

Canada Bangladesh Education Trust, (CBET) (Constitution and By-Laws)

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Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the organization. The seal to be imprinted after registration.

Head Office

2. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Ottawa of Ontario.

Objectives

3. To Advance education by providing publicly available scholarships, bursaries, and other forms of financial assistance to students in Canada and in Bangladesh to be used for post-secondary education.
4. To advance education by providing educational tools such as computers to public educational institutions in Bangladesh

Principles and Policies

5. This is purely a non-political, non-profit, independent, community-oriented charitable organization
6. We respect each other, welcome and accept others' views and ideas.
7. The volunteer and charitable activities are organized to serve the community and not for publicity or any personal interest or gain.
8. No directors or office bearers of the organization can get any personal benefits from this organization in terms of cash or kind

Services

9. Raise funds to help students in Canada or in Bangladesh

Conditions of Membership

10. To be a member with voting rights, a person must have spent at least on an average two hours per month as a volunteer for any activities organized by the organization (**a total of 25 hours in the current or preceding year as applicable**) and **donated** at least on average \$20.00 per month (**a total of \$240.00 in the current or preceding year as applicable**) in support of the organization. He or she is entitled to enjoy and participate in all the services and activities of the organization.
11. An existing member with voting rights, who fails to spend at least on an average two hours per month as a volunteer for any activities organized by the organization (a total of **25 hours in the current or preceding year** as applicable) and fails to donate at least on **average \$20.00 per month (a total of \$240.00 in the current or preceding year** as applicable) in support of the organization, will be considered no longer to be an active member of the organization. It will be assumed he/she has withdrawn from the organization.

Members' Meetings and Election for Board of Directors

12. The annual general meeting (AGM) of the members shall be held by February 28.
13. At AGM, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented.

14. Each Board shall have a term of three years as follows:
 - a. March 2014 to February 2017
 - b. March 2017 to February 2020
 - c. March 2020 to February 2023
 - d. So forth
15. Each director may serve two terms of 6 years. It is recommended, every year we get 2 new members and 2 existing member retires. This way we will have a mix of energetic new members and also experienced hands. In exceptional circumstances, for experience hands, up to 3 of the existing members can continue for 3 terms of 3 years.
16. With a gap of one term of 3 years, if an ex-director left with good legacy and at least one signature achievement, may be nominated again, if fulfils other conditions.
17. A director may be nominated by any voting member with the support of at least 5 other voting members, explaining what he/she will bring to CBET, at least 15 days before Annual General meeting.
18. Any nomination must be pre-approved by 2/3 of the existing directors and approved at the Annual General Meeting (AGM)
19. At AGM at which an election of directors is required, the president, and directors and other office bearers to be elected by simple majority of voting members present for three years. The above positions may also be filled up by consensus and no election will be held, if there are only one candidate for certain positions.
20. The current board of directors will select any voting member to be the presiding officer & election commissioner for conducting the election for the board of directors and office bearers. He can conduct the election by raising hand or by secret ballots or any way he deems necessary.
21. At least 10 days, before the AGM, the list of the voting members be compiled and posted in regular place by the secretary or president or authorized director of the board of directors, after approval by the board with the date & signature of the president and/or secretary. Any objection to the list must be submitted in written form to the secretary or the president within 5 days of the publication of the list. All objections or alteration request will be considered by the board of directors and the final list must be published at least 4 days before the AGM in the main meeting place or any other agreed place. No objection will be entertained after the publication of the final list.
22. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president or the secretary shall have power to call, at any time, a general meeting of the members of the organization. The board of directors shall call a special general meeting of members on a written requisition of at least 10% of members with voting rights. 40% members with voting rights present in person at a meeting will constitute a quorum. For subsequent meeting 25% voting members will meet the quorum.
23. Seven days' written notice shall be given for any annual or special general meeting of members. An email notification will be considered adequate notification. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
24. Each voting member present at a meeting shall have the right to exercise one vote by being present in the meeting. Proxy voting is not allowed.
25. A simple majority of the votes cast by the voting members present shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the By-laws.

26. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the organization shall invalidate such a meeting. Neither it will make void any proceedings taken there at and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the email of the member, director or officer shall be his last email address as recorded on the books of the organization.

Board of Directors

27. The property and business of the organization shall be managed by a board of directors, comprised of a minimum of five (5) directors and a maximum fifteen (11) directors including president, two vice presidents, secretary, Asst Secretary, treasurer and other office bearers excluding auditors. The directors must be balanced representatives of different regions of Bangladeshi origin communities and background including men, women and youths. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the directors at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors are to be from voting members only.
28. Directors shall be elected for a term of three years by the voting members at an annual meeting of members to be held in February of the ensuing year. In case of vacant position, members of board of directors can fill the positions for the remaining of the term.
29. The office of a director or any office bearer (all office bearers except the auditor are directors) shall be automatically vacated:
- a. If a director is absent in three consecutive meetings without any valid reason;
 - b. if at a special general meeting of members, a resolution is passed by simple majority of the voting members present at the meeting that he/she be removed from office for cause;
 - c. The BOD can also remove another member of BOD by 2/3Rd of the total members of BOD for a valid reason
 - d. if a director has resigned his office by delivering a written resignation to the secretary or the president of the organization;
 - e. if he is found by a court to be of unsound mind;
 - f. if he becomes bankrupt or suspends payment or compounds with his creditors;
 - g. on death;
 - h. or he/she publicly opposes a resolution formally passed in a meeting by the board of directors

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a voting member of the organization.

30. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the organization as an officer or in any other capacity and receiving compensation therefore.
31. 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.

Powers of Directors

32. The directors of the organization may administer the affairs of the organization in all things and make or cause to be made for the organization, in its name, any kind of contract which the organization may lawfully enter into and, save as hereinafter provided. They generally, may exercise all such other powers and do all such other acts and things as the organization is by its charter or otherwise authorized to exercise and do.
33. The directors shall have power to authorize expenditures on behalf of the organization from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the organization in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a. to borrow money upon the credit of the organization, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
34. The board of directors shall take such steps as they may deem requisite to enable the organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, properties, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the organization.
 35. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
 36. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

Directors' Meetings

37. It is expected that one meeting be held per month. It is recommended to fix certain week and day of a month. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that **7 days** written notice of such meeting shall be given by email or voice mail or personal contact, to each director. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken there at and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. Each director is authorized to exercise one vote. The minutes of the meeting to be circulated to all by the secretary, asst secretary or any other director.
38. A majority of directors in office, from time to time, but no less than five directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the organization.

Indemnities to Directors and Others

39. Every director of the organization and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the organization, from and against;
 - a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or

prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Officers (or Office Bearers)

40. The officers of the organization shall be a president, two vice-presidents, secretary, assistant secretary, treasurer and assistant treasurer, organizing secretary, youth activities secretary, woman activities secretary, community activities secretary, media & publicity secretary and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need to be from the directors only.
41. The officers (members of board of directors) of the organization shall hold office for one term of three years from the date of appointment or election or until their successors are elected or appointed in their position. Officers shall be subject to removal by resolution of the board of directors at any time by simple majority of the directors present in the meeting. The quorum will be simple majority of the total number of directors.

Duties of Officers

42. The president shall be the chief executive officer (CEO) of the organization. He shall preside at all meetings of the organization and of the board of directors. He shall have the general and active management of the affairs of the organization. He shall see that all orders and resolutions of the board of directors are carried into effect.
43. The first vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
44. The treasurer (director of finance) shall have the custody of the funds and securities of the organization and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the organization in the books belonging to the organization. He or his representatives or other delegated officers shall deposit all monies, securities and other valuable effects in the name and to the credit of the organization in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The president or one VP or /and treasurer (any two of three signing authorities) shall disburse the funds of the organization as may be directed by proper authority taking proper vouchers/receipts for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He (director of finance) shall also perform such other duties as may from time to time be directed by the board of directors. No cash payment will be done under any circumstances.
45. The Secretary or Asst Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the organization generally under the supervision of the officers thereof and shall attend all meetings and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the organization, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

46. The duties of all other officers of the organization shall be such as the terms of their engagement call for or the board of directors requires of them.

Committees

47. The board of directors may appoint committees or subcommittees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and subcommittees and may fix by resolution, any remuneration to be paid.

Execution of Documents

48. Contracts, documents or any instruments in writing requiring the signature of the organization, shall be signed by two officers (President, and one VP or Secretary or Asst Secretary or Treasurer) and all contracts, documents and instruments in writing so signed shall be binding upon the organization without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the organization to sign specific contracts, documents and instruments in writing. The directors may give the organization's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any land, stocks, bonds, and other securities of the organization. The seal of the organization when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Minutes of Board of Directors

49. The minutes of the board of directors shall be available to the general voting membership of the organization on request but shall be available to the board of directors by email notification or by printed copies

Financial Year

50. The fiscal year end of the organization shall be January to December.

Amendment of By-Laws

51. The by-laws of the organization not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members present at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister concerned has been obtained. 40% of voting members will be the quorum in first meeting and 25% will be the quorum for the second meeting.

Auditors

52. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the organization for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

Books and Records

53. The directors shall see that all necessary books and records of the organization required by the by-laws of the organization or by any applicable statute or law are regularly and properly kept. All transactions will be done through a local commercial bank. In all banking and financial transactions the signing authority will be any two of the president, VP, secretary, Asst Secretary or treasurer (director of finance) or their authorized representatives.

Rules and Regulations

54. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the organization as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the organization when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

Dissolution of the organization

55. It is specially provided that in the event of dissolution or winding-up of the organization, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the *Income Tax Act* (or, "registered charitable organizations in Canada").

Interpretation

56. In these by-laws and in all other by-laws of the organization hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and organizations.