

**CSC By-law**  
**Approved**  
**by**  
**Annual General Meeting of CSC**  
**August 20, 2022.**  
**(Version 2.0).**

Chitwan Society Canada (CSC)  
Toronto, Canada

Table of Contents.

Preamble.....	4
Section 1: General.....	4
1.01 Definitions .....	4
1.02 Interpretation.....	5
1.03 Corporate Seal.....	6
1.04 Execution of Documents .....	6
1.05 Financial Year End.....	6
1.06 Banking Arrangements.....	6
1.07 Financial Management.....	6
1.08 Annual Financial Statements .....	7
Section 2: Membership - Matters requiring special resolution.....	7
2.01 Membership Conditions .....	7
2.02 Transferring Membership.....	8
2.03 Notice of Meeting of Members .....	8
2.04 Absentee Voting by Mail Ballot .....	9
Section 3: Membership fees, dues, discipline and termination.....	9
3.01 Membership fees and dues.....	9
3.02 Discipline of Members.....	9
3.03 Termination of Membership .....	10
Section 4: Meetings of members.....	10
4.01 Persons Entitled to be Present.....	11
4.02 Chair of the Meeting.....	11
4.03 Quorum at Member’s meetings.....	11
4.04 Votes to Govern. ....	11
Section 5: Executive Committee and Directors .....	11
5.01 Board of Directors, Election and Term .....	11
5.02 Board of Directors (BOD).....	12
5.03 Regional Committees:.....	13
Section 6: Meetings of Board of Directors: .....	14
6.01 Calling of Meetings .....	14

By-law of the Chitwan Society Canada

6.02 Notice of Meeting ..... 14

6.03 Regular Meetings ..... 14

6.04 Votes to Govern. .... 15

6.05 Committees ..... 15

Section 7: Officers of the Corporation ..... 15

    7.01 Description of Offices ..... 15

    7.02 Vacancy in Office ..... 17

Section 8: Notices ..... 17

    8.01 Method of Giving Notices ..... 17

    8.02 Invalidity of Provisions of this By-law ..... 18

    8.03 Omissions and Errors..... 18

Section 9: Others ..... 18

    9.01 Mediation and Arbitration ..... 18

    9.02 Dispute Resolution Mechanism..... 19

    9.03. Amendments of Objectives and By-laws..... 19

    9.04. Dissolution and Remaining Assets..... 19

Section 10: By-law effective date ..... 19

## Preamble

**Rationale:** Chitwan, a unique identified place in Nepal where people from all over Nepal have migrated and have established a role model for the diversified place in Nepal. As a diaspora from Chitwan, currently living in Canada, we would like to establish connection with Chitwan for forever. We have decided to come as a united and set-up a common mission and vision to connect between Chitwan and Canada. With the common goal and agenda "Chitwan Society Canada" has been established and wish to last forever for the generation to come.

**A. Corporation:** The name of the Corporation is **Chitwan Society Canada (CSC)**.

## **B. Mission, Vision and Objectives:**

The mission, vision and objectives of the Corporation are as follows:

Mission: Connecting Chitwan Forever. (चितवनको नाता सधैलाई)

Vision: Promote Chitwan in Canada. (क्यानडामा चितवनको प्रचार)

Objectives:

- a) To establish and strengthen connection with people and organizations of Chitwan and surrounding areas with mutual respect and dignity.
- b) To provide technical and economical assistance to promote socio-cultural, financial, educational, eco-tourism, bio-diversity and health sector.
- c) To work as a think-tank, facilitate and promote in every aspect of development in Chitwan
- d) To build a network across Canada for the people originated from Chitwan and surrounding areas.

## **By-law No. 1**

A By-law relating generally to the conduct of the affairs of "Chitwan Society Canada."

### Section 1: General

#### 1.01 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

"Act" means the **Canada Not-for-profit Corporations Act S.C. 2009, c.23** including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.

"board" means the board of directors of the Corporation elected by annual general meeting (AGM) .

Executive committee means a committee chosen by a board.

"regional-directors" means the directors of the Corporation elected to represent specific regions in Canada as defined in this By-law.

"By-law" means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect.

"meeting of members" includes an annual general meeting (AGM) of members or a "special meeting of members" which includes a meeting of any class of members and a special meeting of all members entitled to vote at an annual meeting of members.

"ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution.

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"Deemed Resident of Chitwan" means any individual having interest as one or more of the following:

- i) Was a student in a school or any educational institution or, worked in Chitwan or surrounding areas
- ii) Has some family ties and relatives in Chitwan or surrounding areas
- iii) Lived in Chitwan or in surrounding area in the past but now has been living in another district.

## 1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

### 1.03 Corporate Seal

The Corporation must have a corporate seal in the form approved from time to time by the board. A current corporate seal is attached in Annex 1., The General Secretary and President of the Corporation shall be the custodian of the corporate seal.

### 1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation shall be signed by both the President and General Secretary of the board. In addition, the board may from time to time direct the way and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, By-law, or other document of the Corporation to be a true copy thereof.

### 1.05 Financial Year End

The financial year end of the Corporation ends on December 31 of each calendar year.

### 1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, credit union, trust company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted jointly by the Treasurer and the President of the Corporation. In case the Treasurer is not available due to prolonged leave of absence or vacation, the Board can authorise vice-treasurer or any one of the members to perform the role of Treasurer till the Treasurer is back to the official duty.

### 1.07 Financial Management

The Treasurer, in conjunction with the President, shall be responsible for all finances of the Corporation including bank accounts and records of all income and expenses.

The provisions for financial management include:

- a) The President and the Treasurer shall sign all cheques drawn from the Corporation accounts. Two signatures are required on all cheques.
- b) Unless directed otherwise by the Executive Committee, the Treasurer has spending power up to \$200 and president has power up to \$400 for the activities of the Corporation without pre-authorization of the Executive Committee.
- c) The Executive Committee shall have the authority to spend the required cost for the Corporation activities, programs and events.
- d) There shall be no borrowing of money by the Executive Committee without prior approval from the AGM or Special meeting.
- e) The Executive Committee of the Corporation shall not spend more than 20 % of the revenue generated in each term from life membership fees. The remaining amount of revenue generated by the life membership fees shall be deposited as savings in the Corporation's account or, to be treated as a capital fund.

- f) No Executive or Director is liable for any loss due to an oversight or error in judgment while working for the Corporation, unless the actions are considered to be based on fraud, misrepresentation, acting beyond authority, dishonesty, or bad faith.
- g) Board of Directors can rely on the accuracy of any statement or report prepared by the Corporation's auditor or, certificated corporate accountant. Directors or Executive Officers are not held liable for any loss or damage because of acting on that statement or report.
- h) The President and the Treasurer shall be the contact persons to all accounts of interest to the Corporation.
- i) No Executive Officer, director or member shall receive any remuneration for his or her services to the Corporation, without written resolution from the AGM or Special Meeting.
- j) The accounts of the Corporation shall be audited or, financial review completed, annually before the AGM is held. It shall be the responsibility of the Executive Committee to work out the procedures of auditing or financial review and get approval from the AGM.
- k) The Treasurer shall keep all books, records and a properly record of all incomes, expenditures, assets, and liabilities of the Corporation.
- l) The event coordinator as assigned by executive committee must submit all the income and expenses reports supported by invoices and receipts within one month of each event to the Treasurer.
- m) The corporation shall have a fundraising and sponsorship rules before commencing any events and programs.

#### 1.08 Annual Financial Statements

The Corporation shall publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by electronic means. Annual financial statements shall also be made available to general members during the Annual General Meeting (AGM).

#### Section 2: Membership - Matters requiring special resolution.

##### 2.01 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted as prescribed by the board through resolution. The following conditions, their rights and responsibilities of membership shall apply:

##### **Class A Members**

Class A voting membership shall be available to any individual who fulfils all the following criteria:

- a) is legally residing in Canada.
- b) is 18 years old and above.
- c) is deemed to have residential ties with Chitwan or surrounding areas.
- d) has paid the required membership due.
- e) has applied and has been accepted for Class A voting membership.

The term of membership of a Class A voting member shall be two years, subject to renewal in accordance with the policies of the Corporation. The term of a Class A voting member who obtains a "Lifelong Membership" shall be for life or till the termination of the Corporation

As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1 vote at such meetings).

### **Class B Members**

Class B non-voting membership shall be available to individuals nominated by the executive committee and who have applied and have been accepted for Class B non-voting membership in the Corporation. Class B members could be nominated as the "associate" and "honorary" members to the organization.

The term of membership of a Class B non-voting member shall be two years, subject to renewal in accordance with the policies of the Corporation.

Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

#### **2.02 Transferring Membership.**

Membership shall not be transferred from one individual to another. However, an individual can be transferred from one member class to another class if they fulfil the membership requirements and is approved by the executive committee. The lifelong Class A membership shall be automatically converted to Lifelong Class B membership if the Class A member is no longer deemed a legal resident in Canada.

#### **2.03 Notice of Meeting of Members**

Notice of the time and place of an annual general meeting and special meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held: or



- b) by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- c) A special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

The executive committee shall be responsible to organise the annual general meeting and special meeting of the organization. The executive committee shall call a special meeting of the organization on written request of members carrying at least 15% of the voting rights. If the Board does not call the meeting within 21 days of such submission, those members can call the members meeting by themselves.

#### 2.04 Absentee Voting by Mail Ballot

Voting shall only be valid by attending the meeting virtually or in person. Absentee voting by mail ballot shall not be valid. The Board may decide and choose any virtual platform and teleconference in order to conduct Board or General meetings.

### Section 3: Membership fees, dues, discipline and termination

#### 3.01 Membership fees and dues

Class A members shall have two different fee structures. General membership fees shall be CAD 20 per term whereas lifelong membership dues be CAD 100 for any individual and CAD 150 for couples. Membership fee may not be required for Class B members.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation. Membership can be reinstated within 6 months of renewal date by paying full membership fee. After 6 months, the new membership rules will apply.

#### 3.02 Discipline of Members

The executive committee shall have authority to take disciplinary action, suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, By-laws, or written policies of the Corporation.
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion.
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

If the board determines that a member should be suspended or expelled from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or

expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within twenty (20) day period. If no written submissions are received, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board shall consider such submissions in arriving at a final decision. Before making a final decision, the Board may take a legal opinion regarding this matter.

The board shall notify the concern member regarding the final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

### 3.03 Termination of Membership

A membership in the Corporation is terminated when:

- a) the member resigns or dies.
- b) a member fails to maintain any qualifications for membership described in Section 2.01 of this By-laws.
- c) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or By-laws.
- d) the member's term of membership expires; or
- e) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### Section 4: Meetings of members

The annual general meeting (AGM) of the voting members of the Corporation should be held no later than August 31 of each calendar year. The executive committee shall be responsible to call the AGM and decide the logistics of the AGM.

AGM shall have the following responsibilities:

- a) Electing or extending the positions of Executive committee members or removing them
- b) Reviewing and approving the annual financial reports of the Corporation.
- c) Reviewing and approving the annual report presented by the President of the Corporation.
- d) Considering and deciding on other issues specified in the meeting notice, and other motions filed by members before the meeting is called.
- e) Any other business presented by the Board for the consideration by the general members.

- f) To decide, approve or formulate policies and procedures on recommendation by the board or on its own.
- g) Appointment of auditor and fix his/her remuneration

A special meeting of the Corporation may be called to address critical issues that cannot be postponed until the AGM. A special meeting shall be called by the Executive Committee for pre-specified reasons or motions when it is commenced by:

- a) resolution of the executive committee, c) a written request of at least 25 % of all the voting members. The executive committee shall be responsible to coordinate the meeting.

Special meetings shall have the same meeting procedures, voting methods and quorum requirements as the AGM.

#### 4.01 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, articles, or By-laws of the Corporation to be present at the meeting. Any person may be admitted upon the invitation from the executive committee or by resolution of the members.

#### 4.02 Chair of the Meeting

The President of the Corporation shall be the chair of the meeting. If the President is absent, the executive members shall choose amongst themselves, a member to chair the meeting. General members shall choose amongst themselves to chair for the meeting in case of absence of all executive committee members.

#### 4.03 Quorum at Member's meetings

Presence of at least 25% of the Class A members on good standing shall constitute a quorum to call the meeting to order and transact the business of the meeting. If any time, the attendance drops below 25%, the business cannot be carried in the AGM or Special general meeting.

#### 4.04 Votes to Govern.

At any meeting of members every motion shall be decided unanimously or by a majority of the votes cast on the motion. In case of an equal votes, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### Section 5: Executive Committee and Directors

#### 5.01 Board of Directors, Election and Term

Board of Directors shall work as the Executive Committee and it is the governing body of the Corporation to run activities as per objectives of the Corporation. The Executive Committee shall have full control over the affairs of the Corporation mandated by this By-law and from the decisions of the annual and special general meetings.

## 5.02 Board of Directors (BOD) and Executive Committee

Subject to the articles, the members shall elect the directors and executive committee members at the first meeting of members and at each succeeding annual general meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election i.e., the term for each executive committee member shall be 2 years.

A person shall not remain in the executive committee as officers of the board (President, Treasurer and General Secretary) for more than 2 consecutive terms which is maximum of 4 years.

The board (Board of Directors) shall be composed of maximum -15 members.

1. President - 1
2. Vice-president – 1
3. Vice-president (women) – 1
4. General Secretary -1
5. Secretary – 1
6. Treasures – 1
7. Vice-treasurer – 1
8. Members - 8

The representative BODs from administrative regions shall be as follows:

1. Eastern Canada:1  
(New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island and Québec)
2. Central Canada: 7 (Ontario)
3. Western Canada - 2  
(Alberta, Saskatchewan, Manitoba, British Columbia and Territories)
4. Women representation – 5 (regardless of regions)

If the women representation as elected by the general meeting is less than 30% of the total number of directors elected, the Board shall nominate up to 5 women members to the Board from among the Class A membership group.

Board of Directors shall have the authority to classify or sub classify the regions based on the member population in the country.

Any Class A member who does not actively hold executive level positions in other major global Nepali organizations inside Canada can be elected as President, General Secretary or Treasurer of the Corporation. Once elected, the executive members shall not publicly express their political views failing which his or her board directorship will be disqualified.

All the elected BOD members shall choose amongst themselves an Executive Committee of the Corporation, which consists of:

1. President - 1
2. Vice-president – 1
3. Vice-president (women) – 1
4. General Secretary -1
5. Secretary – 1
6. Treasures – 1
7. Vice-treasurer – 1

#### Role of Board

The board oversees the conduct of the Corporation and is responsible for all the legal aspects and ethical norms of the Corporation. The board develops and maintain the integrity of pertinent policies and procedures and adheres to the provisions of the organization's bylaws and articles of incorporation. The Board takes overall responsibilities of the Corporation. The board shall have the authority to choose an Executive Committee amongst themselves as an executives who work for the day-to-day affairs of the corporation. For the effective and efficient operation of Corporation, Board can form different committee and sub-committee.

#### Role of Executive committee

Executive committees can meet on short notice, without much prior notice, to deal with day-to-day affairs and operations of the Corporation. All the decision made by executive committee must be approved by Board at their regular meetings.

#### 5.03 Regional Committees:

There shall be three Regions and each region will have a committee called Regional Committee (RC) headed by the Regional Director (RD).

The annual general meeting or the special general meeting shall also elect RDs. Members residing in each region shall vote for their own regional directors. The number of regional directors shall be as follows:

- a. Eastern Canada) -(NB, NF, NS, PEI, QC) Region: 3 members
- b. Central Canada (ON) Region: 5 members
- c. Western Canada (BC/MB/SK/AB/territories): 3 members

The elected Regional Directors together with the main board representing that region shall form their respective Regional Committee.

The Regional Committee shall be responsible to conduct activities of the Organization in their specific regions in coordination and agreement with the main board. The term of Regional Director shall be 2 years. The Regional Committee shall perform the program, financial activities, and membership fee collection as per the scope and limits fixed by the board from time to time. The program and events organized by regional committee must be done in coordination with the executive committee and must report accordingly.

## Section 6: Meetings of Board of Directors and Executive Committee

### 6.01 Calling of Meetings

Meetings of the Board of Directors/Executive Committee may be called by the President, Secretary or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director.

### 6.02 Notice of Meeting

Notice of the time and place for holding a meeting of the board shall be given to every director of the Corporation not less than 7 days before the time when the meeting is to be held by mail, telephonic or electronic means. Notice of a meeting shall not be necessary if all the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Executive committee can meet at anytime without much prior notice to deal with day-to-day operations of the Corporation.

### 6.03 Regular Meetings

The Board shall meet at least quarterly or, as deemed necessary, at the date, time and venue of its convenience, the due notification of which shall be provided by the General Secretary to all Executive and the Board of Directors at least three (7) days prior to the meeting. A majority of the Executive Officers present at any Executive Committee meeting and Board 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 Board present at this

later meeting is a quorum. However, any decisions made in such meetings should be approved by at least 50% plus one of the total executive officers in the next meeting.

#### 6.04 Votes to Govern.

At all meetings of the board, every motion shall be decided either unanimously or by a majority of the votes cast on the motion. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

#### 6.05 Committees

The board may from time to time appoint any task force or a committee, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any committee may formulate its own rules of procedure, subject to regulations or directions as per the board from time to time. Any committee member may be removed by ruling of the board of directors. The task force committee shall be dissolved immediately upon the successful completion and reporting of the given task. Other committees shall operate as per the term fixed by the Board while appointing such a committee.

#### 6.06 Advisory Committee

The board may also appoint an advisory committee composed of a maximum of 5 advisors as they deem fit. Advisors could be both members and non-members of the organization and 20% of those may come from outside of Chitwan and Canada who contributed significantly to CSC's mandates. The tenure of such advisors shall be completed after completion of term of the BOD.

#### 6.07 Election Committee

The board shall be responsible for forming an election commission composed of maximum of 5 members from Class A members. The elections guidelines and protocols are to be provided by board to the election committee and the election committee must adhere to those policies.

### Section 7: Officers of the Corporation

#### 7.01 Description of Offices

The AGM or special meetings of voting members shall elect the BOD members who in turn shall select the President, Vice-president, Vice-president (women), General Secretary, Secretary Treasurer and Vice-treasurer of the Corporation. They shall have the following duties and powers associated with their positions:

- a. President: The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall act or nominate another Executive Officer as the spokesperson for the Society; and along with the Treasurer, shall be responsible for all finances of the Corporation including the bank accounts and records of all income and expenses.

- b. Vice-President: The roles of the Vice-President shall attend all meetings and support the president by overseeing the internal operations of the Corporation. Vice-president maintain knowledge of the organization and personal commitment to its goals and objectives and serves as a Chair in absence of President.

Vice president (Female) – The roles of Vice-president (Female) shall support the President by overseeing the internal operation of the Corporation, chair committee(s) and may act as other duties and responsibilities as decided by Board to support organizational mandate.

- c. General Secretary: The General Secretary shall be responsible for overseeing the secretarial task of the Corporation, prepare minutes of meetings and shall be responsible for the correspondence of the Corporation. The General Secretary shall maintain the names and address of all members of the Corporation, related stakeholders and shall keep records of important documents related to the Corporation. Additionally, the General Secretary shall be the custodian of the seal of the Corporation.
- d. Secretary: Secretary provides support to the General Secretary on day-to-day operations of the Corporation. The roles and the responsibilities of the Secretary shall assist General Secretary on making meeting minutes, administrative task of the Corporation, Correspondence, records & documentation and serves as a Secretary in absence of General Secretary of the Corporation.
- e. Treasurer: The Treasurer shall be responsible for all the finances of the Corporation including the bank accounts and records of all the income and expenses. The Treasurer shall present a detailed account of receipts and disbursements of expenses upon request by Executive Officers of the Executive Committee or Board of Directors; shall work with the accountants or auditors of the Corporation on the financial review/audit of finance and shall prepare and present annual financial statement in the AGM.
- f. Vice-Treasurer: The role of Vice-treasurer is to provide support to the Treasurer on day-to-day financial operation, act as an active member on the finance committee and serves as a Treasurer in absence of Treasurer of the Corporation. The Vice-treasurer shall lead on any financial transaction of events, prepare financial summary, report to Treasurer of the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or President requires of them. The board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any other officer. A media coordinator and other coordinators shall be appointed from within the executive committee as deemed necessary by the board.



## 7.02 Vacancy in Office

The position of a board member or an executive officer will be vacant due to the following conditions or circumstances:

- i) Resignation
- ii) Death
- iii) Removal by the members
- iv) Losing the criteria of Class A membership or termination of membership as per this -By law including expulsion of member.

### Resignation Process:

Any board member or an executive officer can resign from their position by giving 30 days written notice addressing to the Board of Directors of the Corporation and handing it over to the President or Secretary. In case of President, the resignation should be addressed to the Board of Directors and communicated or handed over to the Secretary.

The resignation shall take effect either at the end of the month's notice or on the date the Executive Committee accepts the resignation.

In case the resignation is submitted with less than 30 days notice, the member with such a resignation should stop representing the Corporation from resignation effective date as mentioned in the resignation and till the Board decides on that resignation.

Members via 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 before the end of the term. Any Executive Officer/BODs of the Executive Committee/Board who fails to attend three (3) consecutive meetings shall given a warning letter and after five (5) consecutive meetings may be removed of their duties by a majority vote of the Executive Officers/Board. The Executive Officer in question shall have the right to defend himself or herself at the Executive Committee meeting.

If the position of any officer of the Corporation shall become vacant, the directors may, by resolution, appoint a person to fill such vacancy as an "acting officer" till the conclusion of next AGM or meeting called for the election of a board member.

## Section 8: Notices

### 8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the By-laws or otherwise to a member, director, officer, or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### 8.02 Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions.

#### 8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### Section 9: Others

#### 9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, By-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution by voting amongst executive members. Advisors of the BOD shall coordinate the dispute resolution mechanism. If not settled by voting amongst executive members, it shall be resolved by voting amongst general members of the Corporation.

9.03. Amendments of Objectives and By-laws

This By-law may be revised, replaced, or amended by a special resolution at the Annual General or Special meeting of the Corporation. A notice of 21 days to all voting members is required for these meetings of the Corporation to change the By-law. The new By-law take effect after approval by two-thirds majority of all voting members present at the Annual General or Special meeting.

9.04. Dissolution and Remaining Assets

The Corporation cannot be dissolved unless its certificate gets revoked or cancelled. In case of dissolution of the Corporation, the executive committee shall be responsible for the Corporation’s assets and liabilities. Any amount or assets left after settling the liabilities, shall be donated to a non-profit organization in Chitwan.

Section 10: By-law effective date

Subject to matters requiring a special resolution, this By-law shall be effective when made by the board.

**CERTIFIED** to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on ---- day of ----, 2021 and confirmed by the members of the Corporation by special resolution on the ---- day of ---, 2021.

Dated as of the ----- day of ---, 2021.

----- (Signature)

[Name, President]

By-law Amendment by first AGM dated 20 day of August, 2022.

*Man Poudel* (Signature)

Man Poudel, President, CSC

