

BY-LAW NO. 1

A By-Law relating generally to the conduct of the affairs of

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA.

(Referred to as the "**Corporation**")

Version History

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

SECTION 1- General

1.01 Definitions:

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

- a. "Act" means the Not-for Profit Corporations Act 2010, S. O c.15 and the Canada Not-for Profit (NFP) *Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time; in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes.
- b. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.
- c. "Board" means the Board of Directors of the Corporation, and "Director" means an individual elected by the Membership of the Corporation or appointed by the Board of Directors to the position of "Director" in the manner set out herein.
- d. "Board of Trustees" or "Trustees" means an overseeing body of trustees and a "Trustee" is an individual elected by the Members.
- e. "By-laws" means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect.
- f. "Chair of the Board of Directors" means the individual appointed by the Board of Directors and is the highest-ranking officer of the Corporation.
- g. "Chair of the Board of Trustees" means the individual appointed by the Board of Trustees and is the highest-ranking Trustee of the Corporation.
- h. Member Relations Liaison means the Director appointed by the Board of Directors to be responsible for Membership Issues
- i. "Conflict of interest" means a substantial risk that a person's work on behalf of the Corporation would be materially and adversely affected by the person's own interests or duties to another person and is not in accordance with the Corporation's policies on Conflict of Interest.
- j. "Expenses" means reasonable expenses incurred by an individual in the performance of his/her duties on behalf of the Corporation.

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- k. "Fiduciary" means a person in whom trust and confidence is placed by the Corporation and its Members, on whose behalf the fiduciary is to act, with the expectation that the fiduciary will be concerned solely with the corporation's interests rather than the fiduciary's own self-interest.
- l. "Governing Documents" means the Not-for Profit Corporations Act 2010, S. O c.15 and the Canada Not-for Profit (NFP) *Corporations Act* S.C. 2009, c.23 and the Articles and Bylaws of the Corporation.
- m. "Meeting of Members" means all meetings of Members validly called, noticed, and conducted as set out herein.
- n. "Special meeting of Members" means all meetings of Members validly convened in the manner set out in these By-laws and includes a meeting of any class or classes of members, and a Special Meeting of all Members entitled to vote at an annual meeting of members.
- o. "Membership Committee" means a committee comprised of one (1) Trustee, one (1) Director and one (1) eligible voting non-Board Member struck by the Board of Trustees in the manner set out herein and tasked with considering the application of individuals for Membership to the Corporation, and either recommending approval or refusal to approve those applications to the Board of Trustees.
- p. "Officer" means - Chair of the Board, Vice Chair, Secretary and Treasurer of the Corporation.
- q. "Ordinary Resolution" means a Resolution passed by a majority of the votes cast on that Resolution.
- r. "Special Resolution" means a Resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that Resolution at the meeting.
- s. "Policies and Procedures" means any policies and procedures applying to the Corporation as passed by the current or preceding Boards.
- t. "Regulations" means the regulations made under the Acts, as amended, restated or in effect from time to time; and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.
- u. "Related Individual" mean an individual related to a first individual by direct descent or marriage, meaning an individual who is the first individual's son, daughter, father, mother, brother, sister, grandfather, grandmother, grandson, granddaughter. Adopted or foster family, such as adopted children or foster parents, shall be considered the same as blood relations for the purposes of this section.
- v. "A Meetings Officer" is an experienced individual who shall be selected by the Nominations Committee to conduct an Election pursuant to applicable Policies and Procedures as well as the Governing Documents of the Corporation. Such Officer shall

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not have a conflict of interest or other encumbrances that might potentially harm the Corporation. The Meetings Officer will receive a clear set of instructions and will be fully briefed by the Nominations Committee prior to any Election.

1.02 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, partnership, corporations, companies, syndicates, trusts, and any number of aggregate of persons trust and unincorporated organization.

Other than as specified in section 1.01, words and expressions defined in the Acts have the same meanings when used in these By-laws.

1.03 Corporate Seal:

Name of the Corporation will carry on its activities and identify itself to the public as the SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA/PICKERING DEVI MANDIR.

The Corporation shall have a Corporate Seal in the form approved from time to time by the Board. The Secretary of the Corporation shall be the Custodian of the Corporate Seal and it must be secured at the Corporation's premises.

1.04 Head Office:

The head office of the Corporation shall be in the City of Pickering in the Municipality of Durham, in the Province of Ontario.

1.05 Financial Year End:

Unless otherwise ordered by the Board of Directors through Special Resolution and permitted by the Charities Directorate, the fiscal year-end of the Corporation shall be December 31st of each year.

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SECTION 2- Membership:**2.01 Membership Classifications:**

Subject to the articles, there shall be three (3) classifications of Members in the Corporation. Members may be admitted as per the Membership Committee, established by the Corporation.

1. Classification A: Lifetime Members.
2. Classification B: Annual Members.
3. Classification C: Non-Voting Members.

2.01.01 Class A - Lifetime Membership:

Lifetime Membership shall become available only to individuals who:

- a. Have no debts to the Corporation and.
- b. Be at least 18 years of age and,
- c. Have paid a fee (the “**Lifetime Fee**”) to the Corporation towards their Lifetime Membership. Payments must be clearly identified as “Lifetime Membership fees”.

The Lifetime Fee shall be \$5,000 per member, or such greater amount as set by Special Resolution of the Lifetime Members.

An individual shall become a Lifetime Member when their application for Lifetime Membership is approved by the Trustees, their fees for such are fully paid up, and the Trustees have issued a certificate of Lifetime Membership to the prospective member.

A Lifetime member shall be a Lifetime Member for life. Lifetime Membership is not transferable. Each Lifetime Member is entitled to receive notice of, attend at, and vote at all meetings of Members, and each such Lifetime voting member shall be entitled to one (1) vote at such meetings.

An accumulation of \$5000 via PAP, Annual Membership Fees and Donations shall entitle an individual to become a Lifetime Member. Payments towards Lifetime Membership are not eligible for Tax Receipts.

Annotation: Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of Lifetime Members is required to make any amendments to this section of the By-Laws if those amendments affect the Lifetime Membership rights and/or conditions described in paragraphs 197(1)(e), (f), or (g).

2.01.02 Class B - Annual Membership:

Annual Membership shall be available only to individuals who:

- a. Has no debts to the Corporation.

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- b. Is at least 18 years of age.
- c. Has paid their annual Membership fees of \$300.00 by December 31st of that year (the **Cut-Off Date**”).
- d. The term of an Annual member’s Membership shall commence on the date that the total Membership dues are paid and conclude on December 31st of that same year.
- e. Annual Memberships are not transferable.
- f. Annual Members are entitled to receive notices and attend all meetings of Members. Provided that an Annual Member has paid their Membership fees annually for each of the immediately preceding three (3) consecutive years that includes the year applicable to the AGM, such annual member shall be entitled to one (1) vote at such meetings.
- g. Payments towards Annual Membership fees are not eligible for Tax Receipts.

Annotation: Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Meeting with a Special Resolution of the Members is required to make any amendments to this section of the by-laws, if those amendments affect Membership rights and/or conditions described in paragraphs 197(1)e, h, l, or m of the Act.

2.02 Class C – Non-Voting Members:

Class C Membership shall be available only to individuals who:

- a. Have not violated the policies of the Corporation or acted contrary to its objectives and.
- b. Subject to the Act and the articles are not entitled to receive notice of, attend or vote at meetings of the Members of the Corporation.

2.03 Private Corporate Members:

Private Corporations may be Members. Any Private Corporation admitted as a Member shall, upon first becoming a member, and thereafter while remaining a member, appoint a representative to attend a meeting of Members. Such Corporation / Representative shall be entitled to receive notice of, attend and vote at the Members Meetings.

2.04 Membership Dues and Donations:

The Board of Directors shall periodically review and propose any adjustments to the Lifetime and Annual Membership Fees to the Members at either a Special Meeting or Annual general Meeting (AGM).

- a. Payment of Membership fees shall be payable by Electronic Payments including pre-authorized payments (PAP) or Cheques.

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- b. Cheques must be clearly labelled "Membership" or "Membership Fees" to be applied to the Membership dues.
 - i) If cheques are not labelled "Membership" or "Membership Fees", the entire amount will be applied as General Donations, and a tax receipt shall be issued.
 - ii) Donations will be applied to membership fees if its clearly stated on the Membership Application Form.
 - iii) Payments for events shall not qualify or be applied to Membership fees.
 - iv) Membership Fees are not eligible for Tax Receipts.
- c. Discrepancies shall be resolved by the Membership Committee.

2.05 Termination of Membership:

Membership in the Corporation is not transferable and ceases to exist as follows:

- a. On December 31st of each calendar year for Classification B Members.
- b. Upon death or dissolution of the Member.
- c. Upon resignation of the Member.
- d. Upon Special Resolution at a meeting of Members where the membership declares that a specific member or members have acted contrary to these by-laws.
- e. If the Corporation is liquidated or dissolved under the Act.

2.06 Discipline of Members:

The BOT in consultation with the BOD shall have authority to suspend for a maximum of one (1) year) or expel any member from the Corporation or curtail the rights of said member for a maximum of (1) year and shall do so in writing for any one or more of the following reasons:

- a. Violating any provision of the governing documents or written policies of the Corporation.
- b. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.
- c. For any other reason that the Board in good faith considers to be reasonable, having regard to the purpose of the Corporation.

2.07 Appeal of Suspension or Expulsion:

- a. Any member may appeal their suspension or expulsion to the Board of Trustees in writing within thirty (30) days of being notified of the suspension / expulsion.

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- b. The Trustees shall then appoint an independent Arbitrator to resolve such suspension or expulsion.
- c. The Arbitrator may reverse or alter the decision. The decision of the Arbitrator in such matters is final and may not be appealed. The suspension will be in effect until the resolution of the Appeal.
- d. Costs of such Arbitration attributable to the parties shall be determined by the Arbitrator.

SECTION 3 - Member's Meetings:

- a. Member's meetings shall be held at the Devi Mandir or at a location in Pickering, Ontario, Canada. See section 3.03 for Notice of Member's Meetings.
- b. Notices of Meetings shall be directly overseen by the Board of Trustees or their appointee. For greater clarity, either the Board of Trustees or their appointee must be present when Notices to Members are created and mailed out.
- c. The Board of Trustees within 14 days of the meeting shall appoint an individual to be Chair of the Meeting.

3.01 Annual Meeting: Time and Place of Annual Meetings:

- a. The Annual Meeting of the Members shall be held on or within 90 days before June 30, of each year. If suitable, an attempt must be made to schedule the meeting on a date and time convenient to the Members.
- b. The Auditors shall be appointed for the ensuing year.
- c. At every Annual Meeting, the Financial Statements for the most recently completed fiscal year, and the report of the auditors shall be presented.
- d. The Members may also consider and transact any business either special or general at any Member's Meetings.

3.02 Special Meetings:

Special Meeting Request: Special Member's Meetings may be requested by the following:

- a. The Board of Directors
- b. The Board of Trustees
- c. Classification A and B voting members.

Special Meeting Procedure and Timeline:

- a. Shall be by written request carrying the signatures of no less than 25% of the voting Members of the Corporation; and

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- b. All requests must detail the purpose of the proposed Special Meeting with sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- c. If the purpose may require the amendment of these By-Laws, a clear copy of the proposed amendments shall be attached to the request.
- d. Requests from the Membership shall be provided to the Member Relations Liaison, who, upon receiving a request and reviewing the current and updated Membership List, may meet with the Membership Committee within twenty-one (21) days to consider the merits of the request.
- e. Within 60 days of the initial submitted Membership request, the Membership shall receive a response from the Member Relations Liaison as to whether or not a Special Meeting is required.
- f. If a Special Meeting is required, it shall be held within 60 days of the Member Relations Liaison's response.
- g. If a Special Meeting has not taken place within (60) days of the of the Member Relations Liaison's response, the Membership Committee shall provide the Requester with written notification and reasoning within 10 days of the 60-day expiry.

3.03 Notice of Meetings of Members:

Notice of the time and place of a Member's Meetings, whether Annual or Special, shall be given to each member entitled to vote by the following means:

- a. By mail, during a period of 21 to 30 days before the day on which the meeting is to be held: or
- b. By personal delivery, telephone call, electronic mail, during a period of 14 to 21 days before the day on which the meeting is to be held.

Notices of meetings shall be directly overseen by the Nominations Committee, or an appointee of the Nominations Committee. For greater clarity, either the Nominations Committee or its appointee must be present when outgoing notices to Members are created and mailed out.

All notices of meeting shall state that Members may vote by mail-in ballot, and the form of mail-in ballot shall be attached to the notice of meeting and the notice shall specify that the mail-in ballot must be completed, signed by the Member, and received at the address specified by the Corporation at least seventy-two (72) hours before the meeting.

Notice of meetings at which Special business is to be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.

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Notices of annual meetings shall also provide the disclosure set out in section 175(2) of the Act and ensure the specified documents are available at the registered office of the corporation and that any member may, on request obtain a copy of those documents free of charge at the office or by prepaid mail.

Annotation: Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.04 Waiver of Notice:

- a. A voting Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members.
- b. Attendance of any such Member at the meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- c. Expressly lodging such an objection shall not preclude an attendee from both voting at the meeting while maintaining said objection.

3.05 Quorum:

- a. A quorum at any meeting of the Members, unless a greater number of Members are required to be present by the Act, shall be 25% of the voting members of the Corporation.
- b. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.
- c. If a quorum is not present at the time appointed for a meeting of Members, or within such reasonable time thereafter as the Chair of the Meeting may determine, which shall in no case be less than twenty (20) minutes or no greater than one (1) hour, then the Chair of the meeting may commence adjourning the meeting to another fixed and convenient time and place.
- d. In the interim period between the adjourned meeting and its resumption date, the Board of Directors must attempt no fundamental change to the Corporation or transact any business with substantial impact on the Corporation.
- e. Notices of the adjourned time and place must be in compliance with Notice of Meetings as outlined in these By-Laws.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**3.06 Adjournment:**

- a. The Chair of any meeting of members properly constituted may, with the consent of the majority of voting members present, adjourn the meeting to another fixed time and place.
- b. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.07 Electronic or Mail-In Ballots:

- a. Electronic ballots are permissible for meetings where the Nominations Committee has devised and implemented a solution for same which is compliant with section 74(1)(c) of the *Canada-Not-for Profit Corporation Regulations*, S.C. 209, c. 23 (the “Regulations”)
- b. All meetings shall allow mail-in ballots, except mail-in ballots received by the Corporation less than seventy-two (72) hours before the meeting shall not be counted for the purpose of the meeting. Members inquiring as to mail-in ballots shall be advised that they may vote via mail-in ballot if they deliver or have delivered to the Corporation (SSDCS) more than 72 hours prior to the meeting - a sealed envelope containing:
 - (i) A letter signed by the voting Member requesting that the mail-in ballot be accepted and
 - (ii) In the same sealed envelope, a *separate* envelope, labelled “Ballot”, containing a Ballot Form indicating voting choices of candidates.
- c. The Board of Trustees shall arrange for a form of ballot to be posted on the Corporation’s website at any time prior to the meeting. The Board of Trustees shall not review any ballots but shall provide them to the Meetings Officer prior to the election. The lack of a clear ballot, at the determination of the Meetings Officer, shall mean the vote is discounted.

3.08 Proxies:

- a. Proxies are allowed for voting members in good standing and must be in a form substantially similar to the “Suggested Form of Proxy” below.
- b. Proxies must be provided to a person appointed by the Trustees to receive proxies no later than 72 hours before a meeting of members.
- c. Once the Trustees have received a number of proxies equal to 5% of the total voting members of the organization, they will explicitly refuse all further submitted proxies, notifying the rejected proxies of same.
- d. A single person may not act as a Proxy for more than one member. Alternate Proxyholders are not permitted.

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- e. A Proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting and to demand a ballot at the meeting.
- f. Proxyholders may not attend meetings of members where the voting members who appointed them as Proxyholders are also in attendance.
- g. A Proxy shall be executed by the Member or the Member's attorney authorized in writing or,
- h. If the Member is a body corporate or association, by an officer or attorney thereof duly authorized.

Annotation: Suggested form of proxy attached hereto as Appendix "A".

3.09 Voting of Members:

- a. At all meetings of the Members, every question shall be determined by a show of hands.
- b. If, however, a Member entitled to vote at the meeting demands a ballot either before or after a show of hands, or if the Chair of the Meeting arranges such, then voting shall take place via Secret Ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting directs. A demand for a poll may be withdrawn.
- c. No Director, Officer or Member of the Corporation shall be entitled to a second vote at any meeting of Members. Any motion is lost if there is an equality of votes, including that of the Chair, at any meeting of Members.
- d. No Member shall be entitled in person, or by mail-in ballot to vote at a meeting of Members of the Corporation unless the Member has paid all dues or fees to the Corporation.
- e. Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chairperson of the meeting declared a Resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favor of, or against the Resolution.
- f. The record date for determining who is entitled to receive notice of, attend, and vote at meetings of members shall be the day on which notice is sent.
- g. In determining and compiling a list of those Members who may receive notice of, attend at, and vote at any meeting of the Members, the list shall include only those members who were voting members as of December 31st of the preceding calendar year.

SECTION 4 - Directors:

4.01 Number of Directors:

The number of Director positions on the Board of Directors shall be a Seven (7).

4.02 Position of Directors and General Expectations:

The Directorship Positions shall be:

1. Chair, BOD
2. Treasurer
3. Secretary/Office Administrator,
4. Director of Religious Affairs,
5. Director of Building Facilities and Maintenance,
6. Director of Capital Projects, and
7. Director of Outreach and Youth Engagement.

General Expectations of Directors

- i. Duty of Care: Ensuring prudent use of all the organization's assets, including facilities, members, and goodwill.
- ii. Duty of Loyalty: Ensuring that the organization's activities are first and foremost advancing its mission. Recognizing and disclosing conflicts of interest. Making decisions that are in the best interest of the organization, and not in the interest of any individual.
- iii. Duty of Obedience: Ensuring that the organization complies with its own by-laws and any Federal, Provincial, and Municipal laws and regulations that apply to the organization.
- iv. After one (1) year of the recent Election, the Chairs of the Board of Director and Board of Trustees shall review and evaluate each Directors' performance, and if required provide feedback and recommendations for improvement.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**4.03 Qualifications of Directors:****Director - Members of the Board of Directors:**

- a. Must be a Lifetime member; **or** an Annual Member acting as a Department Head for the immediately preceding 3 consecutive years.
- b. Must be nominated by five (5) Lifetime Members.
- c. Must not have a spouse or a Related Individual already sitting on the Board of Directors or Board of Trustees.
- d. Must not be an employee of the Corporation.
- e. Must not be in a conflict-of-interest position or be in a position which gives the appearance of a conflict of interest with the Corporation which was not disclosed to the Nominations Committee and / or the Membership prior to being elected.
- f. If discovered after the Election, the subject Director shall immediately resign his position, and the qualified candidate with the next highest number of votes for that position at the most recent election may be appointed to fill the vacancy.
- g. Must not have declared bankruptcy, or suspended payments of debts, or compounds with creditors, or makes an unauthorized assignment, or is declared insolvent.
- h. Must not be convicted of a civil or criminal offence. Must agree to a Police Background Check in their Nomination Form

Chair and Vice Chair of the Board of Directors must have a multiplicity of skills including interpersonal and knowledge base of Charitable religious entities and proven good governance.

4.04 Election of Directors :

The Directors shall be elected by the Members at the General Election in the following manner:

- a. The Members shall elect a maximum of seven (7) Directors at an AGM at the next following AGM. Such positions shall be elected from the approved list of nominees presented by the Nominations Committee at least 7 days prior to the respective elections for Directors.
- b. The Nominations Committee shall notify each of the nominees of their eligibility or ineligibility, and shall finalize the list of nominees at least 7 days before the date of the elections. The list of nominees will be presented to the Elections Officer who will conduct the elections.
- c. Spouses and Related individuals cannot serve on the Board of Directors, nor the Board of Trustees simultaneously during the same term of office.
- d. In the event where two family members qualify to be on the Ballot, the family member that receives the higher number of votes shall be included in the elected list of seven Directors.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**4.05 Term of Directors:**

- a. Each Director shall be elected for a term of three (3) years. Directors may serve more than one term.
- b. A Director appointed or elected to fill a vacancy holds office only for the unexpired term of their predecessor.

4.06 Resignation of Director:

A Director who has been elected to the Board of Directors shall have no vote on the Board of Directors, and be obliged to resign from his or her position as a Director upon the termination of his or her Membership in the Corporation, whether such termination arises by reason of resignation, removal or otherwise.

4.07 Vacancies – Causal Factors for Removal of Directors:

The Board of Directors or Board of Trustees shall immediately remove from office, a Director who: -

- a. Receives any monetary compensation from his/her position as a Director.
- b. Is in a conflict-of-interest position vis-à-vis his/her role as Director which conflict of interest position was not previously disclosed to the Board.
- c. Becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent.
- d. Resigns in writing to the Corporation, effective at the time it is received by the Secretary of the Board of Directors or at the time specified in the notice, whichever is later.
- e. Becomes an employee of the Corporation; or
- f. Dies.
- g. Misses three (3) consecutive meetings without informing the Secretary in writing for each meeting.
- h. Is removed as a member or a Director by the Membership by Special Resolution for proven cause as presented by the Board of Trustees.

4.08 Filling Vacancies – Director

Director: Except as otherwise provided, the Board of Directors may fill any vacancy occurring on the Board of Directors for the remainder of the specific term of that Director position by appointment. Notwithstanding the above, no appointment of a Director shall take effect until the Board of Trustees has approved the appointee. In addition, no vacancy shall be filled until the membership has been given fifteen (15) days' notice prior to the appointment.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**4.09 Remuneration of Directors:**

Directors shall serve as such without remuneration. However, a Director shall be reimbursed for expenses which are pre-approved by the Board.

SECTION 5- Meetings of Directors:**5.01 Place and Time of Meetings:**

Meetings of the Board of Directors may be held at any time and place within Ontario Canada as the Board of Directors may determine but in any event the Board of Directors or any person entitled to schedule a meeting of the Board will attempt to schedule such meetings at times and in places convenient to the maximum number of Directors.

5.02 Regular Meetings:

At the Second Meeting, the Board of Directors shall select a day or days in the month or months for regular meetings of the Board of Directors at a place or time to be named by the Board of Directors and a copy of any Resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

5.03 Notice of Meeting:

The Chair of the Board or a majority of Directors of the Board, may convene a meeting of the Board of Directors. The Secretary, when directed or authorized by the Chair or majority of Directors shall convene a meeting of the Board of Directors.

The Secretary will provide notice to all Directors of the meeting in the following manner:

- a. By e-mail, at least five (5) before the meeting.
- b. In all cases in a manner compliant with these By-laws.
- c. A Director may waive notice of the meeting, and attendance of a director at the meeting is a waiver of notice of the meeting, except if the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Expressly lodging such an objection shall not preclude an attendee from both voting at the meeting and maintaining said objection.
- d. No notice shall be necessary for the First Meeting, however if verbal notice is given at the First Meeting for the Second Meeting, then no written notice for the second meeting is required.
- e. Should a meeting be called which is not a regularly scheduled meeting, then the notice of said meeting shall specify the business to be conducted thereat.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**5.04 Adjournment of Meeting:**

- a. Any meeting of the Board of Directors may be adjourned by Resolution of the Board to a fixed time and place.
- b. Notice of any adjourned meeting of Board of Directors is not required to be given to those present at the original meeting if the time and place of the adjourned meeting is announced at the original meeting, but in such cases, notice shall be given to those Directors who were absent from the original meeting.
- c. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment.
- d. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- e. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.
- f. Any business may be brought before or dealt with any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.05 Quorum:

A majority (4) of the Directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Directors, a quorum with **absolute majority** of four Directors may exercise all the powers of Directors.

5.06 Voting:

Each Director, including the Chair of the meeting, is authorized to exercise one (1) vote at any meeting of the Board of Directors. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes except where otherwise provided in the Governing Documents or Act. Any motion is lost if there is an equality of votes including that of the Chair.

5.07 Telephone Participation:

If all the Directors of the Corporation consent, a meeting of the Board of Directors may be held by means of such telephone, electronic or other communication facilities and permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting unless attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held. Expressly lodging such an objection shall not preclude a Director from both voting at the meeting and maintaining said objection.

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5.08 Resolution in Lieu of Meeting:

A Resolution in writing, signed by a quorum (4) of Directors is as valid as if it had been passed by all Directors at a formal meeting of Directors.

5.09 Observers:

Members may be invited to attend the meetings of the Board of Directors and the Board of Trustees upon written request and approval, as observers, but shall not have a vote.

5.10 Administer Affairs:

In accordance with Not-For-Profit Act (NFP) Section 124, the Governing Documents, the Articles, and any unanimous member agreement, the Board of Directors of the Corporation will administer all of the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally will exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

5.11 Borrowing Power:

The Board of Directors of the Corporation, may from time to time:

- a. Borrow money on the credit of the Corporation.
- b. Issue, reissue, sell, pledge, or hypothecate debt obligations of the Corporation.
- c. 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.
- d. Delegate to such one or more of the Officers and Members of the Board of the Corporation as may be designated by the Board all or any of the powers conferred by the foregoing clauses of this By-Law to such an extent and in such a manner as the Board shall determine at the time of each such delegation; and
- e. Give indemnities to any member of the Board or other person who has undertaken or is about to undertake any liability on behalf of the Corporation.

5.12 Provisos to Borrowing and Contracting Powers:

The powers conferred on the Board of Directors in subsection 5.11 above shall be subject to the proviso that the Corporation shall not incur debts other than as follows:

- a. Debts incurred for current operating expenses of the Corporation.
- b. With the express approval of the Board of Trustees in writing, debts incurred in

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connection with the purchase or sale of investment, where there is no known conflict of interest between a Director, Officer, Trustee, employee or member with respect to the investment vehicle and;

- c. Debts incurred in the course of the administration of the Corporation's Charitable activities.

5.13 25k/5k Limitation on All Board Powers:

- a. Board, Officers, the agents/appointees/delegates of such or the Corporation shall have no authority to agree to any debt, obligation, expense, action, or transaction, or group of same which would have an impact on the Corporation equivalent to \$25,000 or more within a period of two (2) months, or, if such debt, obligation, expense or transaction directly results in legal fees payable, \$5,000 or more, without the express approval of the Board of Trustees in writing and in advance.
- b. For the purposes of this section, if a debt, obligation, expense, action, transaction, or group of same have an impact on the Corporation equivalent to \$25,000, and if the cost to the Corporation of reversing said action(s) could reasonably cost \$25,000, such action shall be brought to the Board of Trustees.

5.14 Notifying Trustees:

After each meeting of the Board, whether formal or informal, information session or regular meetings with quorum, the Board shall ensure the Minutes of said meetings are promptly forwarded to the Board of Trustees.

SECTION 6- Committees:

6.01 Committees Generally:

- a. The Board of Directors may from time to time appoint any committees or establish any departments as it deems necessary or appropriate for such purposes and with such powers as the Board of Directors shall see fit. These Committees and Departments shall include but not limited to Kirtan, Bal Vikas and Dance Classes.
- b. The structure, terms of references, duties and functions of the said committees and Departments shall be established by the Board of Directors.
- c. The Chairs of the said Committees and Department Heads shall be appointed by the Board of Directors.
- d. Any Committee Chair or Department Head may be removed by Resolution of the Board of Directors. The Board of Directors shall provide reasons for removal in writing.
- e. Committee Chairs and Department Heads shall serve as such without remuneration, provided that Committee Chairs and Department Heads shall be reimbursed for

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reasonable expenses incurred in the exercise of their duties.

6.02 Nominations Committee and the Meeting Officer:

- a. The Board of Trustees shall administer all General Elections independently and act as the Nominations Committee.
- b. The Board of Trustees shall develop the qualifications for each Director position available for election.
- c. The Nominations Committee shall be tasked with seeking nominations for the Corporation's Director positions and preparing a Nominations Form to be posted by the Corporation on its website.
- d. The Nominations Form shall have a section for declaring potential and actual conflicts of interest.
- e. The Nominations Committee shall vet each candidate using the qualifications for Director set out in the Governing Documents.
- f. The Nominations Committee shall notify each nominated candidate of their eligibility or ineligibility.
- g. At least twenty-one to thirty (21-30) days before the election, the Nominations Committee will select, a Meetings Officer who will conduct the election and,
- h. The Nominations Committee shall finalize the full list of qualifying candidates at least seven (7) days prior to the election.
- i. At least seven (7) days prior to the date of the election, will present the Meetings Officer with the list of qualifying candidates.
- j. The Meetings Officer shall conduct the election pursuant to the Governing Documents and shall have authority to hear and determine all other matters related to the conduct of the meeting which require determination during the Annual General Meeting.
- k. Nominations Committee Members shall receive no remuneration for serving as such, but shall be entitled to be reimbursed for reasonable expenses incurred in the execution of their duties.
- k. Neither the Nominations Committee nor its members may be removed or appointed by the Board of Directors.

SECTION 7- Board of Trustees:**7.01 Mandate:**

The Board of Trustees shall ensure and serves as:

- a. A check on problematic exercises of authority in the governance and management of the Corporation, a stopgap measure to address emergency situations which are not being or cannot be addressed by the Directors of the Corporation and:

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- b. As a source of trusted assistance and decision-making when independence from the Board of Directors, such as in situations of Election and Membership issues, would be ideal.
- c. An oversight body for the Board of Directors with the power to intervene in specific, circumscribed situations.
- d. The Nominations Committee and also strikes the Membership Committee.
- e. As part of strategic planning. The Board of Trustees shall be responsible for succession planning to ensure that viable candidates are identified, trained, mentored, and qualified to be eligible to submit their Nominations during an Election Year.
- f. The Board of Trustees shall ensure that the Corporation adheres to all Regulatory Laws, the Corporation By-Laws and promote strong ethical standards in the best interest of the Corporation.
- g. Additionally, should the Board of Trustees resolve that the Board of Directors is dysfunctional, which includes but not limited to:
 - i. unable to resolve internal conflicts,
 - ii. not acting in the best interests of the Corporation or,
 - iii. not acting to achieve the Corporation's proper goals and objectives then,

The Board of Trustees shall be entrusted with the responsibility and granted the powers to replace or take control of the Corporation's operations, or otherwise intervene in specific ways.

- h. If the remaining term of the Board of Directors is greater than eighteen (18) months, then the Board of Trustees shall immediately convene a Special Meeting of the Members to elect a new Board of Directors for the remainder of the Term.
- i. In the event that the Board of Trustees is unable to function due to operation of law, or otherwise, and the Board of Trustees cannot be renewed through the procedures as set out in this by-law, a Special Meeting, to be chaired by the Member Relations Liaison shall be called within seven (7) days (to take place within the time periods set out in this by-law for Special meetings) to determine what body or group should exercise the duties/powers of the Board of Trustees set out herein.

7.02 Powers and Limitations:

Subject to the conditions set out in this section, the Board of Trustees shall have the following powers and limitations on those powers:

- a. To act as the Nominations Committee.
 - i. *Limitation: This power may be exercised as set out in the Governing Documents.*
- b. To strike the Membership Committee.
 - i. *Limitation: This power may be exercised as set out in the Governing Documents.*

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- c. To dissolve the Board of Directors.
 - i. *Limitation: This power may only be exercised subsequent to the Board of Trustees passing an Emergency Resolution.*
- d. To act as or appoint an interim Board of Directors.
 - i. *Limitation: This power may only be exercised upon the dissolution of the Board of Directors. An interim Board of Directors appointed as such may not make fundamental changes to the Corporation absent Special Resolution of the Membership. This power may also be exercised if at an AGM during which an election is to be held, is interrupted.*
- e. To retain counsel to provide counsel to the Board of Trustees, Board of Directors, or organization at-large.
 - i. *Limitation: This power may only be used subsequent to a Board of Trustees Resolution specifying the necessity of obtaining legal advice.*
- f. To suspend or remove individual Directors or Members.
 - i. *Limitation: This power may only be exercised if specific Directors or Members are no longer qualified to be Directors or Members.*
- g. To appoint Members to fill vacancies in the Board of Trustees.
 - i. *Limitation: This power may only be exercised if the number of trustees on the Board of Trustees is reduced below the required amount.*
- h. To appoint Directors to fill vacancies on the Board of Directors.
 - i. *Limitation: This power may only be exercised if the number of directors on the Board of Directors reduces below the required amount, and they have not yet been replaced by the Board of Directors.*
- i. To require the Board of Directors to provide it with access to any and all information, documents, property in the possession, power, or control of the Corporation which the Board of Trustees believes may be necessary to enable it to conduct investigations which might assist it in fulfilling its mandate.
 - i. *Limitation: None.*
- j. To require the Board of Directors to arrange for it to meet any volunteers or employees of the Corporation which the Board of Trustees believes may be necessary to enable it to conduct investigations which might assist it in fulfilling its mandate. A refusal or failure to provide available information which was requested or meet within a certain amount of time may constitute dysfunction.
 - i. *Limitation: None.*
- k. Any further power necessarily required by the mandate or duties of the Board of Trustees as set out in this section.

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7.03 Composition, Vacancy and Appointment, and Election of Trustees:

7.03.01 Composition

- a. The Board of Trustees shall be composed of five (5) Members and will hold office for a term of five (5) years. Trustees may hold Office for more than one term.
- b. The majority three (3) Trustees shall constitute a quorum.
- c. After the Term of five (5) years, Trustees shall be elected by the Membership at an AGM
- d. A Trustee appointed to fill a vacancy within the five (5) year period holds office only for the unexpired term of their predecessor.
- e. The Board of Trustees shall elect the following: Chair, Vice Chair and Secretary of the Board of Trustees.

7.03.02 Vacancy and Appointment

- a. If there is a vacancy on the Board of Trustees, and a quorum of Trustees still exist, the remaining Trustees in consultation with the Board of Directors may appoint an individual to fill the vacancy.
- b. If there are vacancies on the Board of Trustees and a quorum does not exist, then the Board of Trustees shall immediately convene a Special Meeting of Members for the sole purpose of conducting an Election to fill the vacant Trustee positions.

7.03.03 Election of Trustees

- a. Prior to the Election of the Board of Trustees, the existing Board of Trustees shall appoint a Nominations Committee that does not include a current Trustee.
- b. The Nominations Committee shall be tasked with seeking nominations for the Trustee positions and preparing a Nominations Form to be posted on the Corporation's website.
- c. The Nominations Form shall have a section for declaring potential and actual conflicts of interest.
- d. The Nominations Committee shall vet each candidate using the qualifications for Trustee as set out in the Governing Documents.
- e. The Nominations Committee shall notify each nominated candidate of their eligibility or ineligibility.
- f. At least twenty-one to thirty (21-30) days before the election, the Nominations Committee will select, a Meetings Officer who will conduct the election and,
- g. At least seven (7) days prior to the election, will present the Meetings Officer with the list of qualifying candidates.
- h. The Meetings Officer shall conduct the election pursuant to the Governing Documents and shall have authority to hear and determine all other matters related to the conduct of the meeting which require determination during the Annual General Meeting.

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- i. Nominations Committee Members shall receive no remuneration for serving as such, but shall be entitled to be reimbursed for reasonable expenses in the execution of their duties.
- j. Neither the Nominations Committee nor its members may be removed or appointed solely by the Board of Directors.

7.04 Meetings and Notice:

The Board of Trustees will meet.

- a. On a quarterly basis or as required to carry out its fiduciary duties
- b. When requested to convene on a specific day by a majority of its members in writing, with five (5) days' notice of the requisitioned meeting, or
- c. When requested by the Board of Directors, to address approval of financial expenditures of, or above the amount of \$25,000 with ten (10) days' notice.

7.05 Notifying Directors After Meetings:

After each meeting of the Board of Trustees, whether formal or informal, information session or regular meetings with quorum, the Board of Trustees shall ensure the Minutes of said meetings are promptly forwarded to the Board of Directors.

7.06 Minutes of all formal meetings:

Minutes of all formal meetings of the Board of Directors, Board of Trustees, shall be recorded and made accessible at the Temple's premises to any Member upon written request to the Secretary of the Board of Directors

7.07 Membership Committee:

- a. The Board of Trustees shall appoint a Membership Committee composed of a Trustee, a Director, one (1) eligible voting non-board Member of the Corporation.
- b. The duties of the Membership Committee are as set out in these Governing Documents, including receiving and reviewing applications for Membership and making recommendations to the Board of Trustees in respect of same.

7.08 Resignation of Trustees:

A Trustee who has been elected to the Board of Trustees shall immediately resign from his or her position as a Trustee of the Corporation upon the termination of his or her Membership in the Corporation, whether such termination arises by reason of resignation, removal or otherwise.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**7.09 Causal Factors for Vacancies of Trustees:**

The Board of Trustees shall immediately pass a Resolution declaring and confirming that a Trustee is no longer a Trustee of the Temple if the Trustee:

- a. Receives any monetary compensation from his/her position.
- b. Enters into a conflict-of-interest position vis-à-vis his/her role.
- c. Becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent.
- d. Resigns in writing to the Corporation, effective at the time it is received by the Secretary of the Board of Trustees or at the time specified in the notice, whichever is later.
- e. Is removed from the position by the Membership by Special Resolution for proven cause as presented by the Board of Trustees.
- f. Becomes an employee or a Director of the Corporation.
- g. Dies.
- h. Misses three (3) consecutive meetings without informing the Secretary in writing for each missed meeting.
- i. Spouse or Related individual of the Trustee becomes a Director of the Corporation.

7.10 Qualifications of Trustees:**Trustees shall:**

- a. Not have a spouse nor a Related Individual already sitting on the Board of Trustees or the Board of Directors.
- b. Not be in a conflict-of-interest position vis-à-vis the position of Trustee.
- c. Not be an employee of the corporation; and
- d. Be a Lifetime Member of the Corporation.
- e. For the Chair and Vice Chair of the Board of Trustees: - Must have a multiplicity of skills including interpersonal and knowledge base of Charitable religious entities and proven good governance.

SECTION 8- Officers – BOD Chair, Vice Chair, Secretary, Treasurer:**8.01 Appointment of Officers:**

- a. The Board of Directors shall, at the Second Meeting of the Board of Directors and before any other business is conducted, appoint a Chair and Vice Chair from among the Members of the Board of Directors.
- b. The Board of Directors may from time to time, in a manner consistent with the Act, appoint such other Officers, from amongst the Directors, and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

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8.02 Term of Officers:

Officers are allowed to hold the same office for more than one term.

8.03 Vacancies of Officers:

Notwithstanding the foregoing, the term of all sitting Officers shall immediately cease (i.e. – the positions shall be vacated) at an AGM where an election of the Board of Directors is held.

8.04 Remuneration of Officers:

Officers shall receive no remuneration for serving as such but shall be entitled for reimbursement of reasonable expenses in the execution of their duties.

8.05 Duties of Officers may be delegated:

In case of the absence or temporary inability to act by any Officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer, or to any Director upon his or her consent and only for a period of two (2) months, though such delegation may be repeated.

8.06 Powers and Duties:

All officers shall sign such contracts, documents, or instruments in writing that require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors within the limits set in the Governing Documents. The duties of the officers shall include:

- a. The Chair of the Board shall, if present, preside at all meetings of the Board of Directors and shall sign all instruments which require the signature of the Chair of the Board and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors.
- b. The Vice Chair shall be vested with all the powers and shall perform all the duties of the Chair of the Board in the absence or inability or refusal to act of the Chair of the Board. The Vice Chair shall also have such other powers and duties as may from time to time be assigned by the Chair of the Board or Board of Directors.
- c. The Secretary Shall:
 - i. issue or cause to be issued notices for all meetings of the Board of Directors and of the Members if directed or authorized by this By-law to do so.
 - ii. have charge of the seal and the minute books of the Corporation.
 - iii. keep or cause to be kept a book or books wherein shall be kept or recorded:
 - a. a copy of the Letters Patent and any supplementary Letters Patent issued to the Corporation and of the By-laws of the Corporation.

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- b. the names, alphabetically arranged, of all the Members of the Corporation, according to designation and Province.
 - c. the address of every member as far as can be ascertained.
 - d. the class of Membership held by each Member.
- iv. have the care and custody of all the securities of the Corporation and keep proper books of accounts thereof.
- v. at all reasonable times, exhibit the books and accounts of the Corporation to any member of the Board of Directors or to any member of the Corporation upon application at the office of the Corporation during business hours.
- vi. sign or countersign such instruments as require his/her signature and shall perform all duties incidental to his/her office, or that are properly required of him/her by the Board of Directors.

8.07 Execution of Instruments:

- a. Contracts, documents, cheques, or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the Chair of the Board, Vice Chair, Secretary.
- b. All contracts, documents, cheques and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- c. The term “contracts, documents or instruments in writing” as used in this By-Law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property real or personal, immovable, or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.
- d. The Seal of the SSDCS Corporation when required may be affixed by the Secretary or Treasurer to any instruments in writing signed as aforesaid.

8.08 Cheques, Drafts, Notes, etc.:

Subject to the Governing Documents and, in particular, *subject to the imperative set out in Section 8.07 “Execution of Instruments”*, all cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not Officers of the SSDCS Corporation, and in such manner as the Board of Directors and from time to time designate by Resolution and as may be required by the Corporation’s bankers.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**8.09 Indemnities to Directors & Others:**

Every Director or Officer of the SSDCS Corporation or other person who, pursuant to express written Resolution of the Board of Directors or Board of Trustees subject to these Governing Documents, including all restrictions on borrowing and contracting herein, has undertaken or is about to undertake any liability on behalf of the SSDCS Corporation or any Corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, **be indemnified and saved harmless** out of the funds of the SSDCS Corporation, from and against:

- a. All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the Director, Trustee, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b. All other costs, charges, and expenses which the Director, Trustee, Officer, or other person sustains or incurs in or about or in relation to the affairs thereof.

Except such costs, charges, or expenses as are occasioned by their own willful neglect or default. The SSDCS Corporation shall also indemnify any such person in such other circumstances as required by law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act of law.

SECTION 9- Notices:**9.01 Service of Notice:**

- a. 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 Auditors shall be delivered personally or sent by prepaid mail or electronic mail to any such Member or Director at their latest address as shown in records of the SSDCS Corporation, and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary or Treasurer; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- b. Notice to Directors and/or Trustees of any Special Meetings shall always require notice both via email and registered mail.
- c. If served with any document, the SSDCS Corporation is required to promptly provide a written receipt for same.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**9.02 Signature to Notices:**

The signature of any Director or Officer of the SSDCS Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written.

9.03 Proof of Service:

- a. With respect to every notice or other document sent by post, it shall be sufficient to provide that the envelope or wrapper containing the notice or other document was properly addressed as provided in "Service" of this By-law and put into a Post Office or into a letter box. A certificate of an Officer of the SSDCS Corporation in the office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, officer or auditor or publication of any notice or other document, shall be conclusive evidence thereof, and shall be binding on every Member, Director, officer, or Auditor of the SSDCS Corporation as the case may be.
- b. With respect to any notices of meetings of Members sent by the SSDCS Corporation, the Secretary/Office Administrator of the Corporation, an additional Director, and, at the option of the Board of Trustees, a Trustee or appointee of the Board of Trustees, shall be present during the mailings of such notices.

SECTION 10- Rules & Regulations:**10.01 Rules and Regulations:**

Subject to the Governing Documents, the Board, in consultation with the Board of Trustees, may by Resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation, except in respect of matters referred to in subsection 197(1) of the NFPC Act. The Directors shall submit the by-law, amendment, or repeal to the Members at the next meeting of Members, and the members may, by Ordinary Resolution, confirm, reject, or amend the by-law, amendment, or repeal. The by-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under subsection (2) or if it is rejected by the members.

10.02 Robert's Rules of Order:

Robert's Rules of Order as amended from time to time, shall govern any matters of the Corporation not provided for in these By-laws.

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA**SECTION 11- By-Laws:**

Under Part 10 of the NFP Act, the Board of Directors in consultation with the Board of Trustees may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-enact by the By-laws but no By-law shall be effective until it receives the approval of the majority of the Board of Directors and sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the voting Members duly called for the purpose of considering same and the repeal or amendment of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Office of the Minister in respect thereof has been obtained.

The Membership shall be provided with written notice of any proposed changes to these By-Laws within 30 days prior to a Meeting of the Members.

SECTION 12- Auditors:

The Members shall at each annual meeting appoint an auditor or auditors to examine the financial records and accounts of the Corporation for report to the Members. The auditor or auditors shall hold the office until the next following annual meeting, provided however, that the Board of Directors may fill any vacancy in the office of the auditor. The remuneration of the auditor or auditors shall be fixed by the Board of Directors.

SECTION 13- Diversity and Inclusivity:

Members, volunteers, employees, agents, and appointees (collectively, "Participants") of the SSDCS Corporation will not condone or engage in discrimination against any one on the basis of race, gender, color, age, sexual orientation, national ancestry, mental or physical impairment, socioeconomic status, or political belief. When interacting with Participants, they will actively attempt to respect the diverse cultural background of other Participants with whom they interact. This may require understanding of how the Participant's own culture/racial/ethnic identity impacts his/her values, belief system, and interactions with the Corporation. Participants will respect the individual ideals of person with whom they come into contact as a result of the Corporation. Participants will demonstrate inclusivity and will not condone or engage in discrimination against any one on the basis of race, gender, color, age, sexual orientation, national ancestry, mental or physical impairment, socio-economic status, or political belief.

SECTION 14- Dispute Resolution:

14.01 Mandatory Process:

Any disputes, controversy, or claim among Members, Directors, Officers, Committee Members, employees, or volunteers of the Corporation, including any question regarding the existence, interpretation, validity, breach, or any other question or claim relating to the Governing Documents, or the governance or operations of the Corporation (“Dispute”) must be resolved in accordance with this section.

14.02 Dispute Resolution Mechanism:

Disputes which are not resolved between the parties, shall be settled by the process of Dispute Resolution or Arbitration as set out in this section and not appealable to any court, unless such an appeal is mandatory in law. The Dispute Resolution process shall be as follows:

- a. The dispute shall first be submitted in writing to the Member Relations Liaison who shall forward the dispute to the Board of Directors specifically for that purpose.
 - i. If the dispute is not successfully resolved by the Board of Directors, the dispute shall be submitted to the Board of Trustees.
 - ii. If the dispute is still not resolved by the Board of Trustees, then the dispute shall be resolved through arbitration before a single Arbitrator appointed by the Board of Trustees.
- b. If the dispute involves the Board of Directors, or individual Directors, then the dispute shall be forwarded to the Board of Trustees.
- c. If the dispute involves an individual Trustee, the dispute shall be resolved by the Board of Trustees.
- d. If the dispute involves the Board of Trustees or the Boards of Trustees and Directors, then the dispute shall be forwarded to an independent arbitrator appointed by the Board of Trustees.
 - i. The place of arbitration shall be at the Corporation’s offices or in such location as the parties agree to.
- e. The arbitrator shall determine the proper parties to the dispute. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- f. All costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

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- g. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of same except by the arbitrator as to, and such disclosure shall be solely restricted to, conclusions reached as to the interpretation of the Governing Documents.
- h. Where the Board of Directors and / or the Board of Trustees, including its actions, authority, and composition, is the subject matter of a Dispute, or if any relief requested may affect the functions of the Board of Directors and / or the Board of Trustees, then counsel of the Corporation shall act as arbitrator, with costs being split between the Corporation and the party commencing the Dispute.

14.03 Agreement to Submit and Forum Selection:

- a. All Members, Directors, Officers, committee members, employees, agents, or volunteers of the Corporation hereby agree that all Disputes will be submitted to the Dispute Resolution processes set out in this by-law, that they will not submit any Dispute to a court of law, and that they explicitly waive all rights to bring Disputes to a court of law.
- b. Notwithstanding the above, should suit still be brought before a court of law and not dismissed, which dismissal the parties hereby agree they consent to and will attempt to achieve, then the parties hereby agree that jurisdiction for determining such dispute shall rest with the courts of Ontario.
- c. For greater certainty, this does not imply that any court of law shall have jurisdiction over any Dispute, and the parties agree that the Dispute Resolution process set out in this By-Law shall constitute the proper, just, and final resolution of any Dispute.
- d. The Minutes of all formal meetings of the Board of Directors, Board of Trustees, shall be recorded and made accessible at the Temple's premises to any Member upon written request to the Secretary of the Board of Directors.

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SECTION 15- Effective Date:

Subject to matters requiring a Special resolution, this By-Law shall be effective when approved by the Members.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors and Trustees of the Corporation by resolution on the _____ and confirmed by the Members of the Corporation by Special resolution on the _____ 2024

Dated as of the above and signed by the following: -

Secretary of Board of Trustees: _____

Chair of the Board of Trustees: _____

Secretary of the Board of Directors: _____

Chair of Board of Directors: _____

REFERENCES- Canada Not for Profit Corporations Act:

Canada Not-for-profit (NFP) Corporations Act S.C 2009 C.23 including the Regulations made pursuant to the Act.

Not For Profit Corporations Act 2010, S.O c.15

- **Section 1 – General - NFP PART 1 to IV - Interpretation, Application, and Incorporation**
- **Section 2 - Membership – Matters Requiring Special Resolution - NFP Section 154 of PART 10 and Section 197 of PART 13 -- By-laws and Members; Fundamental Changes**
- **Section 2 - Membership Dues, Termination and Discipline - NFP Section 156 -158 of PART 10 -- By-laws and Members**
- **Section 3 - Meetings of Members NFP Section 159 – 166 of PART 10 -- By-laws and Members**
- **Section 4 - Directors - NFP Section 124 – 126; 128-133 of PART 9 -- Directors and Officers**
- **Section 5 - Meetings of Directors - NFP Section 127 –of PART 9 -- Directors and Officers**
- **Section 6 – Committees: NFP Section 138 of PART 9 -- Directors and Officers**
- **Section 7 – Board of Trustees NFP Section 124 – 126; 128-133 of PART 9 -- Directors and Officers**
- **Section 8 – Officers NFP Section 142, 144, 151 of PART 9 -- Directors and Officers**
- **Section 9 – Notices NFP PART 18 -- General: Notice, Certificates and Other Documents**
- **Section 10 – Governing Documents of SSDCS**
- **Section 11 – By-laws - NFP PART 10 -- By-laws and Members**
- **Section 12 – Auditors - NFP PART 11 & 12 -- Financial Disclosure & Public Accountant**

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APPENDIX “A” – Suggested Form Of Proxy:

Date of Meeting: _____

Note: The member is entitled to appoint *any* Class B member (Proxy Members), including persons *other* than the person designated in this proxy, to attend and act on their behalf at the meeting, by writing their name below in the section marked “Name of Proxy Holder” or “Name of Alternate Proxy Holder”.

I, _____ (*name of voting member*), a voting member of the Satya Sanatan Dharma Cultural Sabha of Canada, hereby appoint the individual named below to be my proxyholder for the meeting to occur on the date set out above and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Name of Proxy Holder: _____ (*to be handwritten by the voting member ONLY*)

Or failing the person appointed above, the following individual:

Name of Alternate Proxy Holder: _____ (*to be handwritten by the voting member ONLY*)

My proxyholder (MAY/MAY NOT) vote in respect of the appointment of a public accountant or the election of directors. [**Circle One**]

I require the proxyholder to vote or withhold from voting as set out herein, including with respect to any ballot called for, as set out herein.

In particular, I require the proxyholder to vote on matters or groups of related matters, as follows:

_____ (Optional)

DATED this _____ day of _____, 20____