

DESHANTARI - OF OTTAWA-CARLETON IN TRUST  
THE TRUST DOCUMENT AND BY-LAWS

## DESHANTARI - OF OTTAWA-CARLETON IN TRUST

### BY- LAWS

#### ARTICLE I: NAME

For the purpose of this By-laws, this Organization shall be known as:

DESHANTARI - OF OTTAWA-CARLETON IN TRUST and shall hereinafter be referred to as "the Trust".

#### ARTICLE II: HEAD-OFFICE

The Head-office of the Trust shall be in the Regional Municipality of Ottawa-Carleton in the Province of Ontario, and at such place therein as the Board of Trustees from time to time determine.

#### ARTICLE III: AIMS AND OBJECTIVES

The aims and objectives of the Trust shall be:

- i) Organizing religious events, and classes to teach religions and Bengali language;
- ii) Holding seminars, workshops and lectures with the aim of disseminating information on religion and Bengali literature;
- iii) Providing a library service in religious books, Bengali books, periodicals and audio-visual aids; and
- iv) To raise funds without racial, cultural or religious considerations for hospitals, schools, orphanages and agencies and organizations, that are qualified donees, devoted to the welfare of needy children and adults.

#### ARTICLE IV: AREA OF JURISDICTION

The area of jurisdiction of the Trust shall be the National Capital Region of Canada.

#### ARTICLE I: MEMBERSHIP

SECTION 01 All persons residing in or conducting business in the area of jurisdiction of the Trust who subscribe to the By-laws shall be eligible for membership of the Trust.

SECTION 02 There shall be four classes of membership in the Trust: Honorary Membership, Family Membership, Individual Membership, and Student Membership.

HONORARY MEMBERSHIP: Any person who has given distinguished service to the Trust or its area of jurisdiction may, by resolution of the General Body, be elected an Honorary Member of the Trust for any specified period or for life and shall be exempt from the payment of annual dues. An Honorary Member shall not be eligible for office, and shall have no vote in the business affairs of the Trust but he/she shall have all other privileges of the active member of the Trust.

FAMILY MEMBERSHIP: Any family who applies and is accepted by the Board of Trustees by simple majority, and pays the annual dues established at the Annual General Meeting shall be member of the Trust for the period prescribed for the dues so paid.

For the purpose of this By-law, a family is defined as the husband and wife and their dependents.

INDIVIDUAL MEMBERSHIP: Any individual who applies and is accepted by the Board of Trustees by simple majority, and pays the annual dues established at the Annual General Meeting shall be member of the Trust for the period prescribed for the dues so paid.

STUDENT MEMBERSHIP: Any full-time student in school or university, not dependent upon father and/or mother for living, and who applies and is accepted by the Board of Trustees by simple majority, and pays the annual dues established at the Annual General Meeting shall be member of the Trust for the period prescribed for the dues so paid.

SECTION 03 Prospective members shall fill-out membership forms as may be prescribed by the Board of Trustees.

SECTION 04 Any member may withdraw from the Trust by delivering to the Trust a written resignation and lodging a copy of the same with the Secretary of the Trust.

SECTION 05 Non-payment of annual dues, where applicable, shall automatically result in the termination of membership and the person in default shall not have the right to vote or participate in elections and to offer himself/herself for positions on the Board of Trustees. Such a person shall be considered as member not in good standing. The member shall, however, be reinstated provided the prescribed dues are paid in full for the whole fiscal year.

Membership shall run from January First (1st) to December thirty-first (31st) of each calendar year.

## ARTICLE II: THE BOARD OF TRUSTEES

SECTION 06 The management and operation of the Trust shall be vested in the Board of Trustees consisting of the following nine elected members and two ex-officio members:

President, Vice-President, Secretary, Treasurer, four (4) members-at-large, and an additional member who shall be directly responsible for operating the Bengali Language School Committee as specified in Article V, Section 21 of the By-laws .

Immediate Past-President and Past-Treasurer shall be ex-officio members of the Board of Trustees with full voting rights.

SECTION 07 The members of the Board of Trustees, except ex-officio members, shall be elected from the paid-up membership of the Trust by majority vote at the Annual General Meeting, which shall be held before March Thirty-first (31st).

SECTION 08 No member shall serve for more than two (2) consecutive terms in the same office, except as member-at-large.

SECTION 09 The term of office for the Board of Trustees shall be one (1) year commencing on the day following the Annual General Meeting until the end of the next Annual General Meeting.

SECTION 10 The quorum for the board of Trustees meetings shall be six (6) members in attendance.

SECTION 11 In the event an office of the Trust, other than that of the Chairperson of the Bengali language School, becomes vacant for any reason, the President in consultation with the Board of Trustees may assign duties of that office to any member of the Trust until such time as the vacancy can be filled through an election. Such a person shall be elected only for the remainder of the unexpired term of the office whom he/she replaces.

In the event of vacancy, the position of the Chairperson of the Bengali Language School shall be filled as specified in Article V of the By-laws .

SECTION 12 The Board of Trustees may appoint special sub-committee(s) to assist the Board of Trustees in fulfilling its mandate, as and when deemed necessary.

SECTION 13 If an elected member of the Board of Trustees has failed to attend three consecutive meetings of the Board of Trustees without reasons satisfactory to the remaining members of the Board of Trustees, he/she may by resolution of the Board of Trustees be removed with or without prior notice to such individual.

SECTION 14 The Board of Trustees shall meet to transact business of the Trust on the call of the President, or upon request, verbal or written, directed to the President by at least six (6) members of the Board of Trustees. The notice for such a meeting shall be given at least three (3) days prior to holding the meeting.

SECTION 15 The members of the Board of Trustees shall serve without remuneration and no member shall directly or indirectly receive any profit from his/her position in the Board of Trustees.

SECTION 16 The Board of Trustees shall take such steps as may be required to enable the Trustee to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objectives of the Trust.

SECTION 17 Every member of the Board of Trustees is in a fiduciary relation with the Trust and is under an obligation to act in the utmost good faith towards the Trust in his/her dealings with it or on its behalf. The Trust is to carry on its operations without pecuniary gains to its members and any profits or other accretions to the Trust are to be used in promoting its Aims and Objectives.

### ARTICLE III: DUTIES OF OFFICERS

PRESIDENT: The President shall preside, if present, at all meetings of the Trust and of the Board of Trustees. He/she shall sign all instruments requiring his/her signatures and shall perform all duties incident to his/her office and shall have such other powers and duties as may from time to time be assigned to him/her by the Board of Trustees and/or the general membership of the Trust. The President shall have a casting vote in the proceedings of the Board of Trustees.

VICE-PRESIDENT: The Vice-President shall preside over the meetings of the Trust and the Board of Trustees when the President is absent from such meetings. Such Vice-President shall perform all the duties of the President and assume his/her powers during the latter's absence or inability to perform his/her duties or exercise his/her powers. In the event that neither the President nor the Vice-President is present at a meeting of the Trust or the Board of Trustees, the members present, if they constitute a quorum, may elect one of their members to preside.

SECRETARY: The Secretary shall be responsible for keeping the minutes of the Trust and the Board of Trustees; shall attend to the giving and serving of all notices on behalf of the Board of Director; shall have charge of the minute books, correspondence files and related materials; and, shall perform such other 'duties as may be prescribed by the Board of Trustees. If considered necessary, the Secretary may be assisted in the performance of his/her duties by one of the members-at-large.

TREASURER: The Treasurer shall be responsible for the custody of all funds and securities of the Trust and shall deposit them in the name of the Trust in such bank or banks or with such depository or depositories as the Board of Trustees may from time to time direct; shall maintain account books as required by good accounting practices; shall exhibit such books and accounts to the Board of Trustees, if and when required; shall sign or countersign such instruments requiring his/her signatures; shall, at the Annual General Meeting, submit a statement of the Trust's financial condition duly audited and certified by an auditor; and, shall perform all duties incident or that are properly required of him/her by the Board of Trustees.

MEMBERS-AT-LARGE: The members-at-large shall perform duties as prescribed and required by the Board of Trustees.

CHAIRPERSON OF THE BENGALI LANGUAGE SCHOOL: The Chairperson of the Bengali Language School shall perform primarily those duties related to the operation of the Bengali Language School as specified in Article V, Section 21 of the By-laws.

#### ARTICLE IV: RESIGNATION, EXPULSION OR SUSPENSION

SECTION 18 RESIGNATION: Any member of the Board of Trustees may resign at any time by giving written notice to the Board of Trustees. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance thereof shall not be necessary to make it effective.

SECTION 19 EXPULSION OR SUSPENSION: The Board of Trustees shall have the power, by a two-thirds (2/3) vote of the Board of Directors, to suspend or expel any member for conduct prejudicial to the interest of the Trust, provided that any such member shall have received at least thirty (30) days' notice of the time and place of a hearing by the Board of Trustees upon any charges of such conduct, together with a copy of the charges against such member, at which hearing such member shall have an appropriate opportunity to be heard.

#### ARTICLE V: SPECIAL COMMITTEES

SECTION 20 Special Committees shall include, but not be limited to the Bengali Language School Committee and the Durga Puja Committee.

SECTION 21 BENGALI LANGUAGE SCHOOL COMMITTEE, hereinafter referred to as the "School Committee ".

- (i) The School Committee shall comprise of the Chairperson, Vice-Chairperson, Secretary, Treasurer and one (1) member-at-large.
- (ii) The Chairperson shall be elected along with the other members of the Board of Directors of the Trust as specified in Articles II and VI of the By-laws. He/she shall have the primary responsibility in the Board of Trustees to

operate the Bengali Language School, hereinafter referred to as "the School", on behalf of the Trust.

- (iii) The member-at-large shall be the immediate Past-Chairperson of the School Committee.
- (iv) The remaining three (3) members of the School Committee shall be chosen by lot at the Annual General Meeting as specified in Article VI of the By-laws.
- (v) The five (5) members of the School Committee, thus formed, shall allocate responsibilities for the positions of Vice-Chairperson, Secretary and Treasurer to the three (3) members chosen by lot.
- (vi) Term of office for all positions in the School Committee shall be one (1) year as specified for the Board of Trustees of the Trust in Article II of the By-laws.
- (vii) In the event a position in the School Committee becomes vacant for any reason, the remaining members of this Committee may assign duties of that position to any member of the Trust nominated for a position in the School Committee at the Annual General Meeting. In case such a person is not available, the School Committee shall fill the vacancy by appointing any person from the general membership of the Trust. Such a person shall hold the position only for the remaining part of the unexpired term of the office whom he/she replaces.
- (viii) The School Committee shall appoint special subcommittees including parents and teachers subcommittees to assist in fulfilling its mandate, as and when deemed necessary.
- (ix) The responsibility of the School Committee shall be:
  - a) planning, organizing and executing the operation of the school in consultation with parents and teachers
  - b) raising funds, and applying for grants for the specific purpose of meeting the financial needs of the school in consultation with the Board *Of* Trustees.
- (x) The School Committee shall submit a statement of income and expenditures for the fiscal year ending December thirty-first (31st) of each year to the Board of Trustees by January thirty-first (31st) of the ensuing year.
- (xi) The School Committee shall be directly responsible to the Board of Trustees of the Trust.

## SECTION 22

### DURGA PUJA COMMITTEE

- (i) The Durga Puja Committee shall comprise of ten (10) members of the Trust, nine (9) of whom shall be nominated at the Annual General Meeting as specified in Article VI of the By-laws. A member of the Board of Trustees of the Trust shall act as a coordinator of the Durga Puja Committee thus formed shall allocate responsibility among themselves for the positions of Secretary and Treasurer.

- (ii) The Durga Puja Committee may appoint special subcommittee(s) from the general membership *Of* the Trust as and when deemed necessary.
- (iii) No members of the special sub-committee(s) shall be a member of the Puja Committee.
- (iv) Term of office of the members of this Committee shall be decided by the Board of Trustees of the Trust.
- (v) The responsibilities of this Committee shall be limited to raising funds for Durga Puja celebrations; to plan, organize and execute religious activities strictly related to the Durga Puja celebrations.
- (vi) The Durga Puja Committee shall submit a statement of income and expenditures to the Board of Trustees by January thirty-first (31st) of the ensuing year.

SECTION 23      OTHER COMMITTEES

The Board of Trustees may appoint such additional Committees as may be needed to carry out the functions of the Trust.

ARTICLE VI:      NOMINATION AND ELECTION PROCEDURE

SECTION 24      NOMINATION AND ELECTION COMMITTEE

- (i) At least one (1) month prior to the Annual General Meeting, the Board of Trustees shall appoint a Nomination and Election Committee of three (3) members of the Trust in good standing. The three (3) members of the Nomination and Election Committee shall neither hold nor keep any other office in the Trust, and shall elect or select their own Chairperson.
- (ii) Names, addresses and telephone numbers of the members of the Nomination and Election Committee shall be announced with the notice of the Annual General Meeting, along with the call for nominations for the elective offices of the Board of Trustees and for the positions in the Bengali Language School Committee and the Durga Puja Committee as specified in Article V of the By-laws.
- (iii) The Nomination and Election Committee shall be responsible.
  - (a) For soliciting and receiving nominations for elective offices of the Board of Trustees, for positions in the Bengali Language School Committee as specified in Article V, Section 21 of the By-laws, and for positions in the Durga Puja Committee as specified in Article V, Section 22 of the By-laws, and the nominations for these positions shall close just prior to holding elections for offices of the Board of Trustees.
  - (b) For determining the eligibility of nominees and ascertaining that the nominees are willing to stand for respective offices;
  - (c) For presenting at the Annual General Meeting, the nominations for the Board of Trustees, the Bengali Language School Committee, and the Durga Puja Committee;

- (d) For conducting and supervising the election of members of the Board of Trustees and for drawing lots, if necessary, to fill three (3) positions in the Bengali Language School Committee and nine (9) positions in the Durga Puja Committee as specified in Article V of the By-laws; and
  - (e) For certifying to the Board of Trustees and the membership present at the Annual General Meeting the names of all the successful candidates.
- (iv) The Nomination and Election Committee shall cease to exist for that year at the conclusion of elections.

SECTION 25      PROCEDURE FOR NOMINATION AND ELECTION

- (i) Only members with at least one (1) month's standing prior to the Annual General Meeting shall be eligible for all positions specified in Section 20 above.
- (ii) Physical presence of a candidate at the Annual General Meeting is not necessary provided that he/she has submitted the nomination duly proposed, seconded and signed by the candidate to the Nomination and Election Committee prior to holding the elections for the Board of Trustees.  
  
Elections to the Board of Trustees shall be on the basis of one vote for one member. The voting may be by secret ballot or by show of hands at, the discretion of the meeting.
- (iv) Only members in good standing, eighteen (18) years of age and over, shall have the right to vote, in person.
- (v) A candidate receiving the highest number of votes cast shall be declared elected to the position in the Board of Trustees. In the event of a tie, a second ballot shall be taken immediately at the meeting, in an identical manner. In the event that a tie results on the second ballot as well, the decision shall be made by flip of a coin.
- (vi) The newly elected members of the Board of Trustees shall take office as specified in Article II.
- (vii) In the event that more than three (3) nominations for the Bengali Language School Committee and nine (9) nominations for the Durga Puja Committee are received, the Nomination and Election Committee shall draw lots, immediately following the elections to the Board of Trustees to decide successful candidates for the respective committees.

ARTICLE VII:      MEETINGS

SECTION 26      ANNUAL GENERAL MEETING

- (i) The Annual General Meeting of the Trust shall be held before March thirty-first (31st) of each year.
- (ii) The time, place and agenda for the meeting shall be determined by the Board of Trustees.
- (iii) The notice of the Annual General Meeting shall be in writing and shall be mailed not less than fourteen (14) days and not more than thirty (30) days prior to the meeting. The notice shall include information on the time and place of



the meeting, agenda for the meeting, and information as specified in Section 24(11) of Article VI.

- (iv) The agenda for the Annual General Meeting shall include: Minutes of the last Annual General Meeting; reports on the activities of the Society financial statements of the Trust, of the Bengali Language School and the Durga Puja Committees, audited and duly certified; election of officers of the Board of Trustees; announcements concerning the positions in the Bengali Language School Committee and the Durga Puja Committee; amendments to the Trust document and By-laws of the Trust, if any.
- (v) The quorum for the Annual General Meeting shall be one-third (1/3) of the paid-up membership or fifteen (15) members, whichever is less.
- (vi) Each member, eighteen (18) years of age and above, shall be entitled to one vote. All decisions made shall be by a majority of the votes cast, in person. In case of an equality of votes, the chairperson presiding at the meeting shall have a second or casting vote. Decisions concerning elections to the Board of Trustees and appointments to positions in the Bengali Language School Committee and the Durga Puja Committee shall be made as specified in Sections 25 (v) and 25 (vii) of Article VI.
- (vii) Only those members with at least one (1) month's standing prior to the Annual General Meeting shall be eligible to vote.

## SECTION 27

### SPECIAL GENERAL MEETINGS

- (i) A Special General Meeting of the Trust may be called by the President on the advice of the Board of Trustees at any time.
- (ii) The time, place and agenda for the Special General Meeting shall be determined by the Board of Trustees.
- (iii) A Special General Meeting of the Trust shall be called at the written request of any ten (10) members of the Trust who shall, in their request, state the nature of the business it is proposed to transact at such a meeting.

If such a meeting is not called and held within thirty (30) days from the date upon which the demand is filed, a Special General Meeting may be held by a group constituting not less than one-half (1/2) of the total membership of the Trust. Such group shall have access to any records of the Trust which they may require to transact the business for which the meeting was called. The notice for such a meeting shall be in writing stating the nature of the business it is proposed to transact at such a meeting.

- (iv) Notice of the time and place of the Special General Meeting shall be mailed to all members not less than ten (10) days prior to the meeting.
- (v) Unless otherwise herein provided, only business on the agenda or related thereto shall be transacted at any such meeting of the Trust unless a notice of the motion shall have been delivered to the Secretary of the Board of Trustees at least three (3) days prior to the meeting. Such a motion may be waived by a majority vote of those present at the meeting.
- (vi) The quorum, voting rights and voting procedure shall be the same as for the Annual General Meeting.

ARTICLE VIII:     FISCAL MATTERS

SECTION 28     The fiscal year of the Trust shall be March 31st.

SECTION 29     All funds of the Trust shall be deposited in the name of the Trust in such bank or banks or with such depository or depositories as the Board of Trustees may from time to time direct.

SECTION 30     All monetary transactions shall be made in the name of the Trust. All cheques or withdrawals pertaining to the outgoing funds shall be signed jointly by the Treasurer, and either the President or the Secretary.

SECTION 31     All financial records of the Trust shall be audited and certified by an auditor appointed by the Board of Trustees and reported to the membership at the Annual General Meeting.

SECTION 32     The annual dues for categories of members as specified in Article I of the By-laws shall remain in force unless revised by the Annual General Meeting.

ARTICLE IX:     DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

Upon lawful dissolution of the Trust and after payment of all just debts and obligations of the Trust, the Board of Trustees shall distribute all remaining assets of the Trust to one or more recognized charitable organizations in Canada as directed by paid-up members of the Trust.

ARTICLE X:     AMENDMENTS TO THE TRUST DOCUMENT AND BY-LAWS

SECTION 33     Any Article or Section of the By-laws may be altered, amended or repealed, or new Articles or Sections be adopted by a two-third (2/3) majority vote of the paid-up members of the Trust present and voting at a duly constituted meeting, provided that notice of such a meeting shall have stated the substance of the Article or Section to be altered, amended, repealed or adopted.

SECTION 34     Proposed changes to the trust document and by-laws may be initiated by the Board of Trustees or by any paid-up member of the Trust by petition and sent to the Secretary of the Board of Trustees at least ninety (90) days prior to the meeting at which such changes are to be considered.

ARTICLE XI:     CONDUCT OF MEETINGS

Robert's Rule of Order shall apply at all meetings of the members of the Trust and any other committee established by the Board of Trustees.

ADOPTED, RATIFIED AND CONFIRMED by the general membership on the 5th day of January, 2003.

THIS MODIFIED TRUST DOCUMENT AND BY-LAWS TO BE EFFECTIVE  
RETROACTIVE to the 25<sup>th</sup> day of May 2002.

Signed by:

Asit Hazra  
President

Biswajit Nandy  
Vice President

Pranab Basu  
Secretary

Shib Sankar Sengupta  
Treasurer

Amitava Bose  
Past President

Hitendra Nath Roy

Arun Shankar Roy

Atulesh Nandi