

Bylaws of the Nepalese Society of Calgary

I hereby certify that the following special resolution was passed at a meeting of the members of the Nepalese Community Society of Calgary (NCSC) on Saturday, August 14, 2021.

The Bylaws were changed as follows:

The existing Bylaws of the Nepalese Society of Calgary (NCSC) were repealed. They are replaced with the attached Bylaws of the Nepalese Community Society of Calgary (NCSC).

Date: 1st Sept 2021

Signature of Authorized Executive Officer



Name of the Officer: Sameer Raj Pandey

Title: President

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**Bylaws of
Nepalese Society of Calgary (NCSC)**

(Corporate Access No.: 5010927183)

ARTICLE 1. PREAMBLE

1.1. The Society

The name of the Society is the Nepalese Community Society of Calgary, which may also be known or referred to as the NCSC or the Society.

1.2. Objectives of the Society

The objects of the Society as detailed in the Article of Incorporation are:

- a. Promote societal activities primarily for Nepalese Community in Calgary and the surrounding areas;
- b. Coordinate and run programmes with other societal, non-profit and government organizations for the benefit of local people;
- c. Promote cultural and linguistic programmes to promote Nepalese culture and festivals in Alberta;
- d. Support programmes to help Nepal and Nepalese people.

1.3. The Bylaws

The following articles set forth Bylaws of the Nepalese Community Society of Calgary.

ARTICLE 2. DEFINING AND INTERPRETING THE BYLAWS

2.1. Definitions

In these Bylaws, the following words have these meanings:

Act - the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

Annual General Meeting (AGM) - the annual general meeting of the members of the Society.

Bylaws - the Bylaws of the Society as amended.

Board of Advisors (the Board) - advisory board of the NCSC Executive Committee nominated as per Article 5.5.

Executive Committee - the elected or nominated governing body of the Society.

Executive Officer – a member of the Executive Committee of the Society, and includes the president, the vice president, the secretary, the treasurer, the event coordinator, the media coordinator, the joint secretary and the executive members.

Member - member of the Society as defined in Article 3.1.

Register of Members - the list maintained by the Executive Committee containing the name, address and contact information of the members of the Society.

Society - the Nepalese Community Society of Calgary (NCSC).

Special Meeting - the meeting of the Society members when there is an unusual or urgent matter to address that cannot wait until the AGM.

Special Resolution:

- a. a resolution passed at a General Meeting of the membership of the Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person and, or online.
- b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the voting Members eligible to attend and vote at the General Meeting must agree; or
- c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

Voting Member: General or life member of the Society in good standing, who is entitled to vote at the meetings or elections of the Society.

2.2. Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- a. Masculine, feminine, neuter, singular and plural: words shall be deemed to apply to masculine, feminine, neuter, singular and plural according to the content or nature applicable.
- b. Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- c. These Bylaws must be interpreted broadly and generously.

ARTICLE 3. MEMBERSHIP

3.1. Society Membership

- 3.1.1. NCSC membership is open to any individuals who are interested to fulfill the objects of the Society and pays the membership fee as prescribed in these Bylaws.
- 3.1.2. Types of Members
 - a. General Member: 18 years of age and above who pays the prescribed General membership fee, and issued by the Executive Officers, and recorded in the register of members;
 - b. Life Member: 18 years of age and above who pays the prescribed one time life membership fee, and approved by the NCSC Executive Committee;
 - c. Youth Member: Youth under 18 years of age willing to participate as youth member from the consent of one of the parents or guardian;
 - d. Honorary Member: Individual who has contributed extraordinarily to the NCSC activities, and approved by the AGM of the Society on recommendation of the Executive Committee.
- 3.1.3. Only General or life members in good standing can be nominated or elected in any of the governing bodies of the Society.
- 3.1.4. All members shall agree to have their name and personal information entered into the register of members.
- 3.1.5. There shall be no membership fee for youth and honorary members. Fees for General and life memberships shall be determined from the annual or special general meeting. Until the AGM decides otherwise, the membership fees are \$ 30 (thirty) for two years for General membership and onetime payment of \$ 150 (one hundred fifty) for life members.
- 3.1.6. General Membership is valid for two years in a revolving basis for which the fee is paid. Membership fee cannot be prorated or refunded.
- 3.1.7. The Executive Committee shall collect applicable membership fees and provide membership to General, life, youth and honorary members.

3.2. Termination of Membership

- 3.2.1. Member may resign from the Society membership submitting a written notice to the President of the Society. The name shall be removed from the Register of the Members within a month of the notice.
- 3.2.2. If a General member does not pay membership fee, the Society Membership is deemed withdrawn until the full membership fee is submitted for the term.
- 3.2.3. A joint meeting of the Executive Committee and the Board of Advisors may suspend one's membership for not more than three (3) months, if a:
 - a. Member has failed to abide by these Bylaws;

- b. Member has been disloyal to the Society;
- c. Member has disrupted meetings or functions of the Society; or
- d. Member has done harm to the Society.

The affected Member shall receive at least one week notice before the meeting to be held for the membership suspension. The Member, optionally accompanied with another member, shall have an opportunity for clarifications in person in the meeting. The committee's decision is final.

- 3.2.4. The membership is terminated upon death of a member.
- 3.2.5. The Society may, by majority of votes in a Special Meeting or in an AGM can expel a member for at least two years for any cause deemed not appropriate for the objects of the Society.

3.3. Membership Rights and Privileges

- 3.3.1. Members have the following rights and privileges:
 - a. be part and promote the vibrant Nepalese societal, festival and cultural events;
 - b. participate in events organized by the Society;
 - c. socialize and volunteer in the Society organized events;
 - d. stand for elected positions in accordance with these Bylaws;
 - e. participate and contribute in General and Special Meetings of the Society;
 - f. exercise other rights and privileges given to the members by these Bylaws;
- 3.3.2. No Member, in his individual capacity, is liable for any debt or liability of the Society.
- 3.3.3. No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Membership is terminated.
- 3.3.4. A person is liable for any debts owing to the Society even after ceasing the membership.

ARTICLE 4. MEETINGS OF THE SOCIETY

4.1. Annual General Meeting

- 4.1.1. The Annual General Meeting (AGM) of the good standing members shall be the supreme body of the Society.
- 4.1.2. AGM can decide, approve and formulate any policy and decision consistent with the objects of the Society.
- 4.1.3. Other than in the situation of state of emergency/Natural calamities, the Society holds its AGM no later than April 30 of each calendar year, in Calgary, Alberta. The Executive Committee sets the venue, day and time of the meeting.

4.1.4. Following decisions shall be taken in the AGM:

- a. Electing, nominating or extending the positions of the Executive Officers for a period of more than one year;
- b. Approving the annual accounts of income and expenditures of the Society;
- c. Reviewing the President's report;
- d. Authorizing the power of AGM to the executive committee for certain tasks;
- e. Appointing auditor(s) to audit the finances of the Society;
- f. Reviewing the financial statements on the Society's income, disbursements, assets and liabilities, and the auditor's report;
- g. Considering other matters specified in the meeting notice, and other motions that members has filed before the meeting is called;
- h. Forming Special Committee(s) to work together with the Executive Committee and the Board of Advisors to manage specific long-term or a prime business of the Society that requires more than two years of commitments.

4.1.5. The society will ask its members to register for the AGM and 51% of the registered members is a quorum;

4.1.6. Unless specified, decisions will be based on simple majority (>50%) votes of the members present in the meeting.

4.2. Special Meeting of the Society

4.2.1. Special Meeting of the Society members can be called when there is an unusual or crucial matter to address that cannot be postponed until the AGM.

4.2.2. A Special Meeting of the Society shall be called by the Executive Committee for a pre-specified reason and intended motion(s) when commenced by:

- a. a resolution of the Executive Committee, or
- b. a written request of at least six Executive Officers, or
- c. a written request to the Executive Committee by at least twenty-five percent of the voting members.

4.2.3. The Secretary shall provide a notice by email or other means to each member at least twenty-one (21) days before the Special Meeting. The notice shall state the place, date, time and motion(s) of the Special Meeting.

4.2.4. Only the motion(s) provided in the notice shall be considered at the Special Meeting.

4.2.5. Special Meeting shall have the same meeting procedure, method of voting and the quorum requirements as the AGM.

4.3. Proceedings at the Annual General or a Special Meeting

- 4.3.1. The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the AGM. This notice states the place, date and time of the Annual Meeting of the Society Members.
- 4.3.2. General Meetings of the Society are open to the public. However, a majority of the Members present may ask the non-members to leave.
- 4.3.3. The President cancels the General Meeting if a quorum is not present within two hours after the set time. If cancelled, the meeting is rescheduled within the next two weeks in the same or different place and time with notifications. If a quorum is not present within one hour after the set time of the second meeting, the meeting shall proceed with the Members in attendance.
- 4.3.4. The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President is present within one hour after the set time for the General meeting, the Members present choose one of the Members to chair.
- 4.3.5. The President may adjourn General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- 4.3.6. The Executive Committee shall give a notice to the Members when a General meeting is adjourned for thirty (30) days or more.
- 4.3.7. General Meeting shall not be invalid due to accidental omission to give notice to any Member, any Member not receiving any notice; or any error in any notice that does not affect the meaning.
- 4.3.8. All Voting Members present in the AGM may agree to and sign a resolution, without prior notice. This resolution shall be equally valid as one passed at a General meeting.
- 4.3.9. Each Voting Member has one vote. A show of hands decides every vote at the Meeting. A ballot is used if at least five voting Members request it.
- 4.3.10. A proxy vote is not permitted in the meetings.
- 4.3.11. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 4.3.12. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 4.3.13. If requested voting by ballot, the President or the presiding officer may set the time, place and method for a ballot vote. The majority of votes cast in favour shall be the resolution of the Meeting. Members may withdraw their request for ballot before the voting starts.
- 4.3.14. The presiding officer in good faith decides any dispute on any vote, and the decision shall be final.

ARTICLE 5. THE GOVERNANCE OF THE SOCIETY

5.1. The Executive Committee

5.1.1. The Executive Committee is the governing body of the Society to run activities as per objectives of the Society.

The Executive Committee shall have full control over the affairs of the Society mandated by these Bylaws and from the decisions of the annual general and special meetings.

5.1.2. The powers and duties of the Executive Committee include:

- a. Promoting the objects of the Society;
- b. Promoting membership of the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Preparing an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Making policies for managing, operating and funding Society activities;
- g. Formulating and implementing working guidelines to run different projects;
- h. Maintaining all accounts and financial records of the Society;
- i. Appointing legal counsel as necessary;
- j. Promoting Nepalese festivals, culture and tourism;
- k. Finding opportunities and help Nepalese people in Calgary and other parts of the world;
- l. form sub-committees of executive officers or Society members for specific programs of the Society;
- m. nominating Board of Advisors for a period not more than two years;
- n. nominating vacant position(s) other than the president of the Executive Committee for the remaining period until upcoming AGM;

5.1.3. The Executive Officers of the Executive Committee under the direction of the AGM shall perform Society duties in co-ordination with the Board of Advisors.

5.2. Composition of the Executive Committee

5.2.1. NCSC values the principles diversity which provides equitable opportunity of participation to the every community members regardless of caste, gender, creed and cultural beliefs. ofThe Executive Committee shall be comprised of eleven Executive Officers elected or nominated by the AGM or Special Meeting of the Society, which include the President, the Vice President, the Secretary, the Event Coordinator, the Treasurer, the Media Coordinator, the Joint Secretary the Women's Coordinator, the Youth and Sports Coordinator, the Culture and heritage Coordinator, and the Seniors and New Comers Coordinator.

5.2.2. The President:

- 5.2.2.1. shall be the chief executive of the Society and lead all activities and programs of the Society;
- 5.2.2.2. when present, chairs all meetings of the Society and the Executive Committee.
- 5.2.2.3. acts or nominates another Executive Officer as the spokesperson for the Society;
- 5.2.2.4. along with the treasurer, shall be responsible for all finances of NCSC including the bank accounts and records of all income and expenses.
- 5.2.2.5. For the nomination as the president of the society, one has to serve the community in any NCSC programs for two years. If this option is not available, nomination from any active members shall be accepted.
- 5.2.2.6. Any eligible member can not become a president for more than two terms.

5.2.3. The Vice President:

- 5.2.3.1. shall assist the President and assume duties during president's absence.
- 5.2.3.2. shall serve as Acting President when the position of the President becomes vacant.
- 5.2.3.3. Shall carry out other activities as assigned by the executive Committee.

5.2.4. The Secretary :

- 5.2.4.1. shall be responsible for keeping and preparing the meeting minutes of the Executive Committee, Board of Advisors, AGM and Special Meetings;
- 5.2.4.2. is responsible for the correspondence of the Society and the Executive Committee;
- 5.2.4.3. maintains the names and addresses of all Members of the Society in the membership register;
- 5.2.4.4. keeps records of amendments in the Bylaws, and files incorporating documents with the Corporate Registry; and
- 5.2.4.5. shall be responsible to keep and use Society seal, if adopted.
- 5.2.4.6. Shall carry out other activities as assigned by the executive Committee.

5.2.5. The Events Coordinator:

- 5.2.5.1. shall be responsible for organizing cultural, social, and educational events on behalf of the NCSC.
- 5.2.5.2. shall co-ordinate with other parties willing to work in partnership with NCSC to promote Nepalese culture and tradition.
- 5.2.5.3. Shall carry out other activities as assigned by the executive Committee.

5.2.6. The Treasurer:

- 5.2.6.1. shall be responsible for all finances of NCSC including the bank accounts and records of all income and expenses;
- 5.2.6.2. shall present a detailed account of receipts and disbursements of expenses upon request by Executive Officers of the Executive Committee or Board of Advisors;
- 5.2.6.3. works with the accountants or auditors of the Society on the audit of the financial statements;
- 5.2.6.4. shall prepare and present audited annual financial statement in the AGM.

5.2.7. The Media Coordinator:

- 5.2.7.1. shall be responsible for updating Society Website, and promoting the Society in social media networking websites;
- 5.2.7.2. shall be responsible for event photography;
- 5.2.7.3. shall coordinate with the media.
- 5.2.7.4. Shall carryout other activities as assigned by the executive Committee.

5.2.8. Joint Secretary:

- 5.2.8.1. shall assist to complete the Secretary's assignments;
- 5.2.8.2. in absence of a secretary, shall work with responsibility of the Secretary.
- 5.2.8.3. Shall be responsible for maintaining society's inventory of assets.
- 5.2.8.4. Shall carryout other activities as assigned by the executive Committee.

5.2.9 Women's Coordinator

- 5.2.9.1. Shall plan and organize Women's events
- 5.2.9.2. Shall conduct community consultation/engagement and maintain partnership on the various women related issues
- 5.2.9.3. Shall develop and suggest different strategies to promote women participation in community activities.
- 5.2.9.4. Shall participate in the programs organized by various organizations.
- 5.2.9.5. Shall develop and maintain a close relationship with key stakeholders
- 5.2.9.6. Shall assist actively in the various events organized by NCSC.
- 5.2.9.7. Shall attend board meeting in a regular basis

5.2.10 Youth and Sports Coordinator

- 5.2.10.1. Shall plan, prepare and deliver various youth programs, sports leagues and activities to meet NCSC's mission and values, serve NCSC members and the Nepalese community, and attract new members and participants in the events organized under NCSC umbrella.
- 5.2.10.2. Shall assist with development of special family and youth events.
- 5.2.10.3. Shall assist actively in the various events organized by NCSC.
- 5.2.10.4. Shall collaborate with various organizations in the related issues
- 5.2.10.5. Shall ensure the participation of Nepalese youths in various events organized by partner organizations.
- 5.2.10.6. Shall develop and maintain a close relationship with key stakeholders
- 5.2.10.7. Shall attend the board meeting in a regular basis

5.2.11. Culture and Heritage Coordinator

- 5.2.11.1. Shall develop, plan and coordinate significant operational initiative to promote Nepalese Arts, culture and heritage.
- 5.2.11.2. Shall engage and respond to community needs by developing and implementing various cross-generational as well as cross-cultural projects and programs.
- 5.2.11.3. Shall liaise with different external organizations in the related issues.
- 5.2.11.4. Shall maintain an inventory of all the cultural items (dresses, musical equipment, paintings etc.) in a proper way.
- 5.2.11.5. Shall assist actively in the various events organized by NCSC.
- 5.2.11.6. Shall develop and maintain a close relationship with key stakeholders
- 5.2.11.7. Shall attend the board meeting in a regular basis

5.2.12. Seniors and Newcomers Coordinator

- 5.2.12.1. Shall develop, coordinate and support senior-led wellness, social connection and resource programs in collaboration with volunteers
- 5.2.12.2. Shall plan and organize various programs targeting to newcomers to Canada
- 5.2.12.3. Shall explore financial support to run different programs for seniors and newcomers
- 5.2.12.4. Shall liaise with different external organizations in the related issues.
- 5.2.12.5. Shall assist actively in the various events organized by NCSC.
- 5.2.12.6. Shall develop and maintain a close relationship with key stakeholders
- 5.2.12.7. Shall attend the board meeting in a regular basis

5.3. Resignation or Removal of an Executive Officer of the Executive Committee.

- 5.3.1. The term of the Executive Committee shall be of two years.
- 5.3.2. An Executive Officer of the Executive Committee including the President and Vice President may resign from office by giving one month's written notice to the Executive Committee. The resignation shall take effect either at the end of the month's notice or on the date the Executive Committee accepts the resignation.
- 5.3.3. Members through the majority of votes in an AGM or from a special meeting may remove the entire Executive Committee and/or any Member of the Executive Committee including the President or Vice President, before the end of the term.
- 5.3.4. Any Executive Officer of the Executive Committee who fails to attend three (3) consecutive meetings, without good reason, may be relieved of his/her duties by a majority vote of the Executive Officers. The Executive Officer in question shall have the right to defend at the Executive Committee meeting.
- 5.3.5. To remain in the elected position of the Executive Committee, the membership of the executive officer must be in good standing.

5.4. Meetings of the Executive Committee

- 5.4.1. The Executive Committee shall meet at least once in every two months, at the date, time and venue of its convenience, the due notification of which shall be provided by the Secretary to all Executive Officers and the Board of Advisors at least three (3) days prior to the meeting.
- 5.4.2. A majority of the Executive Officers present at any Executive Committee meeting is a quorum. If there is no quorum, the President adjourns the meeting to another day within a week. At least five officers of the Executive Committee present at this later meeting is a quorum.
- 5.4.3. Meetings of the committee are open to Members of the Society, but only Executive Officers of Executive Committee may vote. Members are only permitted to participate in a discussion when invited to do so by the Executive Committee. A majority of the Executive Officers present may ask other Members, or other persons present, to leave.
- 5.4.4. It shall be the responsibility of the Secretary to maintain the minutes of each meeting and to get them forwarded and signed by the participating Executive Officers.
- 5.4.5. The decisions of the Executive Committee, unless specified confidential, shall be circulated electronically to the members within a week of the meeting.
- 5.4.6. All Executive Officers of the Executive Committee may agree to and sign a resolution without a prior notice of a meeting. Such resolution shall be valid as passed from the Executive Committee from the date of resolution passed.
- 5.4.7. Irregularities or errors done in good faith shall not invalidate the resolutions passed in the meetings of the Executive Committee.

5.5. The Board of Advisors (BOA)

5.5.1. Composition

- 5.5.1.1. There shall be up to five volunteer members of the Board of Advisors. The immediate Past President, unless nominated for other positions in the Executive Committee, shall be an ex officio director of the Board for two years. Other four Directors are nominated by the Executive Committee for a period of two years.
- 5.5.1.2. Diversity, work experience, gender balance and equity shall be considered while nominating the Directors.
- 5.5.1.3. Any director whose activities are considered unfavourable to the Society may be suspended by the majority votes of the Executive Officers.
- 5.5.1.4. Any director may be released from the position upon submitting resignation to the President of the Society.

5.5.2. Duties of the Board of Advisors

- 5.5.2.1. Shall work as an advisory to the Executive Committee;
- 5.5.2.2. Coordinate, represent and promote NCSC objects and interests with local non-profit organizations and individuals with similar objects as of the Society;
- 5.5.2.3. Coordinate and run programmes with other societal, non-profit and government organizations for the benefit of local people;
- 5.5.2.4. Participate in the meetings called by the Executive Committee;
- 5.5.2.5. Shall be responsible and act as election committee for the Society elections.

ARTICLE 6. ELECTIONS

- 6.1.1. Election for the Executive positions to be filled for more than one year shall be held during the AGM or special meetings of the Society.
- 6.1.2. At least twenty-one (21) days prior to the election, the Election Committee through the Executive Committee shall provide the notice of the election.
- 6.1.3. The election notice should include at least the date, venue and starting time of the election program.
- 6.1.4. The election committee (Board of Advisors) is authorized to work out the details of the election procedure not specified in these bylaws.
- 6.1.5. General and life members in good standing shall be eligible for any position other than the President of the executive committee.

- 6.1.6. All nominations received within the pre-specified time on the day of election are considered as candidates for nomination for the particular positions.
- 6.1.7. The nominee may withdraw the name by giving written notice to the Election Committee prior to commencement of the election.
- 6.1.8. It is the responsibility of the candidates to declare that they do not have any prior convictions.
- 6.1.9. A member can be elected or appointed to only one position.
- 6.1.10. If the numbers of candidates for the same position are two or more, the election committee shall announce the voting from the members.
- 6.1.11. Voting shall be by a secret ballot prepared by the Election Committee, which shall be casted by voting members.
- 6.1.12. A candidate with the highest number of votes shall be declared as the winning candidate. In case of tie votes, a second round of voting shall be conducted between the candidates with equal votes.
- 6.1.13. After completion of the election procedure, the ballots shall be destroyed after one year of the election unless objected by a nominee for the purpose of recount.
- 6.1.14. The outgoing Executive Committee within two weeks from the election date shall transfer bank accounts and all Society assets to the newly elected Executive Committee, and brief the incomplete and ongoing activities of the committee.

ARTICLE 7. ADMINISTRATIVE AND FINANACIAL MANAGEMENT

7.1. Administrative

- 7.1.1. The Registered Office of the Society shall be located in Calgary, Alberta. The change of address should be provided to the Corporate Registry office of Alberta.
- 7.1.2. The Executive Committee maintains all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 7.1.3. The Secretary maintains the minutes of all meetings of the Society, the Executive Committee, and board of directions, special committee and sub committees at the Registered Office of the Society.
- 7.1.4. All the NCSC inventory of assets shall be recorded and stored safely in the office premises.
- 7.1.5. The books and records of the Society may be reviewed for a valid reason by a group of five or more voting members by giving at least two weeks' written notice to the President or the Secretary. The Executive Committee upon approval from its earliest meeting after the notice shall provide the records to the members for review.

- 7.1.6. Unless otherwise permitted by the Executive Committee, inspection of the records of the Executive Committee shall take place only at the Registered Office, or other regular business premises operated by the Society at a mutual convenient time.
- 7.1.7. The Executive Committee may adopt a seal as the Seal of the Society. If adopted, the Secretary has control and custody of the seal, unless the Executive Committee decides otherwise. The Seal of the Society can only be used by Executive Officers authorized by the Executive Committee.

7.2. Financial

- 7.2.1. The fiscal year of the Society ends on December 31 of each year. The Treasurer, in conjunction with the President, shall be responsible for all finances of the Society including the bank accounts and records of all income and expenses.
- 7.2.2. The event coordinator must submit all the income and expenses reports supported by invoices and receipts within one month of each event to the treasurer.
- 7.2.3. Unless directed otherwise by the Executive Committee, the Treasurer has spending power up to \$200 (two hundred) for the activities of the Society without pre-authorization of the Executive Committee.
- 7.2.4. The president/Vice-President and the Treasurer of the Executive Committee shall sign all cheques drawn from NCSC accounts. Two signatures are required on all cheques. (Treasurer is a must and either one of the President and Vice-President)
- 7.2.5. The Executive Committee shall have the authority to spend the required cost for the Society programs and events.
- 7.2.6. There shall be no borrowing of money by the Executive Committee without prior approval from the AGM.
- 7.2.7. No Director or Executive Officer is liable for any loss due to an oversight or error in judgment while working for the Society, unless the actions are considered as fraud, dishonesty or bad faith.
- 7.2.8. Directors or Executive Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Executive Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 7.2.9. The President and the Treasurer shall be the contact persons to all accounts of interest to NCSC.
- 7.2.10. The Executive Officers and the members of the Advisory Board shall not receive any remuneration for their services to NCSC's core activities. However, they will be remunerated for less than 10 hours a month if specific expertise is required to accomplish certain activities/objectives of externally funded projects.
- 7.2.11. The accounts of the NCSC shall be audited annually before the AGM is held. It shall be the responsibility of the Executive Committee to work out the procedures of auditing and get approval from the AGM.
- 7.2.12. The treasurers shall keep all books and records, properly recording of all incomes, expenditures, assets and liabilities of the Society.

ARTICLE 8. GAMING PROCEEDS ACCOUNT

- 8.1.1. The gaming proceeds of the Society received through the Alberta Gaming and Liquor Commission (AGLC) shall be managed separately, known as Gaming Proceeds Account.
- 8.1.2. The Society's use of the gaming proceeds must be in accordance with the AGLC's gaming proceeds policy to maximize the benefit of the Society and its objects.
- 8.1.3. The proceeds shall be spent from the approval of the AGLC in eligible Society expenses and charitable purposes.
- 8.1.4. The proceeds will be used to preserve or promote the heritage, traditions and cultures of the Nepalese community by offering educational programs or cultural activities to the local community.
- 8.1.5. Gaming proceeds shall remain in a separate account until spent on the approved uses. The Executive Committee must follow the AGLC guidelines for the management of the Gaming Proceed Account of the Society.
- 8.1.6. The Executive Committee, upon approval from AGLC, shall have the authority to expend in the Society's cultural events and functions, facility rental, Nepalese language school operation and similar works to meet the Society objects.
- 8.1.7. The Executive Committee in coordination with AGLC, shall have the authority to donate and manage the existing endowment fund for a NCSC Resource Centre within the AGLC guidelines and approvals.
- 8.1.8. The Executive Committee, with the approval of the Commission, is authorized to make donation of not exceeding five thousand dollars (\$5,000) to a single charity or a non-profit organization, and a maximum of Fifteen thousand dollars (\$15,000) in a fiscal year. This provision does not apply in special cases like natural calamities/health emergencies/ fire etc.
- 8.1.9. The books and records of the Gaming Proceed Account are subject to review and/or audit by the AGLC, and by its members as specified in these bylaws.
- 8.1.10. The Executive Committee shall present the audited account information of the Gaming Proceed Account in the Society AGM.
- 8.1.11. The executive committee shall notify AGLC of any changes to the Society's structure, objectives, bylaws, executive, use of proceeds, and the programs or services.

ARTICLE 9. AMENDMENT OF OBJECTS AND BYLAWS

- 9.1.1. These Bylaws may be revised, replaced, or amended by a Special Resolution at Annual General or Special Meeting of the Society.
- 9.1.2. A notice of twenty-one (21) days is required for the Annual General or Special Meeting of the Society to change the Bylaws.

9.1.3. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting, and its acceptance by the Corporate Registry of Alberta.

ARTICLE 10. DISSOLUTION AND REMAINING ASSETS

- 10.1.1. The Society cannot be dissolved unless the Certificate of Incorporation is revoked or cancelled according to the Societies Act, as amended.
- 10.1.2. In the event of dissolution of the Society, the executive committee shall take full account of the Society's assets and liabilities and auction off the tangible assets. Revenue generated by the auction plus the remaining funds shall be used to settle the Society's liabilities.
- 10.1.3. Remaining funds after payments of the Society's liabilities shall be donated to a non-profit organization that has objects similar to those of the NCSC.
- 10.1.4. The funds remaining in the AGLC Gaming Proceeds shall be:
 - 10.1.4.1. disbursed to eligible charitable or religious groups or purposes; or
 - 10.1.4.2. transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the AGLC Board.

Dated at the City of Calgary, in the Province of Alberta, this 14th day of August 2021. (Signatures of five (5) incorporators plus witnesses are needed)

Incorporator (printed name and signature)

Witness (printed name and signature)

Address

Address

Incorporator (printed name and signature)

Witness (printed name and signature)

Address

Address

Bylaws of the Nepalese Society of Calgary

Incorporator (printed name AND signature)

Witness (printed name and signature)

Address

Address

Incorporator (printed name and signature)

Witness (printed name and signature)

Address

Address

Incorporator (printed name and signature)

Witness (printed name and signature)

Address

Address