of Incorporation

(May 25 1983)

And

# By-Laws

(December 10, 1989)

TCSM BY-LAW



FOR DEPARTMENTAL USE ONLY  
Corporation No. - 62454



THE CORPORATIONS ACT  
**CERTIFICATE**

THIS IS TO CERTIFY THAT THESE ARTICLES  
ARE EFFECTIVE ON

MAY 25 1983

*[Signature]*  
Director, Corporations Branch

THE CORPORATIONS ACT  
ARTICLES OF INCORPORATION  
(without share capital)

FOI

1 - Name of Corporation  
TAMIL CULTURAL SOCIETY OF MANITOBA INC.

2 - The address in full of the registered office (include postal code)  
268 ST. MARTIN BLVD, WINNIPEG MANITOBA R2C 3X8

3 - Number (or minimum and maximum number) of directors  
THREE

Name in full	Address in full (include postal code)
(1) CHELSEA SOCKALINGAM	289 ALBANY STREET R3J 2 WPG. MAN.
(2) SELVADURAI SIVANANTHAN	268 ST. MARTIN BLVD, WINNIPEG, MAN. R2C 3X8
(3) MRS JEYAMANI SANMUGANATHAN	219 HAZELWOOD AVE. WINNIPEG MAN R2M 1R1

5 - The undertaking of the corporation is restricted to the following  
PROMOTION OF RECREATION AND CULTURAL ACTIVITIES  
AMONG TAMIL ETHNIC GROUP

MG-1640

7 - The corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking.  
8 - Each first director named herein becomes a member of the corporation upon incorporation.

9 - Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain  
268 ST MARTIN BLVD, WINNIPEG R2C 3X8

10 - I have satisfied myself that the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.

Name in full	Address in full (include postal code)	Signature
CHELSEA SOCKALINGAM	289 ALBANY ST. WINNIPEG MAN R3J 2	<i>[Signature]</i>
SELVADURAI SIVANANTHAN	268 ST. MARTIN BLVD, WINNIPEG MAN. R2C 3X8	S. Sivananthan
(3) MRS. J. SANMUGANATHAN	219 HAZELWOOD AVE WPG MAN R2M 4W1	MRS. J. Sanmuganath

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. A minimum of 3 directors is required for incorporation. State the full civic address in paragraphs 2, 4 and 11 - a P.O. box number alone is not acceptable.

# THE TAMIL CULTURAL SOCIETY OF MANITOBA INC.

## BY-LAWS

### Section I. NAME

1. The name of the organization shall be the  
“Tamil Cultural Society of Manitoba Inc.”

### Section II. LEGAL- STATUS

2. The Society is a non-profit and non-political self-governing organization.

### Section III. OBJECTS AND PRINCIPLES

The objects and principles contained in the following sub-section shall guide the making of all decisions and governance of the Society.

3. The Society shall promote the cultural activities and well-being of Tamil culture group living in Manitoba as follows:
  - (a) to promote learning of Tamil to Tamil children and others who are interested in the Tamil language.
  - (b) to promote Tamil cultural activities such as music, dance, drama, etc.
  - (c) to promote awareness of Tamil culture to other cultural groups through group participation and organizing cultural activities.
  - (d) to promote religious activities.
  - (e) to promote activities among its members leading to well-being of newcomers (Tamil origin) to Canada, and to assist in their settlement. Any monetary expense to the Society should be arrived by special resolution.
  - (f) to promote the upgrading of linguistic, technical, administrative and other skills.
  - (g) to promote activities in helping refugees of Tamil origin in any part of the world.

Section IV.

**MEMBERSHIP**

4. Admissions.

All Tamils living in Manitoba, others interested in Tamil culture, and of 18 years of age, are entitled for membership. No eligible person shall become a member of the Society until he pays the membership fees and his application is accepted by the Board.

5. Membership Fees.

Membership fees and dues shall be paid to the treasurer. Such fees and dues shall be proposed by the Board from time to time and approved by the members at a general meeting of the Society. Senior citizens shall pay half of the approved membership fee.

6. Vote.

Every member in good standing shall be entitled to one vote in person and no proxy.

7. Suspension / termination of Membership.

(a) Any member may terminate his membership voluntarily in writing to the Secretary, and the member shall be requested to settle the fees and dues in full.

(b) Any member who fails to renew his membership within the time prescribed by the Board shall automatically cease to be a member of the Society.

(c) Board of Directors may suspend any member who does not conform to the constitution or the bylaws, or may recommend termination of membership to the General body. Such an act shall be notified in writing to the member by the secretary.

(d) The suspension of membership shall be reported to the members within one month of the Board's decision.

Section V.

**BUSINESS**

8. Office.

A registered office shall be established by the Society in Winnipeg.

9. Society Seal.

Society seal shall be in the form impressed and this shall be in the custody of the secretary.

10. Financial Year.

Financial year shall end March 31<sup>st</sup> of each year.

11. Execution of Instruments and Documents.

All instruments and documents shall be signed by President and Secretary/ Treasurer, and the Secretary may affix the Society Seal to any instrument or document requiring the same.

12. Banking.

(a) All moneys received by the Society shall be deposited to the credit of the Society in such bank as approved by the Board.

(b) No money shall be drawn from the account except in pursuance of a resolution adopted at a meeting of the Board, and the withdrawals shall be signed jointly by Treasurer, Secretary and President.

13. Funds.

Society receives funds by:

(a) collection of membership fees.

(b) contributions from members.

(c) donations from non-members.

(d) from fund-raising campaigns, concerts, contests, benefit cinema shows, entertainment and sport activities, fairs, dinners and other live functions, garments and supplies, collections, jumble sales and such other activities.

(e) funds may be borrowed by the society. Such borrowing shall be approved by a special resolution.

14. Financial Assistance or Grant.

Any financial assistance or grant received from Federal/ Provincial Government or other sources, shall be used for the specific purpose indicated by the donor.

Section VI.

**THE BOARD OF DIRECTORS**

15. The executive authority of the Society shall be vested in the Board of Directors.
16. Ordinary members in good standing shall be eligible to hold office on the Board provided they had been members of the Society for more than three months.
17. (a) The Board of Directors shall consist of nine officers of the Society and shall be the supreme instrument.  
  
(b) Seven of the nine officers shall be elected at the annual general meeting and the remaining two shall be appointed by the outgoing Board from among its nine members.  
  
(c) The following seven officers shall be elected at the annual general meeting.  
(1) The President.                      (2) Vice President    (3) Secretary  
(4) Asst. Secretary                      (5) Treasurer  
(6) and (7) Two Board Members.  
  
In the event of the outgoing board appointees elected to any of the above posts, the general body shall elect the additional Board members to make the total to nine officers. However, no member shall be appointed consecutively for more than two years.  
  
d). The board shall decide before the annual general meeting the name of officers, who shall go out of office according to the provisions made herein.
18. The Board, so elected, shall meet immediately after the annual general meeting.
  - (a) arrangements shall be made to take over books and documents from the outgoing board.
  - (b) List of books and documents shall be made at the takeover, with a copy to the outgoing Board.
19. A meeting of the Board may be called at any time by the secretary on the direction of the President, or on the direction of any four members of the Board. The Board members shall be given 7 days notice in writing or by phone.

20. The quorum for the Board meeting shall be five. If, on the day appointed for holding any meeting there shall not be five members present, within half an hour of the appointed time, no business shall be transacted and the meeting shall be adjourned to a day of which the secretary shall give notice, including the time and place.
21. The decision of the Board shall be in the form of resolutions and passed by a majority vote of those present unless otherwise prescribed.
22. The Board shall manage the business of the Society and shall carry out the policies and directives established at meetings of members. The power of the Board may be exercised by resolution passed at a meeting or by resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy on the Board, the remaining directors may exercise all the power of the Board as long as a quorum remain in office.
23. The elected officers of the Board shall hold office during good behaviour for a period as specified in this constitution. The outgoing officers shall be eligible for re-election. In the event of vacancy in the board occurring before the expiry of its term, the Board shall appoint an officer from within the members in good standing of the Society to fill vacancy for the remainder of the term, but if the posts of president, secretary or treasurer falls vacant more than three months before the expiry of the term, then a general meeting shall be called for election to fill such vacancy.
24. The office of the officer shall become vacant:
  - (a) On the demise of the officer, or
  - (b) The officer tendering his resignation in writing to the president/secretary and the Board accepting his resignation, or
  - (c) The members, passing a resolution of no-confidence against the office for his removal, at a general meeting.
  - (d) On the Board passing a resolution of removal of a director who fails to attend three consecutive meetings of the board without reasonable cause.
25. No meeting of the Board shall begin without the endorsement of the minutes of the previous meeting, presented by the secretary.
26. All or any officers of the Board shall hold office during good behaviour, for a

term as specified in the constitution, but may be removed by the Society by a special resolution.

27. A notice to introduce a motion to remove an officer shall be given in writing to the secretary/president with reasons for such motion signed by a proposer and one-third of members, provided that they are all members in good standing. On receipt of such motion the secretary shall convene an emergency board meeting within seven days and on the advice of the Board he shall convene a meeting of the Society within thirty days to present the motion. The officer concerned should be given the right to speak on, or to be represented.
28. (a) The Board may appoint any sub-committee comprised of at least one director and two members of the Society as the Board may determine, and delegate to such sub-committee with any specific task of activities.
  - (b) The sub-committee shall be chaired by a board member.
  - (c) The assistant secretary shall maintain a record of all proceedings of the sub-committee in a book called "Sub-committee Minutes Book".
29. No officer elected by the Society and appointed by the Board shall receive any remuneration excepting reasonable reimbursement of expenses incurred in the performance of their duties. All such reimbursements shall get prior approval of the Board.
30. President.
  - (a) The president shall be responsible for chairing all meetings of the Board and the Society.
  - (b) The president shall pursue and be the contact person for future activities of the Society.
  - (c) The President shall be the official spokesperson for the Society in dealing with government agencies and other organizations.
31. Vice-President.
  - (a) Vice President shall be responsible for religious and prayer activities.
  - (b) The vice-president shall chair all meetings in the absence of the president.

32. Secretary.

- (a) The secretary shall be responsible to convene the meetings of the Society and the Board, subject to the provisions of the Constitution of the Society.
- (b) A book called “The Members Register” Shall be kept by the secretary in which shall be entered the name and address in full of each member, and the date of his admission as a member. Any change of address by a member shall be promptly notified by the members to the secretary.
- (c) The secretary shall maintain a record of all proceedings of the Board in a book called “The Minutes Book of the Board of Directors”, which shall be made available for inspection solely by members of the Board.
- (d) the secretary shall maintain a record of all proceedings of the meeting of the Society in a book called “The Minutes Book of the Society”, which shall be made available for inspection by members in good standing of the Society.
- (e) The secretary shall perform other duties as assigned by the Board.

33. Treasurer.

- (a) The treasurer shall be responsible for the collections of all moneys including the membership fees.
- (b) The treasurer shall be responsible for maintaining accounts of all disbursements of funds.
- (c) The treasurer, with the consultation of the Board, shall be responsible for the preparation of the audited financial statement of accounts of the Society to the members at every annual general meeting of the Society.
- (d) The treasurer shall present monthly financial statement of accounts to the Board for their examination and approval.

34. Assistant secretary.

- (a) Assistant secretary shall act for secretary in the absence of the secretary.
- (b) Assistant secretary shall assist secretary to maintain and up-to-date list of members, giving their full names, addresses and phone numbers.

(c) Assistant secretary shall act as secretary to all sub-committees appointed by the Board.

(d) The Board shall authorize the assistant secretary of any duties other than those specified to the secretary or treasurer in the constitution.

35. Books and Documents.

The secretary shall maintain a record of all books and documents of the Society, copy of which shall be in the custody of the President.

Section VII.

**GENERAL MEETINGS**

36. The meeting of the Society shall be held at a public place as the Board may resolve.

The annual general meeting shall be held on a date in May which the Board shall determine.

37. (a) The meeting of the society may be called at any time by the secretary, with the consultation or on the direction of the Board, or on any written request by more than half the total number of Board members, and a meeting may be called at a shorter notice than that prescribed for meetings generally if so directed by the Board.

(b) The secretary shall give, unless otherwise prescribed, twenty-one days' notice for any meeting other than an Annual General Meeting and twenty-eight days for the latter.

38. (a) A meeting shall be called by the secretary in consultation with the Board when he receives a notice of written request signed by a proposer and one-third of the members in good standing. On receipt of such notice the secretary shall call a meeting within thirty days.

(b) One-third of total membership in good standing of the Society, shall constitute a quorum of any meeting of the Society, unless otherwise stated in this constitution. However, if any meeting adjourned for what of quorum, the quorum for the adjourned meeting shall be one-fourth of the membership except meetings summoned for purpose of special resolution.

(c) If on the day appointed for holding any meeting there is an absence of a quorum, no business shall be transacted and the President shall declare the meeting adjourned to a date of which secretary shall give notice, including the time and place.

(d) The President, or in his absence, the Vice-president, shall be the chairman at all meetings, and in the absence of both, any members shall be elected as the chairman of the meetings.

39. (a) All motions and resolutions are deemed to be passed by the Society unless prescribed otherwise when the majority of members in good standing at the meeting vote for it.
- (b) Any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded, or provided herein, and the result of the vote so taken shall be the decision of the members upon the said question. In the event of a tie, a second vote shall be tried and if tie remains, motions shall be dropped.
- (c) Election of Directors to the Board shall be by ballot.
40. The meeting shall be conducted in Tamil and English translation will be provided if required.
41. The ruling of the chairman on the procedural matters shall be respected by each member. However, the ruling of chairman may be challenged immediately after the ruling and this should be referred to the members for a decisions.
42. A record of all proceedings of meeting of the Society shall be maintained in the minutes book of the Society endorsed by the president and presented by the secretary at the next meeting.
43. The annual general meeting shall be held within two months from the end of the financial year.
44. An audited annual financial statement of accounts, together with the Auditor's report, shall be presented at each annual general meeting and after approval by the general body; they shall be signed by the president of the meeting and filed by the treasurer.
45. An auditor shall be appointed at every annual general meeting, failing which the Board shall appoint or re-appoint an auditor to audit the accounts of the Society.

Section VIII.

46. Indemnity: -- The society will reimburse any director or officer for any financial liability incurred or sustained by them arising out of their duty to the Society unless such financial liability was sustained as a result of their own wilful neglect, default or fraud, or other criminal conduct.

47. Amendments to the constitution: The By-Laws but winding up rule of the Society may be amended from time to time by the special resolution.

48. Interpretation

In this constitution:

- |   |  |
|---|--|
| (a) Society or Association                    | means the Tamil Cultural Society of Manitoba   |
| (b) Board                                     | means the Board of Directors of the Society  |
| (c) President                                 | means the President of the Board   |
| (d) Vice- President                           | means the Vice-President of the Board  |
| (e) Secretary                                 | means the Secretary of the Board   |
| (f) Assistant Secretary                       | means the Assistant Secretary to the Board   |
| (g) Treasurer                                 | means the Treasurer of the Board   |
| (h) Member                                    | means a member of the Society  |
| (i) Member in good standing<br>or termination | means a member of the Society who is not in arrears<br>of any dues , and is not currently under suspension |
| (j) Tamils                                    | means Tamil-speaking people or people of Tamil<br>descent  |
| (k) Officer                                   | means a member of the Board  |

(l) Unless otherwise prescribed by the Constitution, the singular shall include the plural; the masculine shall include the feminine, and vice-versa, in both these instances.

(m) Special Resolution Special Resolution means the resolution adopted at a general meeting of the Society by more than half of membership in good standing, provided the meeting summoned for this specific purpose giving a minimum of twenty-one days written notice to all members of the Society.

(n) Quorum Minimum required to be present to have a valid meeting

(o) Financial Liability Includes any action, costs, charges, losses, damages and expenses.

(p) Proxy A person appointed to vote for another who is not present.

49. Winding Up. Members of the Association do not have and cannot have any personal interest in the Association's property. If the Association is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to registered charitable organization whose purposes are most similar to those of the Associations at the time. The substance of this rule may not be changed by and later amendment nor May this rule be repealed.

The above By-laws adopted by members  
on the special general meeting held on  
Dec 10<sup>th</sup> 1989.

Handwritten Signature  
President  
V. NADARAJAH

Handwritten Signature  
Secretary  
S. SATHANARAYAN

Handwritten Signature  
Treasurer  
S. NANTHAKUMAR.

TCSM