



KATHLEEN ASSAF

BYLAWS OF VANCOUVER BENGALI CLUB CHARITABLE SOCIETY

Part 1 — Definitions and Interpretation

1.1 Definitions

In these Bylaws:

- (a) **Act** means the *Societies Act* of British Columbia, as amended or replaced from time to time;
- (b) **Board** means the directors of the Society acting collectively;
- (c) **Bylaws** means these bylaws as altered from time to time;
- (d) **Director** means an individual designated, elected or appointed as a director of the Society;
- (e) **Member** means an individual admitted to membership whose membership has not ceased;
- (f) **ordinary resolution** and **special resolution** have the meanings given in the Act; and
- (g) **Society** means Vancouver Bengali Club Charitable Society.

1.2 Definitions in Act

Words and expressions defined in the Act have the same meanings in these Bylaws unless the context requires otherwise.

1.3 Conflict

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or regulations prevail. If there is a conflict between these Bylaws and the Constitution, the Constitution prevails.

Part 2 — Charitable Operation

2.1 Exclusive Application of Resources

The Society shall carry on its activities and apply its income and property exclusively in furtherance of the purposes stated in its Constitution.

2.2 Public Benefit

The Society's charitable programs shall benefit the public or a sufficient section of the public. Eligibility for charitable assistance shall be determined using reasonable and

objective criteria connected to the charitable condition being addressed and shall not be based solely on membership in the Society, personal relationships or private association.

2.3 Private Benefit

No part of the Society's income or property shall be payable to, or otherwise available for the personal benefit of, a Member or Director, except for:

- (a) reasonable reimbursement of expenses properly incurred for the Society;
- (b) reasonable payment for goods or services supplied to the Society in accordance with the Act, these Bylaws and the Society's conflict-of-interest procedures; or
- (c) a benefit that is incidental, necessary, reasonable and proportionate to the resulting public benefit from carrying out a charitable purpose.

2.4 Non-Partisan Operation

The Society shall not support or oppose a political party or candidate for public office. The Society may engage in public-policy dialogue and development activities that further its charitable purposes and are permitted by applicable law.

2.5 Registered-Charity Status

Incorporation under the Act does not by itself make the Society a registered charity or authorize it to issue official donation receipts. The Society shall not represent that it is a registered charity or issue official donation receipts unless and until it is registered under the *Income Tax Act* (Canada).

Part 3 — Membership

3.1 Membership Classes

The Society has the following classes of membership:

- (a) **Voting Members**, being individuals at least 18 years of age who support the Society's purposes and are admitted to membership; and
- (b) **Associate Members**, being individuals who support the Society's purposes and are admitted as non-voting members.

Each Voting Member has one vote. Associate Members are not entitled to vote or be elected as Directors.

A person may hold only one membership and has only one vote.

3.2 Application and Admission

A person may apply for membership in the form approved by the Board and becomes a Member when the Board accepts the application. The Board shall consider applications fairly, in good faith and without discrimination contrary to applicable law.

3.3 Duties of Members

Every Member shall:

- (a) uphold the Constitution and support the Society's purposes;
- (b) comply with the Act, the Constitution, these Bylaws and lawful policies of the Society;
and
- (c) conduct themselves respectfully in relation to the Society, its beneficiaries, Members, Directors, employees and volunteers.

3.4 Membership Dues

The Board may determine the amount, method of payment and due date of membership dues, subject to any direction approved by ordinary resolution of the Voting Members. The Board may establish different dues, discounts or payment arrangements for categories of applicants established by policy, provided that this does not affect the equal voting rights of Voting Members.

The Board may waive or reduce dues to prevent financial hardship from creating an unreasonable barrier to membership.

3.5 Good Standing

A Member is in good standing unless:

- (a) the Member has failed to pay dues within three months after they became due, unless waived, reduced or deferred by the Board;
- (b) the Member is suspended; or
- (c) the Member's membership has ceased.

A Voting Member who is not in good standing may not vote and is not counted as a Voting Member for the purpose of a written resolution.

3.6 Discipline, Suspension and Expulsion

The Board may discipline, suspend or expel a Member by a resolution passed by at least two-thirds of the Directors present at a meeting if the Board determines, acting reasonably and in good faith, that the Member has materially breached a duty under section 3.3 or engaged in conduct materially harmful to the Society or its beneficiaries.

Before deciding the matter, the Board shall give the Member:

- (a) written notice describing the proposed action and reasons;
- (b) at least 14 days to respond; and
- (c) a reasonable opportunity to make written or oral representations.

The Board shall give the Member written notice of its decision and reasons. A disciplined, suspended or expelled Member may appeal to the Voting Members at the next general meeting by delivering a written request to the Society within 14 days after receiving the decision. The Voting Members may confirm, vary or reverse the decision by ordinary resolution.

3.7 Cessation of Membership

A membership ceases when the Member:

- (a) resigns in writing;
- (b) dies;
- (c) is expelled;
- (d) remains not in good standing because of unpaid dues for six consecutive months; or
- (e) otherwise ceases to be a Member under the Act or these Bylaws.

Membership is personal, non-transferable and creates no ownership interest in the Society's property.

Part 4 — General Meetings of Members

4.1 Annual General Meeting

The Society shall hold an annual general meeting within the time required by the Act. The business of the annual general meeting shall include:

- (a) consideration of the Society's financial statements and any auditor's report;
- (b) consideration of reports from the Directors;
- (c) election of Directors when required;
- (d) appointment of an auditor, if required or desired; and
- (e) other business properly included in the notice of meeting.

4.2 Special General Meetings

The Board may call a special general meeting. Voting Members may requisition a general meeting in accordance with the Act.

4.3 Location and Electronic Meetings

A general meeting may be held in British Columbia or as a fully or partially electronic meeting in accordance with the Act. The meeting procedures must allow all entitled participants to communicate adequately with each other, and the Society shall use reasonable procedures to verify identity and voting entitlement.

4.4 Notice

Written notice of a general meeting shall be sent to every Member entitled to notice at least 14 days and not more than 60 days before the meeting, or within any other period required by the Act.

The notice shall state the date, time and, if applicable, location and electronic participation instructions. It shall describe special business in sufficient detail to permit Members to form a reasoned judgment and shall include the text of every special resolution to be considered.

4.5 Quorum

Quorum for a general meeting is three Voting Members or 10% of the Voting Members, whichever is greater.

If quorum is not present within 30 minutes after the scheduled start:

- (a) a meeting requisitioned by Members is terminated; and
- (b) any other meeting is adjourned to the same day in the following week at the same time and in the same manner or at another time or manner specified in the notice of adjournment.

If quorum is not present within 30 minutes after the scheduled start of the continued meeting, the Voting Members present constitute quorum.

4.6 Chair

The President chairs general meetings. If the President is unable or unwilling to chair, the Vice-President chairs. If neither is available within 15 minutes after the scheduled start, the Voting Members present shall elect an individual present to chair.

4.7 Voting

Each Voting Member in good standing has one vote. Unless the Act or these Bylaws require a special resolution or higher threshold, a matter is decided by ordinary resolution.

Voting may be conducted by show of hands, oral vote, written ballot, secure electronic ballot or another method that adequately discloses voting intention. A secret ballot shall be held if directed by the chair or requested by at least two Voting Members.

The chair has no second or casting vote. If votes are equal, the resolution is defeated.

4.8 Proxy Voting

Voting by proxy is not permitted.

4.9 Written Resolutions of Members

Voting Members may pass a resolution without a meeting only in accordance with the Act.

4.10 Adjournment

The chair may adjourn a meeting with the consent of the Voting Members present or where necessary to preserve order, ensure procedural fairness or address a technical failure affecting participation. Only unfinished business may be considered at the continued meeting unless proper notice of additional business is given.

Part 5 — Directors

5.1 Number of Directors

The Board shall consist of not fewer than five and not more than eleven Directors.

5.2 Qualifications

A Director must:

- (a) be at least 18 years of age;
- (b) be a Voting Member in good standing;
- (c) be qualified under the Act; and
- (d) consent to serve.

5.3 Initial Directors and Initial Terms

The individuals identified as directors in the incorporation application are the initial Directors of the Society. Each initial Director holds office from the date of incorporation until the close of the first annual general meeting, unless that Director earlier ceases to hold office under the Act or these Bylaws.

At the first annual general meeting, the Voting Members shall elect Directors for initial staggered terms as follows:

- (a) approximately one-half of the available director positions shall be elected for a one-year term; and
- (b) the remaining available director positions shall be elected for a two-year term.

The Board shall determine, before notice of the first annual general meeting is sent, which positions are to be elected for one-year terms and which are to be elected for two-year terms, and shall include that information in the meeting notice.

5.4 Election and Term

Except for the initial terms established under section 5.3, Directors are elected by the Voting Members at an annual general meeting for a two-year term beginning at the close of the meeting at which the Director is elected and ending at the close of the second following annual general meeting, unless the Director earlier ceases to hold office.

Following the initial staggered election, elections shall be held at each annual general meeting for the positions whose terms expire at that meeting. A Director may be re-elected.

5.5 Powers and Responsibilities

Subject to the Act, the Constitution, these Bylaws and any valid resolution of the Members, the Board shall manage or supervise the management of the Society's activities and internal affairs. The Board shall oversee strategy, finances, risk, programs, fundraising, legal compliance and the protection and charitable application of the Society's assets.

5.6 Duties

Every Director shall:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and regulations; and
- (d) comply with the Constitution and these Bylaws.

5.7 Conflict of Interest

A Director or senior manager who has a direct or indirect material interest in a contract, transaction or matter involving the Society shall disclose the nature and extent of the interest and comply with the Act, including requirements concerning attendance, discussion and voting.

The disclosure and abstention shall be recorded in the minutes. A conflicted person shall not attempt to influence the decision except to provide information when properly requested.

5.8 Ceasing to Hold Office

A Director ceases to hold office when the Director's term expires, the Director resigns in writing, dies, becomes disqualified, is removed in accordance with the Act or otherwise ceases to hold office under the Act or these Bylaws.

5.9 Removal

The Voting Members may remove a Director by special resolution in accordance with the Act. The notice of meeting shall identify the proposed removal, and the Director shall be given a reasonable opportunity to make representations.

5.10 Casual Vacancies

The Board may appoint a qualified Voting Member to fill a casual vacancy. The appointed Director holds office for the unexpired portion of the predecessor's term.

The remaining Directors may continue to act despite a vacancy, provided their number is sufficient to constitute quorum. If not, they may act only to appoint sufficient Directors to restore quorum or call a general meeting.

5.11 Indemnification and Insurance

Subject to the Act, the Society may indemnify an eligible party and purchase and maintain insurance for Directors, officers and other eligible parties.

Part 6 — Officers

6.1 Appointment

Following incorporation and after each annual general meeting, the Board shall appoint from among the Directors a President, Vice-President, Secretary and Treasurer. Except for the President, one Director may hold more than one office if the Board considers it appropriate.

The Board may appoint additional officers or assign operational portfolios, including finance and administration, programs, events, communications, media and technology, or operations and logistics. An additional office or portfolio does not create authority independent of the Board.

6.2 Removal and Vacancies

The Board may remove or replace an officer by directors' resolution without removing that person as a Director. The Board may fill an officer vacancy at any time.

6.3 President

The President chairs Board and general meetings, supports effective governance and performs duties assigned by the Board.

6.4 Vice-President

The Vice-President performs the President's duties when the President is absent, unable to act or conflicted, and performs other duties assigned by the Board.

6.5 Secretary

The Secretary is responsible for, or shall arrange for:

- (a) notices of meetings;
- (b) minutes of meetings and written resolutions;
- (c) maintenance of the Society's records and registers;
- (d) Board correspondence; and
- (e) annual reports and other filings required under the Act.

6.6 Treasurer

The Treasurer is responsible for, or shall arrange for:

- (a) receipt and deposit of Society funds;
- (b) accounting records and internal financial controls;
- (c) budgets and regular financial reports;
- (d) annual financial statements; and
- (e) required tax and regulatory filings.

Part 7 — Meetings of Directors

7.1 Calling Meetings

A directors' meeting may be called by the President or any two Directors.

7.2 Notice

At least two days' notice shall be given to each Director unless all Directors agree to shorter notice. Notice may be delivered electronically and should state the date, time, place or access instructions and material business to be considered.

7.3 Electronic Participation

A directors' meeting may be held in person or by telephone or other communications medium if all participating Directors can communicate adequately with each other.

7.4 Quorum

Quorum is a majority of the Directors then in office.

7.5 Chair

The President chairs Board meetings. If the President is unavailable or conflicted, the Vice-President chairs. If neither is available, the Directors present shall select a Director to chair.

7.6 Voting

Each Director has one vote. A resolution is passed by a majority of votes cast. The chair has no second or casting vote; a tie defeats the resolution.

7.7 Written Resolutions

The Directors may pass a resolution without a meeting if all Directors entitled to vote consent in writing or by another method permitted by the Act. The resolution shall be retained with the Board minutes.

7.8 Minutes

The Society shall prepare and retain minutes of directors' meetings recording attendance, material conflict disclosures, resolutions considered and decisions made.

Part 8 — Committees, Advisers and Volunteers

8.1 Committees

The Board may establish committees and determine their membership, terms of reference and reporting duties. A committee may exercise only authority delegated by the Board and may not exercise authority that the Act requires the Board or Members to exercise.

8.2 Advisory and Well-Wishers Committees

The Board may establish an Advisory Committee or Well-Wishers Committee composed of community members, professionals, supporters or volunteers to provide advice, community connections, fundraising support or program assistance.

These committees are advisory only. Their members do not have governance or voting authority unless separately elected or appointed as Directors or admitted as Voting Members.

8.3 Removal

The Board may appoint, replace or remove a committee member or adviser and may dissolve a committee at any time.

Part 9 — Financial Administration

9.1 Fiscal Year

The fiscal year of the Society ends on December 31 unless changed by directors' resolution.

9.2 Banking and Signing Authority

The Board shall designate the financial institution and signing officers of the Society. No single person may authorize and complete a payment to themselves.

A contract or other record to be signed by the Society shall be signed by:

- (a) the President and one other Director;
- (b) if the President is unavailable, the Vice-President and one other Director;
- (c) any two Directors if both the President and Vice-President are unavailable; or
- (d) any person or persons authorized by directors' resolution.

9.3 Budget and Controls

The Board shall approve an annual budget and establish financial controls appropriate to the Society's size and activities. Expenditures shall be properly authorized and supported by records.

Before the Society's first event, the Board shall approve a written event budget and funding resolution. If the Board resolves that the event is to be funded from membership dues, the Society shall account separately for the dues received and for expenditures approved for that event. This accounting treatment does not alter any lawful restriction attached to a gift, grant or other contribution.

9.4 Borrowing

The Society may borrow money and grant security when authorized by directors' resolution, subject to the Act, the Constitution, these Bylaws and any restriction imposed by special resolution.

9.5 Financial Statements

The Society shall prepare financial statements and present them to the Members as required by the Act. The Society shall appoint an auditor when required by law or approved by the Members.

9.6 Remuneration and Expenses

A Director shall not be remunerated for serving as a Director. A Director may be reimbursed for reasonable expenses necessarily incurred in performing duties for the Society.

Subject to the Act, a Director may be paid reasonable remuneration for services provided in another capacity only if:

- (a) the arrangement is necessary and in the Society's best interests;

(b) the material terms are documented;

(c) the Director fully discloses the interest and does not participate in discussion or voting except as permitted by the Act; and

(d) the remuneration is reasonable and no more than fair market value.

A majority of the Directors shall not receive or be entitled to remuneration from the Society under employment or service contracts.

9.7 Restricted Funds and Gifts

The Society shall use restricted gifts, grants and other funds in accordance with lawful donor restrictions and the Society's charitable purposes. The Board may decline a gift that is inconsistent with the Society's purposes, independence, legal obligations or best interests.

Part 10 — Records, Privacy and Communications

10.1 Records

The Society shall create, maintain and preserve the records required by the Act and other applicable laws, including its Constitution, Bylaws, registers of Members and Directors, minutes, resolutions, financial statements, accounting records and filed records.

10.2 Inspection and Copies

Members, Directors and other persons may inspect and obtain copies of Society records to the extent provided by the Act. The Society may protect personal, privileged and confidential information and may charge fees permitted by the Act and regulations.

10.3 Privacy

The Society shall collect, use, disclose, retain and protect personal information in accordance with applicable privacy law. Access shall be limited to persons who reasonably require the information for a lawful Society purpose.

10.4 Confidentiality

Directors, officers, committee members, employees and volunteers shall protect confidential information obtained through their roles. This obligation continues after their role ends.

10.5 Public Communications

Only a person authorized by the Board or an applicable policy may make an official statement on behalf of the Society. Public communications and fundraising materials shall accurately describe the Society's legal and charitable status, purposes, programs and use of funds.

Part 11 — Policies and Administration

11.1 Board Policies

The Board may adopt, amend and repeal policies and procedures concerning governance, conflicts of interest, finance, privacy, records, volunteers, program eligibility, safeguarding, fundraising, communications, elections and other operational matters.

A policy or procedure must be consistent with the Act, the Constitution and these Bylaws and shall not amend or override them.

11.2 Rules of Order

Subject to the Act and these Bylaws, the chair may apply reasonable rules of order to conduct a fair and efficient meeting.

11.3 Notices

A notice or other record may be delivered personally, by mail, by email or by another method permitted by the Act. Each Member and Director shall keep their contact information current with the Society.

An accidental omission to give notice to a person, or non-receipt of notice, does not invalidate proceedings if the Society otherwise substantially complied with applicable notice requirements and the omission did not materially prejudice the person.

Part 12 — Alterations

12.1 Constitution and Bylaws

The Constitution and these Bylaws may be altered only by special resolution and completion of any filing required by the Act.

Notice of the meeting shall include the text of the proposed special resolution and sufficient information for Members to understand the proposed alteration.

No policy, directors' resolution, committee decision or administrative practice may suspend, waive, amend or override the Constitution or these Bylaws.

Part 13 — Dissolution

13.1 Distribution on Dissolution

On the winding up or dissolution of the Society, after payment or adequate provision for all debts and liabilities, the Society's remaining property shall be distributed to one or more qualified donees within the meaning of the *Income Tax Act* (Canada) whose purposes are charitable and substantially similar to one or more purposes of the Society, as determined by the Members or, failing such determination, by the Board in accordance with applicable law.

Part 14 — Adoption

These Bylaws were adopted by the incorporators on 08-25-2026.

Society incorporation number: S0086022

Incorporator: Avijit Das

Incorporator: Anunay Chakraborty

Incorporator: Amit Sarkar

Schedule A — Initial Organizational Resolution

Immediately following incorporation, the initial Directors should pass and retain a directors' resolution that:

(a) appoints the following officers and portfolio holders, subject to replacement by directors' resolution:

Director	Initial office or portfolio
Avijit Das	President
Sayak Ray	Vice-President
Anunay Chakraborty	Secretary
Saptarshi Mallick	Treasurer
Sanjiban Das	Director of Events
Indrajit Mitra	Director of Media & Technology
Amit Sarkar	Director of Operations & Logistics

(b) approves the membership dues and payment options, including an annual fee of \$60 or a monthly payment option of \$5, if the Board decides to adopt those amounts;

(c) appoints the Society's financial institution and signing officers;

(d) adopts initial policies for conflicts of interest, financial management, privacy, records management, program eligibility, safeguarding, fundraising and official communications;
and

(e) approves the first-event budget and funding resolution, including any direction that only membership-fee revenue be used for that event.

Schedule A is an administrative guide only and does not form part of the Bylaws.