

***The Constitution & Bye-Laws of
The Orissa Society of Canada
(A Registered non-profit corporation of Ontario 2003)***

This society was registered as a Not for Profit Corporation on 26 May, 2003 under the ministry of Consumer Affairs and Business Services, Ontario, Canada.

Clarification: The terms "Orissa" has variant spellings as "Odisha" or "oDisA" and mean the same as "Orissa" . Similarly, the term "Oriya" has variant spellings as "Odia" or "oDiA" and mean the same as "Oriya"

1. Name & Logo

1.1 Official name:

The name of the not-for-profit Corporation shall be "The Orissa society of Canada" (herein after called OSC)

Oriya name:

କାନାଡ଼ୀୟ ଓଡ଼ିଶା ସମାଜ

1.2 Logo

The following shall be the official logo for the Society until it is changed otherwise by the Board of Directors.



The Board of Directors is authorized to modify the above logo or adopt a new logo to represent the society and such a logo adopted by the Board of Directors shall be the new logo of the Society.

2. Mailing Address & Registered Office

2.1 The incumbent Chairman of the Board of Directors of OSC shall receive mail on behalf of OSC. To this end, he/she may register his/her residence as the Registered Office and Mailing address.

- 2.2** The address will be changed as the persons take charge on term to term basis till such time as alternative permanent arrangements are made.

3. Mission & Objectives

Mission – The mission of OSC is to provide a socio-cultural platform for immigrants residing in Canada, and to promote, preserve, maintain, perpetuate and enrich the different art and cultural heritage.

Vision – OSC aims to cater to the aspirations of the members and children of the members of the OSC in terms of providing platform for their socio- cultural development and contribution not only in the context of Odisha but India, Canada and World as well.

Objectives

- 3.1 To promote social and recreational activities among the members of the society
- 3.2 To promote mutual interaction among members;
- 3.3 To establish and operate a community centre for the purposes of promoting the best interests of the community generally
- 3.4 To provide education, counselling and other support services for immigrants and refugees in need, including language instruction, employment training, job search programs, translation services and information programs on Canadian culture and life.

- 3.6 To collaborate and cooperate with similar cultural organizations and cooperate with ethnic and multicultural groups in cultural, social and environmental activities locally and outside of the Greater Toronto Area.
- 3.7 To provide recreational facilities and a club house for the accommodation of members of the society and their guests.
- 3.8 To unite the residents of Ontario including those belonging to Oriya (Odia) origin in order to preserve and perpetuate the literature, language, culture and traditions of Odisha;
- 3.8 Create, establish and maintain and promote the website of the OSC in line with the policies and principles of the Society as an important medium of communication among the membership and Public. This would include social networking sites such as Yahoo Groups, Facebook and Twitter.
- 3.9 To mobilize resources for relief work and provide assistance to the needy

4. Membership

(a) A person aged 18 or older residing in Canada and USA, subscribing to the objectives of OSC, willing to abide by the Constitution and Bylaws, is eligible to apply for membership of the association upon payment of prescribed membership fees as determined by the Board of Directors (BOD) from time to time.

(b) Each application in a prescribed Form shall require approval by the Membership Committee.

All members shall furnish their full name(s), along with all family member details, address, telephone number and e-mail in the prescribed form. They shall inform of any changes OSC in a timely fashion.

A member shall remain in good standing provided that the member is not more than 90 days in arrears of the membership fee and the member resides in Canada or USA.

All memberships shall be only through invitation or sponsorship by an existing member in good standing.

4.1 Types of Membership

4.1.1 Single Member (Single Member / Student Member)

A person aged 18 years or older shall be eligible to become a SINGLE MEMBER of OSC by submitting an application in the prescribed form with appropriate fees.

The annual SINGLE MEMBERSHIP fee shall be such as determined by the Board of Directors (BOD) from time to time. A SINGLE MEMBER shall enjoy all basic privileges of OSC membership, including the right to vote in OSC elections.

If the person is unmarried and is a full time student, the STUDENT MEMBERSHIP fee shall be half of the regular membership fee for the Single Member. Such members will have the right to vote in OSC elections.

4.1.2 Family Member

A person or a family shall be eligible to become a member of OSC by submitting an application in prescribed form with appropriate fees as determined by the BOD.

FAMILY MEMBERSHIP consists of member, spouse, children (under the age of 18 and unmarried) and dependant parents living at the same address as the member.

The annual FAMILY MEMBERSHIP fee shall be such as determined by the BOD. FAMILY MEMBERS shall enjoy all basic privileges of OSC membership including the right to and vote in OSC elections.

Only family members above 18 years of age have the right to vote. Family membership shall consist of two votes only. Parents of members who wish to participate in the affairs of OSC (such as contesting for elections etc.) have a choice of registering as independent family members and pay membership dues as such to qualify.

4.1.3 Life Member

A person or a family shall be eligible to become a LIFE MEMBER of OSC by submitting an application in prescribed form with appropriate fees.

The life membership fee shall be as determined by the BOD from time to time

Life members shall have all basic privileges of OSC membership, including the right to contest for a position on the Board of Directors and vote in OSC elections. Life membership consists of member, spouse and children (under the age of 18 years and unmarried) and dependant parents living with them.

The total number of votes in this case shall be two only, one for the member and the other for the spouse.

Members who have maintained their membership in Good standing for a continuous period of ten years without break are deemed Member for Life. The annual dues in respect of such Members for Life from then on are NIL.

Such a member (or family member) will automatically become a "Life Member" without payment of further membership fees and will enjoy all the rights of a "Life Member".

4.2 Membership Term

- (a) An annual membership term for all members begins and ends on Jan.1st and Dec.31st respectively every year. Membership is considered active, when membership fee is paid on or before March 31st in that particular year.
- (b) Life members and members for life shall be member of OSC for their entire life time.
- (c) The membership fee may be discounted at the discretion of the Board of Directors in respect of those Persons who join the Society as members during the later half of the year.
- (d) (e) A life member may cease to be so if he/she so chooses to do so in writing. Any cases involving ambiguity shall be decided by the Board of Directors and their decision shall be final and binding on the concerned individual(s).

4.4 Membership Records

4.4.1 A hard copy membership roster shall be maintained in the registered office. While it may be convenient and practical to maintain an electronic copy on the World Wide Web (WWW), the contents of this roster shall be deemed official. Such a roster shall comprise a master list and the original membership application form duly completed & signed by the applicant and recommender/ sponsor and approved by the membership committee.

5. Membership Rights & Responsibilities

5.1. Rights

- 5.1.1 A member in good standing is entitled to take part in the activities of the Association including elections.
- 5.1.2 A single member will carry one vote, a family and life member will carry not more than two votes (spouses only).
- 5.1.3 Only a life member is eligible to contest the elections to the Board of Directors
- 5.5 A member shall be entitled to receive the Minutes of the general body meeting together with the annual financial statements one week prior to the Annual general body meeting.
- 5.6 A Member is entitled to speak freely to express his/her opinions on the Agenda items in the Annual General Meeting (AGM) with the permission of the Chairperson of the AGM. Such remarks shall be recorded

5.2 Responsibilities & Obligations, Code of Conduct

- 5.2.1 Pay the annual dues when due without delay.
- 5.2.2 Actively participate in all the activities of the Society.
- 5.2.3 Promote the Society's role and prestige in the Community at large.
- 5.2.4 Conduct themselves in such a way as to foster good will and harmony among members of the Society and abide by the code of conduct prescribed for their members in the context of OSC and, the Constitution & Bye-Laws of OSC.
- 5.2.5 Not undertake misconduct of any kind such as abuse, use of vulgar language in any public forum directed towards any fellow member or director.
- 5.2.6 Not take up criticism of OSC in any public forum without first bringing it up to the notice of the directors and/or general body of the members of OSC. (NEWLY INSERTED BY ME)

6.0 Organization

OSC shall be made up of a General Body, and Board of Directors.

6.1 General Body

- 6.1.1 All members, Single, Student, Family, and Life constitute the general body. General body shall determine the basic philosophy and policies of the OSC.

- 6.2 Board of Directors (BOD):
- 6.2.1 The Board of Directors shall look after the overall welfare of OSC and make short term as well as long range planning for OSC.
- 6.2.2 Board of Directors shall consist of 6 members who are as follows:
- (a) Chairperson (also known as President),
 - (b) Secretary
 - (c) Treasurer (also known as Director Finance)
 - (d) Immediately preceding chairperson in ex-officio capacity
 - (e) Two other directors
- 6.2.3 The Members of the General Body will nominate / elect the Chairperson and four other Directors from out of the life members of the Society for 2 years
- 6.2.4 The immediately preceding Chairperson shall be automatically appointed a Director to serve on the Board of Directors until the end of its tenure. However, in the event the past Chairperson is not available or has expressed unwillingness to continue on the Board of Directors another life member shall be elected by the General Body in his/her place.
- 6.2.5 The term for Board of Directors so elected/co-opted/ratified shall be 2 years beginning with January 1st following the year in which the election/nomination takes place.
- 6.2.6 .The Directors shall elect, from amongst them, a Secretary and a Treasurer
- 6.2.7 A Director or an office bearer of the Board of Directors shall cease to function as such on ceasing to be a member of the Society,
- 6.2.8 As long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office from the life members
- 6.2.9 The Board of Directors shall meet at least once every four (4) months to review the affairs of the Society.
- 6.2.10 The quorum for the Board meetings shall be Majority but in no case shall a quorum be less than 3 board of directors.
- 6.2.11 If an election of directors is not held at the proper time, the directors continue in office until their successors are elected.
- 6.2.12 Every two years all members of the Board shall retire at the end of their tenure-. Members of the Board of Directors can offer themselves for re-appointment/election at the end of their term.
- 6.2.13 The Board of Directors of the Society shall exercise the following powers.
- (a) To admit new members and scrutiny of membership forms.

- (b) To raise and invest funds of the Society.
- (c) To formulate various schemes to work out the teams of organisers.
- (d) To appoint committee or sub-committee as may be deemed necessary from time to time for effecting the aims and objectives of the Society and may at any time terminate the said committee or sub-committee(s).
- (e) Such other powers as may be deemed necessary from time to time to achieve the purpose and aims and objectives of the Society.
- (f) To carry out the aims and objectives of the Society as specified in the memorandum of the Society.
- (g) To receive and disburse money.
- (h) To maintain the account of incomes & expenses and to keep and account of the assets and liabilities of the Society.
- (i) To prepare annual Budget.
- (j) To prepare the progress reports of various activities as undertaken by Society from time to time and to present the same before the General Body meeting.
- (k) To comply with legal filing requirements and to ensure compliance with the regulations.
- (l) Any such other duties as may be entrusted from time to by the General Body.
- (m) To prepare the statement required for the Audit and place them before the Auditors where an auditor is appointed.
- (n) To maintain records of the society.
- (o) The Directors, if considered appropriate, may preserve records in electronic media.
- (p) To facilitate inspection of books of the Society to those who are entitled to inspect.
- (q) To convene General Body meeting as provided in the Bye-law.
- (r) To watch over the money spent for the programs of the Society and to see whether the same has been properly utilized or not.
- (s) At the end of their tenure to hand over completed records to the new Directors within 30 days from the end of their tenure (generally January 31 of the following year)
- (t) To coordinate elections or appoint a Coordinator to oversee elections whenever an election is required.

- (u) To appoint a Webmaster (s) to develop and manage the websites and other electronic forum of the Society.

6.2.14 Notice for the meeting of Board of Directors shall be sent at least 10 days before the date fixed for the meeting together with agenda unless a shorter notice is agreed to by all Directors.

6.2.15 The members may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the term.

6.2.16 Chairperson may allocate different areas of responsibilities to other members of board (for example; Director Communications, Director Event Management, Direct Cultural Affairs, etc) and nominate them to occupy such positions. Any such allocation should be communicated to the members of the General Body of the Society in order to keep the members informed.

6.3 Chairperson:

6.3.1 The Chairperson of the society shall head the executive of the Society and represent the Society in public.

6.3.2 In the event of vacation of office by the Chairperson either by reasons of resignation or otherwise the General Body will elect a life member to be the Chairperson of the society to continue until the end of the tenure of the outgoing Chairperson.

6.3.3 The Chairperson shall preside over and conduct all meetings of the General body so also the Board of Directors.

6.3.4 To accept the resignation of any member and office bearers.

6.3.5 To admit or dismiss any member with approval of the Board of Directors.

6.3.6 To inspect all papers and accounts of the Society.

6.3.7 To call special meetings in consultation with Secretary.

6.3.8 The president shall have a casting vote in case of tie of vote on any question in General body and Board of Directors.

6.3.9 Chairperson of the BOD shall be designated President in the Ministry's records/ returns.

6.4 Secretary:

6.4.1 The Secretary will act as the Chief Executive and transact all business of the Society.

6.4.2 He/she will arrange issue of notices for all meetings and record the minutes of the meetings. He/she will obtain approval of Chairperson before circulation of the minutes.

6.4.3 He/she will prepare Annual Report of the Society in consultation with the Chairperson and Treasurer.

6.4.4 He/she will attend to all the official correspondences of the Society. All correspondences shall be addressed to the Secretary.

6.4.5 He/she shall keep permanent records of all matters of the Society.

6.4.6 He/she will be the Chief of the office and look after the day-do-day management of the Society.

6.4.7 In case of absence of the Chairperson the Secretary shall act and function as and on behalf of the Chairperson only to preside over the meeting after maintaining the quorum. Whenever there is not a quorum of directors in office, the director or directors then in office shall forthwith call a general meeting of the members to fill the vacancies, and, in

default or if there are no directors then in office, the meeting may be called by any member or member.

6.5 Treasurer:

- 6.5.1 Treasurer will inspect all papers and accounts of the Society.
- 6.5.2 He/she will keep the funds for day-to-day expenditure of the Society.
- 6.5.3 He/she will keep proper records of the receipts and payment and maintain the books of accounts up-to-date.
- 6.5.4 He/she will arrange audit of the account in time in the event of an audit.
- 6.5.5 He/she will incur expenditure as per the limits and directions of the Board of Directors.
- 6.5.6 Treasurer will prepare Annual Budget and budget for different projects whenever required.

7. GeneralBodyMeeting

- 7.1 Annual General Meeting (AGM) shall be held annually typically at a place where majority of the Membership reside. The Chairperson of the BOD will preside over the meeting. The following business will be conducted at the AGM:
 - 7.1.1 To confirm the minutes of the last annual general body meeting.
 - 7.1.2 To receive and approve the report of the Secretary.
 - 7.1.3 To consider any recommendation of the Governing Body.
 - 7.1.4 To elect the Directors for two years when due.
 - 7.1.5 To appoint auditors or waive such appointment.
 - 7.1.6 To approve the accounts submitted
 - 7.1.7 To approve any amendment to the By-Laws of the Society
 - 7.1.8 To transact such other business as may be considered appropriate for the Society
- 7.2 The Treasurer shall present financial statements at the AGM for members' approval.
- 7.3 The Secretary shall present a report at the AGM on the past year's activities
- 7.4 The Chairperson shall present proposals/resolutions on activities that need approval of the general body.

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- 7.5 The quorum for the General Body meetings shall be minimum 25% of the current membership (Student Members/Members/Life Members) or 30 voting members which ever is less, present.
- 7.6 General body meeting shall be conducted at least 30 days before the expiry of present Board of Directors' term.
- 7.7 A simple majority (except where indicated otherwise – e.g., Constitutional Amendments) of the members present and proxies at al General Body Meeting may approve accounts and decide upon proposals put forward for its consideration.
- 7.9 The directors may at any time call a general meeting of the members or members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
- 7.10 If a request for a Extra-Ordinary General Body Meeting (EGBM) is made in writing by at least 10% of the current membership or 20 members which ever is less to discuss specific subject, the Board of Directors will convene such a meeting within 21 days from the date of receipt of such a request. Special meeting shall be limited to the topics mentioned in the written request.
- 7.11 If the directors do not within twenty-one days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty days from the date of the deposit of the requisition.
- 7.12 If a general body meeting cannot be held due to lack of a quorum, Board of Directors shall hold another general body meeting within next 5 weeks from originally scheduled date.
- 7.13 On the requisition in writing of members that carry the right to vote at the meeting to which the requisition relates or not less than one-twentieth of the members entitled to vote at the meeting to which the requisition relates, as the case may be, the directors shall,
- (a) give to the members entitled to notice of the next meeting of members or members notice of any resolution that may properly be moved and is intended to be moved at that meeting; or
 - (b) circulate to the members entitled to vote at the next meeting of members or members a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or with respect to the business to be dealt with at that meeting.
 - (c) The notice or statement or both, as the case may be, shall be given or circulated by sending a copy thereof to each member entitled thereto in the same manner and at the same time as that prescribed by this Act for the sending of notice of meetings of members.
 - (d) Where it is not practicable to send the notice or statement or both at the same time as the notice of the meeting is sent, the notice or statement or both shall be sent as soon as practicable thereafter.
- 7.14 “**Special resolution**” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the society duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

- 7.15 If a poll is demanded, it shall be taken in such manner as the by-laws prescribe, and, if the by-laws make no provision therefore, then as the chair directs.

8. Auditors

- 8.1 The members at their Annual General Meeting (AGM) shall appoint one or more auditors to hold office until the next AGM and, if the members fail to do so, the directors shall forthwith make such appointment or appointments.
- 8.2 The members shall at each AGM appoint one or more auditors to hold office until the next AGM and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.
- 8.3 The directors may fill any casual vacancy in the office of auditor, but, while such vacancy continues, the surviving or continuing auditor, if any, may act.
- 8.4 The members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office, and shall by a majority of the votes cast at that meeting appoint another auditor in the auditor's stead for the remainder of the term.
- 8.5 The remuneration, if any, of an auditor appointed by the members shall be fixed by the members, or by the directors if they are authorized so to do by the members, and the remuneration of an auditor appointed by the directors shall be fixed by the directors.
- 8.6 Notice of the appointment of an auditor shall be given in writing to the auditor forthwith after the appointment is made.
- 8.7 No person shall be appointed as auditor of the Society who is a director, officer or employee of the Society or an affiliated Society or Corporation or who is a partner, employer or employee of any such director, officer or employee.
- 8.8 **Auditor's report**
The auditor shall make a report to the members on the financial statement, to be laid before the company at any AGM during the auditor's term of office and shall state in the report whether in the auditor's opinion the financial statement referred to therein presents fairly the financial position of the company and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

If the financial statement contains a statement of source and application of funds or a statement of changes in net assets, the auditor shall include in the auditor's report a statement whether in the auditor's opinion, in effect, the statement of source and application of funds or the statement of changes in net assets presents fairly the information shown therein.

- 8.9 The auditor of a company has right of access at all times to all records, documents, books, accounts and vouchers of the company and is entitled to require from the directors and officers of the company such information and explanation as in the auditor's opinion are necessary to enable the auditor to report
- 8.10 The auditor of a company is entitled to attend any meeting of members of the Society and to receive all notices and other communications relating to any such meeting that a member is entitled to receive and to be heard at any such **meeting that the auditor** attends on any part of the business of the meeting that concerns the auditor as auditor.
- 8.11 Exemption from annual audit**
In respect of a financial year of the Society, it will be exempt from the requirements of the appointment and duties of an Auditor if,
- (a) the annual income of the Society is less than \$100,000; and
 - (c) all of the members consent, in writing, to the exemption in respect of the year.

9. Dissolution of the Society

- 9.1 Where the members of the society by a majority of the votes cast at a general meeting called for that purpose pass a resolution requiring the society to be dissolved, the society (corporation) may be wound up voluntarily subject to the provisions in the Ontario Corporation Act.
- 9.2 The assets of the Society shall be disposed off at an auction open only to the members of the OSC. The proceeds shall be used to pay of any liabilities of the Society including pro-rated refunds due to Life Members. The left over funds shall be given away to a charitable cause.
- 9.3 The Chairman of the BOD shall oversee the dissolution of the Society to complete the process in a timely manner and inform the Ministry as required.

10. Elections

- 10.1 Election process shall commence once the membership (all types) of the Society exceeds 100.
- 10.2 Elections shall be conducted by the Officer so appointed by the Board of Directors.
- 10.3 All funds, and cooperation shall be provided to the Election officer to smoothly conduct and complete the elections as prescribed.
- 10.4 The Election Officer shall file a full Report and Recommendations to the BOD. The Chairperson of the board then shall invite the newly elected Board of Directors to assume office from the beginning of the next fiscal year (i.e January 1 of next calendar year) based on the recommendation of the Election officer via a written communication to the Members.
- 10.5 All Directors so elected are free to constitute their team members for implementing their Action Plan for the next two years of their term.

- 10.6 Elections are to be held only in an AGM. Adequate provisions shall be made to enable long-distance members for whom it is not convenient to attend, to submit their proxies via mail (hard copy duly signed which will clearly indicate their choice(s) on issues put to vote)
- 10.7 The records of the election process may be destroyed in the presence of General body after due approval by the General Body.
- 10.8 Until the membership reaches 100, the members may nominate or elect the Directors in such manner as considered appropriate by the General Body based on the recommendation of the existing Board of Directors. The members may reject the recommendation of the existing Board of Directors and in that event the members may decide on an alternative manner of nominating or electing the new Directors.

11. Important Documents

An Organization's history can be better preserved with a help of meticulous documentation. To this end the following is considered to be the bare minimum documentation.

Any change in guard of the Society should result in proper hand over of the following documents;

- 11.1 Membership Roster/Register (Hard Copy) & All approved membership Application forms in Original.
- 11.2 Minutes of the AGM / EGM
- 11.3 Election Officer's Reports (other records may be destroyed in an AGBM after due approval)
- 11.4 Funds: Receipts & Expenditures – Accounting books.
- 11.5 Minutes of the Board of Directors
- 11.6 OSC – Registration Papers, Change notices, Annual Returns, Tax Returns and all legal documents if applicable.
- 11.7 Duly signed and sealed copy of this Constitution and Bylaws for Reference including all amendments made to the same.
- 11.8 Rights and any documentation ensuring such rights to the Website, Servers or other electronic media.

10. By-laws

- 10.1 The directors may pass by-laws not contrary to this Act or to the letters patent or supplementary letters patent to regulate:
 - (a) the time for and the manner of election of directors;
 - (b) the time and place and the notice to be given for the holding of meetings of the members and of the board of directors, the quorum at meetings of members, the requirements as to proxies, and the procedure in all things at members' meetings and at meetings of the board of directors;
 - (c) the conduct in all other particulars of the affairs of the association.
- 10.2 A by-law passed under paragraph 11.1 above and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat and, in default of confirmation thereat, ceases to have effect at

- and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.
- 10.3 The members may at the general meeting or the annual general meeting confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law shall be prejudicially affected by any such rejection, amendment or other dealing.
- 11.4 The Board of Directors, General body in their wisdom may deem appropriate to change certain provisions of these By-Laws . They shall be properly and formally documented as such for the consideration and adoption by the General Body by a clear majority decision.
- 11.5 “Clear majority” is defined as two thirds majority in this context. The vote shall be collected in three categories viz., 1.supported / 2. Neutral / 3. Opposed. The results of the vote shall be part of the amendment notice. Therefore, a neutral vote will not count towards assent verdict. However, Members who voted neutral or opposed may be allowed to change their vote to support, if their views are incorporated as changes to the original proposed amendment to their satisfaction. However, this entire negotiation should be completed within the session in which the proposed amendment is put to vote.
- Any motion for an amendment that could not be carried in an Annual General Meeting, may be re-introduced to the General Body’s vote during the following year.