

SATYA SANATAN DHARMA CULTURAL SABHA OF CANADA.

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**")

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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 *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 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 Board, initially, or Board of Trustees, subsequently, to the position of "trustee" in the manner set out herein.
- 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" means the individual appointed by the Board of Trustees as Chair of the Board and is the highest-ranking officer of the Corporation;
- g. "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 includes those sitting on the board of a Hindu organization other than the Corporation;
- h. "Director-Professionals" means individuals who are permitted to practice in Canada as (i) Chartered Accountants, (ii) Certified Public Accountants, or (iii) lawyers, and also includes those who have served on not-for-profit or charitable boards approved by the Board of Trustees for a minimum of six (6) years.
- i. "Dysfunctional" means a state in which there are decisions are not being or cannot be (i) made, (ii) made with sufficient speed or efficiency, or (iii) made in the best interests of the Corporation OR there are reasonable concerns involving the

legitimacy or authority of members of the dysfunctional board/committee/institution which have been raised by members of the Corporation. XYZ

- j. "Expenses" means reasonable expenses incurred by an individual in the performance of his/her duties on behalf of the Corporation.
- k. "Fiduciary" means a person in whom trust and confidence is placed by a beneficiary (i) on whose behalf the fiduciary is to act, (ii) who is entitled to expect the fiduciary will be concerned solely with the beneficiary's interests rather than the fiduciary's own, and (iii) who relies and depends upon the fiduciary.
- l. "Governing Documents" means the Articles and By-laws of the Corporation.
- m. "meeting of members" means all meetings of members validly called, noticed, and conducted as set out herein.
- n. "Membership Committee" means a committee struck by the Board of Trustees in the manner set out herein and tasked with considering the application of certain individuals for membership to the Corporation and either approving or refusing to approve those applications.
- o. "Officer" means an individual elected or appointed by the Board of Directors or Board of Trustees as set out below to be "Chair of the Board", "Vice Chair", "Secretary", or "Treasurer" of the Corporation.
- p. "Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution
- q. "Policies and Procedures" means any policies and procedures applying to the Corporation as passed by the current or preceding Boards;
- r. "Regulations" means the regulations made under the Act, 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.
- s. "Related Individual" mean an individual related to a first individual by direct descent, meaning an individual who is the first individual's son, daughter, father, mother, brother, sister, grandfather, grandmother, grandson, or 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.
- t. "special meeting of members" means all meetings of members validly convened in the manner set out in section 4.02 below 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;
- u. "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.

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

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws. The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Where there is a reference to a number of days between two events, they shall be counted by excluding the day on which the first event happens and including the day on which the second event happens, even if they are described as clear days or the words "at least" are used. Where a time of day is mentioned, the time referred to shall be taken as the time observed locally.

1.02 Corporate Seal

Name 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 corporate seal, an impression of which is stamped below, shall be seal of the Corporation. The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.03 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.

1.04 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.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions:

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members, as defined below. Members may be admitted as per the processes established below. There shall be only two classes of membership, “Class A Voting” and “Class B Non-Voting”, constituted as set out below.

All members execute an agreement, in a form approved by the Board of Directors, stating that they will act in conformity with the purposes and stipulations of the Governing Documents of the Corporation. Should the Corporation not possess a copy of such an agreement, the Corporation may request same and the member shall provide. A refusal to provide such written agreement is grounds for removal of the member. The Board may authorize reasonable amendments to said agreement from time-to-time and members shall execute the new document.

Corporations may be members. Any corporations admitted as members shall, upon first becoming a member and thereafter while remaining a member, appoint individuals to represent them at meetings of members, advise the Corporation of the identity of their authorized representatives, and provide the Corporation with the resolutions appointing such representatives. Said authorized representatives may attend at meetings of members and vote on behalf of the corporate member.

2.02 Class A Voting Members:

Within Class A Voting members, there shall be 2 categories of membership: Lifetime Membership and Annual Membership.

2.02.01 Lifetime Membership:

Lifetime membership shall become available only to individuals who:

- a. Have no debts to the Corporation;

AND

- b. Have paid a fee (the “**Lifetime Fee**”) to the Corporation towards their Lifetime Membership in a lump sum or through PAP.

The Lifetime Fee shall be \$5,000 per member or such greater amount as is set by special resolution of the Board and approved by the Board of Trustees from time to time. For those who commenced paying PAP after January 1, 2020, their Lifetime Fee shall be limited to the amount set for the Lifetime Fee on the date they commenced paying PAP. PAP members who commenced paying PAP prior to June 30, 2019 their Lifetime fee is \$5,000 per member.

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An individual shall become a Lifetime Member when their fees for such are fully paid up, their application for Lifetime Membership is approved by the Trustees, 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.

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).

2.02.02 Annual Membership:

Annual membership shall be available only to individuals who

- a. Have no debts to the Corporation; and
- b. Have paid their annual membership dues as set by the Board of Trustees or \$300 in PAP by December 31st of that year (the “**Cut-Off Date**”);

An individual shall become an Annual member when they fulfil all the requirements of membership as per the by-laws of the organization.

The term of an Annual member's membership shall commence on the date that membership dues were paid and conclude on December 31st of that same year.

Annual membership is not transferable. Each Annual member is entitled to receive notice of, attend at, and vote at all meetings of members and each such Annual member shall be entitled to one (1) vote at such meetings.

2.03 Class B (Non-Voting) Members

Class B membership shall be available only to individuals who

- a. regularly attend services and meetings;
- b. have not violated the policies of the Corporation or acted contrary to its objects;

2.03.01 Proxy Members

An individual shall become a proxy member when their application for such membership is approved by the Board or the Membership Committee.

Proxy Members shall be entitled to attend all meetings of members, but shall *not* be entitled to receive notice of or vote, on their own behalf, at meetings of members. Class B members shall be

entitled to act as proxies for other members, entering votes on their behalf, subject to such other restrictions for proxies as are set out in the Governing Documents.

2.03.02 Honorary Member

An honorary membership is granted to an individual to recognize service to the Corporation or the community-at-large.

An individual shall become an honorary member when their application for such membership is approved by the Trustees or the Membership Committee and is valid until such membership is revoked by the Trustees.

MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

2.04 Membership Dues:

By one month prior to the Cut-Off date, the Corporation shall notify all individuals who were Annual Members at the time of the last AGM, in writing, of the approaching Cut-Off date and the fact that, if they do not pay their annual dues, they will not be considered members for the AGM applicable to that year.

2.05 Termination of Membership:

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

- a. at the end of its term;
- b. upon death or dissolution of the Member;
- c. when the Member ceases to be a Member by resignation* or otherwise in accordance with the By-laws;
- d. if the members, by special resolution at a meeting of members:
 - i. declares that a specific member or members
 - i. have acted contrary to specific policies or Governing Documents of the organization, policies or sections of the Governing Document which the resolution explicitly identifies; or
 - ii. are not qualified to be members of the organization, the resolution explicitly citing the qualifications which the member does not meet;
 - and
 - ii. removes the member or members, by name, from the Corporation's list of members;
- e. if the member is expelled in accordance with Section on "Discipline of Members" below or said member's membership is otherwise terminated in accordance with the Governing Documents; or

- f. if the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

*Resignation - Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later.

2.06 Discipline of Members:

The Board 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 one (1) year) for any one or more of the following grounds:

- 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.

Within thirty (30) days of being notified by the board of his/her suspension or expulsion as a member, any member may appeal their suspension to the Board of Trustees by letter which may be provided to the Board or to a Trustee. If provided to the Board, the Board shall immediately provide such letter to the Board of Trustees for consideration and determination of the issue. The trustee may reverse or alter the decision of the Board in respect of the discipline of the member. The decision of the Trustees in such matters is final and may not be appealed.

SECTION 3-MEMBERS' MEETINGS

All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

2.07 Annual Meeting: Time and Place of Annual Meetings:

The annual meeting of the Members shall be held on such day in each year and at such time as the Board of Trustees may determine at any place within Canada, but must be held within six (6) months of the most recent Calendar Year. Additionally, the Board of Trustees must Schedule the AGM at the head office of the Corporation, if suitable, and attempt to schedule the meeting on a date convenient to the members.

At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements for the most recently completed fiscal year, and the report of the auditors thereon shall be presented and the Directors shall be elected (in accordance to subsection 5.05) and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of Members, subject to any restrictions set out in the Governing Documents and legislation.

At no annual meeting may the membership elect directors who are not intended to be members of the Board of Directors.

2.08 Special Meetings:

Special meetings of the members may be requisitioned by the following:

1. The Board of Directors;
2. The Board of Trustees; and
3. Voting members via written requisition carrying the signatures of voting members representing not less than 25% the voting members of the Corporation.

All requisitions 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 and must state the text of any special resolution to be submitted at the meeting. If the purpose may require the amendment or issuance of Governing Documents or policies, a clear copy of the proposed amendments or document shall be attached to the requisition.

Requisitions must be provided to a Trustee and, upon receiving a requisition, the Board of Trustees shall meet within ten (10) days to consider whether the requisition has been issued by persons entitled to submit a requisition (a “**Requisitioner**”). If a meeting of members has not taken place within the past thirty (30) days and the Board of Trustees determines that a Requisitioner has issued the requisition, that the requisition contains and attaches sufficient information, as set out above, then Board of Trustees must set a date for a special meeting convenient to the members and provide notice to the voting members of that date within the following twenty-one (21) days.

If the Board of Trustees determines that the requisition does not contain and attach sufficient information and/or documents, then it shall, within three (3) days of its meeting to consider the requisition, notify the Requisitioner of said decision and its reasoning for same. If the requisition was submitted by regular voting members, then such notice must be delivered via posting on the public message board located at the Corporation and via email to all members who provided email addresses in the requisition.

Special meetings shall be held at the head office of the Corporation, if suitable.

Special meetings convened by the Board of Trustees shall be considered meetings called by the Board of Directors for the purposes of section 167(3) and otherwise of the Act, except that the Board of Directors shall have no authority over the conduct of said meetings and any requirements

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or powers imposed upon or granted to the Board of Directors for such special meetings shall instead be imposed upon or granted to the Board of Trustees.

Any meeting requisition, whether set out in this section or otherwise, must follow the rules set out in this section or in the alternative by the Trustees.

2.09 Notice of Meetings of Members

Notice of the time and place of a meetings of members, whether annual or special, shall be given to each member entitled to vote at all meetings by the following means:

- a. by mail or courier to each member entitled to vote at the meeting, during a period of 21 to 30 days before the day on which the meeting is to be held; or
- b. by personal delivery, telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 14 to 21 days before the day on which the meeting is to be held.

The process of sending out notices of meetings shall be directly overseen by (i) the Nominations Committee or (ii) an appointee of the Nominations Committee. For greater certainty, either (i) or (ii) must be present when outgoing notices to members are created and mailed out.

Notice of each meeting of Members must remind the Member that the Member has the right to vote by proxy. The notice of meeting shall also specify whether the Members are entitled to vote by mail or facsimile ballot and if so, the form of mail or facsimile ballot shall be attached to the notice and the procedures set forth in Section 10 shall apply.

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

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.

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.

2.10 Waiver of Notice:

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 and attendance of any such person 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. Expressly lodging such an objection shall not preclude an attendee from both voting at the meeting and maintaining said objection.

2.11 Quorum:

A quorum at any meeting of the Members (unless a greater number of Members and/or proxies are required to be present by the Act or by the Governing Documents) shall be 25% of the voting members of the Corporation. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.

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 greater than one (1) hour, then the Chair of the meeting may commence adjourning the meeting to another fixed and convenient time and place. However, 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. The provisions of these By-laws with respect to notices of members meetings must be followed with respect to the newly fixed time and place.

2.12 Adjournment:

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. 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.

2.13 Electronic or Mail-In Ballots:

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**”)

All meetings shall allow mail ballots, except mail 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 (more than 72 hours prior to the meeting) a sealed containing envelope containing (i) a letter signed by the voting member requesting that the mail-in ballot be accepted and (ii) in the same envelope, a separate envelope, labelled as (“Ballot”) and signed on the exterior by the member, containing a ballot form consisting of a folded piece of paper bearing no name but bearing a clear vote or votes written upon it.

The Board of Trustees may arrange for a form of ballot to be posted on the Corporation's website at any time prior to the meeting however is not required to do so. Prior to the meeting, the Board of Trustees shall verify, through telephone or personal communication, that the containing envelope received was indeed sent by a member of the Temple entitled to vote at 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, will mean the vote is discounted. The Board of Trustees shall retain the member's accompanying letter on file, with copies to kept in the Corporation's records.

2.14 Voting of Members:

At all meetings of the Members, every question shall be determined on a show of hands or, if members are not able to do so, by verbal response. If, however, a member entitled to vote at the meeting demands a ballot either before or after a show of hands or verbal response, 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.

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.

No Member shall be entitled in person, by proxy or by mail ballot to vote at a meeting of Members of the Corporation unless the Member has paid all dues or fees, if any, then payable by the Member to the Corporation.

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 favour of or against the resolution.

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. In determining and compiling a list of those

members who may receive notice of, attend at, and vote at any meeting of members which actually takes place in a calendar year, however, the determining body shall add only those members to the list who were voting members on December 31st of the prior calendar year, irrespective of the type of voting membership held.

2.15 Proxies:

Proxies are allowed for voting members and directors in good standing and must be in a form substantially similar to the "Suggested Form of Proxy" below. Proxies must be provided to a person appointed by the Trustees to receive proxies no later than 72 hours before a meeting of members. 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.

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A single person may not act as a proxy for more than one member. Alternate proxyholders are not permitted.

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.

Proxyholders may not attend meetings of members where the voting members who appointed them proxyholders are also in attendance.

A proxy shall be executed by the Member or the Member's attorney authorized in writing or, 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"

SECTION 3 - DIRECTORS

3.01 Duties and Number:

The number of Directors on the Board of Directors shall be a minimum of five (5) and a maximum of eleven (11) and the precise number of Directors from time to time between the minimum and maximum noted above shall be determined by the members at an annual meeting of members.

3.02 Qualifications:

Director members of the Board of Directors shall:

- a. Be nominated, prior to being elected, by at least five (5) Lifetime voting members;
- b. Be at least eighteen (18) years of age;
- c. Be an eligible voting member of the Corporation;
- d. Not have a spouse nor a Related Individual already sitting on the Board of Directors or Board of Trustees;
- e. 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 the membership prior to being elected or, if discovered after election, at the first meeting of members after discovery;
- f. Not be an employee of the corporation; and
- g. Be a Lifetime Member of the Corporation.

3.03 Election:

Subject to subsection 5.05 of this By-law, directors shall be elected in the following manner:

- a. Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term of three (3) years.

- b. Only those directors determined to be qualified candidates by the Nominations Committee shall be candidates during the annual general meeting.
- c. The number of directors elected shall be only the positions on the Board of Directors which have become vacant.
- d. Candidates who are in a position which might put them, as a future director of the Temple, in a conflict of interest position *or* give the appearance of a conflict of interest, will disclose such conflicts to the Nominations Committee in their application form and, during the election itself, to the membership.
- e. During elections, the Meetings Officer will ensure that that any potential conflicts the candidates have declared are presented to the membership and that a vote is called to waive conflict or reject conflicted candidates in light of the conflict. If the membership votes to reject the candidate, then such candidate is no longer qualified and shall not be permitted to run for election. If the membership votes to waive conflict, then the candidate may stand for election but the conflict shall be considered waived only for the purposes of the election, and not for the purposes of the determinations of the Board of specific subject matters where said conflict is an issue.
- f. Subject to other restrictions set out in this section, the Governing Documents, and the Act, the candidates who receive the highest number of votes during an election of directors, up to a maximum of the number of director positions to be elected during said election, shall replace the sitting Board of Directors and become the new directors of the Corporation.
- g. During each election, the following maximum/minimum requirements shall be, if possible, met by the incoming slate of directors:
 - i. No Related Individuals;
 - ii. At least 1 women director;
 - iii. At least 2 Director-Professionals.
- h. Where the Governing Documents or Act requires that a maximum/minimum number of directors with certain qualifications be elected, then a slate of directors who
 - i. obtained the most votes, while being in conformity with the maximum or minimum requirements, shall be the directors elected. To achieve this, once the votes have been counted and the individuals with the highest votes ("**Provisional Slate**") have been determined, it shall be determined by the Meetings Officer whether or not the maximum/minimum numbers have been achieved. If not, then those candidates on the Provisional Slate who received the lowest number votes but do not assist in meeting the maximum/minimum requirements shall be removed from the Provisional Slate and replaced with those candidates who received the next highest votes but assist in meeting the maximum/minimum requirements. Candidates who assist in meeting more than one requirement may be counted towards both requirements given they received the next highest number of votes. If no candidates

- j. are available during the election to fill specific maximum/minimum requirements, then the requirement may be ignored for that election.

Annotation: As an example, where a Related Individual applies to be a candidate, the Nominations Committee shall refuse their nomination. Where two individuals who would be Related Individuals if elected apply to be candidates, the Related Individual with the most votes shall become a director and the Related Individual(s) with less votes shall not.

Annotation: As a further example, where there are no women with a continuing director role and no women on the Provisional Slate, then the candidate on the Provisional Slate who received the least votes shall be replaced with the candidate who received the next highest number of votes and is also a women. Alternatively, if there is only one women candidate running for office and no women with a continuing director role, that women may be acclaimed during the election prior to voting.

Annotation: As a further example, where there are no women and only one Director-Professional with continuing director roles and no women or Director-Professionals on the Provisional Slate, then the candidate who received the next highest number of votes who is also either or both a (i) women and (ii) Director-Professional shall replace the member of the Provisional Slate who received the least votes. If that candidate only meets one of the two requirements, then the next candidate who received the next highest number of votes and meets the remaining requirement shall replace the candidate who does not meet the requirements and received the lowest votes.

Annotation: The above examples of minimum-maximum requirements must be changed if the minimum-maximum requirements are changed.

- k. Immediately subsequent to the close of the election of a new Board of Directors, the Board of Directors shall immediately convene a first meeting ("**First Meeting**") during which they will determine the time, place, and date of the next meeting ("**Second Meeting**") of the newly elected Board of Directors. Absent agreement from 2/3rds of the elected directors to a different date, time and place, the next meeting of the Board of Directors shall be scheduled exactly seven (7) days from the date and time of the Annual General Meetings (at which the Board of Directors were elected) to be held in the Corporation's head office.

3.04 Term:

Each director will be elected for a term of three (3) years, subject to interim directors appointed to serve the term of a retiring or removed director.

A director appointed or elected to fill a vacancy holds office only for the unexpired term of their predecessor.

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The Board of Directors shall be staggered commencing at first AGM or special meeting, in 2020 in accordance with Section 4.05.

3.05 The Transitional AGM

The first AGM or special meeting called for the election of directors subsequent to the adoption of these By-laws, or, if an election takes place during said meeting, shall be referred to herein as the "Transitional AGM". Notwithstanding any sections of these By-laws governing elections, at the Transitional AGM the current Board shall be dissolved and only the following director positions be elected, which positions shall constitute the Provisional Slate for that election:

- a. Two directors for a term of three (3) years, who shall be the candidates who have received the two most-highest vote-totals, and have agreed in their application form to sit for a three (3) year term;
- b. Two directors for a term of two (2) years who shall be the candidates who have received the third and fourth most-highest vote-totals, and have agreed in their application form to sit for a two (2) year term; and
- c. Three directors for a term of one (1) year, who shall be the candidates who have received the fifth, sixth, and seventh most-highest vote-totals, and have agreed in their application form to sit for a one (1) year term.

Subsequent to the election which takes place during the Transitional AGM, the term of directors shall be the term set out in section 5.04 "Term", set out herein.

The Chair of the Board of Directors shall be appointed the Board of Trustees.

Annotation: This transitional provision will result in a 3-2-2 system, where every two out of three years there are three, rather than two, directors elected. The Board of Directors will be staggered based on the number of directors elected at an AGM.

3.06 Resignation:

A director who has been elected to the Board of Directors shall have no vote in 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.

3.07 Vacancies:

The Board of Directors or Board of Trustees shall immediately remove from office a member of the Directors 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.

- d. becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- e. is found to be a mentally incompetent person or becomes of unsound mind;
- f. resigns in writing to the Corporation, effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- g. becomes an employee of the Corporation; or
- h. dies;
- i. misses three (3) consecutive meetings without informing the secretary in writing for each meeting;
- j. is removed as a member by the membership by special resolution; or
- k. is removed as a director by the membership at a special meeting.

3.08 Filling Vacancies:

Except as otherwise provided, the Board of Directors may fill any vacancy occurring in the Board of Directors for the remainder of the specific term of that director position by appointment. With respect to a vacancy occurring due to the removal or resignation of a director, the Board of Directors shall be entitled to fill the vacancy by making an appointment. Provided that there is a quorum of Directors in office, the vacancy need not be filled, and, in such a case, the vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year will be elected or appointed. Notwithstanding the above, no appointment of a director shall take effect until the Board of Trustees has approved the appointee.

3.09 Remuneration of Directors:

The Directors shall serve as such without remuneration. A Director may be reimbursed for Expenses. A Director shall be reimbursed for Expenses which are pre-approved by the Board.

SECTION 4 - Meetings of Directors

4.01 Place and Time of Meetings:

Meetings of the Board of Directors may be held at any time and place within 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.

4.02 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 hour 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

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meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no other notice shall require for any such regular meetings.

4.03 Notice:

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 mail, at least fourteen (14) days before the meeting;
- b. Otherwise, ten (10) days notice; and
- c. In all cases in a manner compliant with section 10 of these By-laws.

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.

No notice shall be necessary for the First Meeting and no notice except that provided at the First Meeting is required for the Second Meeting.

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.

4.04 Adjournment:

Any meeting of the Board of Directors may be adjourned by resolution of the Board to a fixed time and place. 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. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

4.05 Quorum:

A majority of the Directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Directors; a quorum of Directors may exercise all the powers of Directors.

4.06 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.

4.07 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 as 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 an attendee from both voting at the meeting and maintaining said objection.

4.08 Resolution in Lieu of Meeting:

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors or committee of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors or committee of the Board of Directors.

4.09 Observers:

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

4.10 Administer Affairs:

In accordance to NFP Act Section 124, the articles and any unanimous member agreement, the directors shall manage or supervise the management of the activities and affairs of a corporation.

Subject to the Act and Governing Documents, 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 with 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.

4.11 Borrowing Power:

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

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and

- d. 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.
- e. the delegation 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
- f. the giving of 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; and

4.12 Provisos to Borrowing and Contracting Powers:

The powers conferred on the Board of Directors in subsection 6.11 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 connection with the purchase or sale of investment, where there is no known conflict of interest between a director, officer, trustee, employee or member and the investment vehicle; and
- c. debts incurred in the course of the administration of the Corporation's charitable activities.

4.13 10k/2k Limitation on All Board Powers

The 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 \$10,000 or more within a period of two (2) months, or, if such debt, obligation, expense or transaction directly results in legal fees payable, \$2,000 or more, without the express approval of the Board of Trustees in writing and in advance.

For the purposes of this section, a debt, obligation, expense, action, transaction, or group of same have an impact on the Corporation equivalent to \$10,000 if the cost to the Corporation of reversing said action(s) could reasonably cost \$10,000. Where there is significant doubt about the impact of an action, that action should be brought to the Board of Trustees.

4.14 Notifying Trustees

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

SECTION 5 - Committees

5.01 Committees Generally

The Board of Directors may, from time to time, strike such other committee or committees as it deems necessary or appropriate for such purposes and with such powers as the Board of Directors shall see fit. The structure, terms or references, duties and functions of the said committees shall be established by the Board of Directors. The Chairs of the said committees, absent contrary instructions from the board or provision set out herein, shall be appointed by the Board of Directors from among its members. Any or all committee members, except Executive Committee members, may be removed by resolution of the Board of Directors and, if said committee is not required by these by-laws, the committee may thereby be dissolved. Otherwise, committees shall continue until dissolved by the Board. Committee members shall serve as such without remuneration, provided that committee members may be reimbursed for Expenses and shall be reimbursed for Expenses pre-approved by the Board.

5.02 Executive Committee:

Unless the number of directors is less than five (5), the Board of Directors shall establish an Executive Committee comprised of the Chair of the Board, Vice Chair, Secretary, and Treasurer. The Executive Committee shall, between meetings of the Board of Directors, exercise only the powers granted to it as set out below or as delegated by the Board, subject to any restrictions express or implied in the Governing Documents from time to time in force or as determined by the Board of Directors.

The Vice Chair shall be the Chair of the Executive Committee.

Upon formation the Executive Committee is required and shall have the power to:

- a. review and recommend the overall annual budget including all Committee budgets and submit same to the Board of Directors along with its recommendations;
- b. review the financial affairs and statements of the Corporation on a regular basis and report to the Board of Directors at each meeting of the Board of Directors on said financial affairs and statements; and
- c. review and recommend to the Board financing for new projects, the granting of new contracts, the canceling of contracts, and the development and enforcement of policies, rules and regulations for the use of Intellectual Property rights.

A majority of the members of the Executive Committee shall be a quorum. The Executive Committee shall meet monthly, and at a place determined by, the Chair of the Executive Committee. The Executive Committee shall keep minutes of its meetings and report its actions and recommendations to the Board of Directors at every Board meeting following any actions undertaken by the Executive Committee. Executive Committee members shall receive no remuneration for serving as such, but may be reimbursed for Expenses and shall be reimbursed for Expenses which are pre-approved by the Board or Executive Committee. Except to the extent

otherwise determined by the Board of Directors, the provisions of subsection 10.01 hereof shall apply, with necessary modifications, to the Executive Committee.

The Executive Committee may only decide matters by special resolution.

5.03 Finance Committee:

The Board of Directors shall appoint a committee known as the Finance Committee. The Treasurer shall be the chair of the Finance Committee.

The mandate of the finance committee shall be to address such matters relating to the financial integrity of the Corporation as are determined by the Board which, absent alternate arrangement made by the Board, will include the following:

- d. to develop a national fundraising campaigns and, with the approval and assistance of the Board, implement said campaigns;
- e. develop an annual operating budget; and
- f. to submit annual reports to the Board showing income, expenditures, and pending income.

All in accordance with an annual operating budget approved by the Board of Directors.

5.04 Audit Committee:

The Board of Directors shall appoint a committee known as the Audit Committee, which shall be comprised of three (3) members who are not members of the Executive Committee. The three members shall comprise of a Trustee, a board member and a non-board member. The Chair of the Audit Committee shall be appointed by the Board of Directors from amongst the members of the Audit Committee. No person shall act as the Chair for more than two (2) consecutive one-year terms. The Board may, on its own motion, extend the term limit of a Chair of the Audit Committee on a year-to-year basis. The Audit Committee shall:

- a. receive and review the Annual Audited Statements prior to submission to the Board of Directors and to the Members of the Corporation;
- b. make recommendations to the Board of Directors to ensure the highest order of fiscal accountability and the management of the finances of the Corporation; and
- c. make recommendations to the Board of Directors with respect to the appointment of the auditor of the Corporation. Any Audit Committee member may be removed by resolution of the Board of Directors. Audit Committee members shall receive no remuneration for serving as such, but may be reimbursed for Expenses and shall be reimbursed for Expenses pre-approved by the Board.

5.05 Nominations Committee:

The Board of Trustees will administer all general elections independently and act as the Nominations Committee. 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. The Nominations Form shall have a section for declaring potential and actual conflicts of interest. The Nominations Committee shall vet each candidate using the qualifications for director set out in the Governing Documents. The Nominations Committee shall notify each nominated candidate of their eligibility or ineligibility. The Nominations Committee shall also determine and provide to the Meetings Officer a list of those candidates that meet maximum/minimum requirements for Board composition. The Nominations Committee shall finalize the full list of qualifying candidates at least seven (7) days prior to the election.

The Nominations Committee will select, at least twenty-one to thirty (21-30) days before the election, an Meetings Officer who will conduct the election and, at least seven (7) days prior to the election, will present the Meetings Officer with the list of qualifying candidates.

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.

The Nominations Committee will also select a Meetings Officer for any other Members meetings, at least fourteen (14) days before said meetings are to take place.

Immediately subsequent to any election or the vacation of the office of the Chair of the Board of Directors, the Board of Trustees or its appointee shall select the Chair of the Board of Directors.

Nominations Committee members shall receive no remuneration for serving as such, but may entitled to be reimbursed for Expenses and shall be entitled to be reimbursed for Expenses pre-approved by the Board or Board of Trustees.

Neither the Nominations Committee nor its members may be removed or appointed by the Board.

SECTION 6 - Board of Trustees

6.01 Mandate

The Board of Trustees serves as 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 governors of the Temple, and 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.

Practically, the Board of Trustees serves as an oversight body for the Board of Directors with the power to intervene in specific, circumscribed. The Board of Trustees also acts as the Nominations Committee and strikes the Membership Committee.

Additionally, should the Board of Trustees resolve that the Board is dysfunctional, unable to resolve internal conflicts, not acting in the best interests of the Corporation, or not acting to achieve

the Corporation's proper goals and objectives (a "Emergency Resolution"), then the Board of Trustees is entrusted with the responsibility and granted the powers to replace or take control of the Corporation's governance or otherwise intervene in specific ways

In the event that the Board of Trustees is unable to function due to operation of law, or otherwise, and the Board cannot be renewed through the procedures set out in this by-law, a special meeting, to be chaired by an independent lawyer or chartered accountant from an established firm, 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.

6.02 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.*
- 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 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 are no longer qualified to be directors.*
- g. To suspend or remove individual members;

- i. Limitation: This power may only be exercised if specific members are no longer qualified to be members or for other valid reasons as determined by the Board of Trustees.*
- h. To appoint members to fill vacancies in the Board of Trustees;
 - i. Limitation: This power may only be exercised*
- i. 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.*
- j. 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.*
- k. 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.*
- l. Any further power necessarily required by the mandate or duties of the Board of Trustees as set out in this section.

6.03 Composition, Appointment, Removal

The Board of Trustees shall be composed of five (5) members and will hold office for a term of five years with automatic three- year renewal after each term unless removed by special resolution of the membership during an AGM. New members of the Board of Trustees will be recommended by the Board of Trustees or the Board of Directors and will be appointed to the Board of Trustees by a majority vote of the Board of Trustees. A Trustee appointed or elected to fill a vacancy holds office only for the unexpired term of their predecessor. Upon the adoption of these By-laws, the sitting Trustees shall continue in office for a further term.

Any member of the Board of Trustees may be removed by resolution by the Board of Trustees or special resolution of the membership. Members of the Board of Trustees shall receive no remuneration for serving as such, but may be entitled to be reimbursed for Expenses and shall be entitled to be reimbursed for Expenses pre-approved by the Board or Board of Trustees. The Chair of the Board of Trustees shall be appointed by the Board of Directors. The Board of Trustees shall elect the following officers: Vice Chairman and Secretary. The Chair shall chair all meetings of the Board of Trustees, the Vice Chair shall assist the Chair in its duties, and the Secretary shall keep the Minutes of the Board of Trustees and convene all meetings of the Board of Trustees on a date and time convenient to the Board of Trustees.

6.04 Meetings and Notice

The Board of Trustees will meet (i) on a quarterly basis, (ii) when requested to convene on a specific day by four (4) of its members in writing with five (5) days' notice of the requisitioned meeting, or (iii) when requested by the Board of Directors, to address approval of financial expenditures over the amount of \$10,000 with ten (10) days' notice.

6.05 Quorum and Replacing Trustees

Four (4) members present at a Board of Trustees meeting will constitute a quorum. Should the number of Trustees fall below four (4), then the remaining trustees shall constitute a quorum and be tasked with replacing the missing trustees on an urgent basis.

Should there be no trustees on the Board of Trustees, the Board of Directors shall appoint three (3) new Trustees who shall require approval by the Corporation's membership via special resolution at the next AGM or at a special meeting, absent which they will be deemed removed as trustees. Once approved by the membership via special resolution, a slate of trustees will require no further membership approval and shall fill the remainder of their term and any subsequent renewals as per the Governing Documents.

6.06 The Membership Committee

The Board of Trustees shall appoint a Membership Committee composed of a trustee, board member, and non-board member of the Corporation. 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.

6.07 Resignation

A Trustee who has been elected to the Board of Trustees in accordance with this section hereof be obliged to resign from his or her position as a Trustee of the Corporation upon the termination of the membership of the Member in the Corporation, whether such termination arises by reason of resignation, removal or otherwise.

6.08 Vacancies

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. is found to be a mentally incompetent person or becomes of unsound mind;
- e. resigns in writing to the Corporation, effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;

- f. is removed from the position by the membership by special resolution for cause; or
- g. becomes an employee, director, or officer of the Corporation; or
- h. dies;
- i. misses three (3) consecutive meetings without informing the secretary in writing for each meeting;

6.09 Qualifications

Trustees shall:

- a. Be at least eighteen (18) years of age;
- b. Not have a spouse nor a Related Individual already sitting on the Board of Trustees;
- c. Not in a conflict of interest position vis-à-vis the position of Trustee;
- d. Not be an employee of the corporation; and
- e. Be a Lifetime Member of the Corporation.

SECTION 7 - Officers

7.01 Appointment:

The Board of Directors shall, at the Second Meeting of the Board of Directors and before any other business is conducted, appoint a Vice Chair, Secretary, and Treasurer from among the members of the Board of Directors. At said meeting the Board shall also appoint the Chair of the Board of Trustees from amongst the Trustees, should there not be an individual holding such position at the time.

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. The Chair of the Board may only be appointed and replaced by the Board of Trustees or Nominations Committee as set out herein.

7.02 Term:

The Chair of the Board, Vice Chair, Secretary, and Treasurer shall hold office for the length of a single term of office of the director appointed to fill the role. Officers are allowed to hold the same office for two or more consecutive terms.

7.03 Vacancies.

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

Additionally, the Board of Directors or 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. Ceases to be a director or member;
- b. receives any monetary compensation from his/her position;
- c. enters into a conflict of interest position vis-à-vis his/her role;
- d. becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- e. is found to be a mentally incompetent person or becomes of unsound mind;
- f. resigns in writing to the Corporation, effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- g. is removed from the position by the membership by special resolution for cause; or
- h. becomes an employee, director, or officer of the Corporation; or
- i. dies;
- j. misses three (3) consecutive meetings without informing the secretary in writing for each meeting;

If any Officer position is vacant more than three (3) weeks before or after the AGM, then the Board of Directors or Board of Trustees may, by resolution, appoint a director to fill such a vacancy.

7.04 Remuneration of Officers:

Officers shall receive no remuneration for serving as such, but may be entitled to be reimbursed for Expenses and shall be entitled to be reimbursed for Expenses pre-approved by the Board.

7.05 Duties of Officers may be delegated:

In case of the absence or temporary inability to act of 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 that director's consent and only for a period of two (2) months, though such delegation may be repeated.

7.06 Powers and Duties:

All officers shall sign such contracts, documents or instruments in writing as 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

- c. 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.
- d. 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 so to do;
 - 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:
 - i. a copy of the Letters Patent and any supplementary Letters Patent issued to the Corporation and of the By-laws of the Corporation;
 - ii. the names, alphabetically arranged, of all the members of the Corporation, according to designation and Province;
 - iii. the address of every member as far as can be ascertained;
 - iv. the class of membership held by each Member;
 - iv. have the care and custody of all the funds and securities of the Corporation and keep proper books of accounts thereof;
 - v. deposit the funds in the name of the Corporation in such bank or banks or with such depository or depositories and in such manner as the Board of Directors from time to time may direct;
 - vi. 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;
 - vii. sign or countersign such instruments as require his signature and shall perform all duties incidental to his office or that are properly required of him by the Board of Directors; and
 - viii. give such bonds, at the expense of the Corporation, for the faithful performance of his duties as the Board of Directors in its uncontrolled discretion may require and no member of the Board of Directors shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

7.07 Execution of Instruments:

Contracts, documents 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 or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

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.

The Seal of the Corporation when required may be affixed by the Secretary or Treasurer to any instruments in writing signed as aforesaid.

7.08 Cheques, Drafts, Notes, Etc.:

Subject to the Governing Documents and, in particular, *subject to the imperative set out in Section 9.07 "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 Corporation, and in such manner as the Board of Directors may from time to time designate by resolution and as may be required by the Corporation's bankers.

7.09 Indemnities to Directors & Others:

Every Director or Officer of the 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 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 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, 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, 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 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 8 - Notices

8.01 Service:

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 by telegram or cable or facsimile or electronic mail to any such Member or

Director at their latest address as shown in records of the 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.

Notice to directors and/or trustees of any special meetings shall always require notice both via email and registered mail.

If served with any document, the Corporation is required to promptly provide a written receipt for same.

8.02 Signature to Notices:

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

8.03 Proof of Service:

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 Subsection 10.01 "Service" of this By-law and put into a Post Office or into a letter box. A certificate of an officer of the 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 Corporation as the case may be.

With respect to any notices of meetings of members sent by the Corporation, the Secretary 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 9 - Rules & Regulations

9.01 Rules and Regulations:

Subject to the Governing Documents, the Board 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.

9.02 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.

SECTION 10 - By-laws

Under Part 10 of the NFP Act, the Board of Directors 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.

SECTION 11 - 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 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 12 - Diversity

Members, volunteers, employees, agents and appointees (collectively, "Participants") of the 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, socio-economic 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 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 13 - Dispute Resolution

13.01 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.

13.02 Dispute Resolution Mechanism:

Disputes which are not resolved between the parties, shall be settled by the process of dispute resolution 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 to a mediator appointed by the Board specifically for that purpose, unless the Dispute involves the Board or individual directors or a party to the dispute objects to the Directors being involved, in which case the mediator will be appointed by the Board of Trustees. The mediator will attempt to mediate the Dispute between the parties.
- b. If the parties are not successful in resolving the Dispute through mediation, then the Dispute shall be resolved through arbitration before a single arbitrator appointed by the Board of Trustees. The place of arbitration shall be at the Corporation's offices or in such location as the parties agree to.
- c. 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.
- d. All costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.
- e. 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.
- f. Where 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 Trustees, then counsel of the Corporation shall act as arbitrator, with costs being split between the Corporation and the party commencing the Dispute.

13.03 Agreement to Submit and Forum Selection

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.

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. 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.

SECTION 15-Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the **29th day of November 2019** and confirmed by the members of the Corporation by special resolution on the 20th day of October 2019.

Dated as of the 29th day of ^{November} 2019

Signed by: **Secretary of Board of Trustees:** _____

Signed by: Chair of the Board of Trustees: _____



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____

