

BYLAWS OF KABIR CULTURAL CENTRE, ALSO KNOWN AS KABIR CENTRE FOR ARTS & CULTURE

(as approved by Core Committee on 3 January 2009 and modified during Annual General Body Meetings on 1st October 2011, 4th November 2012 and 20th October 2013, Special General Body Meeting on 5th January 2014, Annual General Body Meeting on 24th August 2014 and Annual General Body Meetings on 26th June 2020 and on 27th September 2021

Note : The term 'Executive Committee', or board in short, is used in the sense of 'The Board' and the document should be understood as such.

Article 1: Preamble

Kabir Cultural Centre (KCC), also known as Kabir Centre for Arts & Culture, by virtue of a resolution passed during the Annual General Body Meeting on 20th October 2013, is a non-profit, non-political and secular organization. It is registered under Quebec Companies Act. It is named after Kabir, a fifteenth century mystic, poet and philosopher who preached harmony amongst all people irrespective of their religious background.

Article 2: Vision Statement

Kabir Cultural Centre has a vision of engendering harmony, mutual respect, fostering pluralistic traditions and building bridges amongst the cultural communities of South Asian origin and the larger Canadian society. In the context of KCC's vision, the term South Asia means India, Pakistan, Bangladesh, Sri Lanka, Nepal, Bhutan and Maldives.

Article 3: Major Activities

KCC shall strive to achieve its vision by way of facilitating the combined presence of members of the South Asian Diaspora and other Canadians by organizing events such as, but not limited to, Concerts of Classical/Folk/Fusion Music and Dance Forms of South Asia, Plays with South Asian themes, South Asian Films followed by panel discussions, Book Reading sessions, conferences and symposiums on a variety of themes that reinforce the vision of KCC.

Article 4: Members of Kabir Cultural Centre

Article 4.1: Eligibility and Entitlements

Any person over 18 years of age interested in South Asian culture and who confirms support for the vision of KCC, may become a member of KCC by completing a membership form and paying annual membership dues. Such membership shall be subject to acceptance by the Board. A member shall have the right to vote six (6) months after becoming a member, and may stand for office after at least one year of becoming a full member, except as decided by the Core Committee (see Article 6) in the context of creation of a Board for the first time through elections. Members shall pay dues in order to maintain their membership status.

Article 4.2: MEETINGS OF MEMBERS

Article 4.2.1 Annual General Meetings

There shall be an Annual General Meeting to be held after the end of the fiscal year and not later than September 30, at such time and place as may be fixed by Board resolution. Business at the Annual General Meeting shall consist of receiving and considering reports from the Board; receiving financial statements including Auditor's Report; electing members of the Board and office bearers for vacant positions and transacting any other business that ought to be transacted at an Annual General Meeting.

Article 4.2.2: Special General Meetings

Special General Meeting may be convened at any time and for any purpose by order of the Board, or by written request to the Board by at least fifteen voting members, or twenty-five (25) per cent of voting members, whichever is larger. In all cases, the nature of business to be discussed shall be specified. The Board shall be obliged to call such a meeting within three (3) months from receipt of the request.

Article 4.2.3 Quorums

At any general meeting of members, fifteen (15) voting members, or twenty-five (25) percent of the total voting members of the organization, whichever is less, shall constitute a quorum.

Article 4.2.4: Voting Rights

Members who have paid their membership dues, and who have been members for at least six months, shall have the right to vote. Proxy voting shall not be permitted.

Article 4.2.5: Season Pass Holders

The Board will decide if and when to launch Season Passes for the general public. A member may or may not decide to avail of a Season Pass. In view of this, the terms and conditions for the Season Pass holders will be determined by the board keeping in view that the financial incentives for members continue to be attractive after the introduction of Season Passes.

Article 5: Board :

The overall governance of KCC will be managed by a Board. The board shall be composed of the President, Vice President, Secretary, Treasurer and 8 (eight) Directors. All these positions shall be filled through election by membership or by a two-thirds majority decision at a board meeting and approved at the subsequent General Body Meeting. In addition to these positions, by a resolution passed during the Annual General Body Meeting on 20th Oct 2013, the outgoing President of the centre shall be an ex-officio member of the Board for one more term of three years, in order to lend support to the new committee.

Article 5.1: Eligibility

Any member, who has been a member for at least one year continuously, shall be eligible to stand for office. To avoid any conflict of interest, any member nominated for the position of the President, Vice President, Secretary or Treasurer shall not hold any of such positions in another culture-related organization within Canada.

Article 5.2: Nomination - DELETED

Article 5.3: Election to the Board

Where a vacancy has not been filled prior to the AGM, the Board position shall be filled through election by members entitled to vote at an Annual General Meeting. The election of the Board member shall be by secret ballot. Ms. Vijaya Mulay, by a resolution passed during the first Annual General Body Meeting on 1st Oct 2011, is appointed as Member Emeritus of the Board.

Article 5.4: Terms of Board

Unless otherwise provided for in other bylaws of the organization, the term of office for all elected members shall be three years. The tenure of the elected members will be staggered so that in the steady state, one third of the members will be elected each year.

Elected members shall be eligible to serve continuously for three (3) terms, with no more than two (2) terms in the same capacity, unless there is no other eligible candidate available for such positions. However in the interests of the organization, the board may continue to retain any board member in any capacity for additional terms by a vote of two-thirds majority during any board meeting.

Article 5.5: Resignations

Any elected member may resign from the Board without forfeiting his/ her membership in the organization. A resignation may be made by submitting it in writing to the President of the Board. If the President is resigning, the resignation may be done by submitting it to the Vice-President. Such resignations shall take effect as of the date of acknowledgement by the President/Vice-President of such written resignation, or thirty (30) calendar days from the receipt of such communication whichever is earlier.

Article 5.6 Disqualification due to Absence

Any elected member who is absent from Board Meetings for three consecutive meetings, and who fails to communicate valid reasons in writing (including email) to the Board shall automatically cease to be a member of the Board. The board shall reserve the right to accept or reject the reason as valid, the decision in this regard being recorded in the minutes of the meeting.

Article 5.7 Removal

When an board member is deemed to have acted against the interests of the KCC in the judgement of the Board, a Special General Meeting shall be convened to decide on the matter. A majority vote of members present at the SGM can remove the member from the board.

Article 5.8: Remuneration

Elected members shall receive no salary for their services.

Article 5.9 Roles and Responsibilities of the members of the Board:

The Board shall consist of four (4) office-bearers namely President, Vice-President, Secretary and Treasurer as well as 8 (eight) other Directors. The responsibilities of the Executive Members shall be as follows:

The **President** shall sign all documents on behalf of the organization; shall officiate at all meetings of the Board and at members' meetings including the annual and special general meetings of the organization. Together with the members of the functional committees he/she shall have the responsibility for

i) selecting and implementing the programs/events for the current year and ii) giving direction to the further development of the organization so that its aims and objectives are achieved. The President shall be responsible for presenting an annual draft plan of activities and implement the approved plan per the provisions of bylaws

The **Vice President** shall assist the President in carrying out his/her duties and shall assume the responsibilities of the President in the President's absence.

The **Secretary** shall be responsible for communicating information about all Board meetings, Annual General Body Meetings and Special General Meetings and for maintaining all the records including approved minutes, mailing lists etc. The Secretary shall send an electronic copy of the updated mailing list to the President every quarter.

The Secretary shall maintain the membership list of KCC, consisting of alphabetically arranged names and e-mail addresses. This shall be made available to the members of the Board, if and when needed for a specific purpose.

The **Treasurer** shall keep an account of the financial transactions of the organization, including account of its assets, receipts, disbursements, and he/she shall assist the auditor in the preparation of the financial statement for approval at the AGM.

The Secretary and Treasurer will be responsible for creating back-up records of all the files under their custody and store it in the cloud such as DropBox, Vimeo etc. Such duplicate records shall be destroyed when a new backup is available.

The board shall ensure that the following tasks are done as far as possible by a General Manager, Artistic Director and functional committees appointed for the purpose and supplement their work by volunteering wherever possible.

- a. Government Liaison, including application and follow-up for 'Charitable Organization' status.
- b. Poetry Club Activities
- c. Book Club Activities
- d. Coordination with other Cultural Organizations regarding collaborations
- e. Coordination and liaison with local universities
- f. Publicity, Press Release and Media Contact: (Radio, TV, Newspapers)
- g. Website Maintenance and Development
- h. Email List Maintenance
- i. Printing tickets, distribution and networking for sale of tickets
- j. Stage Decoration and Coordination
- k. Snack sale at events including ordering of all necessary commodities
- l. Volunteer Coordination
- m. Coordination with artists/organizations outside Canada
- n. Coordination with Local Artists
- o. Fund-raising and sponsorships
- p. Charitable Activities
- q. Coordination with youth organizations

Article 5.10: MEETINGS OF THE BOARD

Article 5.10.1: Place of Meetings

Meetings of the Board shall be held at any location in Montreal that the Board may from time to time determine. Board, meetings may also be held by conference call where all persons participating can hear each other. Such a meeting shall be deemed to be a properly convened meeting.

Article 5.10.2: Notice of regular meetings of the Board

A notice of the time and place of the meeting and general nature of the business to be transacted shall be sent through the mail no less than five (5) days prior to said meeting, or over the telephone, or by email at least two (2).

days prior to said meeting. The Notice shall be given by the Secretary, or any other person designated by the President, to all members of the organization.

Article 5.10.3; Quorum

Six (6) members shall constitute a quorum at any meeting of the Board, provided at least two of the four office bearers (President, Vice-President, Secretary, Treasurer) are present.

Article 5.10.4: Adjournment

Any meeting of the Board may be adjourned to a later date by the vote of the majority of the voting members present. No notice of such adjourned meeting shall be required unless the meeting is scheduled ten (10) or more days later. Any matter may be transacted at such adjourned meeting that could have been transacted at the meeting prior to its adjournment, provided there is a quorum present.

Article 5.10.5: Voting

Any questions submitted to the meeting of the Board shall be decided, if a consensus is not possible, by the majority of the votes cast, each Board member attending the said meeting being entitled to one vote. In case of equality of votes, the President's decision shall be final.

Article 5.10.6: Chairperson

The President shall act as Chairperson. In her/his absence, the Vice President shall preside. In the absence of both, any member of the Board designated by the Board shall act as chairperson at any meeting of the Board.

Article 5.10.7: Secretary

The Secretary, or when she/he is unavailable, any person named by the Board, shall act as Secretary of the meeting.

Article 5.10.8: Attendance deemed

An Board member may, with the consent of the President, participate in a meeting of the Board over the telephone where all persons participating can hear each other. Such Board member shall then be deemed to be present at the meeting.

Article 5.10.9: Frequency of Meetings

Meetings of the Board shall be held not less than four times a year, and a period of no longer than six (6) months shall elapse between any two meetings.

Article 5.10.10: Decisions made within the board concerning the events to be held by KCC

Decisions concerning the Book Reading and Film Club Activities shall be taken by the persons responsible for these activities with information to the board. In the case of Films, the decision shall be taken through consultation between the Coordinator in charge and the President. Decisions pertaining to concert or other artistic events shall be made primarily by the Artistic Director with periodic information to the board for review and adjustments if needed

Article 5.10.11: Vacancies in the board

Should a member of the board resign or be removed by application of the bylaws and so long as the remaining board members constitute a quorum, they may continue to function normally. In the event of a resignation, removal, or a disqualification due to absence, the vacancy shall be filled by a suitable candidate either within the membership

or outside and agreed to by a two-thirds majority at the board meeting. Such a member shall be appointed within two months of the resignation or disqualification.

Article 6: Core Committee - Deleted

Article 6.1: Constitution of Core Committee - Deleted

Article 6.2: Relationship of Core Committee to the Board - Deleted

Article 7: Transition Plan - Deleted

Article 8: Committees created by the board

Article 8.1: Formation

The Board may, by resolution, create various committees composed of Board Members and others persons. The Board shall establish a precise mandate (terms of reference) for such a Committee.

Article 8.2: Mandate of the Committees

Committees which may from time to time be created by the Board, shall perform their duties under a specific mandate from the Board, and shall report on their activities to the Board. In the performance of their duties, the committees shall adhere to all the relevant bylaws of the organization.

Article 8.3: Nominating Committee, composition and function: Deleted

Article 9: FISCAL YEAR, AUDITORS AND OFFICES

Article 9.1: Fiscal Year

By a resolution passed during the Board Meeting on 24th August 2014, the Fiscal Year shall be from January 1 to December 31.

Article 9.2: Accountant and Auditor (where necessary)

The members shall approve the appointment of an accountant (and auditor where necessary) at each Annual General Meeting, who shall remain in office until the next Annual General Meeting, or until s/he resigns, or is otherwise replaced by resolution of the Board, at which time her/his unexpired term shall be filled by an appointment by the Board. The accountant shall prepare the financial statements and submit to the Treasurer and the President. If the level of grants by funding bodies exceed a certain level, an auditor shall, at the end of each Fiscal Year, audit the financial statements and submit their report to the President. The Accountant's or Auditor's Report along with the financial statements will be presented at the AGM for approval by a majority of voting members.

Article 9.3: Offices

The organization may establish offices at any place in Greater Montreal, in the Province of Quebec, by resolution of the Board, as and when it deems appropriate.

Article 10 : CHEQUES AND CONTRACTS

Article 10.1 : Cheques and other similar documents

All cheques, drafts, or orders for the payment of money, and all notes and acceptances and bills of exchange shall be jointly signed by at least two out of the four office-bearers.

Article 10.2: Contracts

Contracts, documents or instruments in writing requiring the signature of the organization (save for contracts made in the ordinary course of business of the organization) may be signed by the President or a member of the Board so designated for the purpose by the President or by a resolution of the Board.

Article 11: DISTRIBUTION OF ASSETS

Pursuant to the Letters Patent, and as approved by a resolution passed during a special General Body Meeting held on 5th January 2014, should the organization be wound up, or its assets distributed, the residual assets after discharging all debts will go to one or more recognized donees as described in paragraph 149.1(1) of the Law on Taxes on Revenue (Canada).

Article 12: AMENDMENT OR REPEAL OF THE CONSTITUTION AND BYLAWS

Article 12.1: Constitution and Existing Bylaws

Article 12.1.1: The Board shall introduce amendments or the repeal of the Constitution and existing bylaws by majority vote at a meeting of the Board.

Article 12.1.2: Any 15 voting members or 20 (twenty) per cent of voting members, whichever is less, may also propose amendments or the repeal of the Constitution and/or existing bylaws by writing to the Board, and the Board shall be obliged to act upon such proposals.

Article 12.1.3: In both circumstances, the Board shall seek ratification by a two-thirds majority of voting members at an Annual or Special General Meeting before the amendments become effective.

Article 12.1.4: A copy of the Board resolution approving such amendments or repeal of existing bylaws, or the members' proposal, as the case may be, shall be circulated to the members not less than 30 days prior to the date of the Annual or Special General Meeting with the Notice of the Meeting.

Article 12.1.5: In case such amendment or the repeal of existing bylaws is not ratified by the members, it shall cease to be in effect.

Article 12.1.6: Upon ratification, the Board shall be responsible for taking all necessary steps to give effect to the amendment in compliance with the laws of Quebec and the bylaws of the organization.

Article 12.2: New Bylaws

Article 12.2.1: Unless provided for elsewhere, the Board shall introduce new bylaws by a majority vote at a meeting of the Board.

Article 12.2.2: Unless provide for elsewhere, the new bylaw shall remain in effect until the next Annual or Special General Meeting and thereafter to be ratified or rejected at that meeting.

Article 12.2.3: Any 15 voting members or 20 (twenty) per cent of voting members, whichever is less, may also propose new bylaws by writing to the Board, and the Board shall be obliged to initiate action upon such a proposal within six (6) months of receipt of such a proposal.

Article 12.2.4: All new bylaws will result in the board seeking a ratification by a two-thirds majority of voting members at an Annual or Special General Meeting.

Article 12.2.5: A copy of the resolution approving a new bylaw, or the members' proposal, as the case may be, shall be circulated to the members not less than 30 days prior to the date of the Annual or Special General Meeting with the Notice of the meeting.

Article 12.2.6: In case the new bylaw is not ratified by the members, it shall cease to be in effect.

Article 12.2.7: Upon ratification, the Board shall be responsible for taking all necessary steps to give effect to the new bylaw in compliance with the laws of Quebec and the bylaws of the organization.

The following additional bylaws were unanimously agreed to by all present at the Annual General Body Meeting on 26th June 2020.

(BYLAWS PASSED BY THE BOARD 15TH DEC 2019)

1. BOOK CLUB

- a. *The objective of the Book Club shall be to encourage people to assemble and discuss books on a variety of subjects and country origin in order to enhance intercultural understanding. The responsibility of the book club coordinator is to lead the choice of books to be read in consultation with the book club members and after assessing the easy availability of the book. The coordinator is also responsible for communications concerning the meetings and coordination with invited authors, in coordination with the President of Kabir Centre.*
- b. *The book club shall be referred to as 'Kabir Centre Book Club (KCBC)' in all written and verbal communications.*
- c. *Where possible, there shall be a signage of this name at the gathering of the book club.*
- d. *The activities of the book club and the role of the coordinator shall be reviewed once a year in the month of January beginning in 2021.*
- e. *If for any reason, a new coordinator for the Book Club activities is needed, this shall be decided with the approval of the board.*

2. POETRY CLUB

- a. *The objective of the Poetry Club shall be to foster interest of Montrealers both in composing poetry relevant to the world we live in and in listening to such poetry composed by others. (Note: The centre shall encourage recitations of poetry in any language of choice by persons of diverse origins and facilitation of understanding through a brief summary in English, the intent of the centre being that these poetry sessions would further enhance its social goals of building bridges between the various sections of the South Asian diaspora and the larger Canadian society).*
- b. *The poetry club shall be referred to as 'Kabir Centre Poetry Club (KCPC)' in all written and verbal communications. There shall be a signage of this name (or Kabir Centre banner or a large poster) at the gathering of the poetry club.*
- c. *Ms. Ambica Sharma shall continue as the coordinator of KCPC. The coordinator shall be responsible for communications regarding the meetings of the Poetry Club and conducting the recitation of the poems. All communications with external agencies shall be in coordination with the President of Kabir Centre and if for any reason a new coordinator for the Poetry Club activities is needed, this shall be with the approval of the board.*
- d. *The activities of the poetry club and the role of the coordinator shall be reviewed once a year in the month of January beginning in 2021.*

3. FILM FESTIVAL

a) Orientation and content :

- South Asian Film Festival of Montreal shall be aligned with both the artistic and social vision of Kabir Centre. From the point of view of the artistic vision, Kabir Centre aims to showcase and highlight films on and from South Asia and its diaspora communities across the world and focus on productions that blend artistry with cinematographic merit, in a broad range of stories through the films programmed at the festival. From the point of view of the social vision, the centre aims to promote harmony and intercultural understanding between the various sections of the South Asian community as well as build bridges with the larger Canadian society. While all themes relevant to the society we live in are welcome, the centre shall not encourage the screening of films which pitch one country of South Asia against another. These principles shall be conveyed to all preliminary raters chosen by the festival committee as important information while assessing and grading the films for the purpose of shortlisting them for final scrutiny by the festival committee.

4. b) Festival Committee :

- The Festival Committee shall continue with the current director (Dipti Gupta) and members (Kanita Ahmed, Sheetal Lodhia, Swati Khanna, Dushyant Yajnik and Raja Bhattacharya), subject to their consent. In addition to this, in order to conform to the real situation and further emphasize that the festival is a project of the centre, the President of Kabir Centre shall act as the President of the festival as well. The website and publications of the festival shall refer to the festival team accordingly. No other position shall be created within the festival committee without the prior approval of the board.

c) Vacancies in the festival committee : Any vacancies arising in the committee shall be filled on the basis of consultations between the Director and the President. If there is disagreement at this level, the matter shall be referred to the board, whose decision shall be final.

d) Roles and Responsibilities : To ensure the smooth running of the festival the present responsibilities shall continue i.e, the Director of the festival and the team shall be primarily responsible for scouting for the films, coordinating with filmmakers, processing Film Freeway entries, finalizing programming choices and organizing the panels for discussions. The President of the festival shall be responsible for budgeting, seeking grants, fundraising, website and social media, making contracts, publicity in the media and for all technical aspects of films in addition to subtitling in French.

e) Media Contact : All interviews with media shall be with the President and Director of the festival or with their nominated representatives. The press release for the festival shall be jointly written up by the Director and the President or by an external publicist in consultation with these two representatives of the festival.

f) Programming : While the Director of the Festival plays a crucial role in the final programming choices when there is no consensus, she/he is expected to take into consideration the views of every one of the committee members and decide accordingly. All members of the festival committee are expected to see all the shortlisted films and convey their opinion. The board stipulates that all members of the festival committee shall be treated on an equal footing for programming purposes and no one shall be considered 'senior' to another within the committee.

g) Awards : Until further review by the board, the festival shall continue with Jury awards (including special mentions, if the jury so decides) and Audience Choice awards. This should be made known to the filmmakers while they are submitting their films. The jury shall decide on their awards based entirely on their internal deliberations and without the influence of anyone from the festival committee, just as in the case of audience choice awards. No member of the festival committee shall seek to know the individual views of the members of the jury.