



Society of Bengali Engineers, Canada (SBEC)

BY – LAW

These By-Laws relate generally to the conduct of the affairs of
Society of Bengali Engineers, Canada

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1.1 In this By-Law and in all other by-laws hereinafter passed –

- a) **Society** means “Society of Bengali Engineers, Canada” Toronto, Ontario, Canada.
- b) **SBEC** means “Society of Bengali Engineers, Canada” Toronto, Ontario, Canada.
- c) **Board** means The Board of Directors of SBEC.
- d) **Member** means a general member of SBEC.

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Name, Office and Seal

2.1 Name

The Corporate name of the Organization is Society of Bengali Engineers, Canada.

2.2. Office

The registered office has to be any place within the Greater Toronto Area.

2.3. Seal

Society of Bengali Engineers, Canada shall have a common seal and the use of such seal shall be authenticated jointly by the President and Secretary or by such other person as the Board may decide from time to time.

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Objectives of the Society

- 3.1. Society of Bengali Engineers, Canada is non-profit, non-political and voluntary organization will be mainly dedicated to,
- a) Maintain a strong network among its members for professional and social interest.
 - b) Enhance professional development by corresponding information flow through the respective SBEC members.
 - c) Conduct cultural and ethnic programs for entertainment, amusement and other social activities to enhance our cultural values.
 - d) Promote Co-operation with other professional organizations in Canada to update the members skill as per industrial requirements.
 - e) Provide counseling services for immigrants and refugees.
 - f) Recreation and Social Interaction among the members and their families.

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Membership of the Society

4.1 Qualification

Membership in the SBEC is open to any person possessing Hindu or Buddhist or Christian in faith to furthering objectives of the SBEC and who has at least:

- (a) Bachelor degree in engineering or Architecture or Agri- engineering or
- (b) AMIE Certification in any discipline of engineering or
- (c) Diploma in any discipline of engineering and posses P. Eng in Canada or similar professional affiliation in Canada or North America.

4.2 Classification

The members of the “**Society of Bengali Engineers, Canada**’ shall be classified into the followings:

- (a) **Regular Member:** A Regular Member shall be that person who pays yearly dues as determined by the Board of Directors from time to time.
- (b) **Life Member:** Any Regular Member paying an amount of CD\$ 200 on admission shall be regarded as a life Member of SBEC. A life member shall have all the privileges of a Regular Member and who shall not be required to pay any more dues towards the membership of SBEC.
- (c) **Honorary Member:** Any individual making substantial contribution towards the aims and objectives of the Society shall be eligible to become an Honorary Member with recommendation of the board of directors. He/she shall not be required to pay any fee and shall not be entitled to vote.
- (d) **Student Member:** Any individual who is pursuing a professional degree program in Engineering or Architecture.

4.3 **Admission:** An individual desiring to become a member shall complete the application for Membership form with the necessary particulars. Upon the application being approved by the Board, the applicant will be accepted as a member subject to payment of the requisite membership dues accordingly his/her name will be includes in the membership register.

4.4 **Rights and Privilege:** All regular and life members shall have equal rights and privilege, in the Society and have the right to vote in the general meetings. Honorary Member shall enjoy similar right and privileges like Regular Member except for the right to vote or hold the office of the Board. To be eligible to vote, a member shall have to pay the dues for the current year in full and be in good standing continuously for a minimum period of 90 days prior to the occurrence of the general meetings.

4.5 **Dues and Obligations:** The Members are obligated to pay admission and monthly or annual membership fees. The membership fee is fixed at \$10 (Ten dollars) as annual subscription. The Board will review the amount of fees from time to time and will require approval of two-third of total members present in a general meeting to make any change.

4.6 **Withdrawal of Membership:** Any member may resign from and withdraw the membership of the Society by giving written notice of his/her intention to the Secretary, provided all dues and existing obligations owed by such member to the Society are paid at the time of cession of membership. The Board however may consider resignation of a defaulting member giving exemption of outstanding dues or obligations if any.

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Management

- 5.1 **Board of Directors**: The affairs of the Society shall be managed by a Board of 11 (Eleven) Directors. The Board shall be an elected body appointed by members in the general meeting. The elected directors of the Board in their meeting shall nominate the President, Vice-president, General Secretary and Treasurer and distribute various portfolios as they deem necessary among seven (7) remaining directors of the Board.
- 5.2 **Qualification of Directors**: The Directors shall be a Regular or Life Member of the Society. A sustaining member with minimum of one year membership shall be eligible to be elected to the Board of Directors.
- 5.3 **Appointment of Directors**: Normally the Directors' appointment will be held in a general meeting. The members present in that general meeting shall elect/select 11 (Eleven) directors for two years term. ~~However, no director shall hold the office of the Board of directors for more than two consecutive terms.~~ (see amendment A-1)
- 5.4 **Election and Voting**: The Board of Directors shall appoint an Election Commission comprised of one Election Commissioner and two officers among the members of the Society. The members of the Election Commission may cast their votes but shall not be eligible for election to the Board. The Election Commissioner shall call for nominations for the office of the Board of Directors from the members of the Society on a notice of at least three weeks; at the end of the period he will organize the ballot paper with all the valid nominations received for all posts. If no more than required number of nominations on the Board is proposed, the Election Commission shall announce those members elected to the Board without any contest. If more than required number of nominations is received, the commission shall arrange a ballot vote. The election shall conduct the election, count the votes and declare the names of the elected office bearers who received the highest number of votes.
- 5.5 **Oath of Office**: All Board members before taking office shall take an oath to dedicate and serve the Society honestly, diligently and to the best of his/her ability in fulfilling the aims and objectives of the Society for the terms of his/her office. The election commission will take the oath.
- 5.6 **Duties and Power**: The Board of Directors shall transact all businesses, manage all properties and funds, and supervise all activities of the Society. The Board shall also execute policy decisions approved by the members in General Meeting. They may appoint any person or persons and pay remuneration to carry out the activities of the Society. The Board is also empowered to borrow money in the name of the Society and hypothecate, pledge or mortgage any real or personal property of the Society to give security against the money borrowed for the purpose of the Society.
- 5.7 **Directors Remuneration**: The Directors shall serve the Board without any remuneration and no director shall directly or indirectly receive any profit from the office. The directors however will be entitled to claim any reasonable expenses incurred by them in the performance of their duties in the office of the Society.
- 5.8 **Vacancies in Office**: If any vacancy arises in the Board, whether due to resignation, disqualification or any other cause, may be filled by the vote of majority of the remaining directors and each member so elected shall be ratified in the next General Meeting.
- 5.9 **Conduct of Business**
- (a) **Notice**: The President or Secretary on behalf of the Board of Directors may call a Board meeting with a minimum of seven (7) days notice by email.
 - (b) **Regular Meeting**: Regular meetings of the Board of Directors shall be held at least once in every two months. Dates of such meetings may be designated from time to time by a resolution of the Board.
 - (c) **Special Meeting**: Special meeting of the Board for any purpose or purposes may be called at any time by the request of any member of the Board of Directors. Written or verbal notice of such request shall be given to the secretary at least two weeks prior to the requested date of meeting. The secretary shall arrange for the meeting if majority of the Board members agree to the request.

- (d) Quorum: Six (6) members of the Board of Directors shall constitute a quorum.
- (e) Resolution: Matters in the Board meeting shall be resolved at majority vote. In case of a tie vote the president shall have a casting vote to break the tie. All resolution passed by the Board shall be recorded and confirmed in the next Board meeting.

- 5.10 Disqualification: Any member of the Board of Directors who remains absent from three (3) successive meetings of the Board or who has missed sixty per cent(60%) of the meetings in any one year, shall be dismissed by the Board unless satisfactory reasons for such non-attendance have been given to the Board by such absentee Director.
- 5.11 Advisory Committee: In 2017 AGM the new Advisory Committee of maximum up to 7 persons was created with full support of all members present in the AGM. The term of the advisory committee is the same as the executive committee. (see amendment A-2)

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Members' Meetings and Resolution

- 6.1 Annual General Meeting: The Board shall call at least one General Meeting every year of all members of the Society and such meeting shall be held within ninety days after the financial year end. The purpose of the General Meeting would be of receiving the Annual Report and Financial Statements of the Society the previous financial year, electing the Board of Directors for the ensuing year.
- 6.2 Notice of Meeting: Notice of any Annual General Meeting shall be given to all members of the Society via E-mail and courtesy phone call. A minimum of 28 days notice would be required for an Annual General Meeting. The notice shall state the date, time, place and the nature of business to be transacted in the meeting. The proceedings of such a meeting shall not be invalidated by reason of non-receipt of notice by a member unless it can be proved that such non-receipt would have reversed the result of a ballot or a vote of the meeting.
- 6.3 Quorum: At any meeting of members of the Society quorum shall not be less than 20% of total membership or 20 members of the Society whichever is lesser. In case of any meeting where there is a shortfall in quorum the meeting shall be adjourned and the members shall reconvene such meeting within next 30 days of such adjournment and at such meeting nine (9) members shall constitute a quorum.
- 6.4 Proceedings of the Meeting: The President shall chair and conduct the meeting and in case of an inability of the president any Board Member being nominated by President shall conduct the meeting. The meeting shall transact businesses in sequence of the items listed in the notice of the meeting. In order to prepare the Board with a satisfactory answer, the members should send their questions to the Board in writing at least 7 days prior to the date of the meeting. The President may ask any of the Board members present in the meeting to answer any questions or quires raised or concerns expressed by the members. The minutes of each and every motion of the meeting and its decision shall be confirmed in the next meeting.
- 6.5 Voting: Any matters put to a vote shall normally be decided by raising hands. Vote on a secret ballot shall be taken if it is demanded by a majority of the members and it is deemed necessary by the President. Each member shall have one vote on any motion that may come before the meeting and this vote shall be cast by members personally. The President shall not be entitled to vote on any question, and shall have no additional vote as chairman in the event of a tie-breaking vote. In the event of a tie vote, the motion shall be declared lost.
- 6.6 Resolution: An ordinary resolution shall be passed with a simple majority and except for a special resolution all other resolution passed shall considered as ordinary resolution. An special resolution shall be passed, in case of any change in the By-Laws, to reach any major decision, or to make any policy related changes with a vote of consent of at least two-third (2/3rd) of the members present in the meeting. All resolutions must be recorded and shall be made available for members inspection.

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Accounts, Banking, Cash and Financial Operation

- 7.1 **Financial Year**: The Financial Year of the Society shall constitute a twelve month period starting from January 01 through December 31 in every year.
- 7.2 **Books and Records**: The Board shall maintain proper books of account for all money received and expended by the Society, all incomes accrued and expenditures incurred by the Society, the assets and liabilities of the Society and all other transactions affecting the financial position of the Society.
- 7.3 **Banking and Financial operation**: The Society bank account shall be maintained at such chartered banks, credit union or trust company as the Board may from time to time determine, and all checks, drafts and withdrawals thereon by way of overdraft or otherwise as well as all other bills of exchange and promissory notes on behalf of the Society shall be cosigned by two signatories among President, Secretary or Treasurer. Any payment above \$100 shall normally be paid by check and approved by the President and verified by the Secretary. Payments under \$100 may be paid by cash but such payment shall be approved either by President or Secretary and verified by the Treasurer. Withdrawals above five thousand dollars shall be pre-approved by the Board.

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Miscellaneous

- 8.1 **Amendment of By-laws**: The Board of Directors may by resolution create, amend or appeal to any By-law governing the affairs of the Society. Any such amendments shall require approval of at least one third of the total number of members present in the general meeting.
- 8.2 **Committee and Sub-Committee**: The Board if and when deemed necessary may form one or more committee or sub-committee for any specific purpose. The Board may co-opt members not exceeding five in each of such committee or sub-committee and at least one of these committee members shall be the members of the Board.
- 8.3 **Confidentiality of Particulars of Members**: The list of names, addresses, and telephone numbers of the members shall be used only for the purposes of the Society.
- 8.4 **Rules and Regulations**: The Board may prescribe such rules and regulations consistent with the By-Laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members when these shall be confirmed and failing such confirmation shall cease to have any force and effect.
- 8.5 **Dissolution**: The Society shall not be dissolved without sufficient reasons and vote of consent of at least eighty (80%) percent of the total number of members of the Society. The Board shall convene a general meeting of the members of the Society and where the members shall have to prove their 80% personal majority and pass a special resolution to this effect. Upon passing such a resolution, the Society would wind-up its operation and be dissolved. In such an event, all its remaining assets after payment of the liabilities shall be donated to similar non profit organization in Canada.
- 8.6 **General**: In an event where there is no specific provision in the By-Laws, the Common Law Provision of Canada shall apply.

Amendments:

- A-1: There will be no restriction on the consecutive number of times a general member can be elected/selected as director. It was passed unanimously at the AGM on July 08, 2017
- A-2: Advisory Committee of maximum up to 7 persons was created with full support of all members present in the AGM. The term of the advisory committee is the same as the executive committee. Decision passed in the AGM on July 08, 2017