

## THE SHASTRI INDO-CANADIAN INSTITUTE

### General By-Laws

(Amended at the Annual General Meeting held on July 20, 2008)

#### DEFINITIONS

1. Capitalized terms shall have the following meanings:
  - a. "Act" means the *Canada Corporations Act*, as amended from time to time;
  - b. "Auditors" shall mean the auditors of the Institute as appointed from time to time;
  - c. "Canadian Members" means Members located in Canada;
  - d. "Canadian Members' Council" means the collective of Canadian Members;
  - e. "Director" means a member of the Executive Council;
  - f. "Executive Council", for the purposes of the Act, means the Board of Directors of the Institute;
  - g. "Indian Members" means Members located in India;
  - h. "Indian Members' Council" means the collective of Indian Members;
  - i. "Institute" means the Shastri Indo-Canadian Institute;
  - j. "Meeting of Members" shall include, where the context requires, a meeting of a Members' Council;
  - k. "Member" means a member of the Institute;
  - l. "Members' Council" shall mean either the Canadian Members' Council or the Indian Members' Council, as the context requires;
  - m. "Members' Councils" shall mean the Indian Members' Council and the Canadian Members' Council.
  - n. "Ordinary Resolution" means a resolution passed by a simply majority of the Members or Directors, as the case may be, present at a duly called meeting;
  - o. "Senior Officer" when used in reference to a Members' Council, shall mean either the President or the Vice President/President Elect, as the case may be;
  - p. "Special Resolution" means a resolution passed by 2/3 of the Members or Directors, as the case may be, present at a duly called meeting;

## **INTERPRETATION**

2. These By-laws shall be interpreted with reference to the provisions of the Act and terms used in these By-laws shall have the same respective meanings under the Act unless otherwise changed herein.
3. In the interpretation of these By-laws, except where excluded by the context:
  - a. words importing the singular only shall include the plural number, and words importing the plural number only shall include the singular number;
  - b. words importing the masculine gender shall include the feminine.

## **INTENT**

4. The intent of these By-laws is to create a bi-national membership, of Canadian and Indian Members, with an efficient and effective governance structure based on parity of representation between Canada and India.

## **MEMBERSHIP AND MEMBERS**

5. Membership in the Institution shall be open to Canadian and Indian academic institutions of higher learning and related research councils, institutes, commissions and national museums located in Canada or India, with such credentials as approved by the Executive Council.
6. Each Member of the Institute registered as such on the day immediately preceding the day on which this By-law takes effect shall be deemed to be a Member of the Institute.
7. The Executive Council shall have the authority to admit new Members. A new Member shall become a Member on the date set by the Executive Council.
8. The Executive Council shall have the authority to set the fees for Membership to be ratified by the Members' Council in each country. Membership fees may be set at different amounts for Canadian Members and for Indian Members. The Membership fees for all Canadian Members shall be the same and the Membership fees for all Indian Members shall be the same, unless otherwise specifically authorized by Ordinary Resolution of the Canadian Members' Council, for Canadian Members, or the Indian Members' Council, for Indian Members.
9. Each Member shall have the right to one vote at any meeting of Members.
10. All decision making authority shall reside with the Members except where specifically delegated to the Executive Council by this By-Law or any other by-law or resolution passed by the Members.

12. The Members of the Institute shall at all times observe and be bound by the provisions of the Letters Patent, the By-laws and the Resolutions of the Institute.
13. Members may withdraw from the Institute at any time by filing a written resignation with the Institute but such withdrawal shall not relieve the withdrawing Member from any dues or assessments that may have become due and payable to the Institute prior to such withdrawal.
14. The Membership of any Canadian Member may be terminated by Special Resolution of the Canadian Members' Council. The Membership of any Indian Member may be terminated by Special Resolution of the Indian Members' Council.

## **MEETINGS OF ALL MEMBERS**

### Annual General Meeting of All Members ("AGM")

15. The AGM shall be called by the Executive Council and shall be held within six months of the end of the Institute's fiscal year. At the AGM the Members shall consider the report of the Executive Council, the financial statements of the Institute, the report of the Auditors, the reappointment of the Auditor and any other business that may properly come before the AGM.
16. The location of the AGM shall be as determined by the Executive Council, however, the location will alternate between Canada and India in successive years.
17. The Executive Council shall give written notice stating the day, hour and place of the AGM not less than 90 days before the date of the AGM to each Director, to the Auditor, and to each Member.
18. Where business other than consideration of the report of the Executive Council, the financial statements of the Institute, the report of the Auditors and the reappointment of the Auditor is to be considered at the AGM, the written notice shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any resolutions to be submitted to the meeting.

### Special Meetings of All Members

19. A special meeting of all Members shall be called by the President on receipt by the Secretary-Treasurer of a written request therefore stating the business to be discussed and signed by  $\frac{3}{4}$  of the Members entitled to vote at a meeting of Members. The Special Meeting shall be called within 60 days of receipt of the written request.
20. The location of any Special Meeting requisitioned by the Members shall be as determined by the Executive Council unless the notice requesting the meeting specifies a location in which case that location may govern.
21. The Executive Council shall give written notice stating the day, hour and place of the Special Meeting not less than 21 days before the date of the Special Meeting to each Director and to each Member. The notice shall state the business to be discussed at the

meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any resolutions to be submitted to the meeting.

## **MEETINGS OF MEMBERS' COUNCILS**

### Annual Meetings of the Members' Councils

22. Each Members' Council shall meet at least once annually in their respective countries.
23. The Annual Meeting of each Members' Council shall be called by the Senior Officer of the Members' Council and shall be held within six months of the end of the Institute's fiscal year. The Annual Meeting of the Members' Council for the country hosting the AGM shall be held in conjunction with the AGM. The meeting of the Members' Council in the country not hosting the AGM will take place in advance of the AGM. At the Annual Meeting of each Members' Council, the Members shall consider the election of Directors, as required, the selection of their proxy representative(s) to the AGM and any other business that may properly come before the Members' Council at the AGM.
24. The location of the Annual Meeting of each Members' Council shall be as determined by the Senior Officer of each Members' Council.
25. The Senior Officer of the Members' Council shall give written notice stating the day, hour and place of the Annual Meeting not less than 21 days before the date of the Annual General Meeting to each Director and to each Member of the Members' Council.
26. Where business other than the election of Directors is to be considered at the Annual Meeting, the written notice shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any resolutions to be submitted to the meeting.

### **Special Meetings of Members' Councils**

27. A special meeting of a Members' Council shall be called by the Senior Officer of that Members' Council on receipt of a written request therefore stating the business to be discussed and signed by  $\frac{3}{4}$  of the Members entitled to vote at a meeting of the Members' Council. The Special Meeting shall be called with 60 days of receipt of the written request.
28. The location of any Special Meeting of a Members' Council shall be as determined by the Senior Officer of that Members' Council unless the notice requesting the meeting specifies a location in which case that location shall govern.
29. The Senior Officer of the Members' Council shall give written notice stating the day, hour and place of the Special Meeting not less than 21 days before the date of the Special Meeting to each Director and to each Member of the Members' Council. The notice shall state the nature of the business to be discussed at the meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any resolutions to be submitted to the meeting.

## **GENERAL MATTERS RELATED TO MEMBERS' MEETINGS**

### Quorum

30. A quorum for the conduct of business at any Meeting of Members shall consist of individuals representing 30% of all of the Members entitled to attend and vote at that meeting.

### **Chairperson of the Meeting**

31. The President or, in his or her absence, the Vice President/President Elect shall be chairperson of any Meeting of Members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to act as chairperson.

### **Eligibility to Vote**

32. No Member in arrears in respect of dues for the preceding fiscal year shall be entitled to vote at any Meeting of Members.

### **Voting**

33. Every question submitted to a Meeting of Members shall be decided by Ordinary Resolution, with the exception of changes to the Letters Patent, objects or By-laws which shall require a Special Resolution of all Members. In the case of equality of votes the Chairperson of the meeting shall cast a vote and if the Chairperson is otherwise entitled to vote at such meeting by virtue of being the representative of a Member the Chairperson shall cast an additional vote. All votes shall, unless the Chairperson of the meeting elects to call for a ballot, or unless a resolution calling for a ballot is approved, be determined by a show of hands.

### **Waiver of Notice**

34. A Member, and any other person entitled to attend a Meeting of Members, may in any manner waive notice of a meeting and attendance of any such person at a meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **Representation of Member**

35. Every Member University or Institution (not an individual) shall advise the Institution in writing, from time to time, of the:
- a. Name of the person who is authorized to represent the Member at meetings of Members; and
  - b. Delivery and mailing address; facsimile number and email address of the representative.

### **Proxies**

36. The individual authorized by a Member to attend at Meetings of Members as its representative may execute a proxy entitling the proxy holder to vote on behalf of the Member at a designated Meeting of Members. The general form of proxy to be used is attached to this By-law as Appendix "A". The Executive Council may revise the form of proxy to be used by Ordinary Resolution.

### **Mail Ballots**

37. Except for matters required by the Act to be dealt with at a Meeting of Members, matters to be decided at meetings of Members, other than at the AGM, may be voted upon by mail or electronic ballot. The Executive Council shall approve a form of mail ballot which clearly states the matter to be decided in the form of a resolution and which indicates the choices which shall include a vote in favour of or in opposition to the resolution or an abstention in respect thereof.

#### Telephone Participation and Resolutions in Lieu of a Meeting

38. With the consent of those present at the meeting, one or more Members may participate in a Meeting of Members by means of telephone or other communication facilities. Any Member participating in a meeting by such means is deemed to be present at the meeting. An electronic meeting must permit all members participating in the meeting to communicate adequately with each other. Each member must consent in advance to the method of communication and have equal access. 50% of the members must approve the holding of such a meeting. A roll call will be held to establish a quorum and the recording of votes. The Chair will handle any security concerns.
39. Notwithstanding any of the foregoing provisions of this By-law, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a Meeting of Members Unless the Act requires a meeting to approve that type of matter. A quorum shall consist of individuals representing 50% of all the Members entitled to attend and vote at that meeting.

### **EXECUTIVE COUNCIL**

#### Constitution of the Executive Council

40. The Executive Council shall be constituted as follows:
- a. Three Directors shall be elected by the Canadian Members' Council: one to act as President/Vice President Elect; one to act as Secretary-Treasurer; and one to be a Director at Large;
  - b. Three Directors shall be elected by the Indian Members' Council: one to act as President/Vice President Elect and the other two to be Directors at Large;
  - c. One director shall be designated by the Indian Government to act as a Director at Large.
  - d. One director shall be designated by the Canadian Government to act as a Director at Large.
  - e. The Members may decide to either elect their respective Director at Large or establish a rotational appointment of a Director at large from the Members in alphabetical order.

#### Consent

41. No election or appointment of a person as Director shall be effective unless:

- a. he or she was present at the meeting when he or she was elected or appointed and did not object;
- b. he or she consents in writing to act as a Director before his or her election or appointment or within ten days thereafter; or
- c. he or she acts as a Director pursuant to the election or appointment.

### **Term of Directors**

42. Each Director shall be elected or appointed, as the case may be, for a two-year term. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected or appointed. The Directors elected as Vice President/President Elect shall each serve as Vice-President for one year and President the following year on a rotated basis between Canada and India. The Secretary-Treasurer will be elected for a period of two years. Elected Directors at Large will serve for a two-year term. Terms will take effect and commence on the date of the Annual General Meeting of all Members held in the same year as the election or appointment.

### Director Compensation

43. No Director shall receive any salary or compensation for services as a Director, other than reimbursement for traveling and other expenses incurred on behalf of the Institute, as may be approved by the Secretary-Treasurer. In the case of expenses incurred by the Secretary-Treasurer, the expenses must be approved by the President.

### **Removal of a Director**

44. A Director ceases to hold office:
- a. upon death;
  - b. upon being removed from office by the Members' Council which appointed the Director either through the election process or through the removal process outlined below;
  - c. upon ceasing to be qualified for election or appointment as a Director;
  - d. where the Director is designated by the Indian Government, upon removal of the Director by the Indian Government
  - e. where the Director is designated by the Canadian Government, upon removal of the Director by the Canadian government; or
  - f. upon that Director's written resignation being delivered to the Executive Council.
45. The Members of a Members' Council may, by Ordinary Resolution passed at a meeting specially called for such purpose, remove any Director elected by that Members' Council.

### **Qualifications for Being a Director**

46. A person is qualified for election or appointment as a Director if:
- a. he or she is 18 years of age or older;
  - b. he or she is of sound mind;
  - c. he or she is an individual;
  - d. he or she is not a registered bankrupt; or
  - e. he or she is the authorized representative of a

#### Member. Management of the Institution

47. The Institute and its affairs shall be managed by the Executive Council. The Executive Council may adopt policies and procedures for the better management of the Institute and the Institute's affairs provided that such policies and procedures are not inconsistent with these By-laws. All policies and procedures are subject to final approval by the Members.

### **MEETINGS OF THE EXECUTIVE COUNCIL**

#### Place of Meeting

48. Meetings of the Executive Council may be held within or outside

#### Canada. Calling of Meetings

49. The Executive Council may set the time, date and place for regular meetings.
50. The President may, on his or her own initiative, or at the request of another Director, call a meeting of the Executive Council.

#### Notice of Meeting

51. Except in the case of regularly scheduled meetings, notice of the time, date and place of each meeting of the Executive Council shall be given to each Director not less than 14 days before the time when the meeting is to be held. The President shall similarly give notice to each Director if the time and place of a regularly scheduled meeting is to be changed.
52. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

#### **Waiver of Notice**

53. A Director may in any manner waive notice of a meeting. Attendance of the Director at a meeting shall constitute a waiver of notice of the meeting except where the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### Quorum



54. At an Executive Council meeting, 50% + 1 of the Directors of the Institute, including at least one member from the other country, shall constitute a quorum for the conduct of business.

### **Chairman of the Meeting**

55. The President or, in his or her absence, the Vice President/President Elect shall be chairperson of any meetings of the Executive Council. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to act as chairperson.

### Voting

56. Every question submitted to a meeting of the Executive Council shall be decided by a majority of votes cast with abstentions not counted as votes cast. In the case of equality of votes the Chairperson of the meeting shall cast an additional vote. All votes shall, unless the Chairperson of the meeting elects to call for a ballot, or a resolution calling for a ballot is approved, be determined by a show of hands.

### **Telephone Participation and Resolutions in Lieu of a Meeting**

57. One or more Directors may participate in a meeting of the Executive Council by means of telephone or other communication facilities. Any Director participating in a meeting by such means is deemed to be present at the meeting. An electronic meeting must permit all members participating in the meeting to communicate adequately with each other. Each member must consent in advance to the method of communication and have equal access. % of the members must approve the holding of such a meeting. A roll call will be held to establish a quorum and the recording of votes. The Chair will handle any security concerns.

### **OFFICERS**

58. There shall be a President, Vice President/President Elect, a Secretary-Treasurer and such other officers as the Executive Council may by Ordinary Resolution determine. The President shall serve as such for one year. The following year, the Vice President/President Elect shall serve as President. The Secretary-Treasurer shall serve as such for two years. Any other officers appointed by the Executive Council shall serve at the pleasure of the Executive Council.

### **DUTIES OF THE PRESIDENT**

59. The President shall have such duties as set out in these By-laws and as given to the President by the Executive Council. The President's duties shall include as follows:
- a. the President shall be the chief executive officer of the Institute and shall be responsible for the general management and supervision of the affairs of the Institute; and
  - b. when present, the President shall act as Chairperson at all Meetings of Members and of the Executive Council.

### **DUTIES OF THE VICE PRESIDENT/PRESIDENT ELECT**

60. The Vice President/President Elect, when acting as Vice President, shall have such duties as set out in these By-laws and as given to the Vice President/President Elect by the Executive Council.
- a. the Vice President/President Elect will be the senior elected officer in their respective country;
  - b. will liaise with the Executive Council and President on all matters related to the bi-national governance of the organization.
  - c. The Vice President/President Elect's duties shall include performing the duties of the President during any absence or disability of the President.

### **DUTIES OF THE SECRETARY-TREASURER**

61. The Secretary-Treasurer shall be ex officio clerk of the Institute and the Executive Council. The Secretary-Treasurer shall have such duties as set out in these By-laws and as given to the Secretary-Treasurer by the Executive Council. The Secretary-Treasurer's duties shall include as follows:
- a. he or she shall be responsible for ensuring the proper recording of minutes of all meetings and proceedings;
  - b. he or she shall give all notices required to be given to Directors and to Members;
  - c. he or she shall certify documents issued by the Institute when certification is required;
  - d. he or she shall be the custodian of the seal of the Institute and of all books, papers, records and other documents belonging to the Institute except such as he or she may leave in the custody of a person or persons when authorized by a resolution of the Executive Council to do so;
  - e. keep full and accurate accounts of all receipts and disbursements of the Institute in proper books of account and shall deposit all moneys or other available effects in the name and to the credit of the Institute in such bank or banks as from time to time be designated by the Executive Council; and
  - f. he or she shall disburse the funds of the Institute for which he or she is responsible under the direction of the Executive Council taking proper vouchers therefore, and shall render to the Executive Council at meetings thereof or whenever required of him or her an account of all his or her transactions as Secretary-Treasurer and of the financial position of the Institute.

### **DUTIES OF THE OTHER OFFICERS**

62. Any other officers appointed by the Executive Council shall have such duties as given to them by the Executive Council.

### **VACANCIES OF OFFICERS**

63. If the office of any officer of the Institute shall be or become vacant by reason of death,

resignation, disqualification or otherwise, the Executive Council by resolution shall, in the case of the President or the Secretary-Treasurer, and may in any other case, appoint a person to fill such vacancy until the next AGM of Members.

## **COMMITTEES AND COUNCILS**

64. The Executive Council and Members' Councils may establish such standing and other committees and councils as it deems appropriate for the conduct of the Institute's affairs.

## **NOMINATIONS COMMITTEES**

65. Each year at the Annual General Meeting or Members' Council meetings, Nominations Committees shall be appointed by each of the Members' Councils consisting of a chairperson and two other members. The Nominations Committees shall be appointed at least 6 months prior to any election of Directors and will be responsible for soliciting nominations required for the positions available in their respective countries. The Committees shall serve until the meeting where the Directors are elected. The Nominations Committees shall be responsible for sending a call for nominations and proposing nominees for Director positions that need to be filled at a meeting of the Members' Council. Nominations for elected positions to be filled shall also be accepted from the floor.

## **RESOURCE LIBRARIES**

66. The libraries of the University of British Columbia, McGill University and the University of Toronto, shall be the resource libraries for the Institute in that they shall be the main repositories of library materials acquired by the Institute, providing to the nation or to regions thereof access to comprehensive library collections for retrospective and current research in pursuit of the objects of the Institute.

## **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### Conflict of Interest

67. The Executive Council may make policy related to conflicts of interest of Directors, Officers, and other persons working within or for the Institute.

### Limitation of Liability

68. Every Director and Officer of the Institute in exercising his or her powers and discharging his or her duties shall:
- a. act honestly and in good faith with a view to the best interests of the Institute; and
  - b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
69. Subject to the foregoing, no Director or Officer of the Institute shall be liable for the acts, omissions or defaults of the Institute or any Director, Officer or employee of the Institute or any loss or damage arising therefrom howsoever caused.
70. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

### Indemnity

71. The Institute shall indemnify and save harmless a Director, Officer, former Director and/or former Officer, and his or her heirs, executors, administrators and other legal representatives, from and against any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her in respect of anything arising from the performance of the duties of his or her office except where such liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Institute.

### **Insurance**

72. The Institute may purchase and maintain insurance for the benefit of any person referred to in the preceding sections against any liability incurred by him or her in his or her capacity as a Director or Officer of the Institute.

### **HEAD OFFICE AND BRANCH OFFICES**

#### **Head Office**

73. A head office of the Institute shall be maintained in Canada as required by the

#### Act. Branch Offices

74. The Executive Council may establish one or more branch offices to be maintained in Canada and in India.

### **RECORDS**

75. The records of the Institute shall be kept at the respective offices of the Institute and will also be kept in the virtual form.

### **BANKING**

76. The Institute's bank accounts shall be kept in such bank or banks as the Executive Council may by resolution from time to time determine.
77. Cheques on the Institute's bank accounts, drafts drawn or accepted by the Institute and promissory notes given by it may be signed, drawn or accepted, as the case may be, by such person or persons as the Executive Council may by resolution from time to time name for that purpose.
78. Bills of exchange, promissory notes, cheques or orders for money may be endorsed for deposit to the credit of the Institute by such person or persons as the Executive Council may by resolution from time to time name for that purpose.

### **AUDITORS**

79. The Members shall at each AGM of the Institute appoint one or more auditors to hold

office until the next AGM of the Institute for the purpose of examining and reporting upon the accounts of the Institute. The Executive Council may fill any casual vacancy in the office of the Auditor.

#### **FISCAL YEAR**

80. Until otherwise determined by resolution of the Executive Council, the fiscal year of the Institute shall end on the thirty-first day of March in each year.

#### **NOTICES**

81. Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any Member or Director or to the Auditor may be given as follows:

- a. delivered personally;
- b. sent by registered mail;
- c. sent by facsimile (fax) transmission; and/or
- d. sent by email;

to any such person at the person's latest address as shown in the records of the Institute.

82. A notice shall be deemed to be given:

- a. when delivered personally, on the date of delivery;
- b. when mailed, 7 days from the date of mailing;
- c. when sent by facsimile (fax) transmission, on the date of transmission;
- d. when sent by email, on the date when receipt of the email is acknowledged.

83. The Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, Officer, Auditor or other person in accordance with any information believed by him or her to be reliable.

84. An irregularity in the giving of any notice to any Member, Director, Officer, Auditor or other person not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

#### **BY-LAWS, ENACTMENT, AMENDMENT AND REPEAL**

85. The By-laws of the Institute may be rescinded, altered or added to by Special Resolution of not less than two-thirds of all Members of each council. In the case of By-laws relating to eligibility for membership in the Institute, by Special Resolution of not less than three-quarters of all Members of each council. Thereafter any such enactment, repeal or amendment shall be registered as required under the Act With the approval of the Minister of Industry.

#### **DISSOLUTION OF THE INSTITUTE**

86. Upon dissolution of the Institute, the Institute's assets after payment of its debts shall be distributed to or among a Canadian or Indian charitable organization or organizations exempt from tax on taxable income pursuant to the provisions of the Income Tax Act of

Canada or India, in accordance with the directions of the Executive Council or other specified requirements of government or fund sponsors. Funds received in India will be disbursed in India. Funds received in Canada will be disbursed in Canada.

87. The Institute may accept donations from individuals and organizations.

#### **TRANSITIONAL PROVISIONS**

88. These By-laws repeal and replace the General By-laws of the Institute dated June 1998 and will come into effect at the first AGM in June 2005 following the due composition meetings of the two Members' Councils.
89. All policies, procedures, resolutions and other matters passed or approved prior to the coming into effect of this By-law shall remain in full force and effect unless and until changed by or changed in accordance with the provisions of this By-law.
90. All committees established prior to the coming into effect of these By-laws shall remain in full force and effect unless and until changed by or changed in accordance with the provisions of this By-law.
91. All Directors and Officers elected or appointed under the pre-existing By-laws shall remain in office until Directors and Officers are elected or appointed under these By-laws.

### **Proxy Form for Members Meeting**

I, \_\_\_\_\_, being the authority responsible for appointing the representative  
(name)

of \_\_\_\_\_ to attend the Meeting of the Members of the Shastri  
(institution)

Indo-Canadian Institute to be held in \_\_\_\_\_ on \_\_\_\_\_ do hereby constitute and

appoint \_\_\_\_\_ to vote as the proxy of my institution at the said  
meeting (nominee)

for the transaction of any and all business that may come before the said meeting.

*This proxy will be rendered null and void if I or a representative of my institution duly appointed by me should be present in person at the said meeting.*

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(signature of institutional authority  
appointing the proxy)

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(date signed)