

Article XII : THE TITLE OF PATRON**Section A : Definition**

- (i) The association shall have a Patron.
- (ii) An Honorary Patron must be someone who, due to his/her public achievement, exemplification of outstanding leadership, and stature in the community, can help the WMA community achieve its mission by enhancing the associations credibility, provide moral guidance, leadership insights and by modeling different ideals of leadership. A person who is being nominated should be a role model for the community and continue to be so while holding the position.
- (iii) The title is of a ceremonial nature.

Section B : Nomination Process

- (i) The appointment of a patron is done by the General Body for life.
- (ii) A new Patron must be appointed by the General Body from the general membership, if the position becomes vacant due to resignation or by death. Executive committee can make recommendation for filling the position to the General Body.

Article XIII : DOCUMENTATION**Section A : Meeting Minutes**

- (i) Proper minutes shall be kept by the Secretary for all meetings of the association.
- (ii) All executive committee meeting minutes should be recorded and read in the next executive meeting and duly approved by the committee.
- (iii) For standing committee meetings, the Convener of each standing committee shall submit minutes of committee meetings to the Executive Committee within five days of such meetings.

Section B : Record Keeping

- (i) All correspondence and documents shall be stored whenever possible electronically for proper record keeping.
- (ii) The executive committee can decide on a retention policy for such documents.

Article XII – Board of Directors

Section A: Authority and Role

1. The Board of Directors (the **“Board”**) shall be the primary governing body of the Windsor Malayalee Association (the **“Association”**) and shall exercise all powers of the Association, except those expressly reserved to the members under the *Not-for-Profit Corporations Act, 2010 (Ontario)* (**“ONCA”**).
2. The Board shall be responsible for the overall governance and oversight of the Association, including strategic direction, legal and regulatory compliance, financial stewardship, risk management, and long-term sustainability.
3. The Board shall ensure that the affairs of the Association are conducted in accordance with:
 - a. ONCA; and
 - b. the Constitution and Bylaws of the Association.
4. The Board shall focus on high-level governance, policy oversight, and strategic planning, and shall act as the guardian of the Association to ensure that all activities are conducted lawfully, ethically, and in alignment with approved policies.
5. The Board shall serve as the legal custodian of the Association’s corporate records, registrations, and statutory filings with the Province of Ontario.
6. The Board shall have the authority to review, inspect, and request access to the minutes, financial records, reports, and activities of the Executive Committee at any time.

Section B: Composition and Eligibility

7. Directors must demonstrate a clear commitment to the mission, objectives, and values of the Association.

8. The Board shall consist of a minimum of five (5) and a maximum of ten (10) Directors, in compliance with ONCA.
9. All Directors shall:
 - a. be members in good standing of the Association;
 - b. be at least eighteen (18) years of age; and
 - c. meet any additional eligibility requirements set out in the Bylaws.
10. Each Director shall serve a term of up to four (4) years, or until a successor is duly elected or appointed, unless the Director resigns or is removed in accordance with ONCA.
11. Directors may seek re-election for additional terms if elected by the members.
12. Written consent of each Director shall be obtained and recorded in the corporate records.
13. Members of the Executive Committee shall not constitute a majority of the Board.
14. No single family unit, including spouses or immediate family members, shall dominate the Board.
15. All Directors shall disclose any actual or potential conflicts of interest annually and in accordance with ONCA and the Bylaws.

Section C: Election of Directors

16. Directors shall be elected by the voting members of the Association at a duly called Annual General Meeting (AGM) or Special General Meeting (SGM), in accordance with Article IX and the Bylaws.
17. Only members in good standing shall be eligible for nomination and election as Directors.

Section D: Chair and Officers

18. The Chair of the Board shall be selected from among the elected Directors by a majority vote of the Board at its first meeting following an election.
19. The Chair shall preside over meetings of the Board, provide leadership to the Board, and serve as the principal liaison between the Board and the Executive Committee.
20. The Board may appoint additional officers, including Vice-Chair, Secretary, and Treasurer, from among its members, in accordance with the Bylaws.

Section E: Non-Interference and Oversight

21. The Board shall not manage or direct the day-to-day operations of the Association.
22. Operational authority shall rest with the Executive Committee, which shall be permitted to carry out its duties independently.
23. The Board may intervene only in matters involving:
 - a. a violation of the Constitution or Bylaws;
 - b. actual or suspected financial misuse or mismanagement;
 - c. legal or regulatory risk; or
 - d. serious disputes affecting governance or the effective functioning of the Association.
24. The Board shall not interfere in routine operational decisions, including event logistics, program execution, or cultural activities, unless such actions pose legal, financial, or governance risks.

Section F: Vacancies, Resignation, and Removal

25. A Director may resign at any time by providing written notice to the Association.
26. Any vacancy on the Board may be filled by the remaining Directors, if permitted by the Bylaws, to serve until the next AGM.
27. A Director may be removed only by the members, by resolution passed at a duly called meeting of members, in accordance with ONCA.

Section G: Duties and Standard of Care

28. Directors shall act honestly and in good faith, with a view to the best interests of the Association, and shall exercise the care, diligence, and skill required under ONCA.
29. Directors shall comply with all conflict-of-interest provisions set out in ONCA and the Bylaws.
30. Directors shall serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to Board approval.

Section H: Initial Board of Directors

31. The Association was initially incorporated with the following Directors:
- Justin Mathew – Chair
 - Libu Mathew Thamarappallil – Director
 - Renji P. Mathew – Director
 - Manu Varughese – Director
 - Leo John – Director

Article XIII – Advisory Board

1. The Advisory Board shall serve as a non-governing, consultative body providing advice and recommendations to the Board of Directors and the Executive Committee.
2. Members of the Advisory Board shall be appointed by the Board of Directors in accordance with the Bylaws.
3. Advisory Board members shall serve a term of two (2) years, with the option of extension upon mutual consent.
4. The Advisory Board may include:
 - a. ex officio members, including the current President and the immediate Past President; and
 - b. individuals appointed for their experience, leadership, or service to the community.
5. The Advisory Board shall have no executive, operational, or voting authority.
6. The Advisory Board shall operate under the oversight of the Board of Directors.

Article XIV – Women’s Forum

1. The Women’s Forum shall function as an advisory unit within the Advisory Board of the Windsor Malayalee Association.
2. The Women’s Forum shall promote participation, engagement, and leadership development among women members in the cultural, social, and charitable activities of the Association.
3. The Women’s Forum shall operate in a non-executive and non-governing capacity and shall report through the Advisory Board to the Board of Directors.