



WINDSOR MALAYALEE ASSOCIATION

A NON-PROFIT ORGANIZATION

GST/HST# 77216 5429 RT0001

Est. 1996

WINDSOR MALAYALEE ASSOCIATION CONSTITUTION OF WINDSOR MALAYALEE ASSOCIATION

Constitution and Bylaws

Amended Version – Adopted on Nov. 10/2025

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Constitution and Bylaws — Amended and Restated as of November 2025

Primary Activity 813410 - Civic and social organizations.

Business Number: 77216 5429

GST/HST Account: 77216 5429 RT0001



wma.vartha@gmail.com



www.windsormalayalees.com

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Article I : THE ASSOCIATION

Section A : Name

The name of the association shall be **Windsor Malayalee Association**, hereafter referred to as "THE ASSOCIATION" or "**WMA**".

Section B : Location & Operating Boundaries

- (i) The operating boundaries of WMA shall be within the regions of the City of Windsor; the County of Essex: consisting of the Municipalities of Amherstburg, Kingsville, Lakeshore, LaSalle, Leamington, Tecumseh, Essex, The Township of Pelee and the regions within the Municipality of Chatham-Kent or portions thereof, as determined by the Board of Directors.
- (ii) The boundaries may be changed with an approval from the Board of Directors of the WMA
- (iii) The principal place of business of the Association Registered or Head Office Address 3355 Sandwich Street, Unit 210, Windsor, Ontario, N9C1B2, Canada

Section C : A Non-profit Organization

This Association was incorporated in the Province of Ontario as a non-profit organization and the Ministry of Public and Business Service Delivery on the 27th day of May 2024, under the Corporation number: 1000891852. Registered under Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15.

Primary Activity 813410 - Civic and social organizations.

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Section D : Emblem

The identifying EMBLEM of THE ASSOCIATION shall be as hereunder.



Section E : Language

- (i) All members of THE ASSOCIATION have the right to communicate either in Malayalam or in English for any association activities which they be part of.
- (ii) THE ASSOCIATION will support and promote the usage of Malayalam; our mother tongue.

Article II : PURPOSE & OBJECTIVES**Section A : Purpose**

The purposes of THE ASSOCIATION shall be:

- (i) To provide an Organization for those residents of Windsor, Essex County and Chatham Kent County who trace their origins from and/or have their association with the State of Kerala in India, by birth, relationship, marriage, ancestry, adoption, common law, to come together under the identity of the Kerala State Language, MALAYALAM and thereby to be known as MALAYALEES.
- (ii) Provide a forum for this community to assemble together to foster fellowship, even kinship and cooperation through activities of common interest.
- (iii) Provide a common vehicle that promotes educational, social, cultural and economic programs of the community and enhance its contribution to the society-at-large.
- (iv) To liaise with the different levels of Government and other community Organizations to represent the needs and concerns of the community and seek appropriate assistance.
- (v) To carry out lawful activities as may be deemed necessary to achieve the purposes and objectives, without personal gain or accretion for its members. Any gains or accretions shall be used solely for promoting the stated purposes and objectives of THE ASSOCIATION.

Section B : Objectives

The objectives of THE ASSOCIATION shall be:

- (i) To promote the heritage and cultural values of this community.
- (ii) To promote ambitions, aspirations and needs of this community within the Canadian multi-cultural mosaic.
- (iii) To co-operate with similar organizations and participate in community and governmental programs.

- (iv) To encourage the development, exchange and support of national and international understanding, and peaceful co-existence.
- (v) To encourage the contribution and participation in humanitarian and philanthropic programs, as possible.
- (vi) To acquire and maintain properties to further the interests and purposes of WMA.

Section C : A Not For Profit Organization

A **Not-for-Profit Organization** in Ontario is an entity that is **incorporated under the Not-for-Profit Corporations Act, 2010 (Ontario) (ONCA)** for purposes other than carrying on a business for profit or gain to its members.

Any profits or surplus generated by the organization must be used solely to further its objectives, such as community service, cultural promotion, education, charity, or other lawful purposes outlined in its articles or bylaws.

This Association is a Non-Profit, Social, Cultural and Charitable Organization. These Articles/Bylaws are made based on the demographic principles, secularism, equality of rights and opportunities.

Section D : Non-Discrimination Clause

The Association shall not engage in any activity that would discriminate against any person on the basis of race, color, sex, religion, creed or language.

Section E : Affiliations

The Executive Committee with prior approval from Board of Directors can initiate affiliating WMA with other Malayalee/Keralite/Kerala associations, and other Indian cultural associations within the North America and internationally.

Section F : Definitions

- (i) THE Association: Windsor Malayalee Association, also referred to as WMA
- (ii) **Malayalee(s)** (also referred to as 'Keralite'): Natives of, or the descendants of natives of, or persons whose heritage is rooted in the State of Kerala, India. Persons who have origin in or have family ties and affiliations in the State of Kerala, India also including any regions under the erstwhile Kingdom of Travancore before state formation.
- (iii) Membership Types:
 - a) Regular Member: Type of Membership accorded to any Malayalee who is 18 years old and who express direct interest to join WMA by paying an

annual Membership fee specified each fiscal year by the Executive Committee and duly approved by General Body.

- (iv) Lifetime Membership (valid for ten (10) years) may be established upon the approval of the General Body during a duly convened General Body meeting. Membership Levels:
 - a) Regular members:
 - i. Single.
 - ii. Family (One Primary member, spouse or common-law partner as well as their dependent children, dependent parents).
- (v) General Body: Regular members of the association who have met all their obligations pursuant to the constitution and internal regulations of WMA.
- (vi) Executive Committee: The body of persons elected by the general body for carrying on day to day administration of the association's activities.
- (vii) Bylaw Review Committee (BRC): a committee appointed by the Board of Directors with approval from Advisory Board to review proposals for revision/amendment of the association's constitution.
- (viii) General Body Meeting: A meeting of the association attended by all regular members of the association.

Article III : MEMBERSHIP

Section A : Eligibility

- (i) Membership is open to Malayalee(s) who meets the eligibility requirement of a Regular member and who is a legal resident or have strong ties to the operating areas defined under *Article I, Sec. B, (i)* above.
- (ii) The strong ties to the area could be satisfied if the individual primarily works in the area, has a spouse/common-law partner living or working in the area or have children/parents who live or work in the area.
- (iii) Abides and supports the Constitution and By-Laws of THE ASSOCIATION.
- (iv) **Obsolete Members:** Regular members who move out of the operating areas defined under Article I, Sec. B(i), but wish to retain their membership. They will continue to enjoy all the rights and privileges of regular members, except they will not be eligible to run for the Executive Committee.

Section B : Membership Application

- (i) The application for membership shall be made in the prescribed form provided by the association and be submitted to the Secretary.
- (ii) The membership if approved by the Executive Committee shall be valid from the date of approving such application to the end of the running fiscal year.
- (iii) Memberships needs to be renewed in subsequent fiscal years pursuant to this constitution to be an active member of WMA.

- (iv) The Executive Committee shall have the right to refuse any membership application with justifiable cause pursuant to this constitution.
- (v) Family Membership: In Family memberships, primary member can identify spouse/common-law partner, dependent children and dependent parents of the primary member and spouse/common-law partner as Family.

Section C : Fees, Dues, Membership Period

- (i) Membership Period: The membership period shall be the fiscal year, beginning on April 1st and ending on March 31st each year.
- (ii) Membership renewal for any fiscal year is due by end of December of that fiscal year. If a member fails to renew by that date he/she will be deemed at default and will be considered as inactive member. Membership fees paid after the cutoff date will be credited to the next fiscal year membership only.
- (iii) Membership Fee: The Direct Board shall determine the membership fees and reserves the right to periodically review/revise the fee structure based on recommendations from Executive Committee.

Section D : Rights and Privileges

Rights and Privileges of an Active member are :

- (i) Be an integral part of WMA.
- (ii) Attend annual general body meetings, participate, discuss, and vote on items included on the agenda.
- (iii) Benefit from the facilities provided by the association for its members.
- (iv) Obtain the associations circulars and publications.
- (v) Run for and hold office in the association and serve in the Executive committee.
- (vi) Volunteer to serve or lead in committees formed by the executive committee
- (vii) For family membership types, spouse of the Primary Member, all dependent children who are of legal age (18 + years) and any senior parents under their care who are permanent resident of Canada, living in the same house hold, will have the right to exercise, all rights, defined for a Regular Member.
- (viii) Single membership is eligible for only one vote.
- (ix) The rights and privileges shall NOT be extended to those who are in default or to non-member.

Section E : Membership Registry

- (i) A registry of members shall be maintained by the Secretary and shall include:
 - a. Name, address, telephone number for Primary member.
 - b. Email address and other contact information.
 - c. Name of Spouse or Significant other (if applicable).
 - d. Name and relationship of Family (if applicable).
 - e. Date of acceptance of membership.
 - f. Date of termination of membership.
 - g. Membership status (Active or Inactive).
- (ii) An up-to-date registry of active members should be made available as needed during an Annual General Body Meeting.

Section F : Life Time Membership

- (i) Lifetime Membership may be granted to individuals or families who meet all the eligibility criteria for regular membership and wish to maintain a long-term association with the Windsor Malayalee Association (WMA).
- (ii) The fee for Lifetime Membership shall be determined and approved by the Executive Committee and ratified by the General Body.
- (iii) Lifetime Membership shall remain valid for **ten (10) years** from the date of registration.

Section G : Active Membership

- (i) Regular Members who are in good standing and have no membership dues to the association and are not subjected to any disciplinary action.
- (ii) The membership dues to be paid by the 31st of December of that fiscal year to be considered as an active member for that fiscal year.

Section H : Termination Of Membership

- (i) Membership shall cease by death, resignation, expulsion, or dissolution of the association.
- (ii) Any member who intends to discontinue his/her membership temporarily or to resign from WMA shall communicate his/her intention in writing to the Secretary.

- (iii) In the event that a Regular Member of the Windsor Malayalee Association (WMA) relocates their primary residence outside the operating area as defined under Article I, Section B (i), but wishes to continue as an active participant in WMA activities and events, such an individual may retain their membership status under the title of "Obsolete Member."
- (iv) An **Obsolete Member** shall enjoy all rights and privileges of a Regular Member, including participation in General Body meetings and community events, **except** the right to contest or hold any position within the Executive Committee.

Section I : Expulsion Of Membership

- (i) The Executive Committee shall have the authority to initiate disciplinary action against members whose actions are detrimental to the interest of the association. The Executive Committee through the following process can expel a member from the association, for valid reasons with approval of the Board of Directors.
- (ii) The Executive committee provides a show cause notice, to the member if any such activities by the member are detrimental to the interest of the association.
- (iii) The member may respond/appeal to the notice within thirty (30) days in person or in writing.
- (iv) The Executive Committee will consider the explanation provided by the member and evaluate the situation.
- (v) If the explanation is not satisfactory, the committee shall recommend to terminate the membership of the individual, which should be approved by two-third majority in the Executive Committee.
- (vi) The decision will be reported to the General Body and the final decision will be made by the General Body with a simple majority.

Section J : Inactive Membership

- (i) Those members who have unpaid membership dues for any years will be in an inactive state and cannot exercise any rights defined under *Article III, Sec. D*.
- (ii) Reenacting an inactive membership: Any member who were at default can make a request to the Executive committee to reenact his/her membership by paying the outstanding and other dues determined by the Executive Committee.

Section K : Member Disputes, Litigation Prohibition

- (i) As a condition of membership in WMA, members, or their agents, agree to utilize the procedure for handling and resolving of grievances, disputes,

problems and/or appeals as established by WMA executive committee and that the final decision reached shall be binding and final on all parties to the grievance, dispute, problem or action.

- (ii) Members, or their agents, also agree not to use any court of the land and/or institute legal proceeding of any type to pursue any grievances, disputes, or problems against WMA. In lieu of the ability to institute legal action of any type and/or not use any court of the land, all members have the right to use the internal process established to settle grievances, disputes, or problems within the procedure established by WMA Executive Committee.
- (iii) A violation of these conditions [(i) & (ii) in this section] shall result in automatic termination of WMA membership.

Section L : Ethics and Conduct

- (i) The ethics and conduct of a member shall be worthy and becoming of the prestige, purposes and objective of THE ASSOCIATION.
- (ii) Every effort shall be made by THE ASSOCIATION to help any member to uphold the provisions of the Constitution and to maintain the community intact; but failing any and all compromises, the person(s) may be removed from Membership through process defined under Article III, Sec. I.

Article IV. MANAGEMENT AND OPERATION

Section A : Management

- (i) The management and Operation of THE ASSOCIATION and control of its property shall be vested in an Executive Committee by the authority granted to them by Board.
- (ii) The day-to-day operations of the association shall be carried out by the EXECUTIVE COMMITTEE, which shall have full power to execute the goals of the association, and to raise and spend money subject to limits imposed if any by the general body.

Section B : The OFFICE-BEARERS of the Association

- (i) The Executive Committee shall be the executive authority in the association. It shall implement the policies drawn up by the Board of Directors and the resolutions adopted thereby for the realization of the association's legitimate objectives.
- (ii) The Executive Committee shall consist of the following members:

OFFICE BEARERS:

- a. President**
- b. Vice President**
- c. Secretary**
- d. Joint Secretary**
- e. Treasurer**
- f. Joint Treasurer**

(iii) COMMITTEE MEMBERS:

- a. Committee Members shall consist of Minimum of 5 (FIVE) and Maximum of 11 (ELEVEN), unless otherwise approved by the Direct Board.**

Section D : Duties And Responsibilities Of Office-Bearers

Duties and Responsibilities of Office-Bearers shall be

(i) THE PRESIDENT

- a. Preside at all General Meetings of THE ASSOCIATION
- b. Be the chief representative and official spokesperson of THE ASSOCIATION
- c. Have general responsibility for the overall function of THE ASSOCIATION
- d. Be an ex-officio member of all committees
- e. Perform such duties of THE ASSOCIATION as may be delegated by General Membership.
- f. He/She should chair the meetings, regulate the order of business at such meetings, receive, and put lawful motions to the floor.
- g. The President shall, along with the Secretary, sign all the papers and documents requiring signatures on behalf of WMA, unless the Board of Directors designates someone else.

(ii) THE VICE PRESIDENT

- a. Assume all duties in the absence of the President
- b. Assume responsibilities as may be delegated by the General Membership, Executive Committee or President

(iii) THE SECRETARY

- a. Maintain a current Membership Roll
- b. Record all proceedings of the General membership and Executive committee meetings
- c. Be the Custodian of all Minute Books, Registers, all electronic digital information /media and other documents of THE ASSOCIATION
- d. Attend to appropriate correspondence in consultation with the Executive Committee
- e. Perform such duties of THE ASSOCIATION as may be delegated by the General Membership, Executive Committee or the President
- f. Shall be responsible for the general control management and communication of all business affairs of the association.
- g. He/She shall be the public relation officer of THE ASSOCIATION.
- h. He/She shall, with the President, sign and when necessary seal with the seal of the association of which he/she shall have custody, all papers and document requiring signature or execution on its behalf.
- i. It shall be the duty of the Secretary to present a general report of the activities of the year at the Annual General Body meeting.

(iv) JOINT SECRETARY

- a. Assist the Secretary in all duties
- b. Assume all duties in the absence of the Secretary

(v) TREASURER

- a. Be responsible for the collection of all Fees, Dues and other monies owing to THE ASSOCIATION
- b. Issue and receive Receipts for all monies received or paid on behalf of THE ASSOCIATION
- c. Pay all bills and expenses incurred by THE ASSOCIATION, as approved by the General membership or the Executive Committee
- d. Be the Custodian and maintain current all Books of Accounts and Accounting records of THE ASSOCIATION
- e. Submit a current Financial Report at each Executive Committee meeting and an internal audited financial statement for the fiscal year and a budget for the ensuing year, at the annual general membership meeting.
- f. He/She shall, along with the President or the Secretary signs all the notes, drafts, and checks.

(vi) JOINT TREASURER

- a. Shall assist the Treasurer in his/her duties.
- b. He/She shall be directly responsible to the TREASURER for all matters concerning the association's financial matters.

(vii) COMMITTEE MEMBERS

- a. Committee members elected to perform assigned duties of THE ASSOCIATION by the President.

(viii) Coordinators

The Executive Committee may appoint up to three (3) Coordinators for specific events or projects as deemed necessary. These Coordinators shall function as part of a special task or project team to assist in the planning and execution of designated activities.

Coordinators are not members of the Executive Committee and do not possess decision-making authority in the affairs of the Association. Their roles and responsibilities are limited to the specific assignments delegated to them by the Executive Committee.

Section E : General Duties of Executive Committee

The Executive Committee members shall have the following rights and duties. This list may be reviewed and revised by the General Body during Annual Meeting.

- (i) The Executive Committee must act on behalf of the association under the direction and guidance of the General Body
- (ii) The Executive Committee have the power to set up committees for the realization of the goals of the association as and when necessary.
- (iii) The Executive Committee must take action on membership applications at the next meeting, not more than 30 days of receiving them.
- (iv) The Executive Committee have the authority to initiate disciplinary action against members whose actions are detrimental to the interests of the association.
- (v) The Executive Committee have the right and responsibility to arrange cultural and social activities to promote and encourage its members. These activities include seminars, entertainment, concerts, lectures, cultural or sports competitions, and demonstrations or any other activities that are consistent with the objectives of the association and acts that would implement the goals of the association.
- (vi) The Executive Committee have the right to determine rates of admission to performances/functions conducted or sponsored by the association.
- (vii) The Executive Committee must present an annual report along with a financial statement of accounts, that is audited by an internal auditor appointed by the

Executive committee before the annual general body meeting.

- (viii) The Executive Committee may propose amendments or additions to the Association's bylaws for consideration by the Board of Directors.
- (ix) The Executive Committee have the right to perform all other acts connected with the administration of the association and for the transaction of its business and protection of its properties.
- (x) The current Executive Committee shall have full authority over the day-to-day operations of WMA, including programs and events. The Board of Directors shall not interfere with these ongoing activities unless a major issue arises or a formal complaint is submitted by the General Body or the Advisory Board.

Article V : TERM OF OFFICE

Section A : OFFICE-BEARERS Tenure

- (i) The Executive Committee officers of the association shall be elected for TWO year coinciding with the fiscal year of the association, at the Annual General Body Meeting (AGBM).
- (ii) At the end of the term, the Vice President shall become the President, to maintain good continuity
- (iii) All other positions will be open for election.

Section B : Term Limits

- (i) Any person who assumes the office of the President of the Windsor Malayalee Association (WMA) shall serve in that capacity for only one term. A former President may be eligible to hold the office again after a waiting period of five (5) years, subject to the approval of the Board of Directors.
- (ii) All other office-bearers shall not hold the same position for more than two consecutive terms.

Section C : Standing Committees

- (i) The Executive Committee shall have the power to appoint “ad hoc” committees for special purpose and these committees shall report to the Executive Committee.
- (ii) The Executive Committee shall appoint from association's general members as Conveners for each committee to manage the activities of the activity committee.
- (iii) The tenure of each Convener is determined by the Executive Committee and shall vary from one activity committee to another due to the ad-hoc nature of such committees. However, under no circumstance shall the Convener be appointed for a period of more than one fiscal year as defined in this constitution.
- (iv) The President and Secretary of the association shall be ex-officio members of all activity committees formed by the association.

- (v) All decisions made by any committee shall be subject to the final approval of the Executive Committee and/or the Board of Directors.
- (vi) Proper minutes shall be kept for committee meetings by the convener of each committee and shall submit them to the Executive Committee along with their proposals for activities.
- (vii) The following are examples of committees that MAY be created at the discretion of the Executive Committee.
 - a. YOUTH ACTIVITIES COORDINATOR to represent the youths of the association and oversee all youth activities of the association.
 - b. SPORTS AND GAMES COORDINATOR to oversee all sports and games activities.
 - c. ARTS AND CULTURAL COORDINATOR to oversee Art, Cultural and Literary activities

Section D : Resignation Or Removal of Executive Committee Members

- (i) Any member of the Executive Committee may resign at any time.
- (ii) Any members of the Executive Committee may be removed from office with justifiable cause. The cause could include but is not limited to the following:
 - a. Abstains from three (3) meetings continuously without sufficient cause
 - b. Perceived to have a conflict of interest
 - c. Found misusing his/her authority, or association's funds
 - d. Consistently working against the interests and objectives of the association
 - e. Fails to actively participate in WMA events and perform volunteer duties as assigned by the Executive Committee.
- (iii) The executive committee should initiate the removal proceedings by providing a show cause notice to the subject official. The subject official shall be given 15 days to respond; before making a final decision on the status of the Executive Committee Official
- (iv) If the response from the official(s) is not deemed satisfactory by the Executive Committee, with a two-thirds majority vote of the Executive Committee, can determine to suspend the subject from the committee and recommend the removal of said member(s) from the Executive Committee to the Board of Directors. Such recommendations need to be approved by the Board of Directors
- (v) Any or All of the Executive Committee can be removed from office by the Board of Directors in consultation with the Advisory Board.
- (vi) Any member of the Executive Committee can request in writing a leave of absence from office. The request shall be approved by the Executive Committee with a simple majority for the said period in the request made.

- (vii) Any member of the Executive Committee who resigns or is suspended from the Executive Committee he/she should transfer all association properties that is under his/her possession including any documents, electronic media /information systems access, electronic data etc. to another member in the committee that is duly authorized by the Executive Committee.

Section E : Filling Vacancies

- (i) In the event that the office of the President or Secretary becomes vacant, the elected Vice President and the Joint Secretary shall assume their offices respectively until the next General Body Meeting.
- (ii) In the event that the post of Treasurer becomes vacant, the Joint Treasurer shall take over those duties. If both Treasurer and Joint Treasurer office bearer resign the President will fill in the office until the next General Body Meeting.
- (iii) Any other vacancy occurring in the Executive Committee shall be filled from the active general members by the affirmative vote of two third (2/3) of the Executive Committee by appointment and such appointment shall be held valid until the next General Body Meeting.
- (iv) If the elected Vice President resigns, the Executive Committee shall have the first right to fill the vacancy. If no suitable candidate is nominated or no applications are received, the Board of Directors and Advisory Board advise the Executive Committee to call an online election or Emergency general body meeting.

Eligibility Criteria for the Vice President:

- 1. The applicant must be an active member of WMA, with all dues paid up to the most recent major event.
- 2. The applicant must have prior experience serving as a Committee Member or Coordinator of WMA.
- 3. All such vacancies in the Executive committee should be reported to the Board of Directors.

Section F : Dissolving the Executive Committee

- (i) The Executive Committee shall cease to exist if more than half of the Executive Committee members shall resign at one time or if the number of committee members is reduced to less than one half (1/2) for any reason whatsoever
- (ii) The remaining committee members advisory Board and Board of Directors

shall conduct an Extra Ordinary General Body meeting to address the issue.

- (iii) If all the Executive Committee resign, the Board of Directors shall assume responsibility for the Association on a temporary basis and shall convene an emergency General Body meeting to conduct a new election.

Article VI : MEETINGS**Section A : Rules Of Order**

- (i) All meetings of THE ASSOCIATION shall be conducted according to common Parliamentary procedures.

Section B : Annual General Body Meeting

- (i) A properly called Annual General Body Meeting(AGBM) is the supreme authority of the WMA.
- (ii) The Annual General Body Meeting shall consist of all the eligible members who have performed their obligations pursuant to the constitution and internal regulations.
- (iii) The Executive Committee shall call the Annual General Body Meeting before April 30th of each year.
- (iv) A meeting notice shall be sent at least 30 days in advance to all Active Members.
- (v) An Emergency General Body Meeting, if deemed necessary and approved by the Executive Committee and the Board of Directors, shall be convened with a minimum notice of fifteen (15) days provided to all active members of the Association.
- (vi) The notice shall include location, stating time, date, month of the meeting, the business to be transacted, proposed amendments to constitution and/or internal regulations if any.
- (vii) Accidental omission or non-receipt of meeting notice by any member shall not invalidate the proceedings of the meeting.
- (viii) The Secretary shall present an updated list of eligible members at the General Body meeting.
- (ix) The agenda for the Annual General Body Meeting may include the following:
 - a. Reports of the Secretary, Treasurer, Auditors and Committee Chairpersons.
 - b. Actions on Outstanding and New Business,
 - c. Budget and Program presentation,
 - d. Report of the President,
 - e. Election of office-bearers
 - f. Discussion of any proposed resolutions or changes to the constitution or bylaws.

- g. Any other relevant matters as deemed necessary by the Executive Committee.
- h. Any topics that regular members could present at the General Body provided that topic is submitted minimum 4 weeks before the conduct of AGBM.
- (x) No remuneration or allowance of any kind shall be paid to any member for attending meetings of the association.
- (xi) Quorum for General Body Meeting
 - a. The quorum of the general body meeting shall be one third of its members or 25 members whichever is less.
 - b. In the absence of a quorum, the President or the presiding officer shall, with the consent of those present, adjourn the meeting to a later day and hour. A meeting shall not be adjourned for more than 45 (forty-five) days. If no quorum is present at the adjourned meeting, further adjournments may continue as directed by the presiding officer until a quorum is obtained. Any meeting held at any adjourned date at which a quorum is present shall have the same effect as if held on the date originally set.

Section C : Extra Ordinary General Body Meeting

- (i) The Executive Committee may call an Extra Ordinary General Body Meeting if requested by two third (2/3) of the Executive Committee under extenuating circumstances. Such a request must be approved by both the Board of Directors and the Advisory Board.
- (ii) One half of the Active Members may request in writing to the Executive Committee to convene an Extra Ordinary General Body Meeting, giving specific reasons for such a request. The Executive Committee shall call the Extra Ordinary General Body Meeting within forty-five days (45) of such a request.
- (iii) Such a meeting shall only be called if the matters could not be resolved by the Executive Committee and the petitioners.
- (iv) Notice of at least 3 weeks (21 days) shall be given for such meetings.
- (v) The notice shall include starting time, date, month of the meeting, and the business to be transacted.
- (vi) Accidental omission or non-receipt of meeting notice by any member shall not invalidate the proceedings of the meeting.
- (vii) Only matters for which the Extra Ordinary General Body meeting was called will be discussed at such meetings.
- (viii) Quorum for such meetings should be two third of Active Members.

Section D : Executive Committee Meeting

- (i) The Executive Committee shall hold its first meeting within one month after being appointed and confirm office bearers of the Executive Committee during its first meeting.
- (ii) The Executive Committee shall meet at least ONCE EVERY THREE months. At least a seven days' notice shall be given for such meetings.
- (iii) 6 members of the Executive Committee shall constitute quorum of the Executive Committee meeting.
- (iv) In the absence of a quorum, a majority of the committee members present may adjourn the meeting until a quorum is present.
- (v) Special meetings of the Executive Committee may be called by the President or by 6 members of the Executive Committee. Notice of a special meeting should state the purpose for which the meeting is called. Notice of any adjourned meeting need not be given, other than by announcement at the adjourned meeting.
- (vi) The President shall preside the meeting and control the order and business. In the absence of the President, the Vice President will preside and conduct the business.
- (vii) If both President and Vice President is not available for the meeting, the executive committee can decide on who should preside the meeting, with at least one member of the Board of Directors.
- (viii) The Secretary shall send an advance notice of agenda for the meeting consulting with the President.

Article VII : FINANCE, BANKING, LEGAL MATTERS AND PROPERTY**Section A : Financial Support**

- (i) The financial support of THE ASSOCIATION shall be through:
 - a. Membership Fees and Dues
 - b. Voluntary Contributions
 - c. Grants and Aids from other sources
- (ii) Membership Fees, Dues and other costs paid towards a program participation will not be considered as a Donation or Contribution for tax purposes.
- (iii) The Funds of THE ASSOCIATION shall not be used in form or manner for the purposes of gain or accretion to its members.
- (iv) The Executive Committee may from time to time raise funds by organizing cultural programs for the members and non-members of this association.

- (v) The association may, from time to time, solicit donations from patrons and other well-wishers of the association
- (vi) The executive committee can solicit advertisements from businesses to have them published through association medias.
- (vii) All the expenses must be substantiated by signed receipts and must be approved properly by the Treasurer. In addition, expense above Fifty dollars (\$50.00) for individual items must also be approved by the President, Vice President or Secretary. Any expense above five hundred dollars (\$500.00) shall be approved by the Executive Committee.
- (viii) A petty cash up to five hundred dollars (\$500.00) may be maintained by the Treasurer.
- (ix) All disbursement of funds / payments for expenses should be in line with prior approvals of budget limits set by the executive committee or the general body if any.

Section B : Banking

- (i) All monies received shall be deposited at a Bank and in such Accounts in the name of THE ASSOCIATION as may be directed by the General Membership or the Executive Committee.
- (ii) All Financial transactions shall be by issuance of cheques, draft, Money Order, electronic money transfer, cash or other means as approved by the executive committee with proper receipts of such transactions.
- (iii) Separate Checking, Savings and Disbursement accounts shall be maintained if needed.
- (iv) The Executive Committee at its discretion shall open a special account specifically for charitable contributions received from members. The Executive Committee shall determine policies for processing of disbursements of these funds. No funds received for such charities or for any special purpose like Bursary Awards should not be used for any other activities of WMA

Section C : Signing Officers

The Signing Officers on Bank Cheques shall be the Treasurer with ONE other co-signature of either the President or the Secretary

Section D : Fiscal Year

The fiscal year of the association shall be April 1st to March 31st.

Section E : Legal Matters

- (i) All legal matters that may arise pertaining to THE ASSOCIATION shall be handled appropriately by the Executive Committee, Board of Directors and the General Membership shall be appraised of the developments.
- (ii) All legal documents and any other instruments of Negotiations pertaining to THE ASSOCIATION, shall be signed by any THREE of the following current Office-Bearers:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. A member of the Board of Directors

Section F : Association's Property

- (i) The Board of Directors are the official custodians of The Association's movable and immovable properties including but not limited to all of its information technologies, digital/electronic/social media, electronic records etc.
- (ii) The maintenance of such properties shall be vested with the Executive Committee.
- (iii) Members shall not use the association's properties for any purpose other than that of the association.
- (iv) The Executive committee may dispose off such properties, provided the total cost or the market value, whichever is higher, shall not exceed two hundred dollars (\$200.00). The disposal of other such properties, the cost or market value, whichever is higher, that exceed two hundred dollars (\$200.00), shall be determined by the Advisory Board and Board of Directors.
- (v) As the new Executive committee take office a joint "transition" meeting with office bearers from the past committee should meet within 30 days after the general body meeting to do an official transfer of responsibilities that includes but not limited to : records/documents/association properties/financial records/media access/cash and checks.
- (vi) The transition meeting should at the minimum be attended by the President/Secretary/Treasurer from the current and outgoing committee. In the event if any of them could not attend they should dutifully appoint a representative from their committees.
- (vii) A failure from the outgoing office bearers to properly conduct the official transition and do a proper "hand over" within the 30 days after the Annual General Body meeting will be deemed as a case for initiating disciplinary

action and those members will be deemed ineligible from holding official positions of WMA in the future.

- (viii) Any property that was acquired by a member of WMA for the official conduct of WMA business with approval from Executive Committee will become the property of WMA. He/ She shall never claim that property for himself/herself.
- (ix) All work from the regular members for the betterment of WMA either through WMA conducted events or WMA media (Social Media, Websites etc.) is considered volunteer work and no compensation what so ever will be given for that work unless it was agreed and signed through a contract between that member and the Agent of executive committee with approval from Executive Committee, prior to that work being performed. WMA will own exclusively all such work or its outcome. The individual cannot claim sole ownership of the output from any such work whatever that might be.

Section G : Instruction For Dissolution And Merger

- (i) This association shall not be dissolved without the vote of consent of three fourth (3/4) of the total membership at an Extra Ordinary General Body Meeting.
- (ii) Upon dissolution, the funds of WMA shall be distributed among registered educational or charitable associations.
- (iii) The decision regarding the merging of this association with any other type of association shall be exclusively made by the vote of consent of three fourth (3/4) of the total membership.
- (iv) In the event of an unresolved dispute about the distribution; the assets of the association shall be transferred to the Province of Ontario for further adjudication.

Article VIII : AUDITORS

Section A : Internal Auditors

- (i) The executive committee can appoint a volunteer auditor from the general membership to review the financial statements before being presented at the Annual General Body Meeting.
- (ii) The general body also have authority to appoint an Auditor from the general membership who will volunteer to review the financial statements in case there is a question of accountability and integrity with the presented financial statement from the Executive Committee.

Section B : External Auditors

In the event of any doubt of the integrity of the financial transactions and/or the Internal Audit, the General Membership may authorize the expenditure for an external audit by an established Accounting Firm.

Article IX : ELECTIONS**Section A : Election Committee**

- (i) The current Executive Committee shall appoint a three-member Election Committee at least two months prior to elections.
- (ii) This committee shall consist of a chief election officer who will be the Vice President of current committee who is the incoming President of the new committee, and two election officers, nominated from the membership of the association or from the Board of Directors.
- (iii) In the event the current Vice President is not taking on the office of the President for the next tenure, the current executive committee can nominate another regular member to be the chief election officer.
- (iv) The Election Committee shall cease to exist once the newly elected Executive Committee assumes office.

Section B : Eligibility of Candidates

- (i) A candidate running for office must be a Regular Member of the association.
- (ii) A candidate shall not bear an official position of any other competing organization(s) and/or those that have conflict of interest with the association. However, the candidate can forfeit his/her existing position in any such organization to become eligible for candidacy in this association.
- (iii) A competing organization will be an organization that have similar purpose and objectives as defined under ARTICLE II. SECTION A & B under this constitution.

Section C : Elections

- (i) The election for new committees happens at the Annual General Body held in April of the election year.
- (ii) All executive office positions except the office of President is open for election.
- (iii) The Vice President of the outgoing committee is the de facto President for the new committee.

- (iv) If the Vice President is resigning or not willing to assume the office of President for the new committee then follow the guidelines under ARTICLE V Section E.
- (v) The Elections for the remaining offices of the executive committee will be conducted by the incoming President of the new committee who acts as the Chief Election Officer.
- (vi) At the annual general body meeting that marks the end of a tenure, the incoming President (the current committee Vice President) will preside over the General Body.
- (vii) A ceremonial transition may be conducted to mark the beginning of the General Body meeting followed by presentation of annual report and financial report by the outgoing committee. However, all official business of this meeting is chaired by the President Elect/Incoming President.
- (viii) Election may be through a voice vote or if the candidates insist should be done through a secret ballot.
- (ix) Eligibility to vote in all elections shall be restricted to Active Members who have paid all membership and other dues within the specified due date in this BY-LAW.
- (x) A copy of the register of membership shall be kept at the entrance of the meeting hall.
- (xi) No person other than a “regular member” shall be entitled to vote.
- (xii) No member shall nominate any other person to vote by proxy.

Section D : Nominations

- (i) Nominations shall be submitted in the prescribed form duly signed by the nominee.
- (ii) Each nomination should contain one active regular member as the nominator and other active regular member as seconded.
- (iii) A member can nominate or second only one candidate at a time.
- (iv) All nominations should be filed within the filing date announced by the Election Committee. Nominees can withdraw their nominations 2 days before the election date. The election committee will review the nominations for its validity and veracity subject to WMA constitution and approve the nominations within 5 days before the election date.
- (v) A regular member can run for just one position in the executive committee.
- (vi) If there are no valid nominations submitted for any open positions, the election committee shall notify the General Membership. The election

committee can conduct an election for such open position by following the below process.

- a. Announce the positions that are still open at the Annual General Body Meeting and request for nominations from the General Membership present in the AGBM.
- b. Any regular member present can nominate another Regular member present to the said open position.
- c. A regular member present should second the nomination.

Section E : Election Dates and Communication

- (i) The election for the open positions to the Executive Committee, shall be held at the Annual General Body Meeting.
- (ii) The executive committee will decide the date of the AGM and formally communicate the information to members at least 41 days prior through the Secretary of the association.
- (iii) The notification shall consist of:
 - a. Date and schedule for election
 - b. Deadlines for filing.
 - c. Deadlines for withdrawing nominations – 5 calendar days before the actual election day of election, not counting the day of election
 - d. Date of scrutiny of nominations
 - e. Venue, date and time of voting

Section F : Voting

- (i) One member one vote shall be the rule of governance
- (ii) No vote by proxy shall be allowed.
- (iii) Votes shall be counted on the same day of election and results shall be published immediately thereafter.
- (iv) The decision of the election committee shall be final.
- (v) The top candidates with the most number of votes will be declared as elected to the Executive Committee.
- (vi) If there is only a single nominee to a position in the Executive Committee, he/she will be declared elected to the position unopposed.
- (vii) In case of a Tie, the presiding officer shall cast the deciding vote.

Article X : AMENDMENTS

Section A : Process

- (i) Any amendment to this Constitution shall only be made at an Annual General Meeting
- (ii) Amendment proposals from the Executive Committee or any member must be in the form of proper resolution, and shall be in compliance with official guidelines.
- (iii) A two third (2/3) affirmative vote of the membership present at the Annual General Body Meeting can also request for adoption of any amendments of the constitution.
- (iv) Amendments to this Constitution may be proposed and approved by the **Board of Directors**. Proposed amendments shall be **presented to the General Body** via online communication or other public means.

If no feedback or objections are received from the General Body within twenty-one (21) days from the date of circulation, the proposed amendments shall be considered approved and effective.

- (v) This Constitution shall NOT be tabled at any time.

Article XI : THE EVENTS

Section A : WMA Regular Events

- (i) WMA Regular Events: Onam, Christmas, Picnic, AGM and any other event defined as a regular event by Executive Committee. Admittance to regular events is open to members and non-members.
- (ii) The regular events are scheduled at the discretion of the Executive Committee. The executive committee can cancel a regular event in a particular year for any reasonable and justifiable cause.

Section B : WMA Other Events

- (i) WMA Member Exclusive Events: Executive committee shall organize “adhoc” events, where admittance is open only to WMA members.
- (ii) WMA Special Events: Any event other than regular event and Member Exclusive Event is defined as a Special Event. Admittance to special events is open to members and non-members.
- (iii) WMA Event Admission Fees: Admission fees to WMA events will be determined by WMA Executive Committee.

Article XII : THE BOARD OF DIRECTORS

Section A : Definition

(i) This Association was incorporated in the Province of Ontario as a non-profit organization and the Ministry of Public and Business Service Delivery on the 27th day of May 2024, under the Corporation number: 1000891852. Registered under Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15.

(ii) The Windsor Malayalee Association is officially registered under the following individuals:

Justin Mathew, Director

Libu Mathew Thamarappallil, Director

Leo John, Director

Renji P. Mathew, Director

Manu Varughese, Director

(iii) The **Board of Directors** of the Windsor Malayalee Association (WMA) serves as the governing and oversight body of the Association, ensuring that its operations, programs, and financial management are conducted in accordance with the Not-for-Profit Corporations Act, 2010 (Ontario) and the Bylaws of WMA.

(iv) Review and approve amendments to the constitution, bylaws, or major organizational policies.

(v) Serve as the legal custodians of the Association's incorporation and registration with the Province of Ontario.

(vi) Act as the final decision-making authority in matters involving disputes, grievances, or disciplinary issues within the Association.

(vii) The Board of Directors has the right to review the minutes, reports, and records of the current Executive Committee at any time.

(viii) Maintain active communication with the Advisory Board, Women's Forum, and Executive Committee.

(ix) The Board of Directors serves as the permanent governing authority of WMA, with lifelong tenure unless a member resigns voluntarily, becomes incapacitated, or is removed through a majority decision by the remaining Directors in accordance with WMA Bylaws.

Section B : Advisory Board and Womens Forum

The Advisory Board of the Windsor Malayalee Association (WMA) serves as a consultative and guiding body to support the Executive Committee and the Board of Directors in fulfilling the Association's mission and objectives.

- (i) The new appointment of Advisory Board and Womens Forum done by Board of Directors and General Body.
- (ii) Advisory Board members shall serve a two-year term, with the option to extend upon mutual consent of the Board of Directors and the member.
- (iii) The Advisory Board shall include: The Ex-officio members (including the new elected President and Exiting President)
- (iv) Individuals appointed by the Board of Directors based on their experience, leadership, and service to the community.

Section C: Roles and Responsibilities of Advisory Board

- (i) **Advisory Role:** Provide strategic guidance, professional expertise, and constructive feedback to the Executive Committee and Board of Directors on matters concerning community events, programs, and development initiatives.
- (ii) **Governance Support:** Offer recommendations on policy matters, dispute resolution, and organizational planning when requested by the Board or Executive Committee.
- (iii) **Continuity and Mentorship:** Ensure continuity of leadership by mentoring new committee members and sharing institutional knowledge.
- (iv) **Non-Executive Function:** Advisory Board members shall not have direct executive or voting authority in daily operations but may be invited to attend meetings or provide input on special issues.
- (v) The **Women's Forum** shall function as an integral part of the Advisory Board of the Windsor Malayalee Association (WMA). It serves as a platform to encourage, empower, and engage women in the cultural, social, and charitable activities of the Association and Encourage the active involvement of women members in WMA events and guide new members to participate in leadership and volunteer opportunities.

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 XIV : INTERNAL REGULATIONS

Section A : Bursary Awards

Meritorious Bursary to high school graduate children of Windsor Malayalee association members.

- (i) **Objective** : The objective of the meritorious bursary shall be
- To promote motivation among our children to exceed their academic excellence.
 - To encourage our children to become an active participant in our community
 - To encourage parents to carry out our educational, social, cultural and economic progress to their children.

(ii) **Eligibility** :

This bursary is open to anyone whose :

- Parents who are active members of Windsor Malayalee Association for at least a minimum period of one year
- Graduated from any High School
- Submitted an official transcript accompanied by a recommendation letter from one of the teachers in his/her final year.
- The official transcript should be an "Ontario Student Transcript"
- If a student went to a school outside the Ontario School system, its his/her parents' responsibility to submit an evaluation or equivalence certificate to that of an Ontario Student Transcript from a professional organization, only if there are multiple applicants
- Pursue a post-secondary college education in the year in which he/she graduates from the High School
- Submitted an application in his/her own words to Windsor Malayalee Association before March 15th of the year of graduation
- Submitted Certificates proof of any extracurricular activities involved in recent years including social/community works, sports and arts activities.

(iii) **Rules And Regulations** :

Final decision of the bursary shall be

- Based on academic merits and involvements in extracurricular activities including participation in our community – 75% weightage will be given to merit and 25% to extracurricular activities.
- Decided by the executive committee or a nominee delegated by the executive committee.
- In case of any conflict or split decision final decision will be made by Board of Directors and Advisory Board for which there won't be an appeal.

- d. The bursary cannot be renewed in the succeeding year of studies.
- e. Amendments on this article shall only be done by a majority decision of the general body meeting.

(iv) **Bursary Amount :**

- a. The amount of the bursary is fixed as \$300 annually
- b. The fund for bursary shall be raised by conducting any special programs, draws and individual contributions by the freewill of its members.
- c. The account of bursary fund shall be maintained separately from the common association fund.
- d. No monies received to this fund shall ever be used for any other WMA activities.



Ministry of Public and
Business Service Delivery
Ministère des Services au public et
aux entreprises

Certificate of Incorporation

Not-for-Profit Corporations Act, 2010

Certificat de constitution

Loi de 2010 sur les organisations sans but lucratif

WINDSOR MALAYALEE ASSOCIATION

Corporation Name / Dénomination sociale

1000891852

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

May 27, 2024 / 27 mai 2024

V. Quintanilla W.

Director / Directeur

Not-for-Profit Corporations Act, 2010 / Loi de 2010 sur les organisations sans but lucratif



WMA Official
Registered
Trademark Logo