

Table of Contents

- 1. Governance Policies**
 - 1.1. History
 - 1.2. Contact Information of Board Members
 - 1.3. Articles of Incorporation
 - 1.4. By-Laws
 - 1.5. Organization Chart
 - 1.6. Roles and Responsibilities of Directors and Officers
 - 1.7. Committees Structure and Roles
- 2. Administrative Policies**
 - 2.1. Membership
 - 2.2. Access to Information
 - 2.3. Record Retention
 - 2.4. Communications
- 3. Financial Policies**
 - 3.1. Accounting Methods
 - 3.2. Assets
 - 3.3. Banking
 - 3.4. Budget Preparation and Management
 - 3.5. Legal Requirements
 - 3.6. Expenses
 - 3.7. Cash Management
 - 3.8. Fund Development
 - 3.9. Investment
 - 3.10. Cheque Control and Safeguard
 - 3.11. Contracts
 - 3.12. Credit
- 4. Human Resource Policies**
 - 4.1. Recruitments and Dismissal of Volunteers
 - 4.2. Recruitments and Dismissal of Directors and Officers
 - 4.3. Annual General Meetings
 - 4.4. Board Meetings

1.4. By-Laws

A by-law relating generally to the conduct
of the affairs of

Indonesian Society of Manitoba Incorporated

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Objects of the Corporation

The Corporation is constituted a non-profit and non-political corporate body which has as its principal purpose the bringing together, in Corporation with one another, Indonesians who reside in Manitoba to promote activities that encourage friendships, understanding, and fellowship among its members.

Without restricting the generality of the foregoing, the objects of the Corporation include:

- (i) to promote, encourage and cultivate Indonesian culture and traditions by organizing events of social, cultural, religious, artistic, sports, professional development, family support and Indonesian tourism interests;
- (ii) to bring together Indonesian residents and friends of the Indonesian community in Manitoba so that the Corporation might articulate their common interests and concerns in Manitoba and Canada.

In the furtherance of its purposes and objects the Corporation may:

- (i) buy, lease, hold, develop or improve any lands and buildings necessary for the carrying out of its said objects;
- (ii) raise money through subscriptions, membership donations and by receiving gifts and testaments for the carrying out of its said objects;
- (iii) do such other things as are incidental and conducive to the attainment of its said objects.

2. Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be at Winnipeg in the Province of Manitoba and at such location therein as determined by the Board.

3. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means The Corporations Act of Manitoba and any Act that may be substituted therefore, as from time to time amended;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of Directors and officers of the Corporation;

"Director" means a member of the Board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"special meeting of members" means a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.;

"recorded address" means, in the case of a member, his or its address as recorded in the register of members and, in the case of a director, officer, auditor, or member of a committee of the board, his address as recorded in the records of the Corporation;

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation pursuant to the provisions of this by-law or by a resolution passed pursuant there to.

"member" means a dues paying member in good standing of the Corporation

4. **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

5. **Execution of Documents**

Any contract, document or other instrument in writing requiring execution by the Corporation shall be executed by any two of the President, Vice President, Secretary or Treasurer, and all contracts, documents or other instruments in writing so executed shall be binding upon the Corporation without any further authorization or formality. The board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to execute, either manually or by facsimile signature, and deliver either contracts, documents or other instruments in writing generally or specific contracts, documents or other instruments in writing. The term "contracts, documents or other instruments in writing" as used in this by law shall include, specifically but without limitation, deeds, mortgages, charges, security agreements, conveyances, releases, receipts and discharges for the payment of money or other obligations, transfers and assignments of property of all kinds, including, specifically but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

6. **Financial Year**

The financial year-end of the Corporation shall be December 31st of each year.

7. **Banking Arrangements**

The banking business of the Corporation shall be transacted with such chartered banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

8. **Borrowing Powers**

The Board may, without the authorization of the members:

- (i) borrow money upon the credit of the Corporation;
- (ii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

9. **Annual Financial Statements**

The Corporation shall ensure the annual financial statements are available to all members.

10. **Membership Conditions**

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

11. **Notice of Annual Meeting**

Notice of the time and place of an annual general meeting shall be given to each member entitled to vote at the meeting at least 21 days before the day on which the meeting is to be held.

Subject to the provisions of the Act, the annual meeting of the members shall be at such place within Manitoba and on such date in each year as the board may determine, provided that any meeting of members may be held outside Manitoba if all members entitled to vote at that meeting so agree.

12. **Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members on written requisition of members carrying not less than 25% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. **Membership**

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.

Members shall be notified in writing of the initial and annual membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation. Dues shall be set by the Board of Directors in accordance with this by-law.

14. **Chair of Annual Meetings**

In the event that the president of the board and the vice-president of the board are absent, the advisors and the directors who are present shall choose one director to chair the meeting.

15. **Quorum at Annual Meetings**

The quorum for the transaction of business at meetings of the members shall consist of not less than fifteen (15) members carrying voting rights present.

16. **Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-law, be determined by a majority of the votes cast on the questions. Chair must not vote unless it is a special matter as determined by the Board. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a casting vote.

17. **Number, Qualifications, Term, and Appointment of Advisors**

The Corporation shall have minimum two (which shall not be less than 2) and maximum four (which shall not be more than 4) advisors. The board of advisors shall have more in number members who have Indonesian ancestry and are Indonesian citizens than members from other nationalities, except in the case of a total number of two advisors. Such advisors shall be appointed by the past-advisors and the board of directors and officers of the Corporation. The advisors shall themselves be honorary members of the Corporation. The advisors may attend meetings of the board of directors and officers, take part in discussion, make motion and vote. The advisors shall chair a committee as per resolution of the Board. Advisors' term of office is two years, however, advisors can be re-elected infinitely.

18. **Number of Directors, Residency and Quorum**

The articles of the Corporation provide that the Corporation shall have a board consisting of a minimum seven (which shall not be less than 7 and maximum twelve (which shall not be more than 12) number of directors, inclusive of the officers. A quorum of the board shall consist of at least a majority of the board members at the time of the meeting. No business shall be transacted at a meeting unless a quorum is present. Notwithstanding a vacancy among the directors, a quorum of directors may exercise all the powers of the board.

19. **Election, Term of Office and Qualifications of Directors**

Directors shall be elected to two (2) year terms of office. The election of directors shall be by ordinary resolution of the member. If an election of the directors is not held at the proper time, the incumbent directors shall continue inoffice until their successors are elected. No election or appointment of a person as a director shall be effective unless he/she consents inwriting or verbally to act as a director before his election or appointment.

The Board of Directors shall be composed of at least seventy-five percent (75%) of members who have Indonesian ancestry and a maximum of twenty-five percent (25%) of members who do not have Indonesian ancestry. The president must have Indonesian ancestry. A director must be a voting member of the Corporation and shall otherwise be qualified to be a director of the Corporation provided that such person is not otherwise disqualified pursuant to the provisions of subsection 100(1) of the Act.

20. **Vacancies of Directors**

Subject to the Act, a majority vote of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the members to elect the minimum number of directors.

21. **Meetings of the Board of Directors**

Meetings of the board are to be called by the President and notice of the time and place for the holding of a meeting of the board shall be given to every Director at least one week in advance

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. Chair must not vote unless it is a special matter as determined by the Board. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a casting vote.

22. **Remuneration and Expenses of Board of Directors**

The directors shall receive no remuneration but may be entitled to reimbursement of specific Corporation related expenses as determined by the Board.

23. **Election and Term of Office of Officers**

The officers which include the President, Vice-President, Secretary, and Treasurer, shall be elected to hold office for two (2) year terms. The President must not hold a term of office for more than six (6) years in a succession. The election of officers shall be by resolution of the Board.

There shall be a President, Vice-President and Past-President (the first of whom shall be selected from those who are the Incorporators of the Corporation). Such officers shall be nominated and elected by resolution of the Board and the Presidents and Vice-Presidents shall themselves be directors of the Corporation.

24. **Nomination and Election of Directors and Officers**

No less than 21 days prior to the annual general meeting there shall be a call for nominations for the open director positions. The nomination period shall be closed one week prior to the annual general meeting and nominations will not be accepted from the floor.

25. **Insurance**

The Corporation shall, as permitted under the Act, purchase and maintain insurance for the benefit of any personnel of the Corporation.

26. **Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

27. **Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

28. **By-laws and Effective Date**

A special resolution of the members is required to make any amendments to the by-laws.

Date modified:

December 22, 2015

Date adopted:

January 30, 2016

2.1. Membership

2.1.1 Membership Fees

1. Individual: \$24.00 per calendar year or \$2.00 per month for professional adults
2. Family: \$18.00 per calendar year or \$1.50 per month for family of 3 and above
3. Student: \$12.00 per calendar year or \$1.00 per month for students and members below age 17 years-old
4. Membership must be for the full or remaining months of the calendar year.
5. Membership fee cannot be paid in installments.
6. Case examples:
 - a. A husband and wife are looking to be members and they are to arrive in May of 2016, they will be paying $\$16+\$16=\$32$ for the year of 2016 membership.
 - b. A family with 4 members arriving in September 2016, they will be paying $\$6+\$6+\$4+\$4=\$20$
 - c. A family with 3 members arriving in January 2017, they will be paying $\$18+\$18+\$12+\$12=\$60$

2.1.2 Membership Benefits

1. Voting rights, for example, during election of directors and officers
2. Community services in the form of social, cultural, religious, artistic, sports, professional development, family support and tourism events and programs
3. Twenty percent (20%) discount for event and program fees
4. Tri-annual newsletter

2.1.3 Membership Sign-Up and Payment Methods:

1. Sign-Up can be done through:
 - a. official website,
 - b. social media,
 - c. email,
 - d. telephone, and,
 - e. in-person.
2. Payment methods available are:
 - a. PayPal,
 - b. cash, or,
 - c. cheque.

2.1.4 Membership Database

1. Members are requested to provide contact information below:
 - a. name,
 - b. address,
 - c. phone, and,
 - d. email.
2. Membership fee types are below:
 - a. individual,
 - b. family, or,
 - c. student.

2.1.6 Membership Renewal

1. Renewal happens every January of the year.
2. Reminder for membership renewal will be published every early December of the year.