

*Amendment approved by Active Members on Oct 19th 2019*

## **An Act to Amend and Consolidate the Constitution of the “Sri Ayyappa Samajam of Ontario”.**

### **Summary**

This is an amendment and consolidation of the previous four amendments dated November 11, 2000; November 11, 2001; February 19, 2011; and June 28 2015 to the Constitution and the Constitution adopted on July 17th 1991. The amendments address gaps in the Constitution to govern the Samajam in accordance with the practice of Ayyappa Samajam.

### **Amended to add Interpretation and Definitions**

In this Act,

“Regular Devotees” are those volunteers who devote at least two hours a week and 100 hours a year to Samajam activities.

“Active Members” are members of the organization who are actively involved in Samajam activities and hold special decision-making powers through their ability to vote.

“Samajam” refers to the physical structures owned by the Sri Ayyappa Samajam of Ontario currently in existence at 635 Middlefield Road, Scarborough, ON M1V 5B8.

“Board of Director” refers to a person selected from amongst the Active Members of the Sri Ayyappa Samajam

“Fiscal Year” refers to the twelve (12) months period commencing from January 1st to December 31st.

“Inactive Members” refers to members who are former Active Members who no longer have voting or nominating rights and are not included in deeming quorum at meetings. Inactive Members must be present at three consecutive meetings before their rights as Active Members are reinstated. Inactive Members must inform the President in writing prior to their attendance.

### **Meetings:**

"General Meeting" (AGM) means a resolution that is submitted to a meeting of the Active Members and passed, with or without amendment, by at least a majority of the votes cast.

“Special Meeting” means a resolution that is passed by at least two-third percent of all registered Active Members at a meeting duly called for the purpose of considering the proposed resolution. Special meeting refer specifically to decisions in relation to:

- Sale/Purchase/lease of the building or land
- Acquisition of additional mortgage/loan not exceeding \$50,000 (Fifty Thousand)
- Modifications to the Constitution
- Disciplinary action/Termination of Director
- Organizational Structural Changes

**A. Name:** The official name of this association shall be “**Sri Ayyappa Samajam of Ontario**”. Hereafter referred to as the ‘Samajam.’ **Seal:** The seal of the association shall be circular with Sri Ayyappa’s picture in the centre and the words “Sri Ayyappa Samajam of Ontario” and swami saranam in the perimeter.

**B. Objectives:**

1. To provide for the religious and spiritual needs of Hindus, particularly devotees of Lord Ayyappa, Shiva, Vishnu and both, in the Province of Ontario. Propagate the solidarity of man irrespective of caste, creed, religion, region or language. Inculcate in the mind of man, the basic principle of Lord Ayyappa, that all are equal in the eyes of the Lord.
2. To provide opportunities for all devotees of Lord Ayyappa to meet and pray collectively and engage in social and cultural activities for the devotees following Shiva, Vishnu and both.
3. To provide prayers and/or sevas at homes for the differently-abled persons, senior citizens, sick persons and at funeral homes.
4. Providing rental facilities of the Samajam Hall.
5. To study, learn and disseminate the spiritual teachings of Ayyapa, and to lead a life in accordance with those teachings. Conducting classes to teach Tamil language, Hinduism, Yoga, dance, music and computers.
6. To provide service activities for the old, physically challenged, the sick and the needy. This includes, but is not limited to, cleaning their apartments or houses, providing food for the needy, collecting and donating food items to institutions like Food Bank, clothes for the needy victims of natural and manmade disasters, organizing blood donor clinics and tree planting in the community.
7. Plan to construct a Hall for the needs of the devotees such as Mani Mandapam/Cultural Hall including pilgrims.

**C. The Samajams could be bound by the following:**

1. The Samajam shall adhere to the advent of Lord Ayyappa
2. The Samajam shall be governed by the Constitution.
3. The Samajam shall be carried on without the purpose of gain for its members and any profits or other gains to the Samajam shall be used in promoting its objective.
4. The Directors of the Samajam shall serve without remuneration of any kind whatsoever, and no Director shall directly or indirectly receive any profits from his/her position.
5. The sale or donation of any of the other movable (Jewelry) Samajam’s asset must be in accordance with applicable laws.

6. Prior to the dissolution of the Samajam, any assets remaining after the payment of all outstanding debts and liabilities shall be distributed to another Ayyappa Samajam registered as a charitable organization in Canada or to any other charitable organization registered in Canada subject to the Special Resolution of the Active Members of the Samajam.

7. Active Members and Directors shall treat financial information and information regarding internal affairs received at meetings of Active Members, and Directors, (i) as confidential and with the same care as they would their own proprietary information; and (ii) take all reasonable precautions to prevent the disclosure of the information to any third party without the written consent of the President.

#### **D. Administration:**

##### **Board of Directors**

1. The affairs of Association shall be conducted and managed by the board of directors which shall comprise of nine (9) board of directors including **four officers. The officers are President, Vice-President, Secretary and Treasurer.**

2. The Board of Directors shall be duly nominated or elected by the active members at the annual general meeting. Each director elected by the annual general meeting shall be a member of the corporation, shall be the age of 21 (Twenty-one) at December 31 of the current year, of sound of mind and not a personal bankrupt (Conditional personal Bankruptcy level). He/she should be able to communicate orally and in written form in either Tamil or English. **Any Board of Directors may not hold the office for more than nine (9) years in their life time.**

3. Board of Directors shall select the following four (4) officers: President, Vice President, Secretary and Treasurer. **President, Vice President, Secretary and Treasurer may not hold the office for more than 6 years in their life time.**

4. **Board of Directors are selected for a term of three (3) years and may serve two (2) consecutive term, if there is no suitable candidate and if so selected. However, the members of the Board of Directors shall not hold office for more than six (6) years continuously.**

5. If any Board of Directors fail to attend three (3) monthly meetings without informing the President or Secretary, the position will be considered as vacant.

6. In the event the President resigns, the Vice-President shall act as the President during the interim period until a new President is selected in the following Board Meeting. When a Board of Director resigns, the Board shall appoint a replacement during the interim period until a new Board member is formally selected in the following AGM.

**Patrons:**

Active Members shall nominate up to three (3) Patrons at the AGM. Patrons who has the knowledge of the Constitution of the Samajam, aware of a Charitable organizations activities and previously involved in Samajam development.

**Membership:**

1. The Board of Directors shall nominate active members from the regular Devotees. Those who are interested in becoming as an Active Member should apply by filling the prescribed application form, while submitting the form; applicants must pay their prescribed fees.

The devotees who are interested in becoming active members should pay the following membership fees. There are two type of memberships:

1. Life-time membership fee: \$1001 including spouse (to be paid fully within one year)
2. Ordinary Membership fee: \$101 including spouse per year. Ordinary Member should renew their annual membership on or before December 31st each year.

2. The Board of Director shall screen all qualified candidates for active member from devotees. The following facts are to be considered for membership: Minimum age should be 21 years on December 31 at the current year; No criminal records; Paid prescribed fees and all dues. Should have at least Permanent Resident status.

3. The Board of Director shall notify the selected members list at the next general meeting, following the nomination. The decision of the Board is final in this process. New Active Member shall vote only after one year full year membership.

4. Membership shall not be transferable. All members shall furnish the secretary with address of their place of residence and notify the secretary of any change in the address when it occurs.

5. Board of Directors may consider any high standing community member as an Active Member. This member shall enjoy all the privileges of membership except-the right to vote, the ability to hold any office of the association and they shall not be required to pay any dues to the association.

6. Membership renewals are automatically approved for the members who are in good standing.

7. The member who fails to attend for two consecutive General Meetings without valid reasons or without notifying the President or Secretary shall become an "Inactive Member;"

8. Any person ceasing to be a member of the association can return as a new member after clearing all his/her dues and liabilities.

**Voting Rights:**

1. Each Active Member is entitled to one vote. Family Membership of Active Members shall have a vote for each spouse for up to two (2 ) votes per Family Membership.

2. Absentee voting or voting by proxy shall not be permitted.

3. Any matter arising at any meeting of Board of Directors shall be decided by a majority of votes. All votes at a director's meeting shall be taken by a show of hands unless a ballot be demanded by any director present.

#### **Meetings:**

- The Board of Directors shall meet at the request of the President.
- The Active Members should meet annually. **If they are not able to meet within 15 months, the board will be dissolved. Any one of the Board of Directors including Officers have to arrange a Special meeting with the support of 25 Active Members and form a Board within one month period. The four officers cannot stand for the elections for the board of director. At the last resort, two (2) Patrons with the help of three (3) active members shall arrange a AGM and form a new Board within two months period from the end of 15 month period.**

#### **Notice of Active Members Meetings:**

(i) Notice of meetings shall be given to Active Members in advance but not later than the period of time specified in below. The Notice may be given in writing, by electronic media or by any other suitable means.

(ii) **Notice of General Meeting of Active Members shall be two (2) weeks.**

(iii) Notice of a meeting to consider a Special Resolution shall be provided **one month in advance** of the date of the meeting. The notice shall specify the purpose of the meeting as the consideration of a Special Resolution. The notice shall include all documents relevant for the determination of the proposed resolution.

#### **Quorum for Active Members Meeting:**

(i) Quorum for Annual General Meeting of the Active Members is Thirty percent plus one (30%+1) of the Active Members registered at a given time.

(ii) Quorum for Meeting called to consider a Special Resolution is 50 percent (50%+1) of the Active Members registered at that particular point in time. However, two-thirds of the Active Members present must vote in favour, with or without amendment, of the proposed resolution.

#### **Termination of Membership:**

Membership is terminated when:

(i) The member resigns;

(ii) Members have failed to pay all outstanding fees including Membership fee, Pooja fee and any Liabilities to Samajam.

(iii) The member shall be given an opportunity to be heard, orally, in writing or in another format by the Active Members at the meeting scheduled to discuss the issue.

(IV) The Board of Director shall suspend the activities of any active member in accordance with the above paragraphs (i) and (ii). Any disciplinary action or suspension of membership must be done in good faith and in a fair and reasonable manner. The Board should bring suspension /termination activities to the attention of Active Members.

## **Board of Directors:**

### **1. Selection Process**

The Board of Directors shall appoint a Nomination Committee consisting up to three responsible community members and/or Patrons in the month of **September each year.**

**Nominations for the above positions shall be accepted by the President and/or Secretary in the month of September.** No nominations will be accepted after September 30th. The President will forward all Nominations to the Nomination Committee for screening. The Nomination Committee shall screen the candidates **for eligibility** as defined in the constitution and submit the list of suitable candidate to the President/Secretary for the selection of Board of Directors between October 1st to October 14th. **Election for New Board of Directors will be held between Oct 15th to Oct 31st. The election process should be completed on or before Nov 1st.** The new Board of Directors should take office within the two weeks after the election process.

### **2. Persons eligible to be nominated for the position of President:**

- a) Be a life time Active Member of the Samajam for at least a period of five (5) years by the time the position is assumed and is actively involved in the Samajam activities;
- b) A member who follows the teachings of Ayyappa and has demonstrated selflessness, dedication, and commitment to the Organization;
- c) A member who was previously in a Board of Director role in the Samajam for minimum of two (2) years;
- d) No past President is eligible for reselection, except where there is no eligible nomination;
- e) Eligible nominee should not be a Board of Director or office bearer of any other religious or charitable organization;
- f) Eligible nominee should not be the spouse of any other religious or charitable organization;

### **3. Persons eligible to be nominated for the position of Vice-President, Secretary, Treasurer and Directors:**

- a) Be a life time Active Member of the Samajam for at least a period of three (3) years by the time the position is assumed and is actively involved in the Samajam activities;

- b) A member who follows the teachings of Ayyappa and has demonstrated selflessness, dedication, and commitment to the Organization;
- c) Eligible nominee should not be a Board of Director or office bearer any other religious or charitable organization;
- d) Eligible nominee should not be the spouse of an office bearer of any other religious or charitable organization;

### **Role of the Board of Directors:**

#### **a. Duties of the President**

The President is the administrative authority within the Samajam. It is the President's responsibility to provide leadership by participating in all aspects of the Samajam's Programmes, to coordinate meetings and activities, and through its representatives.

The President will review the Constitution and all amendments and propose any changes or updates for the smooth running of the Samajam for the approval of the Active Members.

#### **b. Duties of the Vice-President**

The Vice-President shall assist the President and preside in the President's absence.

#### **c. Duties of the Secretary**

The Secretary is responsible for keeping the minutes of meetings and handling the correspondence and paperwork of the Samajam under the direction of the President.

#### **d. Duties of the Treasurer**

Manage and account for any funds received or disbursed by the Samajam, under the direction and supervision of the Samajam President, as outlined in the Constitution. The Treasurer shall see that all necessary books and records of the Samajam, required by the by-laws or by any applicable statute or law are regularly and properly kept. The Treasurer shall have a good knowledge of accounting principles and familiarity with the applicable laws and statutes of the Samajam is governed by.

#### **e. Duties of the Directors**

- i. Be responsible for the various elements of the Samajam's spiritual needs of Hindiusm, particularly devotees of Lord Ayyappa.
- ii. Establishing and maintaining spiritual path of Lord Ayyappa, specially for new Ayyappa devotees;
- iii. Maintaining Samajam premises with a clean environment.
- iv. Preparing a monthly report of activities for the Directors to the President of the Samajam, when required.

- v. Provide assistance to the President and other Officers.

**Book and Records:**

The president should ensure that all necessary books and records of the corporation, required by-laws or by any applicable statute or law are regularly and properly kept. The Board of Directors shall place before each annual meeting of the members, the following:

- a. A Financial statement for the financial year comprising of a statement of income and expenditure and a balance sheet.
- b. Cash Flow
- c. Mortgage and short and long term loan statement
- d. A report of the auditor

The signatory of the any disbursement cheque should be signed by two officers, preferably President or Vice-President and Treasurer or Secretary. No payments should be made without proper verifications. Segregation of duties should be maintained by Officers and Board of Directors. The person who is in charge for financial matters should not be directly involved with any recurrent or capital projects and activities.

The President and Board of Directors shall hand over all documents relating to the Samajam both former and current, including but not limited to: all governing documents, meeting minutes, resolutions and financial statements by November 30th of the transition year to the incoming Officers and Board of Directors.

**Standing Committee:** The president and the other board of directors may establish and maintain standing committees of the board which shall report to the Board of Directors from time to time. The president can appoint any outside professional or community member also in any standing committee.

**Removal of Directors:**

Any Director may be removed before the expiration of his or her term by a Special Resolution of Active Members. The Active Members may select, in accordance with the Constitution, any person qualified to be a Director for the remainder of the term until a new Director is formally selected in October of the following year.

Any disciplinary action or termination of a Director must be done in good faith and in a fair and reasonable manner.

(i) A Director who is being considered for disciplinary action or termination shall be given 15 days notice of a disciplinary action or termination along with a copy of any documents, records or information that will be relied on at the meeting of Active Members to discuss the termination/disciplinary action.



(ii) The Director shall be given an opportunity to be heard, orally, in writing or in another format by the Active Members at the meeting scheduled to discuss the issue.

(iii) The meeting of the members to discuss the termination/disciplinary action shall be called within 21 days of the concerns first being brought to the attention of the Board of directors

(v) The decision of the Active Members shall be binding and final on all parties.

**Other Procedures:**

**1. Auditor for the Samajam**

The external auditor(s) for the Samajam shall be appointed at the General Meeting of the Active Members. If the auditor is not available at the end of the fiscal year to carry out the audit due to resignation, sickness, etc., the Board of Directors may nominate an interim external auditor to replace such auditor. The President shall bring it to the attention of the Active Members in the next meeting of the Active Members and seek approval of such nomination.

**2. Dispute Resolution**

(i) Disputes arising between members of the Samajam shall be settled between themselves, without recourse to the courts in so far as possible. All parties will try to resolve any differences between them on any matter by negotiating between themselves personally.

(ii) If the parties negotiations are conducted by the parties personally and, if no agreement can be reached, the parties will obtain the assistance of the Active Members to try and resolve the matter in dispute through good faith negotiations. If, after invoking the assistance of the Active Members, no agreement can be reached, the parties will then proceed to obtain the assistance of a mutually agreed upon third party mediator.


**3. External Projects**

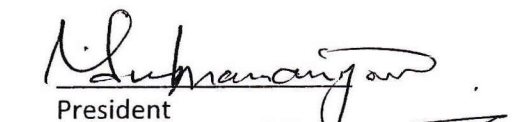
Any donation or disbursement of Samajam funds for projects outside the Samajam such as humanitarian relief projects or medical or educational needs and special projects shall notify to Active Members.

**4. Previous Amendments**

**Other than the items listed above, the prior constitution and amendments will be referred to for all other matters.**

Approved on October 19th 2019.

  
Secretary  
K. THAMBIRAJAH

  
President  
N. SUBRAMANIAM