

CONSTITUTION OF THE GOAN INSTITUTE, SAN FRANCISCO

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**100. MEMBERSHIP**

**101. Membership Eligibility**

- 101.01 A person, who on the date of his application for membership of the Institute, is domiciled in the State of California, will be eligible for membership, subject to the criteria set forth in Rule 102 on Member Classification and subject to the criteria stated in Rules 101.02 and 101.03 hereof.
- 101.02 All members shall be over the age of 18 years, except that certain persons under the age of 18 years may be admitted as Junior Members.
- 101.03 An applicant for membership must be of repute, and a statement on his worthiness for membership shall be attested to by the proposer and the seconder of his membership application in accordance with Rule 104 hereof.
- 101.04 In the event of a subsequent change of domicile, continuation of membership for any member will be a matter for decision by the member concerned.
- 101.05 Under no circumstances is membership in this Institute transferable or assignable to any other person, whether member or not.

**102. Membership Classification**

- 102.01 The Institute shall recognize eight classes of members. The designation of such classes, and the qualifications for membership of each class are set forth in this section of the Constitution.
- 102.02 Member Classification shall be as follows:
- Full Members
  - Senior Members
  - Life Members
  - Junior Members
  - Temporary Members
  - Associate Members
  - Honorary Members
  - Benefactor Members
- 102.03 Full Members shall consist of any one or all of the following persons:
- A Goan
  - A person who, by evidence acceptable to the Managing Council, establishes Goan lineage
  - The non-Goan spouse of a Goan who is a member
  - The non-Goan spouse of a member who is of Goan lineage.
- 102.04 Senior Members shall consist of any one or all of the following persons who, on April 1 of the year in which the application for membership is made, have attained the age of 65 years or are older, or attain the age of 65 years after admission to membership:

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- A Goan
- A person who, by evidence acceptable to the Managing Council, establishes Goan lineage
- The non-Goan spouse of a Goan who is a member
- The non-Goan spouse of a member who is of Goan lineage.

The effective date of designation as a Senior Member shall be April 1 of the year following attainment of age 65.

102.05 Effective April 1996, Life Members shall consist of any one or all of the following persons:

- A Full Member
- An Associate Member
- A Senior Member

who has attained 25 years of continuous membership. The general body alone has the right to confer Life Membership.

102.06 Junior Members shall consist of any one or all of the following persons, who are over the age of 18 years and are enrolled as full-time students at an institution of higher learning, or are part-time students and are not in full-time employment, or are in employment on a trainee wage scale, or in part-time employment, or who are under the age of 18 years and are not members' dependents:

- A Goan
- A person who, by evidence acceptable to the Managing Council, establishes Goan lineage

102.07 Temporary Members shall consist of persons who are Goans or who, by evidence acceptable to the Managing Council, establish Goan lineage, and who can meet any of the following requirements:

- a. Are visiting or residing temporarily in the San Francisco Bay Area for an initial period not to exceed two calendar months.
- b. Immediately after arrival in the San Francisco Bay Area to establish domicile, are, during an initial period not to exceed six calendar months, not gainfully employed on a full-time basis or are not self-employed, and are not 65 years of age or older.
- c. In the case of a married person in b above, both spouses are residing in the San Francisco Bay Area, and neither spouse is gainfully employed on a full-time basis or is self-employed during an initial period not to exceed six calendar months.

In exceptional circumstances, the initial period of temporary membership may be extended by the Managing Council for three further periods of six calendar months up to an aggregate of two calendar years for members covered in b and c above.

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- 102.08 Associate Members may, at the discretion of the Managing Council, consist of any person, who is not a Goan, is not of Goan lineage, and whose spouse is not a Goan or of Goan lineage.
- 102.09 Honorary Members shall consist of persons who are not Goans, are not of Goan lineage, and are not the spouses of members who are Goans or of Goan lineage, but who have distinguished themselves by their contributions to the arts or sciences, or distinguished themselves in public life, or who are acknowledged to have made an exceptional contribution or contributions to the objectives of the Institute. Such members may be elected only by the general body assembled in General Meeting. The membership rights, benefits and privileges of the Honorary Member shall be extended to the member's spouse and his dependent children.
- 102.10 A member's spouse who is not in full-time gainful employment and is not self-employed, and who is not a Senior Member, a Life Member, or a Temporary Member in his own right, shall be required to carry the membership classification to which he would have been entitled had he been in full-time gainful employment or been self-employed. Such member's spouse shall not be required to pay the annual subscription for the period not in full-time gainful employment and not self-employed, but shall pay the specified entrance fee.
- 102.11 There shall be no restriction on the numeric strength of any member classification, except that the number of Associate Members shall not exceed two-thirds of the number of Full Members, Senior Members, Life Members and Junior Members. A downward adjustment occurring in the Full Membership strength at any time shall not require a corresponding reduction in the then prevailing Associate Membership strength, the numeric balance stipulated in this Rule will be achieved subsequently through an attrition process in the Associate Membership strength and/or through the re-building of Full Membership strength.
- 102.12 Benefactor Members shall consist of any one or all of the following persons:
- A Full Member
  - An Associate Member
  - A Senior Member
- who on application for membership makes a one time payment of \$250.00 which includes entrance fee, current and future annual subscription dues. He shall enjoy the rights and privileges due to that class of member to which he belongs.

### **103. Rights of Members**

- 103.01 All members shall enjoy, as equals, all the rights, benefits, and privileges of membership, except that in the case of the right to vote at meetings and to hold office in the Institute's management and operation, the following shall apply:
- |                |   |
|----------------|---|
| Full Members   | → Full voting rights and eligibility to hold office |
| Senior Members | → Full voting rights and eligibility to hold office |

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- Life Members → Full voting rights and eligibility to hold office
- Junior Members → Full voting rights and eligibility to hold office except for the office of President, Vice President, General Secretary and Treasurer
- Temporary Members → No voting rights and not eligible to hold office
- Associate Members → After the expiration of five years of continuous membership, full voting rights and eligibility to hold office
- Honorary Members → No voting rights and not eligible to hold office
- Benefactor Members → The voting rights of the Benefactor Member shall be based upon the above class of membership under which he falls.

- 103.02 All voting rights and eligibility to hold office shall become operable, effective on the day of admission to membership, or on the day of change in membership status.
- 103.03 Members' spouses and members' dependent children, except for Honorary Members' spouses and dependent children may be co-opted to committees and sub-committees referred to in Rule 405.02. Members' dependent children will be entitled to enjoy all of the social privileges of the Institute provided the member concerned subscribes to the occasion.

### **104. Membership Application**

- 104.01 Every candidate for membership shall be proposed by and seconded by two Full Members. The candidate shall be known personally to the proposer and the seconder as a person worthy of membership of the Institute, or if not known personally to them he shall provide such evidence as they require to enable them to pass on his worthiness for membership. The proposer and the seconder shall also confirm on the application form that the candidate meets all the requirements for the particular class of membership he has applied for.
- 104.02 The application will be submitted to the General Secretary, and shall be on the format in Appendix B to the Constitution. It must be signed by the candidate, the proposer and the seconder. The candidate will confirm that he has read the Institute's Articles of Incorporation and the Constitution, and that he agrees to abide by them and by those lawfully in force at all times during his membership.
- 104.03 The application will be considered by the Managing Council, and the candidate will be notified in writing of the Council's decision. The Council is not required to give a reason for the rejection of any application for membership.

### **105. Membership Dues**

- 105.01 Membership dues shall be as follows:

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<u>Membership</u>	<u>Entrance Fee</u>	<u>Annual Subscription</u>
Full Membership	\$10.00	\$15.00
Senior Membership	-	\$ 8.00
Life Membership	-	\$ 8.00
Junior Membership	\$ 5.00	-
Temporary Membership	-	-
Associate Membership	\$10.00	\$15.00
Honorary Membership	-	-
Benefactor Membership	\$250.00	-

(For Benefactor Membership, the \$250.00 is inclusive of Entrance Fee and current and future Annual Subscription.)

- 105.02 Entrance fees are payable at the time an application for new membership or for re-admission to membership is submitted to the General Secretary. In the event the application is rejected by the Managing Council or the applicant withdraws his application before it is considered by the council, the entrance fee will be refunded to the applicant.
- 105.03 The annual subscription is due on the first day of June each year as a one time payment to be paid prior to June 30 of that fiscal year.
- 105.04 The entrance fee is not payable at the time there is a transfer from one membership classification to another membership classification.
- 105.05 The entrance fee is payable on the re-admission to membership of any person, who earlier had ceased membership.

**107. Member Departing San Francisco Bay Area**

- 107.01 Any member, who resides outside the San Francisco Bay Area or is departing the San Francisco Bay Area permanently, and who wishes to continue his membership, may do so by notifying the General Secretary in writing in advance of such departure. If he is a subscription-paying member, his subscription shall cease to be due effective the first day of the month following his departure for the period terminating with the last day of the month preceding his date of return to the Bay Area.

**108. Member Not in Employment**

- 108.01 Any subscription-paying member, who ceases to be in full-time gainful employment and is not self-employed for a period exceeding six calendar months, may notify the General Secretary in writing of his employment status. His subscription dues for the period of his non-employment shall be waived by the Managing Council. He will continue to retain his class of membership, and will enjoy all the rights and privileges of his membership during the period of his non-employment.

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### **109. Member Resigning**

- 109.01 Any member, deciding to resign from membership, shall do so by notifying the General Secretary in writing in advance of the effective date of such resignation. The resignation will take effect from the first day of the month following the date of receipt of such resignation. He shall pay all dues owing to the Institute up to the effective date of his resignation.
- 109.02 A member who has resigned from membership shall not participate in the activities and benefits of the Institute as a member. This individual may participate in the activities of the Institute as a guest of a member.

### **110. Member in Default of Dues**

- 110.01 A member in arrears of subscription dues for a period in excess of six months and of any other dues for a period in excess of 60 days after due date, shall be deemed to be in default, and shall be so notified in writing by the General Secretary. If within 15 days of such notification, the member has not paid his outstanding dues, the General Secretary shall report the state of default to the Managing Council, who if the circumstances justify the action, will approve that the member be struck off the membership roll.
- 110.02 A member who is in a state of default and has therefore been struck off the membership roll, shall not participate in the activities and benefits of the Institute as a member. This individual may participate in the activities of the Institute as a guest of a member.
- 110.03 A defaulting member, who has been struck off the membership roll, and who wishes to be re-admitted to membership, shall be considered a new applicant for membership. As a "rejoining applicant" for membership, he shall pay a re-admission fee of \$30 and his current annual dues and will receive a waiver of all past unpaid dues.

### **111. Suspension and Expulsion of Members**

- 111.01 Any member deemed by the Managing Council to be responsible for creating a disturbance or for committing a misdemeanor or felony involving himself or other members and guests at an Institute event, or damaging or destroying real or personal property and equipment which the Institute owns or has responsibility for or custody of, may be suspended from membership for a period not exceeding 90 days, or may be expelled from membership. Such member has total financial and legal responsibility for his action or actions, and for the consequences of his action or actions. A member may also be suspended or expelled from membership and have total financial and legal responsibility on matters arising from the conduct of any of his dependents, who are not members of the Institute in their own right, or of any of his guests to an Institute event.

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111.02 Within 7 days of the occurrence, the Managing Council shall investigate all incidents referred to in Rule 111.01 hereof, and shall decide on the action to be taken in relation to the member in question and any other parties involved. Within 15 days of the date of written notification of his suspension or his expulsion from membership, the member concerned may exercise his right of appeal to the general body by requesting the Council to requisition a Special General Meeting in accordance with Rule 502.02 hereof.

111.03 At the written request of an expelled member, such member may be re-admitted to the membership by the approval of the General Body at a General Meeting.

111.04 A member under suspension and an expelled member cannot participate in the activities and benefits of the Institute, either as a member or as a guest.

### **112. Senior Members**

112.01 A senior member who is not in a position to pay the annual membership dues, may so notify the General Secretary in writing, on a yearly basis. His subscription dues during the period of his hardship shall be waived by the Managing Council. The member shall continue to enjoy all the rights and privileges due to his membership.

## **200. FISCAL YEAR**

### **201. Fiscal Period**

201.01 The Fiscal Year of the Institute shall be the twelve month period commencing on the first day of April of each year and ending on the thirty-first day of March of the following year.

## **300. CORPORATION SEAL**

### **301. Description of the Seal**

301.01 The Institute shall provide a corporate seal, which shall be in the form of a circle and have inscribed on it's circumference the words "Corporation Seal of the Goan Institute" and in the center the words "Incorporated \_\_\_ 1975".

### **302. Custodian of the Seal**

302.01 The General Secretary shall be the custodian of the seal.

## **400. MANAGEMENT**

### **401. Composition of Managing Council**

401.01 The affairs of the Institute shall be managed by a Managing Council composed of a minimum of eight and a maximum of ten members. The incoming Managing Council has the discretion of choosing the number of Managing Council Members in the following order of precedence:

- 1) President
- 2) Vice President

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- 3) General Secretary
- 4) Treasurer
- 5) Lead Event Planner
- 6) At least 3 and no more than 5 Event Planners

The incoming Managing Council has the discretion of choosing the number of Event Planners.

401.02 The duties and responsibilities of all the ten officers referred to in 401.01 hereof are set forth in Rule 406 hereof.

### **402. Auditor**

402.01 The Institute's financial affairs shall be subject to audit by an Auditor appointed for the purpose. He shall not be a member of the Managing Council, and shall not be involved in receiving or disbursing Institute funds, or in the acquisition or disposal of Institute property.

402.02 An independent posture for the Auditor is mandatory. He shall not conduct himself in any manner which will violate or compromise his independence. He must be allowed to perform his assigned function, and to pursue his areas of concern free from management interference and repercussions, and on the basis of his own judgement.

402.03 The auditor is answerable to and will report to the general body, who alone has the power to remove him from office prior to the expiration of his appointed term. The Managing Council may, however, accept his voluntary resignation. The General Body will appoint a successor for the remainder of his appointed term.

402.04 At fiscal year end, the Auditor will report to the general Body on the state of the Institute's finances for the fiscal year he has audited.

### **403. Appointment of Managing Council and Auditor**

403.01 There shall be no minimum residence requirements and no minimum age requirements for election or appointment to any of the offices referred to in Rules 401.01 and 402.01 hereof, except as referred to in Rule 103.01.

403.02 All members of the Managing Council and the Auditor shall be elected at the Annual General Meeting.

403.03 If after the President, the Vice President, the General Secretary, the Treasurer and the Auditor have been elected at a General Meeting, the members are unable or unwilling to elect the full Managing Council, the members may empower the newly-elected President to appoint members to the vacant positions on the Council within a specified time period.

403.04 No member of the Managing Council shall be removed from office before the expiration of his appointed term, except by the decision of the general body.

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- 403.05 Members of the Managing Council and the Auditor will hold office for a period of approximately one year, commencing with their election at the Annual General Meeting, or for the remainder of the current term of approximately one year from the date of the Annual General Meeting.
- 403.06 Vacancies which occur on the Managing Council during the appointed term may be filled by decision of the Managing Council, except in the situation of an enbloc resignation of the Council, or in the situation that the President, the Vice President, the General Secretary and the Treasurer resign simultaneously from office. In both these circumstances, a Special General Meeting shall be called by the President for the purpose of electing members to fill the vacant offices.
- 403.07 The retiring Managing Council shall remain in office as a Council until after the transfer of responsibilities to their appointed successors has been accomplished. The President, the General Secretary and the Treasurer shall not relinquish their offices at any time during the appointed term until after the transfer of responsibilities to their appointed successors has been acknowledged by their successors.
- 403.08 Any member of the retiring Managing Council and the retiring Auditor may offer themselves for re-election to their current position, or for election to any other position on the Managing Council or to the position of Auditor.

### **404. Remuneration and Compensation to Members**

- 404.01 No remuneration shall be paid and no compensation shall be granted to any member for service to the Institute, except in specific cases approved by the General Body.
- 404.02 The Managing Council members who are called upon to perform services during Social Functions of the Institute may in the discretion of the Managing Council be exempted from paying an admission fee for such functions.

### **405. Managing Council's Business**

- 405.01 The Managing Council shall meet as many times in the year of their appointment as it feels necessary for the transaction of Institute business. The quorum for such meetings shall be five Council members. Business shall not be transacted if a quorum is not present within 15 minutes of the appointed time. If the meeting is adjourned for want of a quorum, the President may re-convene the meeting on another day. At the re-convened meeting, he or she shall call the meeting to order at the appointed time, regardless of a quorum.
- 405.02 The Managing Council may appoint committees and sub-committees for specific facets of the Institute activities.
- 405.03 The Managing Council is empowered to incur expenditure to a maximum of \$3,000.00 in any one Fiscal Year, without prior approval of the General Body.

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**406. Responsibilities of Office Bearers**

- 406.01 The President is the chief officer of the Institute. He shall familiarize himself with the Constitution. He shall be responsible for the direction, guidance and general management of the affairs of the Institute. When the limits of his capabilities, he shall do whatever is possible for the good name of the Institute. He will have discretionary authority to be an ex-officio member of all committees and sub-committees.
- 406.02 The Vice President shall familiarize himself with the Constitution. He shall assist the President in the direction, guidance and general management of the affairs of the Institute. In addition, the Vice President will have such powers and perform such duties as from time to time may be assigned to him by the President or by the Managing Council.
- 406.03 If, at any time, the President is absent or is unable to perform his official functions, the Vice President shall take his place and shall be vested with the powers of and shall perform the functions of the President.
- 406.04 The General Secretary shall:
- a. Familiarize himself with the Constitution.
  - b. Convene all Council Meetings and General Meetings as required by the Constitution.
  - c. Be the custodian of the Corporate Seal, and when so directed by the Council or the general body, shall affix the Seal to documents and instruments in the name and on the behalf of the Institute.
  - d. Keep the records, documents and Minute Books of Council Meetings and General Meetings.
  - e. Keep the Members' Roll and the Property and Equipment Inventory.
  - f. Keep the insurance policies in force, and deposit them in safe custody.
  - g. Prepare at year end, a draft Report on the working of the Institute, for the approval of the Council, prior to submission to the Annual General Meeting.
  - h. Write the Minutes of the Annual General Meeting, and turn them over to his successors in office.
  - i. Submit to the Council, at his first Council Meeting, the "Taking Over Certificate" from the predecessor in office (Appendix C to the Constitution). In addition thereto, the General Secretary shall have such other powers and perform such other duties as the Council may assign to him from time to time.
  - j. Delegate and assign to one of the Event Planners a portion of his duties and responsibilities.
- 406.05 The Treasurer shall:
- a. Familiarize himself with the Constitution.

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- b. Receive all monies due and payable to the Institute, and deposit them in the Institute bank accounts.
- c. Issue official receipts for all monies he receives on behalf of the Institute.
- d. Disburse all funds by check, bearing any two signatures – President's, General Secretary's and/or Treasurer's.
- e. Not incur or disburse any expenditure of Institute funds without the prior approval of the Council.
- f. Enter in sequential serial order in a Register or Registers the inventory of Receipt Books for monies received and the Counterfoil coupons for bar sales, food sales and other Institute activities.
- g. Deposit in safe custody all Institute securities and financial documents.
- h. Maintain adequate and correct accounts of the financial transactions of the Institute, including books of accounts for its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of accounts shall, at all reasonable times, be open to inspection by the President, the Vice President and the Auditor.
- i. Prepare financial statements on the Institute's working, in accordance with generally accepted accounting principles, and submit them quarterly and annually to the Council and to the Auditor.
- j. Submit to the Council, at its first Council Meeting, the "Taking Over Certificate" from his predecessor in office (Appendix D to the Constitution).
- k. Delegate and assign to one of the Event Planners a portion of his duties and responsibilities.

### 406.06 The Event Planners shall:

- a. Familiarize themselves with the Constitution.
- b. Work under the direction of the Lead Event Planner.
- c. With the approval of the Council, organize and manage dances, debates, dinners, other social events, sports activities and youth activities of the Institute.
- d. Be responsible to the Council for the orderly and proper organization of all social events, sports events and youth events.
- e. Deliver to the Treasurer a proper accounting for all financial transactions (revenue and expenditures) associated with individual social events, sports events and youth events.
- f. Maintain an inventory of items of property relating to the Institute's social activities, sports activities and youth events, for periodic and annual accounting, to the General Secretary. This inventory will be supported by a "Taking Over Certificate" from their predecessors in office (Appendix C to the Constitution).
- g. As appropriate to the Institute's sports activities, maintain liaison and be the Institute's representatives with the controlling bodies in any or all sports

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organizations. The Event Planners may delegate these responsibilities to any other member of the Institute, subject to approval by the Council.

- h. Prepare at year-end, for incorporation in the General Secretary's draft Annual Report, a draft Report on the Institute's social activities, sports activities and youth activities.

### **500. GENERAL MEETINGS**

#### **501. Types of Meetings**

501.01 General Meetings shall be convened under one of three distinguishing classifications:

- a. The Annual General Meeting to be held no later than the 30<sup>th</sup> day of April each year.
- b. Special General Meetings to be held whenever called by the Managing Council in accordance with Rules 502.01 and 502.02 hereof.
- c. Extraordinary General Meetings to be held whenever requisitioned by members in accordance with Rule 502.03 hereof.

#### **502. Convening of Meetings**

502.01 A Special General Meeting shall be convened pursuant to a majority discussion of the Managing Council for the express purpose of deliberating a proposition or propositions which the Council deems to be of import to the general body.

502.02 A Special General Meeting shall also be convened by the Managing Council within 15 days of the receipt of a request for such a Meeting from an aggrieved member, who has been notified of his suspension or expulsion from membership in accordance with Rule 111.02.

502.03 An Extraordinary General Meeting shall be convened by the Managing Council pursuant to the receipt of a requisition requesting such Meeting, signed by at least one-sixth of the members eligible to vote at General Meetings, for the express purpose of deliberating a proposition or propositions which the requisitioning members deem to be of import to the general body.

502.04 The requisition for an Extraordinary General Meeting shall, as a minimum, specify the subject matter to be deliberated upon at the General Meeting, in detail sufficiently informative for the purposes of the Notice of the Meeting referred to in Rule 503.01 hereof. If the requisition for the General Meeting is properly completed and is in compliance with the Rules pertaining to such Meetings, the Managing Council shall, within 15 calendar days of the date of receipt of such requisition, proceed to convene the Meeting in accordance with Rule 502.03 hereof.

#### **503. Notice of Meetings**

503.01 For all General Meetings, the General Secretary shall mail to the last known address of every member (except Honorary Members), a notice convening the Meeting. The

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Notice, which shall be mailed at least 15 days preceding the date of the Meeting, shall specify the venue, date and time of the Meeting, and the order of business to be transacted at such Meeting.

### **504. Business of Meetings**

- 504.01 At all General Meetings, immediately after the Meeting is called to order and the presence of a quorum is confirmed, the Chairman of the meeting shall lead the assembly in reciting an invocation and the Pledge of Allegiance to the Flag.
- 504.02 At the Annual General Meeting, the business shall be:
- a. Invocation and Pledge of Allegiance to the Flag.
  - b. Confirmation of the Minutes of the preceding Annual General Meeting, any Special General Meetings and any Extraordinary General Meetings held subsequent to the preceding Annual General Meeting.
  - c. Adoption of the Annual Report on the Institute's working for the Fiscal Year concluded.
  - d. Adoption of the audited Financial Statements for the Fiscal Year concluded.
  - e. Election of the Managing Council and Auditor.
  - f. Any other business of which due notice has been given by the Managing Council or by any member.
  - g. Any other business by which a majority vote the Meeting decides to discuss.
- 504.03 Under item g. of Rule 504.02, the business shall not include propositions involving the closure of the Institute, the expenditure of Institute funds in the aggregate in excess of \$700, and the actual or potential committing of any member or members to the expenditure of personal funds without minimum as to amount.
- 504.04 At a Special General Meeting and an Extraordinary General Meeting, the business shall be restricted to the order of business specified in the Notice of Meeting issued to members in accordance with Rule 503.01 hereof.
- 504.05 A member, desirous of proposing a subject to be discussed at the Annual General Meeting, shall inform the General Secretary in writing before March 25. The member's communication shall include the specifics of the subject proposed, in detail sufficiently informative for the purposes of the Notice of Meeting referred to in Rule 503.01 hereof. The General Secretary shall place such communication before the Managing Council, and shall include it in the Order of Business notified to members under Rule 503.01 hereof.

### **505. Participation at Meetings**

- 505.01 All members, except Honorary Members, may participate in the deliberations at General Meetings. Only members entitled to vote at meetings in accordance with Rule 508 hereof may, however, make propositions for deliberation at Meetings.

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505.02 Members may be nominated and elected to office in absentia, if express written permission for the particular office has been obtained from the candidate, and is produced at the Meeting for inclusion in the Institute minutes.

### **506. Officers at Meetings**

506.01 The President, and in his absence the Vice President, shall preside as Chairman at the Institute's General Meetings. If neither the President nor the Vice President is present at a Meeting, the members shall elect one of the members present to be chairman of that Meeting.

506.02 The General Secretary shall be Secretary at General Meetings. In his absence, the Chairman of the Meeting shall appoint a secretary for that Meeting.

### **507. Quorum**

507.01 Except as hereinafter provided, the quorum for all General Meetings shall be one-third of the members eligible to vote at Meetings. They must be personally present in order to qualify for a quorum.

507.02 The Chairman of the Meeting shall call the Meeting to order before the expiration of 45 minutes from the hour appointed for the meeting.

507.03 If a quorum is not present at the hour the Meeting is called to order, the Chairman shall announce the absence of a quorum, advise the assembly of one of the following two actions, and adjourn the Meeting without transacting the business for which the Meeting was convened:

- a. In the case of the Annual General Meeting and a Special General Meeting, the Meeting may, in the discretion of the Chairman, be held on the same day regardless of a quorum after the expiry of 15 minutes from the hour the meeting was first called to order.
- b. In the case of an Extraordinary General Meeting, the requisition by members will become invalid and lapse. The requisitioning members will, however, retain the right to re-requisition the General Meeting for the specific purpose within a period of 30 days from the date of the first Meeting. The procedure for re-requisitioning the Meeting shall be the same as that for the original requisition.

507.04 Except as provided for in these Rules, no business shall begin to be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to commence business. This prohibition against transacting business in the absence of a quorum cannot be waived even by the unanimous consent of the members present.

507.05 A quorum must be present throughout the entire proceedings of the Meeting, except as specified in Rule 507.07 hereof. The continued presence of a quorum is presumed unless, on a point of order, the chair at any time during the Meeting, rules on an absence of quorum, or a member at any time during the Meeting, presents a

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challenge on the quorum for determination by the Meeting. In both circumstances, the determination on the quorum shall be made through a count of members then present.

- 507.06 If the ruling on a point of order is that a quorum is not present, the Meeting shall be recessed or adjourned immediately, either to take measures during the recess to contact absent members in order to achieve a quorum, or to re-convene regardless of a quorum, within 15 days of the day of the adjourned Meeting in order to complete the unfinished order of business. This decision to recess or adjourn can be subject to the provisions of rule 507.07 hereof.
- 507.07 If, at the time the Meeting is to be recessed or adjourned for want of a quorum, the members present consider that the unfinished order of business is not of such import as to recess or adjourn, the members may decide by not less than a two-thirds majority of the members present and voting, not to recess or adjourn the Meeting, but to complete the unfinished order of business.
- 507.08 The prohibition against transacting business in the absence of a quorum shall not operate in situations in which a quorum is not required to commence the Meeting.

### **508. Voting**

- 508.01 The basic requirement for approval or disapproval of a proposition or a candidate for office shall be a majority of votes cast by persons entitled to be present and vote at the Meeting. This requirement of a majority of votes shall also apply on a plurality vote when three or more choices are possible – a proposition or a candidate receiving the largest number of votes has plurality.
- 508.02 Members possessing voting rights shall each be entitled to one vote on each proposition or candidacy submitted to a vote of the members.
- 508.03 Voting by proxy, or by written notification, shall not be permitted.
- 508.04 In the event of a voting tie, the Chairman of the Meeting shall, in addition to his own vote, exercise a casting vote.
- 508.05 As a general rule, all votes cast at General Meetings shall be by show of hands. However, the majority of members present may, by show of hands, elect either to vote on propositions or candidates by ballot, by roll call, by voice, or by rising. If there is a voice vote and the vote appears to be inconclusive, the Chairman or the majority of members present may request that the vote be re-taken by ballot, by roll call, or by rising.
- 508.06 The Secretary shall declare the results of the voting. If requested by any member present, he shall reconcile the votes cast and the vote abstentions with the total number of eligible voting members present at the Meeting. If the declared result is challenged by any member present, a re-count shall be taken and shall be supervised by three members nominated for the purpose from the floor of the Meeting.

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508.07 If there is no challenge to the declared result, or if the result has been confirmed subsequent to a challenge, the result of the voting shall be considered indisputable and final.

508.08 The results of all voting shall be reported in the Minutes of the General Meeting.

### **509. Rules for Conduct of Business**

509.01 Unless specifically provided for in these Rules, the current edition of Robert's Rules of Order shall operate at all General Meetings and at all Managing Council Meetings of the Institute, as the authoritative statement of parliamentary law and the basic guide to fair and orderly procedure in meetings.

## **600. LEGAL MATTERS**

### **601. Litigation**

601.01 Under direction from the Managing Council, the Institute's trustees referred to in Article Seven of the Institute's Articles of Incorporation, shall prosecute and defend such actions at law or in equity as may be necessary to enforce or protect the rights and interests of the Institute.

601.02 Under direction from the Managing Council, the Institute's trustees shall respond to any final decree, judgement or decision of any court or authority having jurisdiction in the particular matter, and shall first satisfy any decree, judgement or decision out of any insurance proceeds available therefore, and next, to the extent available, out of the Institute's assets.

### **602. Indemnification**

602.01 The Institute shall indemnify and save harmless all members from any loss, damage or penalties incurred by them by reason of any act performed by them for and on behalf of the Institute and in furtherance of its interest and when so authorized explicitly or by virtue of the office held in the Institute's management, provided that such act or acts were done in good faith and in the proper performance of their responsibility and did not result from gross negligence or willful misconduct on the part of the member concerned.

602.02 Members of the Institute are not personally liable for the debts or the obligations of the Institute, however incurred.

### **603. Managing Council Responsibility**

603.01 The Managing Council has the responsibility for:

- a. Observance of Federal, State, County and City laws, regulations and directives affecting the Institute's activities.
- b. Carrying insurance coverage, as appropriate, for all risks and liabilities which may affect the Institute's operation. In its assessment of risks and liabilities, the Council will be guided by the prudent-man concept.

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### **604. Institute Property**

- 604.01 The legal title to the Institute's real or personal property or interest therein acquired by the Institute shall be owned, held or operated in the name of the Institute, and no member individually shall have any claim to ownership of such property.
- 604.02 No part of the property, assets or net income of the Institute shall ever inure to the benefit of any officer or member of the Institute, or to the unlawful benefit of any other person.
- 604.03 No personal property of the Institute shall be rented to any member or non-member of the Institute, except on terms and conditions which include proper safeguards (including insurance) against loss, damage and destruction. These terms and conditions shall be stipulated by the Managing Council.
- 604.04 Upon the dissolution or winding up of the Institute, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Institute, shall be distributed to an organization which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under 501(c)(3) of the Internal Revenue Code.

### **605. Onus of Proof**

- 605.01 Whenever a person is called to provide evidence of lineage, age, domicile and other demonstrable aspects of Institute membership and activities, the onus of proof shall be on the person making the claim.

## **700. AMENDMENTS: ARTICLES OF INCORPORATION AND CONSTITUTION**

### **701. Powers to Amend**

- 701.01 Only the general body assembled in General Meeting shall have the power, by a two-third majority of members present and entitled to vote, to add to, alter or repeal the provisions of the Articles of Incorporation and those in the Constitution.

## **800. INTERPRETATION OF CONSTITUTION**

### **801. Interpretative Authority**

- 801.01 The Managing Council shall be the authority for the interpretation of this Constitution, only in so far as the interpretation is on the specifics which may be unclear as to intent, obscure or ambiguous, or where there is a clearly identifiable and definite possibility of interpretation other than that which is apparent. In all other cases, this Constitution's provisions shall prevail, and shall not be subject to interpretation by the Council.
- 801.02 When an interpretation of the Constitution becomes necessary, the interpretation formulated by the Managing Council shall be binding upon members until such time as the interpretation is called to question at a General Meeting, or until such time as the Council revokes the prior interpretation. If called to question, the decision of the

## CONSTITUTION OF THE GOAN INSTITUTE, SAN FRANCISCO

General Meeting on the interpretation of the specific provisions of the Constitution shall be final and binding on the Managing Council and on the members.

- 801.03 The Managing Council shall interpret the provisions of the Constitution in a fair and equitable manner for the general good of the members of the Institute. Nothing in the Constitution shall in any way deny an allegedly aggrieved party his right to seek redress from a court of law in the United states on any issue on which he feels aggrieved.

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### **APPENDIX A: GLOSSARY OF TERMS**

For the purpose of the Articles of Incorporation and this Constitution, the following terms are defined:

- Gender** : All words expressed in the male gender shall be deemed to include words in the female gender whenever the context so require.
- Plurals** : All words expressed in the singular shall be deemed to include the plural whenever the context shall so require.
- Goan** : A person who is a native of Goa, or who is descended from a native of Goa.
- Goa** : The territory of Goa on the West coast of the sub-continent of India, and currently a political sub-division of the Republic of India.
- San Francisco Bay Area** : The geographical area in the State of California, comprising the counties of Alameda, Contra Costa, Marin, San Francisco, San Mateo, Santa Clara, Sonoma and Southern Napa (Western Contra Costa, very small portions of Solano and Santa Clara counties).
- General Body** : All members of the Institute who possess specified voting rights for the particular Meeting.
- Good Standing** : Participation in the management of the Institute and in its activities shall be restricted to members, who at the time of such participation, are in good standing as members. Members who are in default of payment of dues to the Institute, or against whom disciplinary action by the Institute is in force, shall be deemed to be members not in good standing.
- Betterment/Improvement** : Real or personal property and equipment regarded in law and finance as augmenting the total value of the then existing Institute assets, as distinct from asset restoration, repair and maintenance.

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**APPENDIX B: APPLICATION FOR MEMBERSHIP**

THE GOAN INSTITUTE  
APPLICATION FOR MEMBERSHIP

Date: \_\_\_\_\_

The General Secretary  
The Goan Institute  
P.O. Box 26574  
San Francisco, CA 94126

I, \_\_\_\_\_, of \_\_\_\_\_  
(Full name – Please print)

\_\_\_\_\_  
(Full address – Please print)

wish to be enrolled as a Full/Senior/Junior/Temporary/Associate/Benefactor Member of the Goan  
Institute with effect from \_\_\_\_\_.  
(Month, Year)

My phone number is \_\_\_\_\_.  
(Phone number)

My email address is \_\_\_\_\_.  
(Email address – Please print)

I have read the Institute's Articles of Incorporation and the Constitution, and, if I am admitted to  
membership, I agree to abide by the provisions of the Articles and Constitution, and by those lawfully  
in force at all times during my membership.

I am cognizant of the provision in the Constitution that the Institute is not required to give a reason  
for the rejection of an application for membership.

I enclose \$ \_\_\_\_\_ for entrance fee and \$ \_\_\_\_\_ for annual fee, which are refundable  
if I am not admitted to membership

\_\_\_\_\_  
(Signature)

The above named candidate is personally known to us to be a person worthy of membership of the  
Goan Institute / not personally known to us but has provided evidence to us to enable us to pass on  
his worthiness for membership of the Goan Institute. We confirm that the candidate meets the  
requirement under the appropriate Member Classification of the Constitution.

Proposed by \_\_\_\_\_                      Seconded by \_\_\_\_\_  
(Full Member)    (Full Member)

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**APPENDIX C: TAKING OVER CERTIFICATE BY GENERAL/SOCIAL/SPORTS SECRETARY**

THE GOAN INSTITUTE  
TAKING OVER CERTIFICATE BY GENERAL/SOCIAL/SPORTS SECRETARY

I hereby certify that I have taken over custody of the following from \_\_\_\_\_  
\_\_\_\_\_ ,

General/Social/Sports Secretary 20\_\_\_/20\_\_\_.

1. The Corporation Seal
  2. Keys to Safe Custody Box
  3. Keys to the Post Office Box
  4. Records and Documents as per schedule attached
  5. Members' Roll
  6. Property and Equipment Inventory
  - 7.
  - 8.
- \* Delete items not applicable.

I have reconciled the above listing and the Schedule attached with my predecessor's "Taking Over Certificate" dated \_\_\_\_\_20\_\_\_ and with the current audited records. Variances requiring the Managing Council's authorization are explained in the attached \_\_\_\_\_ page report.

I understand that the Property and Equipment Inventory is to be kept current by periodic verification. I also understand that the loss of any recorded item within the \_\_\_\_\_ aforementioned categories is to be reported, for necessary action, to the Managing Council at it's first meeting subsequent to my knowledge of the particular loss. I recognize that no adjustment for loss can be made without authority from the Council.

San Francisco  
Date \_\_\_\_\_ 20\_\_\_ \_\_\_\_\_  
General/Social/Sports Secretary 20\_\_\_/20\_\_\_

Signed as General/Social/sports Secretary handing over responsibility.

San Francisco  
Date \_\_\_\_\_ 20\_\_\_ \_\_\_\_\_  
General/Social/Sports Secretary 20\_\_\_/20\_\_\_

Countersigned.

San Francisco  
Date \_\_\_\_\_ 20\_\_\_ \_\_\_\_\_  
President 20\_\_\_/20\_\_\_

CONSTITUTION OF THE GOAN INSTITUTE, SAN FRANCISCO

**APPENDIX D: TAKING OVER CERTIFICATE BY TREASURER**

THE GOAN INSTITUTE  
TAKING OVER CERTIFICATE BY TREASURER

I hereby certify that I have taken over custody of the following from \_\_\_\_\_  
\_\_\_\_\_ ,

Treasurer 20\_\_\_/20\_\_\_.

1. Records and Documents as per schedule attached
2. Inventory of Bar Stock, which reconciles with the actual stock and quantities I have received
3. Inventory of Receipt Books and Counterfoil Coupons

I have reconciled the above listing and the Schedule attached with my predecessor's "Taking Over Certificate" dated \_\_\_\_\_20\_\_\_ and with the current audited records. Variances requiring the Managing Council's authorization are explained in the attached \_\_\_\_\_ page report.

I understand that the loss of any recorded item within the \_\_\_\_\_ aforementioned categories is to be reported, for necessary action, to the Managing Council at it's first meeting subsequent to my knowledge of the particular loss. I recognize that no adjustment for loss can be made without authority from the Council.

San Francisco

Date \_\_\_\_\_ 20\_\_\_

\_\_\_\_\_  
Treasurer 20\_\_\_/20\_\_\_

Signed as Treasurer handing over responsibility.

San Francisco

Date \_\_\_\_\_ 20\_\_\_

\_\_\_\_\_  
Treasurer 20\_\_\_/20\_\_\_

Countersigned.

San Francisco

Date \_\_\_\_\_ 20\_\_\_

\_\_\_\_\_  
President 20\_\_\_/20\_\_\_

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**APPENDIX E: AMENDMENTS**

<u>Rules</u>	<u>Page #</u>	<u>Year Amended</u>
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Rule 406.01	Page 12	2008
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Rule 406.04 a & j	Page 12	2008
Rule 406.05 a & k	Page 12	2008
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Rule 405.07 (delete)	-	2008
Rule 405.08 (delete)	-	2008
Rule 507.03 a	Page 16	2008