

# **The CANADIAN TAMILS' CHAMBER OF COMMERCE – CONSTITUTION**

## **The Canadian Tamils' Chamber of Commerce**

### **CONSTITUTION**

#### **ARTICLE I – NAME AND OBJECT**

- Section 1 The name of this organization shall be The Canadian Tamils' Chamber of Commerce (hereinafter referred to as "CTCC" and/or the "Chamber").
- Section 2 CTCC shall be the nexus of the Tamil business community in Canada. It shall develop and foster entrepreneurship and community engagement by:
- providing members with a forum to network, share ideas and experiences in order to promote mutual business success;
  - supporting emerging enterprises and entrepreneurs through seminars, workshops and conferences;
  - recognizing and promoting the success and contributions of Tamil Canadians;
  - promoting charitableness and volunteerism in the community; and
  - facilitating and strengthening opportunities for members in the field of trade and commerce, locally, nationally and globally.
- Section 3 CTCC shall be non-profit, non-sectional and non-sectarian, and shall not lend its support to a candidate for public office, a political party and/or registered or non-registered political organization.

#### **ARTICLE II – INTERPRETATION**

- Section 4 This constitution shall be interpreted in the best interest of the Chamber in a manner that respects and promotes openness, transparency, and democratic values.
- Section 5 Further amendments to this constitution shall be effective as of the date of approval by the members pursuant to Section 67 of this constitution.
- Section 6 Wherever the words "the Chamber" occur in this constitution, they shall be understood to mean "The Canadian Tamils' Chamber of Commerce" as a body.
- Section 7 Wherever the words "The Board of Directors" or "Board" occur in this constitution, they shall be understood to mean "The Board of Directors of the CTCC".

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Section 8       Wherever the words “Member in good standing” in referenced in this constitution, it shall be understood to mean that the person is current in his/her membership dues.

### **ARTICLE III – MEMBERSHIP**

Section 9       The Chamber shall have the following categories of membership, including Individual Membership, Organizational Membership, and Student Membership.

Individual membership shall be open to individuals engaged in, business and/or in a profession accredited by a licensing body.       The amendment shall be effective from April 1, 2015.

Organizational Membership shall be open to any legal entity (Partnership, Corporation etc.) engaged in business. Organizations are entitled to designate two representatives to the Chamber and each of them shall have one vote at the members meeting.

Student membership shall be given to individuals who has a valid Student Identification at a post-secondary institution and is attending full-time school. Student membership shall be limited to 2 years for any person. Student members are exempt from membership fees, shall not have voting rights at the members meeting and not entitled to hold position of a director/officer of the Board of Directors of the Chamber.

Section 10      Any person or organization in business and/ or in a profession accredited by a licensing body may apply for membership in the Chamber by submitting an application, along with the requisite fees to any member of the Board of Directors or staff. The Board shall approve or reject the membership request within 30 days of receipt of the application. In the event the Board rejects a membership applicant, then it shall provide written reasons for the rejection within 10 days of the Board meeting.

No one shall be denied membership in the Chamber based on any prohibited grounds of discrimination under the Canadian Charter of Rights and Freedoms or the Ontario Human Rights Code.

Section 11      A member may at any time withdraw from the Chamber by giving written notice to the Vice President Internal Affairs of the Chamber, and upon discharging any lawful liability which is standing upon the books of the Chamber against the member at the time of such notice.

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- Section 12 The Board reserves the right to expel an individual or organization from membership if, in the opinion of the Board of Directors, the conduct of the member is detrimental to the character of the Chamber. Two thirds of the Board members in attendance at a meeting is required to carry out such expulsion of membership. A member cannot be expelled based on any prohibited grounds of discrimination under the Canadian Charter of Rights and Freedoms or the Ontario Human Rights Code. An individual or the organization who is the subject of the expulsion shall receive notice of the Board meeting in which the decision to expel is to take place, and shall be given the opportunity to present to the Board.
- Section 13 Membership shall not be transferable and shall automatically cease upon the death of an individual or if an organization ceases to operate.

### **ARTICLE IV – DUES AND ASSESSMENTS:**

- Section 14 The annual dues payable by members of the Chamber shall be determined, from time to time, by the Board of Directors. The membership fees shall be applicable for each calendar year (i.e. From January 1 to December 31 of each year).
- Section 15 A member withdrawing from the membership or is expelled from the membership shall forfeit all rights to any return of fees paid and remains liable for any outstanding fees or changes due from the time of termination.

### **ARTICLE V – OFFICERS AND BOARD OF DIRECTORS:**

- Section 16 President, Executive Vice President, Vice President – Internal Affairs, Vice President – Finance, Vice President – Membership, Vice President – Community Relations and three other Board members shall be elected from the membership each year at the Annual General Meeting. They shall remain in office for a period of one year or until their successors are elected, but no such officer or member of the Board of Directors, shall hold the same office for more than two years in succession. The immediate Past President shall be an ex-officio member of the Board of Directors without voting privileges until such time he/she ceases to be the immediate Past President.
- Section 17 All nominations shall be processed by the Nomination Committee, which shall be appointed by the members during the preceding quarterly meeting prior to the Annual General Meeting. The Nomination Committee shall ensure that nominees are eligible and for the respective office to be held by the nominee. The

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Nominaton Committee shall consist of one (1) past President, one (1) Advisory Committee member and three (3) good standing members.

Section 17A The Nomination Committee is responsible for conducting the election of the Board of Directors, in accordance with the Constitution and proper democratic conventions.

Section 17B All nominations shall be submitted in writing in the specified form and shall be sent to the Nomination Committee at least 14 days prior to the Annual General Meeting.

Section 17C The nominees to the Board receiving the highest number of votes shall be elected to a one year term. In such an event, the election for such position shall be decided by vote at the Annual General Meeting.

Section 18 Any nominee to the Board of Directors shall be an active member in good standing on or before April 30th preceding calendar year of the election year . Active member for the purpose of this section shall mean a member who has attended 50 % or more of the Chamber general meetings preceding the election year. No person shall be qualified to stand for election to the Board of Directors if:

- He or she is not engaged in business and/or in a profession accredited by a licensing body;
- He or she is not a voting member of the Chamber;
- He or she is not a designated voting representative of a Chamber member which is an organization;
- He or she is under 18 years of age;
- He or she is of unsound mind and has been so found by a court in Canada or elsewhere;
- He or she is not an individual;
- He or she is holding the office of Past President on the Board of Directors in the current fiscal year;
- He or she is a current member of the advisory panel or in the immediate past one (1) year;
- He or she holds public elected office at municipal, provincial or federal level;
- He or she is an undischarged bankrupt;
- He or she is criminally convicted for which a pardon has not been received;

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- He or she is an office holder, or is contesting or announcing candidacy in any public office, political party and/or registered or non-registered political organization.

Section 19 Persons nominated for the post of President shall have served on the Board for at least 2 years at any point in the Chamber's history.

Section 20 Term of the President, Executive Vice President, Vice President – Internal Affairs, Vice President – Finance and Vice President – Community Relations shall be limited for a period of two (2) years on a consecutive basis. There shall be a cooling off period of at least two (2) years before being nominated to any of the same positions.

Section 21 The maximum term to be a Board of Director on a continuous basis is limited to six (6) years. A minimum of at least two (2) years shall pass before he or she is nominated to serve on the Board again.

Section 22 Current members of the Advisory Panel are ineligible for nomination to the Board of Directors. A minimum of one (1) year shall pass before any member of the Advisory Panel is eligible for nomination to the Board.

Section 23 Board of Directors shall

- be responsible for management and operations of the Chamber in accordance with the constitution, by-laws and policies that may be passed time to time and other applicable government regulations;
- act in good faith in the best interests of the Chamber when carrying out their duties;
- contribute constructively to the discussions of the Board and support the decisions of the Board as a group regardless of their personal viewpoint once the Board decision is made;
- exercise due care, diligence and skill of a reasonably prudent person, in exercising their powers and carrying out their duties as a director.
- shall take active part in at least one project during a fiscal year.

Section 24 Where a member of the Board of Directors dies, resigns office, or is absent from three consecutive meetings without satisfactory explanation to the Board of Directors, the Board of Directors may, at any meeting thereof, nominate a member to be a member of the Board of Directors in the place of the member who had died, resigned, or is absent. The member so nominated by the Board

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of Directors shall be appointed by the majority of the members present at the general meeting.

- Section 25 Any Officer or Board member may be suspended from office or have their tenure of office terminated if, by a vote of two thirds of the Board members present at a meeting, such Board member is grossly negligent in the performance of their duties, however, that any Officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next general meeting. Notice of such appeal should be first sent to the Board.
- Section 26 The Board of Directors shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province of Ontario, or others as it may determine, or as may be required by vote of a majority of members of the Board present at any Board meeting.
- Section 27 The Board of Directors shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-Law of the Chamber.
- Section 28 Any six (6) or more members of the Board, including 3 office bearers, lawfully met, shall be a quorum, and a majority of such quorum may do all things within the powers of the Board.
- Section 29 The Board of Directors or, at its request, the President may appoint Committees consisting of members of the Board of Directors or of the Chamber or others, to examine, consider, and report under any matter to take such action as the Board of Directors may request, except the Nomination Committee.
- Section 30 The Board of Directors may suspend any Chairperson of a committee from office or have their office terminated for just cause. Any Committee may be terminated by the Board of Directors.
- Section 31 No paid employee of the Chamber shall be a member of the Board of Directors. Board of Directors of the Chamber shall receive no remuneration for services rendered but any reasonable expenses incurred on behalf of the Chamber by a Director, with the pre approval of the Board, may be reimbursed by the Chamber.

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Section 32 No public pronouncements in the name of the Chamber may be made unless authorized by the Board of Directors.

Section 33 The President or Executive Vice President shall preside over all meetings of the Chamber and Board of Directors. In the absence of both these Officers, the meeting shall appoint a Chairperson *pro temp*.

- a) The President shall regulate the order of business at such meetings, receive and propose motions, and provide members present at the meeting with information of particular concern to the Chamber. The President shall, with the Vice President Internal Affairs, sign all papers and documents requiring signature on behalf of the Chamber unless someone else is designated by the Board of Directors. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.
- b) The Vice President Finance shall be the treasurer of the Chamber. He/she shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a recognized financial institution selected by the Board of Directors. Out of such funds, the Vice President Finance shall pay amounts approved by the Board of Directors, shall keep a regular account of the income and expenditure to the Chamber, and submit an audited statement thereof for presentation to the Annual General Meeting of the Chamber.

The Vice President Finance, the President and the Executive Vice President shall have the signing authority. In the event that anyone of them is unable to be the signing authority, the Board of Directors shall designate another person to be the signing authority. Two of the three signing officers shall sign all notes, drafts and cheques. The Vice President Finance shall be responsible for the delivery of the Audited Financial Statements for the preceding Fiscal Year. The Vice President Finance shall deliver a budget to the Board of Directors for approval within the first 60 days of taking office. Vice President Finance shall provide a finance report comprising a Budget to Actual at each quarterly meeting.

- c) The Vice President – Internal Affairs shall be responsible for keeping the records of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents, and shall perform all such other duties as properly appertain to the office. The Vice President – Internal

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Affairs shall, with the President, sign and, when necessary, seal with the seal of the Chamber of which they shall have custody, all papers and documents requiring signature or execution on its behalf. The Vice President – Internal Affairs shall maintain an accurate record of the proceedings of the Chamber and of the Board of Directors. At the expiration of their term of office, the Vice President – Internal Affairs shall deliver to the Chamber all books, papers, and other property of the Chamber.

- d) Vice President Community Relations shall be responsible for developing alliances with other organizations and groups that cater to the objectives of the Chamber. All new alliances shall be subject to Board approval. The Vice President Community Relations shall deliver proposed community engagements for the year to the Board for Directors for approval within the first 60 days of taking office.
- e) The Vice President Membership shall be responsible for the development of new members/retention of existing members of the Chamber. The Vice President Membership shall ensure proper communication with the membership of the Chamber by releasing timely newsletters, and other creative means of keeping the members abreast of the activities of the Chamber. The Vice President Membership shall be responsible for the accurate record keeping of membership dues and the collection of such funds in a timely manner. The Vice President Membership shall deliver a plan for the development of new members/retention of existing members of the Chamber to the Board for Directors for approval within the first 60 days of taking office.
- f) At each Quarterly Meeting and at the Annual General Meeting, the President shall deliver a report summarizing the activities of the Chamber for the immediate past quarter including but not limited to community engagements, membership development/retention.
- g) Board of Directors at large
  - shall have the same powers as the office bearers at the directors meetings and shall actively support the office bearers in carrying out their defined roles.

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- shall be considered for any position of the office bearers in an event such position become vacant prior to seeking a candidate outside of the existing Board.

### **ARTICLE VI - MEETING**

- Section 34 The Annual General Meeting of the Chamber shall be held in the month of October in each year at the time and place determined by the Board of Directors. At least 21 days notice of the Annual General Meeting shall be given. By motion at the Annual General Meeting, actions of the Board of Directors or President undertaken on behalf of the Chamber may be ratified.
- Section 35 Regular General Meetings of the Chamber shall be held quarterly (once in three months) at the time and place designated by the Board of Directors. At least 14 days notice of such meetings shall be given.
- Section 36 Special General Meetings of the Chamber may be held at any time when summoned by the President, requested in writing by any three members of the Board of Directors, or any ten members of the Chamber. At least 7 days notice of such meetings shall be given. Anyone seeking a Special General Meeting shall specify the purpose of the meeting in writing, and provide any written resolutions to be proposed at the meeting, along with the notice of the meeting.
- Section 37 The Board of Directors shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber. A meeting of the Directors may be held by teleconference or another form of communication system that allows the Directors to participate simultaneously if all directors' consent is required.
- Section 38 Notice of all meetings, except Special General Meetings, naming the time and place of assembly shall be given by the Vice President Internal.
- Section 39 Notice of the meeting to the members shall be sent by electronic mail to the last known e-mail address of each member unless a member request in writing to the Vice President –Internal Affairs to send the notification for the members meeting by regular mail. In which case, notice of meeting shall be sent by regular mail only to those who have made such request.
- Section 40 At any annual or general meeting 25 percent of members who are eligible to vote shall be a quorum and, unless otherwise specifically provided. Only members who have paid their annual membership are eligible to vote.

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- Section 41 Minutes of the proceedings of all general and Board of Director meetings shall be entered in books to be kept for that purpose by the Vice President – Internal Affairs. The minutes of the Board of Directors meeting shall be forwarded to the Advisory Panel within 21 days of the related meeting.
- Section 42 Minutes of the general meetings, annual general meetings and special meetings shall be forward to the members within 21 days of the said meeting and shall be presented for members' approval at the next members meeting.
- Section 43 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- Section 44 All books of the Chamber shall be open at all reasonable hours to any member of the Chamber free of charge.

### **ARTICLE VII – VOTING RIGHTS**

- Section 45 Every member in good standing represented at any general meeting/annual general meeting in person shall be entitled to one vote providing that the vote of corporation, or partnership, member shall, in each such case, be assigned to individuals. Student members shall not have voting privileges at the members meeting.
- Section 46 Voting at Board meetings shall be by roll call.
- Voting at general meetings/annual general meetings shall normally be by show of hand, except voting for elections shall be by a secret ballot.
- Section 47 The presiding officer shall vote only in the case of a tie.
- Section 48 Motions shall be carried at any Board or general meeting by a simple majority vote of those present except where other than simple majority is specifically required in this constitution.

### **ARTICLE VIII – POLICIES AND PROCEDURES**

- Section 49 The Board may invoke policies and procedures as required from time to time with a simple majority of the Board members present. Such policies and procedures as passed shall be binding on the organization, until it is either amended or revoked by the Board. For greater certainty, this section does not give any power to the Board of Directors to amend this constitution for which reference shall be made to the Article XX.

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### **ARTICLE IX – AFFILIATION**

Section 50 The Chamber, at the discretion of the Board of Directors, shall have power to affiliate or revoke its membership with The Ontario Chamber of Commerce, The Canadian Chamber of Commerce, and any other organization, whose mandate is similar to the CTCC, in which membership may be in the interest of the Chamber.

### **ARTICLE X – FISCAL YEAR**

Section 51 The Fiscal Year of the Chamber shall commence on the first day of September 1 to August 31<sup>st</sup> in each year.

### **ARTICLE XI – AUDITORS**

Section 52 A Licensed Public Accountant in the Province of Ontario shall be appointed as auditors by the members present at the Annual General Meeting, and they shall audit the books and accounts of the Chamber at least once in each year.

Section 53 The audited financial statement shall be presented by the Vice President - Finance at each Annual General Meeting, and at any other time required by the Board of Directors.

Section 54 The Board of Director shall invite the Auditors to the Annual General Meeting where approval of the audited financial statements is sought from the members.

### **ARTICLE XII – PROCEDURE**

Section 55 Parliamentary procedure shall be followed at all general and Board meetings in accordance with “Robert’s Rules of Order”.

### **ARTICLE XIII – INDEMNITY**

Section 56 The Directors and Officers of the Chamber shall be indemnified and saved harmless out of the assets and profits of the Chamber from and against actions, costs, charges, losses, damages and expenses which they or any of them or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of the performance of their duty as a Director or an Officer except such as a Director or Officer shall incur or sustain as a result of his or her failure to act honestly and in good faith, as determined by the Board, with a view of the best interests of the Chamber.

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### **ARTICLE XIV – INSURANCE FOR DIRECTORS AND OFFICERS**

Section 57 The Chamber shall purchase and maintain errors and omissions insurance for the benefit of a Director or Officer of the Chamber.

### **ARTICLE XV – ADVISORY PANEL:**

Section 58 At the first Board Meeting of the newly elected Board, it shall appoint five (5) – seven (7) persons to an Advisory Panel to guide the Chamber. The members of the Advisory Panel shall be appointed for not more than three (3) years in succession. The Advisory Panel members shall have distinguished him/herself in the community.

Section 59 Members of the Advisory Panel can attend the Board meetings. Members of the Advisory Panel shall not have voting powers at Board meetings.

Section 60 Members of the Advisory Panel shall have voting powers at general meetings in the capacity of a regular member who is in good standing.

Section 61 Advisory Panel should meet with the Board of Directors at least twice a year.

Section 62 Roles of Advisory Panel:

- Provide input to the Chamber's strategy;
- Provide guidance to the Board as deemed necessary;
- Participate in the review and development of policies and programs consistent with the mandate of the Chamber;
- Panel may be consulted on significant matters/decision of the Board.

### **ARTICLE XVI – NOMINATION COMMITTEE**

Section 63 A Nomination Committee shall be appointed at the last quarterly meeting prior to the elections by the Members in good standing. No person shall be qualified for Nomination Committee if he or she is:

- Contesting in an election; or
- Member of current Board of Directors; or

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### **ARTICLE XVII – COMMITTEES**

- Section 64 The Board of Directors shall appoint committees except Nomination Committee, as deemed appropriate for any specific task.
- Section 64 A The Committee shall provide a report to the President on a regular basis.
- Section 64 B Board members may be the Chairperson of the Committee.
- Section 64 C No Committee member can make public statements without the approval of the Board.

### **ARTICLE XVIII – CONFLICT OF INTEREST**

- Section 65 Directors, officers and members of Advisory Panel of the Chamber shall disclose their conflict of interest or potential conflict of interest to the Board of Directors on a timely basis.
- Section 65 A The Board of Directors shall not use their position for any personal or monetary gain.
- Section 65 B The Board of Directors shall not act in any manner in public that may discredit the Chamber.
- Section 65 C The Board of Directors shall disclose to the Board in writing at the Board meeting, any business relationship between them and the Chamber.
- Section 65 D The President attending or speaking at any public event, meeting with government officials both in Canada and abroad, and other organizations in his or her capacity as the President of the Board shall inform other members of the Board about his or her participation prior attending or participating at any such event. Having informed the members of Board, the President shall be able to attend or speak as referred above unless objected by majority of the Board of Directors.
- Section 65 E The Board of Directors shall take appropriate action to inform the public and the members in the event any negative comments made about the Chamber in the media or any public meeting.
- Section 65 F deleted on April 1, 2015.

### **ARTICLE XIX – RESTRICTED FUNDS**

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Section 66 The Board of Directors may set-aside Chamber funds for a specific purpose. Such decision of the Board requires approval by majority of the members present at the general/annual meeting. The funds so set aside shall only be used for the specific purpose.

Section 66 A In the event that the purpose for which funds were set aside is no longer feasible or not in the best interest of the Chamber, the Board of Directors shall transfer the restricted funds to the general funds of the Chamber. Such decision of the Board requires approval by majority of the members present at the general/annual meeting.

### **ARTICLE XX–AMENDMENTS TO THE CONSTITUTION**

Section 67 Any provision of this constitution shall only be amended by 2/3 of the members present at the general meeting provided notice of such amendments was proposed and seconded at the previous members' general meeting.