

By-Laws
Of
The Indo Canada Chamber of Commerce

2 P.B.

TABLE OF CONTENTS

Schedule 1.....	1
Special Resolution.....	1
Schedule A – By-Laws of Indo-Canada Chamber of Commerce.....	2
Article 1 – Definitions and Interpretation.....	2
Section 1.1 – Definitions.....	2
Section 1.2 – Interpretation.....	3
Section 1.3 – Severability.....	3
Article 2 – Transaction of the Affairs of the Corporation.....	4
Section 2.1 – Registered Office.....	4
Section 2.2 – Corporate Seal.....	4
Section 2.3 – Financial Year End.....	4
Section 2.4 – Execution of Documents.....	4
Section 2.5 – Banking Arrangements.....	4
Section 2.6 – Borrowing Powers.....	5
Section 2.7 – Cheques.....	5
Section 2.8 – Deposit of Securities for Safekeeping.....	5
Section 2.9 – Annual Financial Statements.....	5
Section 2.10 – Minutes of Board, Committees, Advisory Board, Items of Archival Significance and Other Books, Records and Gifts.....	6
Article 3 – Membership	6
Section 3.1 – Membership Conditions.....	6
Section 3.2 – Membership Transferability.....	9
Section 3.3 – Annual and Other Dues.....	9
Section 3.4 – Termination of Membership.....	9
Section 3.5 – Discipline of Members.....	9
Article 4 – Board of Directors.....	10
Section 4.1 – Number of Directors and Quorum.....	10
Section 4.2 – Qualification.....	10
Section 4.3 – Nominations Committee.....	11
Section 4.4 – Returning Officer.....	11
Section 4.5 – Nominations.....	11
Section 4.6 – Electronic Voting.....	12
Section 4.7 – Election and Term.....	12
Section 4.8 – Vacation of Office.....	12
Section 4.9 – Removal of Directors.....	13
Section 4.10 – Place of Members' Meeting.....	13
Section 4.11 – First Meeting of New Board.....	13
Section 4.12 – Calling of Meetings or Regular Meetings.....	14
Section 4.13 – Chairperson and Secretary.....	14
Section 4.14 – Votes to Govern.....	14
Section 4.15 – Meeting by Telephone.....	15
Section 4.16 – Resolution in Lieu of Meeting.....	15
Section 4.17 – Conflict of Interest.....	15
Section 4.18 – Committees of the Board of Directors.....	15
Section 4.19 – Powers, Procedure of Committees.....	16
Article 5 – Advisory Body.....	16
Section 5.1 – Advisory Body.....	16

 P.B

Section 5.2 – Remuneration.....	17
Section 5.3 – Term.....	17
Section 5.4 – Qualification.....	17
Section 5.5 – Duties.....	17
Article 6 – Executive Committee.....	18
Section 6.1 – Composition.....	18
Section 6.2 – Authority and Duties.....	18
Section 6.3 – Meetings and Quorum.....	18
Section 6.4 – Term of Office.....	19
Section 6.5 – Vacancy.....	19
Article 7 – Officers.....	19
Section 7.1 – Officers.....	19
Section 7.2 – Election, Term and Remuneration.....	19
Section 7.3 – Description of Offices.....	19
Section 7.4 – Variation of Duties.....	21
Section 7.5 – Resignation.....	21
Section 7.6 – Other Presiding Officials.....	21
Section 7.7 – Vacancy in Office.....	21
Section 7.8 – Fidelity Bonds.....	22
Article 8 – Protection of Directors, Officer and Others.....	22
Section 8.1 – Limitation of Liability.....	22
Section 8.2 – Indemnity.....	23
Section 8.3 – Insurance.....	23
Article 9 – Meetings of Members.....	24
Section 9.1 – Annual Meetings.....	24
Section 9.2 – Special Meetings.....	24
Section 9.3 – Chairperson, Secretary and Scrutineers.....	24
Section 9.4 – Persons Entitled to be Present.....	24
Section 9.5 – Quorum.....	25
Section 9.6 – Right to Vote.....	25
Section 9.7 – Votes to Govern.....	25
Section 9.8 – Show of Hands.....	25
Section 9.9 – Demand Ballot.....	25
Section 9.10 – Casting Vote.....	25
Section 9.11 – Adjournment.....	26
○ Article 10 – Dispute Resolution.....	26
▪ Section 10.1 – Dispute Resolution Mechanism.....	26
○ Article 11 – Amendment.....	27
▪ Section 11.1 – Amendment.....	27
▪ Section 11.2 – Repeal.....	27
○ Article 12 – Rules and Regulations.....	28
▪ 12.1 – General.....	28



P.B.

SCHEDULE "1"

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The directors of the Corporation are hereby authorized and directed to amend the Bylaws of the Corporation.
2. The draft Bylaws, which have been submitted to this meeting and are annexed to these minutes as Schedule "A", are approved; and
3. The President and the Secretary of the Corporation is authorized and directed for and on behalf of the Corporation to take such actions, execute and deliver all such documents as are necessary or desirable to carry out this resolution.

See *f.b.*

SCHEDULE "A"

BY-LAWS OF
INDO-CANADA CHAMBER OF COMMERCE / CHAMBRE DE
COMMERCE INDO-CANADA

ARTICLE 1: Definitions and Interpretation

1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation and "director" means an elected and nominated member of the board;

"**Chamber**", "**Corporation**" or "**ICCC**" means the Indo-Canada Chamber of Commerce;

"**Advisory Board**" means a group of individuals as more particularly described in paragraph 5.1;

"**Committee**" means a group duly appointed by the Board comprising Members and Directors to perform a specific function or service;

"**By-Law**" means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect;

"**Meeting of Members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Special Meeting" means a special meeting of any class of Members authorized by the Board and called for by the Secretary of the Chamber;

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"Member" means a member in good standing at all times.

"Good Standing member" means a member whose membership dues are paid at all times.

"Material Interest" means an interest that has the capacity to influence a director's consideration of, and vote on, a particular matter.

1.2 Interpretation

1) In the interpretation of this By-law, words in the singular include the plural and vice-versa, and words in one gender include all genders.

2) Other than as specified in paragraph 1.1 above, words and expressions defined in the Act or the Articles have the same meanings when used in this By-law.

1.3 Severability

1) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 2: Transaction of the Affairs of the Corporation

2.1 Registered Office

1) The registered office of the Corporation shall be in the Province or Territory within Canada specified in the Articles from time to time and at such location therein as the Board may from time to time determine.

2.2 Corporate Seal

1) The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation. The Secretary of the Corporation shall be the custodian of the corporate seal.

2.3 Financial Year End

1) Unless otherwise approved by the Board, the financial year end of the Corporation shall be June 30.

2.4 Execution of Documents

1) Deeds, transfers, assignments, contracts, obligations, By-laws, certificates and other instruments shall be signed on behalf of the Corporation by any two directors, one of whom shall be the President, a Vice-President, the Treasurer or Secretary of the Corporation, and all documents so signed are binding upon the Corporation without any further authorization or formality. In addition, the Board shall have the power from time to time by resolution to appoint any Director or officer on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation, when required, may be affixed to contracts by the Secretary in accordance with paragraph 2.2, or by any officer or officers appointed by resolution of the Board. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof. The Board may give the Corporation's power of attorney to any registered dealer in securities of the Corporation.

2.5 Banking Arrangements

1) The banking business of the Corporation shall be transacted with such chartered banks, registered securities dealers or trust companies as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize. Upon the election of a new Board, or the resignation of a signing



P.B.

Director, the President or the Secretary of the Corporation shall inform all financial institutions at which the Corporation does business of the change within ten (10) business days of that change.

2.6 Borrowing Powers

- 1) The directors of the Corporation may, without authorization of the members, but in a duly convened meeting by a resolution of the board:
 - a. Borrow money on the credit of the corporation;
 - b. Issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
 - c. Give a guarantee on behalf and
 - d. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

2.7 Cheques etc.

- 1) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the By-Laws provide or as shall, from time to time, be determined by the Board. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

2.8 Deposit of Securities for Safekeeping

- 1) The securities of the Corporation shall be deposited for safekeeping with one or more chartered banks, registered securities dealers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be authorized by the Board and such authority may be general or confined to specific instances.

2.9 Annual Financial Statements

- 1) The Corporation may, instead of sending to the members copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, publish a notice to the members stating that the annual financial statements and other documents provided in such subsection 172(1) are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.10 Minutes of Board, Committees, Advisory Board, Items of Archival Significance and Other Books, Records and Gifts

1) The Board shall ensure that all necessary books and records of the Corporation required by the Act, the By-laws or for any other reason are regularly and properly kept. The records set out in subsections 21(1)(a)-(f) (Corporate Records) of the Act shall be available to the members for inspection. Each of the Directors shall be provided with a copy of the minutes of meetings of the Board and of committees of the Board and of such other documents or records of the Corporation as such Director may reasonably request. The Secretary will be the custodian of these records, and will also be the custodian of the artifacts, items of archival significance and other books, records and gifts of the Corporation generally (collectively, the "archival property"). The Secretary shall maintain an inventory of the archival property, ensure its safekeeping, and annually provide a certificate (the "Takeover Certificate") to the Corporation which certifies the existence and location of the archival property.

ARTICLE 3: Membership

Membership in the Corporation shall be limited to persons interested in furthering the objectives of the Corporation. A prospective Member may apply for such membership by written application stating agreement to abide by the provisions of these By-Laws. If an applicant meets all of the membership conditions, the applicant shall become a Member and shall have all the rights of, and be subject to all the obligations of membership.

3.1 Membership Conditions

1) Subject to the Articles, there are three classes of members, as follows:

- a. Class A Members;
- b. Class B Members (hereinafter defined as "Elected Directors" and/or "Nominated Directors"); and
- c. Class C Members.

Membership in the corporation shall be limited to individuals interested in furthering the purposes of the corporation.

2) An application for membership shall:

- a. Be in such form and executed in such manner as the Board may prescribe;

- b. Contain or be accompanied by such information and material as the By-laws or the Board may require;
 - c. Be accompanied by payment of membership dues, if any, applicable under the by-law (which dues may be paid by or on behalf of the applicant by the applicant's employer); and
 - d. To be eligible to vote at the Annual General Meeting (hereinafter referred to as AGM) an individual must submit an application to the ICCC either electronically or deliver a paper application to the ICCC registered head office address. Paper applications must be received by the ICCC no later than June 23 of each calendar year by 5 PM, if June 23 falls on a Saturday, Sunday or a Statutory Holiday the application shall be accepted on the next business day. Electronic applications must be submitted through the ICCC website by no later than June 29 at 11:59 PM.
- 3) Class A Members shall be individuals who are admitted into membership annually (referred to sometimes as "individual or corporate members"), individuals who are admitted into membership for life having paid a one-time life membership fee (referred to sometimes as "lifetime members"), Student Members and individuals who are given memberships as a part of a sponsorship package.
- 4) Class A Membership within the Student Members category will no longer be accepting new membership applications. Applicants formerly eligible for Student Memberships will now be eligible for Membership within the Youth Members category of Class C Membership in paragraph 3.1(9). Existing Student Members will be able to continue to renew their Student Memberships as long as they remain eligible.
- 5) Class B Members shall be limited to those individuals from time to time who are:
- a. Elected as directors of the corporation by the Class A Members at the AGM of the corporation or at any special meeting of the Class A Members held to remove or replace any such directors then in office; or
 - b. Any individual nominated and appointed by the Board to fill any vacancy among such directors, included but not limited to, vacancies due to resignation, death, bankruptcy, incapacity or other lack of qualification under the *Canada Not-for-profit Corporations Act* (the "Act").
- 6) Class A Members shall have the exclusive right (voting separately as a class by ordinary resolution) to elect to the Board nine (9) directors (collectively, the "**Elected Directors**") at an AGM of the corporation or at any special meeting of the Class A Members held to remove or replace any such Elected Director then in office. If the office of an Elected Director becomes vacant due to resignation, death, bankruptcy, incapacity or other lack of qualification under the Act, the directors elected by the Class A Members shall have the

exclusive right (voting separately as a class) to appoint another individual to fill such vacancy.

- 7) Class B Members shall have the exclusive right (voting separately as a class by ordinary resolution) to elect to the Board up to three (3) (one third the amount of directors elected at the previous AGM) directors (collectively, the "**Nominated Directors**") at either an AGM meeting of the corporation, any special meeting of the Class B Members held to remove or replace any such Nominated Director then in office or at any general meeting of the Class B Members provided due notice has been given subject to paragraph 4.12. If the office of a Nominated Director becomes vacant due to resignation, death, bankruptcy, incapacity or other lack of qualification under the Act, the Class B Members shall have the exclusive right (voting separately as a class) to appoint another individual to fill such vacancy. A Nominated Director may only be removed from the Board by ordinary resolution passed by the Elected Directors voting separately as a class.
- 8) Each Class A Member and Class B Member (collectively, the "**Voting Members**") is entitled to receive notice of and to attend and be heard at all meetings of the members of the corporation (except for meetings at which only members of another specified class of members of the corporation are entitled to vote separately as a class) and each Voting Member shall be entitled to one (1) vote at all such meetings.
- 9) Class C Members shall be individuals who have honorary status bestowed upon them by the Board for a term of one (1) year and who may include recipients of annual awards of the corporation. Class C members may also include members who have paid a discounted fee, including but not limited to, Youth Members and members of Regional Councils that have been approved by the National Board from time to time
- 10) Class C Membership in the Youth Members category is only available to those persons who are thirty (30) years of age or younger when purchasing or renewing membership.
- 11) Class C Members shall not be entitled to receive notice of or to attend (in person or electronically) or be heard at any meetings of the Voting Members of the corporation and shall not be entitled to vote at any such meeting (except for meetings at which the Class C Members are entitled to vote separately as a class as provided in the Act).
- 12) Class C Members are not entitled to vote separately as a class or group on a proposal to:
 - a. Effect an exchange, reclassification or cancellation of all or part of the memberships of the Class C Members; or
 - b. Create a new class or group of members having rights equal or superior to those of the Class C Members.

3.2 Membership Transferability

1) A membership may only be transferred to the Corporation. Pursuant to Section 197(1)(h) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the By-laws.

3.3 Annual and Other Dues

1) The membership fees and dues for Class A Members shall be determined annually by the Board.

2) Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default of payment shall automatically cease to be members of the Corporation.

3) All membership fees derived by the Corporation from the lifetime members shall be set aside in a segregated fund which shall be invested as the Board shall determine in its sole discretion, and any income from such fund may be used for the Corporation's working capital purposes; provided that the capital of such segregated fund may not be used, without the approval of the Voting Members.

3.4 Termination of Membership

1) A membership in the Corporation is terminated when:

- a. The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. A member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
- c. The member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. The member is expelled in accordance with any Discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws;
- e. The member's term of membership expires; or
- f. The Corporation is liquidated or dissolved under the Act.

3.5 Discipline of Members

1) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. Violating any provision of the Articles, By-laws, or written policies of the Corporation;
 - b. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - c. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 2) In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide:
- (a) Twenty (20) days notice of suspension or expulsion to the member; and
 - (b) Reasons for the proposed suspension or expulsion.
- 3) The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.
- a. If no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.
 - b. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 4: Board of Directors

4.1 Number of Directors and Quorum

1) The activities and affairs of the Corporation shall be managed by the Board. The Class A Members may from time to time, by ordinary resolution, fix the number of directors within the minimum and maximum number of Directors as set out in the Articles. If the Articles do not provide for a minimum and maximum number of directors, the Board shall consist of the fixed number of Directors specified in the Articles. A quorum for the transaction of business at any meeting of Directors shall consist of five (5) Directors then in office.

4.2 Qualification

1) Each Director and each person nominated as a candidate to be a Director shall:

- a. Be an individual,
- b. Have been a member in good standing for last two consecutive years,
- c. Be eighteen (18) years of age or older;
- d. Have power under law to contract;
- e. Have not been declared incapable by a court in Canada or in another country;
- f. Not be an undischarged bankrupt,
- g. Not have a criminal record; and
- h. Have given his or her written consent to stand for election on the form prescribed by the Nominations Committee in accordance with paragraph 4.5;

4.3 Nominations Committee

- 1) The Board shall appoint a chair of the Nominations Committee which will include three or five members, consisting of, the Corporate Secretary or an executive representative of the Board whom is not seeking re-election, and other members as determined by the Chair.
- 2) The Nominations Committee shall exercise such powers as are authorized by the Board.
- 3) Any Nominations Committee member may be removed by a majority of the Board.
- 4) The Nominations Committee shall invite nominations from the members for the election of Directors in the manner set out in paragraph 4.5.

4.4 Returning Officer

- 1) The Nominations Committee shall appoint a Returning Officer at least five weeks prior to the AGM of the Corporation. In order to ensure the impartiality of the Returning Officer, he or she shall not promote or assist any candidate in their campaign.

4.5 Nominations

- 1) A member who meets all the criteria set out in paragraph 4.2 above shall be nominated by two other members in good standing, on a form prescribed by the Nominations Committee.
- 2) Call for Nominations shall commence on the date the notice of AGM is sent to members and shall be open for fourteen (14) days provided that in the event of insufficient nominations for the number of Directors to be elected by the Class A Members at the AGM, additional nominations will be accepted from the floor of the AGM.

4.6 Electronic Voting:

1) Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. Enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

2) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

4.7 Election and Term

1) Directors elected by the Class A Members shall be elected for a term of two (2) years at an AGM of Members, except where an election is held to fill the unexpired portion of a term, newly-elected Directors shall be elected for two-year terms. Nominated Directors shall be appointed for a term ending at the next AGM.

2) Directors shall be eligible for re-election at the end of their first two-year term. However, no Director shall serve more than two (2) consecutive two-year terms on the Board.

3) A person who has served two (2) consecutive two-year terms on the Board shall become eligible for re-election to the Board if, at the time of re-election, he or she will have been off the Board for at least three years.

4) Election of the President: Election of the President by the newly constituted Class B members at the AGM shall be conducted by secret ballot under the supervision of the Nomination Committee and the Returning Officer. A Director can be the President for a maximum of two (2) years, after which he or she will cease to be a Director.

4.8 Vacation of Office

1) The office of Director shall be automatically vacated:

- a. If a Director has resigned his office by delivering a written resignation to the Secretary of the Corporation;
- b. If he is found by a court to be of unsound mind;
- c. If he becomes bankrupt and has not been discharged from such bankruptcy;

- d. If he has been found guilty of a criminal offence;
- e. Upon his death;
- f. If he ceases to be a Member in good standing;
- g. If he announces that he is running for any municipal, provincial or federal political office in any part of Canada.
- h. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

4.9 Removal of Directors:

- 1) The Class A Members may by a resolution passed by at least 50% plus 1 of the votes cast at a Special Meeting called for that purpose, remove any Director elected or appointed by them before the expiration of his term of office and may by majority vote, elect any qualified person meeting provisions of section 4.2 in his stead for the remainder of his term. Notice of such Special Meeting shall be provided to all the Class A Members at least ten (10) days prior to the Special Meeting.
- 2) Absence from three consecutive meetings of the Board without notification to the Secretary of the Corporation shall automatically terminate the term of office of any Director, effective on the fourth consecutive meeting of the Board. Absence from greater than four (4) consecutive meetings of the Board by any Director shall entitle the Board to terminate the term of office of such Director, upon discussion of the appropriate circumstance by the Board.
- 3) The Board shall refer any complaint regarding the conduct of an Elected Director made by a Member to the Governance Committee for investigation and recommendation. The reference of the complaint from the Member shall be made in writing and shall include all information in the possession of the Member or Board to allow the Governance Committee to properly investigate the complaint and provide its recommendations.

4.10 Place of Members' Meeting

- 1) Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Canada as the Board shall determine or by telephone as set out in section 4.15.

4.11 First Meeting of New Board

- 1) Provided a quorum of Directors is present, the newly elected Board may, without notice, hold its first monthly meeting following the AGM at which the Board is elected. At this first meeting of the Board, the Board may determine the time, location and frequency of regularly scheduled meetings of the Board, which will be held without further notice.

P.B.



4.12 Calling of Meetings or Regular Meetings

1) Meetings of the Board may be held at any time and place to be determined by the Directors, provided that 48 hours' notice of such meeting shall be given to each Director. There shall be at least eight (8) meetings of the Board per financial year. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken, and attendance of a Director at a Board meeting shall constitute a waiver of notice of that meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

4.13 Chairperson and Secretary

1) The President, or in his absence, any one of the Vice-Presidents, or in both of their absences, the Corporate Secretary, shall be chairperson of any meeting of Directors; and, if no such officer is present, the Directors present shall choose one of their number to be chairperson. The Secretary of the Corporation shall attend all meetings of the Board in order to prepare the minutes thereof. In the absence of the Secretary, the Directors present shall choose one of their number to act as Secretary of the meeting.

2) It shall be the duty of the chairperson to: regulate order thereof; receive and put motions for vote; inform the meeting of the proceedings; cause reports and other communications to be presented; announce any matter which concerns the meeting; and, finalize the minutes with the Secretary of the meeting and distribute the minutes promptly to all the Directors.

4.14 Votes to Govern

1) At all meetings of the Board, every Elected Director present personally or by way of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, shall be entitled to one vote and every question/issue shall be decided by a majority of the votes cast; and in case of an inequality of votes, the Chairperson of the meeting shall be entitled to participate in discussions but shall not be entitled to a casting vote. All votes taken at any meeting of the Board shall be taken by secret ballot if so demanded by any Elected Director present, but if no demand be made, the vote shall be taken by a show of hands. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes, in the absence of evidence to the contrary, shall be proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

4.15 Meeting by Telephone

1) If all the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and any committees of the Board held while a Director holds office.

4.16 Resolution in Lieu of Meeting

1) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a Board meeting. A copy of every resolution shall be kept with the minutes of the proceedings of the Directors, with the Secretary of the Corporation as its custodian.

4.17 Conflict of Interest

1) A Director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose in writing to the Corporation, or request to have entered in the minutes of the Board meeting, the nature and extent of his or her interest at the time and in the manner provided by the Act. Such a Director shall not vote on any resolution to approve the same, except as provided by the Act. Each Elected and Nominated Director must execute a memorandum which outlines their obligations including but not limited to code of conduct, confidentiality and conflict of interest.

4.18 Committees of the Board of Directors

1) The Board must constitute each year a Nominations Committee, a Governance Committee and an Audit Committee which must be constituted within 90 days of the AGM.

2) In addition to the Nominations Committee, Governance Committee and Audit Committee, the Board may appoint one or more committees of the Board, however designated, and delegate to any such committee, any of the powers of the Board,

3) No Committee has the power to:

- a. Submit to the members any question or matter requiring the approval of the members;
- b. Fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- c. Issue debt obligations except as authorized by the Directors;

- d. Approve any financial statements;
 - e. Adopt, amend or repeal any By-laws; and
 - f. Establish dues to be paid or contributions made by members.
- 4) Any committee member may be removed by resolution of the Board.
- 5) When constituting the Audit Committee the Board must appoint the VP Finance as one of its members.
- 6) When constituting the Governance Committee, the Board must appoint the President and Corporate Secretary as members of the committee.

4.19 Powers, Procedure of Committees

- 1) The powers of a committee of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees of the Board may be held at any place in Canada.
- 2) Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to formulate its own rules of procedure. To the extent that the Board or the committee does not establish rules to regulate the procedure of the committee, the provisions of this By-law applicable to Board meetings shall apply, with all necessary modifications. This section does not apply to the Nominations Committee, Governance Committee and Audit Committee.

ARTICLE 5: Advisory Body

5.1 Advisory Body

- 1) The Corporation shall have an advisory body (the "Advisory Body") made up of senior, well-respected, ethically minded, influential executives and business persons, reflecting the diversity of the Indo-Canadian community who will endorse the objectives and strategic direction of the Corporation. The Advisory Body shall consist of a minimum number of seven (7) persons and a maximum of eleven (11) persons, who shall render advice to the Board on such issues and matters as, from time to time, shall be specifically presented to the Advisory Body by the Board. No advice or recommendation of the Advisory Body shall be binding upon the Board. The members of the Advisory Body shall be appointed by the Board of Directors of the Corporation.

5.2 Remuneration

1) The members of the Advisory Body shall receive no retainer, remuneration or fees for acting as such nor for acting in any other capacity, but shall be entitled to reimbursement of travel and other reasonable incidental expenses approved by the Board in advance, supported by acceptable documentation, as incurred by them for attending meetings of the Advisory Body, or other duties performed on behalf of ICCC.

5.3 Term

1) At the appointment of the first Advisory Body following the approval of this By-law, seven of the members of the Advisory Body shall be appointed for a one-year term and the remaining members of the Advisory Body shall be appointed for a two-year term. Thereafter, except where an appointment is made to fill the unexpired portion of a term, newly-appointed members of the Advisory Body shall be appointed for two-year terms.

5.4 Qualification

1) No individual may be a member of the Advisory Body unless he or she is a Class A Member in good standing. No Director or officer of the Corporation may be appointed to the Advisory Body; however, former Directors or officers of the Corporation are eligible for appointment to the Advisory Body.

5.5 Duties

1) The following matters must be presented by the Board to the Advisory Body prior to completing such matters:

- 4 Any single expenditure of more than \$50,000.00;
- 5 Vetting an amendment to the purpose of the Corporation;
- 6 Vetting the process and deliberating on nominations received for the annual awards given by the Corporation

ARTICLE 6: Executive Committee

6.1 Composition

1) At the first meeting of the Board following the AGM of the Corporation, the Board shall elect the five (5) members of the Executive Committee from among the Elected Directors. The members of the Executive Committee shall hold the following offices: President, two (2) Vice-Presidents, Treasurer, and Corporate Secretary. Voting for the election of the Executive Committee members shall be by secret ballot, and a simple majority of the votes cast by Directors shall be sufficient to elect a candidate to an Executive Committee position. If a simple majority of votes is not received by any candidate for an Executive Committee position, further ballots will be held until such time as a candidate receives a simple majority of the votes cast, with the name of the candidate receiving the lowest number of votes being removed from the ballot on each succeeding ballot after the first ballot.

6.2 Authority and Duties

1) The Executive Committee shall carry out the duties delegated to it by the Board and may exercise the powers granted to it by the Board.

6.3 Meetings and Quorum

1) Meetings of the Executive Committee shall be held at the discretion of the President, provided that forty-eight (48) hours' notice has been provided to each member of the Executive Committee.

2) The President shall act as chairperson of any meeting of the Executive Committee. In the absence of the President, the President will nominate one of the Vice-Presidents to act as chairperson.

3) The quorum for an Executive Committee meeting shall consist of three (3) Executive Committee members.

4) It shall be the duty of the chairperson at any meeting of the Executive Committee to:

- a. Regulate order;
- b. Receive and put motions;
- c. Inform the meeting of proceedings since the last meeting;
- d. Cause reports and other communications to be presented; and
- e. Announce to the meeting any matter which concerns the meeting.

6.4 Term of Office

1) Executive Committee members shall serve for a term of office in accordance from the date of appointment to the Executive Committee to the next AGM. No Executive Committee member may hold the same office for more than four (4) years in succession.

6.5 Vacancy

1) Should a vacancy occur on the Executive Committee due to the resignation or removal of an Executive Committee member by the Board, the Board may appoint another Elected Director to fill the vacancy until the next election of the Executive Committee.

ARTICLE 7: Officers

7.1 Officers

1) There shall be a President, Vice-President Corporate Secretary, Vice-President-Finance, Vice-President Membership, Vice-President Events, and such other officers as the Board may determine from time to time.

7.2 Election, Term and Remuneration

1) The officers comprising the Executive Committee shall be elected by the Board in accordance with paragraph 6.1 above, and other officers, if any, may be appointed by the Board from time to time. The officers of the Corporation shall hold office for a term in accordance with paragraph 7.7 below. Officers shall serve as such without remuneration.

7.3 Description of Offices

1) Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if officers are elected or appointed to such offices, shall have the following duties and powers associated with their positions:

(1) Duties of the President

- a. The President shall be the chief executive officer of the Corporation.
- b. The President shall preside at all annual and special meetings of the members and at meetings of the Board and of the Executive Committee.
- a. The President shall be an "ex-officio" member of all Committees, except for the Executive Committee, of which he or she shall be the chairperson.

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- b. The President shall exercise such further authority and perform such other duties as the Board, from time to time, may prescribe or designate.

(2) Duties of the Vice-Presidents

- a. Any one of the Vice-Presidents, in the absence of the President, shall preside at all meetings of the members, the Board and the Executive Committee.
- b. In the event of the absence or inability of the President to act, that Vice-President shall exercise such authority as is vested in the office of the President.
- c. The Vice-President shall have such further authority and carry out such other duties as the Board, from time to time, may prescribe or designate.

(3) Duties of the Vice-President Finance

- a. The VP Finance shall keep, or cause to be kept, full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation.
- b. The VP Finance shall, under the direction of the Board, control the investment of monies, the safekeeping of securities, and the deposit of funds of the Corporation in a Chartered Bank, a Trust Company or an investment dealer.
- c. The VP Finance shall render monthly to the Board and to the AGM of members an account of all of the financial transactions of the Corporation during his or her term as VP Finance, and of the financial position of the Corporation.
- d. The VP Finance shall render to the AGM of members an audited statement of the financial position of the Corporation.
- e. The VP Finance shall have such further authority and carry out such other duties as the Board, from time to time, may prescribe or designate.
- f. The VP Finance shall, at the expiration of his or her term of office, deliver to the Corporation, all books, records, documents and other property of the Corporation in his or her possession.

(4) Duties of the Vice-President, Corporate Secretary

- a. The VP Corporate Secretary shall give proper notice of all meetings of the members, the Board, the Executive Committee and all other Committees.
- b. The VP Corporate Secretary shall be responsible for the taking of minutes, and for the making of an accurate record of actions and business of the Corporation, the Board and the Executive Committee.
- c. The VP Corporate Secretary shall, under the direction of the Executive Committee, conduct correspondence, have care and custody of the records and documents, artifacts and gifts received by the Corporation and perform all such other duties as properly appertain to his or her office.

- d. The VP Corporate Secretary shall be custodian of the corporate seal of the Corporation, and shall only deliver the corporate seal when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.
- e. The VP Corporate Secretary shall have such further authority and carry out such other duties as the Board, from time to time, may prescribe or designate.
- f. The VP Corporate Secretary shall, at the expiration of his or her term of office, deliver to the Corporation, all records, documents and other property of the Corporation in his or her possession.

(5) Other Officers

- a. The powers and duties of all other officers of the Corporation, if any, shall be such as the terms of their engagement call for or the Board requires of them.

7.4 Variation of Duties

- 1) The President may, from time to time and subject to the Act, vary, add to, remove or limit the powers and duties of any officer.

7.5 Resignation

- 1) Any officer may resign from such office by delivering a written or email resignation to the Board.

7.6 Other Presiding Officials

- 1) In the event that no officer should be present at a meeting of the Board or of the members, a chairperson shall be chosen from and by the members present.
- 2) It shall be the duty of the chairperson at any meeting: to regulate order thereof; to receive and put motions; to inform the meeting of proceedings since the last meeting; to cause reports and other communications to be presented and to announce to the meeting any matter which concerns the meeting.

7.7 Vacancy in Office

- 1) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. One (1) year from the date of their election or appointment, or until their successor is elected or appointed in their stead (whichever is later) automatically ending at the next AGM;
- b. The officer's resignation;
- c. Such officer ceasing to be a Director (if a necessary qualification of appointment); or
- d. Such officer's death.

2) If the office of any officer of the Corporation, other than a member of the Executive Committee, shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy. Any vacancy in the office of a member of the Executive Committee shall be filled in accordance with paragraph 6.5 above.

7.8 Fidelity Bonds

1) The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

ARTICLE 8: Protection of Directors, Officers and Others

8.1 Limitation of Liability

1) Every Director and officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2) Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any persons with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto.

3) Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

8.2 Indemnity

1) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

2) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in paragraph 8.2(1). The individual shall repay the monies if he or she does not fulfill the conditions of paragraph 8.2(3).

3) The Corporation shall not indemnify an individual under paragraph 8.2(1) unless he or she:

- a. Acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

4) The Corporation shall also indemnify the individual referred to in paragraph 8.2(1) in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

8.3 Insurance

1) Subject to applicable law, the Corporation must purchase and maintain such insurance for the benefit of any individual referred to in paragraph 8.2(1) as the Board may from time to time determine.

ARTICLE 9: Meetings of Members

9.1 Annual Meetings

1) The AGM of the Corporation shall be held at a time and place within Canada as determined by the Board. The date of the AGM shall not exceed three (3) months from the end of the previous financial year and no later than fifteen months from the previous AGM.

2) The purpose of the AGM shall be to:

- a. Elect Directors;
- b. Appoint a public accountant or waive the appointment of a public accountant in accordance with the Act, and to fix or authorize the Board to fix their remuneration;
- c. Receive the financial statements and reports required by the Act to be placed before the AGM;
- d. Receive the reports of the President and Treasurer; and
- e. Transact such other matters as may properly be brought before the meeting.

9.2 Special Meetings

1) The Board may call a special meeting of members at any time.

2) Not less than five percent (5%) of the Class A Members may require the Board to call a special meeting of members, which meeting shall be held within twenty-one (21) days of the Board receiving such request.

9.3 Chairperson, Secretary and Scrutineers

1) The President in his discretion can chair or appoint one of the Vice-Presidents or any Class A Member, to be the chairperson of any meeting; if no such officer is present within thirty minutes of the time fixed for holding the meeting, the Voting Members present shall choose one of their number to be chairperson. If the Secretary is absent, the chairperson shall appoint some person, who must be a Voting Member, to act as secretary of the meeting. One or more scrutineers shall be appointed by a resolution of the meeting.

9.4 Persons Entitled to be Present

1) The only persons entitled to attend a meeting shall be the Voting Members, and in addition, the Directors, the public accountant of the Corporation, legal counsel to the Corporation and others who, though not entitled to attend or vote, are entitled or required under any provision of the Act or the By-laws to be present at the meeting. Any other person may be admitted only by invitation of the chairperson or by resolution of the Voting Members.

9.5 Quorum

1) A quorum for the transaction of business at any meeting shall be the lesser of twenty per cent (20%) of the Voting Members or fifty (50) Voting Members who may be present in person.

9.6 Right to Vote

1) At any Meeting of Members, every Voting Member shall be entitled to one (1) vote each.

9.7 Votes to Govern

1) Except as otherwise provided in this By-Law or the Act, a motion or amendment shall be carried at any meeting if it receives a majority of the votes cast.

9.8 Show of Hands

1) Subject to the Act, any question at a meeting of members shall be decided by a show of hands, unless a ballot is required or demanded as provided.

2) On a show of hands, every person who is present and entitled to vote shall have one vote.

3) Whenever a vote by show of hands has been taken on a question, unless a ballot is demanded, an entry in the minutes of a meeting of members to the effect that the chairperson declared a resolution to be carried or defeated is, in the absence of proof to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9.9 Demand Ballot

1) On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken on it, the chairperson may require a ballot or any member who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time before the ballot is taken.

9.10 Casting Vote

1) In case of an equality of votes at any meeting, either upon a show of hands, upon a poll or on the results of an electronic ballot, the chairperson of the meeting shall be entitled to a casting vote.

9.11 Adjournment

1) The chairperson of a meeting may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and place to place. If a meeting of members is adjourned for less than thirty (30) days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the original meeting that it is adjourned. Subject to the Act, if a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting. Any business as may properly have been transacted at the original meeting may be transacted at the continuation of such meeting.

ARTICLE 10: Dispute Resolution

10.1 Dispute Resolution Mechanism

1) In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation 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 Corporation 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 Corporation) 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.
- 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 Corporation 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.

ARTICLE 11: Amendment and Repeal

11.1 Amendment

1) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the Voting Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Voting Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Voting Members at the next meeting of members or if it is rejected by the Voting Members at the meeting.

11.2 Repeal

1) All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-law before its repeal. All officers and any persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of this By-law, and all resolutions of the members of the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ARTICLE 12: Rules And Regulations

12.1 General

1) The Board may prescribe such rules and regulations not inconsistent with the By-laws of the Corporation relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next AGM of the members where they shall be confirmed, failing which they shall cease to have any force and effect.

MADE by the Board the 27th day of JUNE, 2016.

President



Secretary

