

Article I: THE ASSOCIATION**Section A: Name**

The name of the association shall be **Windsor Malayalee Association**, hereafter referred to as "THE ASSOCIATION" or "**WMA**".

Section B: Location & Operating Boundaries

- (i) The operating boundaries of WMA shall be within the regions of the City of Windsor; the County of Essex: consisting of the Municipalities of ~~Amherstburg~~, Kingsville, Lakeshore, LaSalle, Leamington, Tecumseh, Essex, The Township of Pelee and the regions within the Municipality of Chatham-Kent or portions thereof, as determined by the General Body.
- (ii) The boundaries may be changed with an approval from the General Body of the WMA.
- (iii) The principal place of business of the association shall be in the Province of Ontario, and the principal address shall be c/o address of the Secretary of the association; until the association acquires ownership or lease a suitable building to be its official home

Section C: Organization

The association shall be a non-profit, charitable organization, having all powers and privileges as are now and may hereafter be granted by the Governments of the Province of Ontario and Canada.

Section D: Emblem

The identifying EMBLEM of THE ASSOCIATION shall be as hereunder.



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- (ii) The boundaries may be changed with an approval from the General Body of the WMA
- (iii) The principal place of business of the Association Registered or Head Office
Address 3355 Sandwich Street, Unit 210, Windsor, Ontario, N9C1B2, Canada

Section C: A Non-profit Organization

This Association was incorporated in the Province of Ontario as a non-profit organization and the Ministry of Public and Business Service Delivery on the 27th day of May 2024, under the Corporation number: 1000891852. Registered under Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15.

Primary Activity 813410 - Civic and social organizations.
Business Number: 77216 5429
GST/HST Account: 77216 5429 RT0001

Section D: Emblem

The identifying EMBLEM of THE ASSOCIATION shall be as hereunder.



- (iii) In an event a Regular Member of WMA who moves his primary residence out of the operating area defined under *Article I, Sec. B (i)*, however wishes to continue to be a Regular Member of WMA, and actively be a part of WMA activities and events, will have the right to do so. Such membership shall cease to exist as soon as there is a default in dues and that member have to apply for new membership if she/he would like to return to WMA membership in the future. Such applications will be seen as new member application and is subjected to this BY-LAW for approval of membership.

Section I : Expulsion Of Membership

- (i) The Executive Committee shall have the authority to initiate disciplinary action against members whose actions are detrimental to the interest of the association. The Executive Committee through the following process can expel a member from the association, for valid reasons.
- (ii) The Executive committee provides a show cause notice, to the member if any such activities by the member are detrimental to the interest of the association.
- (iii) The member may respond/appeal to the notice within thirty (30) days in person or in writing.
- (iv) The Executive Committee will consider the explanation provided by the member and evaluate the situation.
- (v) If the explanation is not satisfactory, the committee shall recommend to terminate the membership of the individual, which should be approved by two-third majority in the Executive Committee.
- (vi) The decision will be reported to the General Body and the final decision will be made by the General Body with a simple majority.

Section J : Inactive Membership

- (i) Those members who have unpaid membership dues for any years will be in an inactive state and cannot exercise any rights defined under *Article III, Sec. D*.
- (ii) Reenacting an inactive membership: Any member who were at default can make a request to the Executive committee to reenact his/her membership by paying the outstanding and other dues determined by the Executive Committee.

Section K : Member Disputes, Litigation Prohibition

- (i) As a condition of membership in WMA, members, or their agents, agree to utilize the procedure for handling and resolving of grievances, disputes,

- (iii) In an event a Regular Member of WMA who moves his primary residence out of the operating area defined under *Article I, Sec. B (i)*, however wishes to continue to be a Regular Member of WMA, and actively be a part of WMA activities and events, will have the right to do so, except the right to contest or hold any position within the executive committee.

Section L: Expulsion Of Membership

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- (i) As a condition of membership in WMA, members, or their agents, agree to utilize the procedure for handling and resolving of grievances, disputes,

annual Membership fee specified each fiscal year by the Executive Committee and duly approved by General Body.

- b) Honorary Member: Type of Membership accorded by General Body to selected Malayalee(s) or others who have rendered valuable, outstanding, and long service to our community.
- (iv) Membership Levels:
 - a) Regular members:
 - i. Single.
 - ii. Family (One Primary member, spouse or common-law partner as well as their dependent children, dependent parents).
- (v) General Body: Regular members of the association who have met all their obligations pursuant to the constitution and internal regulations of WMA.
- (vi) Executive Committee: The body of persons elected by the general body for carrying on day to day administration of the association's activities.
- (vii) Bylaw Review Committee (BRC): a committee appointed by the Executive Committee with approval from General Body to review proposals for revision/amendment of the association's constitution.
- (viii) General Body Meeting: A meeting of the association attended by all regular members of the association.

Article III : MEMBERSHIP

Section A : Eligibility

- (i) Membership is open to Malayalee(s) who meets the eligibility requirement of a Regular member and who is a legal resident or have strong ties to the operating areas defined under *Article I, Sec. B, (i)* above.
- (ii) The strong ties to the area could be satisfied if the individual primarily works in the area, has a spouse/common-law partner living or working in the area or have children/parents who live or work in the area.
- (iii) Abides and supports the Constitution and By-Laws of THE ASSOCIATION.

Section B : Membership Application

- (i) The application for membership shall be made in the prescribed form provided by the association and be submitted to the Secretary.
- (ii) The membership if approved by the Executive Committee shall be valid from the date of approving such application to the end of the running fiscal year.
- (iii) Memberships needs to be renewed in subsequent fiscal years pursuant to this constitution to be an active member of WMA.

- annual Membership fee specified each fiscal year by the Executive Committee and duly approved by General Body.
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- The strong ties to the area could be satisfied if the individual primarily works in the area, has a spouse/common-law partner living or working in the area or have children/parents who live or work in the area.
- Abides and supports the Constitution and By-Laws of THE ASSOCIATION.
- Regular members who move out of the operating areas Defined under Article I, Sec. B(i), but wish to retain their membership. They will continue to enjoy all the rights and privileges of regular members, except they will not be eligible to run for the Executive Committee.

Section B: Membership Application

- The application for membership shall be made in the prescribed form provided by the association and be submitted to the Secretary.
- The membership if approved by the Executive Committee shall be valid from

Section C : The OFFICE-BEARERS of the Association

- (i) The Executive Committee shall be the executive authority in the association. It shall implement the policies drawn up by the General Body meeting and the resolutions adopted thereby for the realization of the association's legitimate objectives.
- (ii) The Executive Committee shall consist of the following members:

Eleven (11) Executive Members elected by the general body

- a. **President**
- b. **Vice President**
- c. **Secretary**
- d. **Joint Secretary**
- e. **Treasurer**
- f. **Joint Treasurer**
- g. **5 (five) Committee Members**

Section D : Duties And Responsibilities Of Office-Bearers

Duties and Responsibilities of Office-Bearers shall be

- (i) THE PRESIDENT
 - a. Preside at all General Meetings of THE ASSOCIATION
 - b. Be the chief representative and official spokesperson of THE ASSOCIATION
 - c. Have general responsibility for the overall function of THE ASSOCIATION
 - d. Be an ex-officio member of all committees
 - e. Perform such duties of THE ASSOCIATION as may be delegated by General Membership.
 - f. He/She should chair the meetings, regulate the order of business at such meetings, receive, and put lawful motions to the floor.
 - g. The President shall, along with the Secretary, sign all the papers and documents requiring signatures on behalf of WMA, unless the General Body designates someone else.
- (ii) THE VICE PRESIDENT
 - a. Assume all duties in the absence of the President
 - b. Assume responsibilities as may be delegated by the General Membership, Executive Committee or President

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- g. **Committee Members shall consist of Minimum of 5 (FIVE) Members**

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- (ii) THE VICE PRESIDENT
 - a. Assume all duties in the absence of the President
 - b. Assume responsibilities as may be delegated by the General Membership, Executive Committee or President

- (x) The Executive Committee as a matter of its routine course shall send periodic communications to the General Membership about events, decisions or any matter that they decide is of relevance.

Article V : TERM OF OFFICE

Section A : OFFICE-BEARERS Tenure

- (i) The Executive Committee officers of the association shall be elected for TWO year coinciding with the fiscal year of the association, at the Annual General Body Meeting (AGBM).
- (ii) At the end of the term, the Vice President shall become the President, to maintain good continuity
- (iii) All other positions will be open for election.

Section B : Term Limits

- (i) Any person who takes the office of the President of WMA shall serve in such capacity for only one term.
- (ii) This term limit is designed to develop new leaders from our community. This will drive new members toward future leadership roles. It provides opportunities to lead and gain leadership qualities, in turn helping these members to use such experience in their professional career-world too. This term limit will bestow periodic injections of new energy and ideas to WMA.
- (iii) All other office-bearers shall not hold the same position for more than two consecutive terms.

Section C : Standing Committees

- (i) The Executive Committee shall have the power to appoint "ad hoc" committees for special purpose and these committees shall report to the Executive Committee.
- (ii) The Executive Committee shall appoint from association's general members as Conveners for each committee to manage the activities of the activity committee.
- (iii) The tenure of each Convener is determined by the Executive Committee and shall vary from one activity committee to another due to the ad-hoc nature of such committees. However, under no circumstance shall the Convener be appointed for a period of more than one fiscal year as defined in this constitution.
- (iv) The President and Secretary of the association shall be ex-officio members of all activity committees formed by the association.

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Section B :/Term Limits

- (i) The office of the President of the Windsor Malayalee Association (WMA) may be held by an individual for only one term at a time. After completing a term, a former President shall become eligible for nomination and election to the office again only after a waiting period of SIX (6) years.
- (ii) All other office-bearers shall not hold the same position for more than two consecutive terms.

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- (iv) The President and Secretary of the association shall be ex-officio members of all activity committees formed by the association.

- (v) The association may, from time to time, solicit donations from patrons and other well-wishers of the association
- (vi) The executive committee can solicit advertisements from businesses to have them published through association medias.
- (vii) All the expenses must be substantiated by signed receipts and must be approved properly by the Treasurer. In addition, expense above Fifty dollars (\$50.00) for individual items must also be approved by the President, Vice President or Secretary. Any expense above five hundred dollars (\$500.00) shall be approved by the Executive Committee.
- (viii) A petty cash up to five hundred dollars (\$500.00) may be maintained by the Treasurer.
- (ix) All disbursement of funds / payments for expenses should be in line with prior approvals of budget limits set by the executive committee or the general body if any.

Section B : Banking

- (i) All monies received shall be deposited at a Bank and in such Accounts in the name of THE ASSOCIATION as may be directed by the General Membership or the Executive Committee.
- (ii) All Financial transactions shall be by issuance of cheques, draft, Money Order, electronic money transfer, cash or other means as approved by the executive committee with proper receipts of such transactions.
- (iii) Separate Checking, Savings and Disbursement accounts shall be maintained if needed.
- (iv) The Executive Committee at its discretion shall open a special account specifically for charitable contributions received from members. The Executive Committee shall determine policies for processing of disbursements of these funds. No funds received for such charities or for any special purpose like Bursary Awards should not be used for any other activities of WMA

Section C : Signing Officers

The Signing Officers on Bank Cheques shall be the Treasurer with ONE other co-signature of either the President or the Secretary

Section D : Fiscal Year

The fiscal year of the association shall be April 1st to March 31st.

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Section C : Signing Officers

Bank cheques for any amount exceeding \$2,500 shall be signed by one member of the Board of Directors together with one additional co-signatory, who shall be either the President or the Treasurer.

Section D : Fiscal Year

The fiscal year of the association shall be April 1st to March 31st.

Article XII : THE TITLE OF PATRON**Section A : Definition**

- (i) The association shall have a Patron.
- (ii) An Honorary Patron must be someone who, due to his/her public achievement, exemplification of outstanding leadership, and stature in the community, can help the WMA community achieve its mission by enhancing the associations credibility, provide moral guidance, leadership insights and by modeling different ideals of leadership. A person who is being nominated should be a role model for the community and continue to be so while holding the position.
- (iii) The title is of a ceremonial nature.

Section B : Nomination Process

- (i) The appointment of a patron is done by the General Body for life.
- (ii) A new Patron must be appointed by the General Body from the general membership, if the position becomes vacant due to resignation or by death. Executive committee can make recommendation for filling the position to the General Body.

Article XIII : DOCUMENTATION**Section A : Meeting Minutes**

- (i) Proper minutes shall be kept by the Secretary for all meetings of the association.
- (ii) All executive committee meeting minutes should be recorded and read in the next executive meeting and duly approved by the committee.
- (iii) For standing committee meetings, the Convener of each standing committee shall submit minutes of committee meetings to the Executive Committee within five days of such meetings.

Section B : Record Keeping

- (i) All correspondence and documents shall be stored whenever possible electronically for proper record keeping.
- (ii) The executive committee can decide on a retention policy for such documents.

Article XII – Board of Directors

Section A: Authority and Role

1. The Board of Directors (the **“Board”**) shall be the primary governing body of the Windsor Malayalee Association (the **“Association”**) and shall exercise all powers of the Association, except those expressly reserved to the members under the *Not-for-Profit Corporations Act, 2010 (Ontario)* (**“ONCA”**).
2. The Board shall be responsible for the overall governance and oversight of the Association, including strategic direction, legal and regulatory compliance, financial stewardship, risk management, and long-term sustainability.
3. The Board shall ensure that the affairs of the Association are conducted in accordance with:
 - a. ONCA; and
 - b. the Constitution and Bylaws of the Association.
4. The Board shall focus on high-level governance, policy oversight, and strategic planning, and shall act as the guardian of the Association to ensure that all activities are conducted lawfully, ethically, and in alignment with approved policies.
5. The Board shall serve as the legal custodian of the Association’s corporate records, registrations, and statutory filings with the Province of Ontario.
6. The Board shall have the authority to review, inspect, and request access to the minutes, financial records, reports, and activities of the Executive Committee at any time.

Section B: Composition and Eligibility

7. Directors must demonstrate a clear commitment to the mission, objectives, and values of the Association.

8. The Board shall consist of a minimum of five (5) and a maximum of ten (10) Directors, in compliance with ONCA.
9. All Directors shall:
 - a. be members in good standing of the Association;
 - b. be at least eighteen (18) years of age; and
 - c. meet any additional eligibility requirements set out in the Bylaws.
10. Each Director shall serve a term of up to four (4) years, or until a successor is duly elected or appointed, unless the Director resigns or is removed in accordance with ONCA.
11. Directors may seek re-election for additional terms if elected by the members.
12. Written consent of each Director shall be obtained and recorded in the corporate records.
13. Members of the Executive Committee shall not constitute a majority of the Board.
14. No single family unit, including spouses or immediate family members, shall dominate the Board.
15. All Directors shall disclose any actual or potential conflicts of interest annually and in accordance with ONCA and the Bylaws.

Section C: Election of Directors

16. Directors shall be elected by the voting members of the Association at a duly called Annual General Meeting (AGM) or Special General Meeting (SGM), in accordance with Article IX and the Bylaws.
17. Only members in good standing shall be eligible for nomination and election as Directors.

Section D: Chair and Officers

18. The Chair of the Board shall be selected from among the elected Directors by a majority vote of the Board at its first meeting following an election.
19. The Chair shall preside over meetings of the Board, provide leadership to the Board, and serve as the principal liaison between the Board and the Executive Committee.
20. The Board may appoint additional officers, including Vice-Chair, Secretary, and Treasurer, from among its members, in accordance with the Bylaws.

Section E: Non-Interference and Oversight

21. The Board shall not manage or direct the day-to-day operations of the Association.
22. Operational authority shall rest with the Executive Committee, which shall be permitted to carry out its duties independently.
23. The Board may intervene only in matters involving:
 - a. a violation of the Constitution or Bylaws;
 - b. actual or suspected financial misuse or mismanagement;
 - c. legal or regulatory risk; or
 - d. serious disputes affecting governance or the effective functioning of the Association.
24. The Board shall not interfere in routine operational decisions, including event logistics, program execution, or cultural activities, unless such actions pose legal, financial, or governance risks.

Section F: Vacancies, Resignation, and Removal

25.A Director may resign at any time by providing written notice to the Association.

26.Any vacancy on the Board may be filled by the remaining Directors, if permitted by the Bylaws, to serve until the next AGM.

27.A Director may be removed only by the members, by resolution passed at a duly called meeting of members, in accordance with ONCA.

Section G: Duties and Standard of Care

28.Directors shall act honestly and in good faith, with a view to the best interests of the Association, and shall exercise the care, diligence, and skill required under ONCA.

29.Directors shall comply with all conflict-of-interest provisions set out in ONCA and the Bylaws.

30.Directors shall serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to Board approval.

Section H: Initial Board of Directors

31.The Association was initially incorporated with the following Directors:

- Justin Mathew – Chair
- Libu Mathew Thamarappallil – Director
- Renji P. Mathew – Director
- Manu Varughese – Director
- Leo John – Director

Article XIII – Advisory Board

1. The Advisory Board shall serve as a non-governing, consultative body providing advice and recommendations to the Board of Directors and the Executive Committee.
2. Members of the Advisory Board shall be appointed by the Board of Directors in accordance with the Bylaws.
3. Advisory Board members shall serve a term of two (2) years, with the option of extension upon mutual consent.
4. The Advisory Board may include:
 - a. ex officio members, including the current President and the immediate Past President; and
 - b. individuals appointed for their experience, leadership, or service to the community.
5. The Advisory Board shall have no executive, operational, or voting authority.
6. The Advisory Board shall operate under the oversight of the Board of Directors.

Article XIV – Women’s Forum

1. The Women’s Forum shall function as an advisory unit within the Advisory Board of the Windsor Malayalee Association.
2. The Women’s Forum shall promote participation, engagement, and leadership development among women members in the cultural, social, and charitable activities of the Association.
3. The Women’s Forum shall operate in a non-executive and non-governing capacity and shall report through the Advisory Board to the Board of Directors.