

CONSTITUTION AND BY- LAWS OF BUDDHIST CONGRESS OF CANADA

CONSTITUTION

Article 1. Name of the Organization

Buddhist Congress of Canada (Hereafter referred to as BCC).

Article 2. Location and Head Office

1481, Heron Road, Ottawa, Ontario, K1V 6A6 (Canada).

Article 3. Purpose

- a) To disseminate and promote the Buddha's teachings and noble practices in accordance with the *Theravada* Tradition among people of any faith irrespective of color, caste, class or creed.
- b) To purify, tranquilize, and enlighten human mind mainly through meditation and other Buddhist practices, for the eternal happiness of mankind.
- c) To organize, launch and execute Buddhist religious and traditional community activities for the moral development of the members of the BCC.
- d) To promote friendly interpersonal relations among people by cultivating kindness, compassion, empathetic joy and equanimity for the overall benefit of the society.
- e) To promote sustainable lifestyle based on Buddha's teaching with due respect for the nature and the environment as a whole.

Article 4. Board of Directors

- a) The board of directors shall constitute the executive body of the BCC.
- b) The board of directors shall be no less than five and no more than seven members.
- c) Minimum of one and maximum of two positions of the board shall be filled with resident monks.
- d) Any voting member of the BCC, in good standing, shall be eligible to be selected as a director of the board.
- e) Resident monks shall not pay membership fees to become members of good standing.
- f) President, secretary and treasurer shall be selected from the board of directors.
- g) The directors of the board shall be the custodians of the Hilda Jayewardenaramaya located at 1481 Heron Road, Ottawa.
- h) The board of directors shall manage the property and business of the BCC.

- i) The directors shall not be related to each other by blood, marriage, law, adoption, common law relationship or close business association.
- j) The term of office for the directors shall be one financial year; however, it can be extended to maximum of two years by passing a resolution at an annual general meeting.
- k) The directors shall serve without remuneration.
- l) The directors shall maintain the financial stability of the BCC.
- m) The directors shall not be personally liable for any debt, other liability of any form incurred by the BCC.

Article 5. Classes of Membership

BCC shall authorize four classes of membership as follows:

- a) Family – Two adults living together as a family with children under 18 years of age.
- b) Adult – Open to any person over 18 years of age.
- c) Student – Open to full time students over 18 years of age
- d) Senior – Open to any person over 65 years of age.

Article 6. Liquidation

In the event of liquidation for any reason(s) the board of directors shall donate all its assets, property real, movable and immovable to one or more registered charitable Buddhist organization in Canada.

BY-LAWS

By-laws relating to the general conduct of affairs of the BCC.

BE IT ENACTED as by-laws of the BCC.

SECTION 1. General

1.01 Definitions

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

- a) "BCC" means the Buddhist Congress of Canada;
- b) "Act" means the Canada Not-for-profit 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;
- c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the BCC;
- d) "Board" means the board of directors and "director" means a member of the board;
- e) "By-law" means this by-law and any other by-law of the BCC as amended and which are, from time to time, in force and effect;
- f) "Meeting of members" includes an annual general meeting of members or a special general meeting of members; all members entitled to vote at a meeting of members;
- g) "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h) "Proposal" means a proposal submitted by a member of the BCC that meets the requirements of section 163 (Shareholder proposal) of the Act;
- i) "Regulations" mean the regulations made under the Act, as amended, restate or in effect from time to time; and
- j) "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

- a) In the interpretation of these by-laws, words in singular include plural and vice versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organizations.
- b) Other than specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in by-laws.

1.03 Corporate Seal

The BCC 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 BCC shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the BCC may be signed by two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix a copy of instrument, resolution, by-law or other document of the BCC to **be a true copy thereof.**

1.05 Financial Year

The financial year of the BCC shall be January 1st to December 31st.

1.06 Banking Arrangements

The banking business of the BCC shall be transacted at such bank(s), trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the BCC and /or any other member as the board of directors may designate, direct, or authorize, from time to time, by resolution.

1.07 Annual Financial Statements

The BCC shall distribute copies of the annual financial statements and other documents referred to in subsection 172 (1) (Annual Financial Statements) of the Act to all the members present at the Annual General Meeting and also publish a notice to its members stating that the annual financial statements and documents provided in subsection 172 (1) . Any member may, on request, obtain a copy free of charge at the registered head office of the BCC by prepaid mail.

SECTION 2 – Membership

2.01 Membership Conditions

- a) Subject to the articles, there shall be four classes of members in the BCC. Membership shall be available only to individuals interested in furthering the BCC's purposes and who have applied for it and been accepted into membership in the BCC by ordinary resolution of the board. Each member shall be entitled to receive a notice to attend all meetings of the members of the BCC.
- b) All the members in good standing are entitled to vote in meetings and elections.

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- b) All the members in good standing are entitled to vote in meetings and elections.

- c) If ten (10) members of the BCC in good standing, request the chair of the board in writing, to convene a special meeting of members, the chair of the board shall (7.01) convene a meeting. Pursuant to subsection 197(1) (Fundamental changes) of the Act, a special resolution of the members is required to make any amendment to this section of the by-laws if those amendments affect the membership rights and / or conditions described in paragraphs 197(1)(e),(h),(i) or (m).

2.02 Notice of Meetings to Members

Notice of the date, time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 15 to 30 days before the date on which the meeting is to be held; or
- b) by electronic or other communication facility to each member entitled to vote at the meeting, during a period of 10 to 20 days before the day on which the meeting is to be held, and
- c) unless otherwise decided by the board, all meetings shall be at the head office of the BCC.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the BCC to change the manner of giving notice to the members entitled to vote at a meeting of members.

2.04 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in-ballot if the BCC has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification,
- b) permit the tallied votes to be presented to the BCC without it being possible for the BCC to identify how each member voted,
- c) every voting member shall have the right to authorize in writing any other voting member to act as his or her proxy at a meeting,
- d) no proxy shall be valid after the expiration of the date provided in the proxy at the time of its execution,
- e) every proxy shall be revocable at the pleasure of the voting member who executed it prior to the vote, and
- f) a proxy shall deem to mean a written authorization signed by a member giving another member power to vote on his/her behalf.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the BCC to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Fees

- a) The membership fee for a Family \$25.00 per month.
- b) The membership fee for Adults \$20.00 per month.
- c) The membership fee for Students \$ 15.00 per month.
- c) The membership fee for Seniors \$10.00 per month.

However, according to the Buddhist tradition, the membership shall function as the benefactors of the BCC to maintain the building(s), execute the programs / projects launched by the BCC and to look after the basic needs of the resident monks of the Hilda Jayewardenaramaya including providing food, clothing, shelter, medicine and any other expenses as required. In return, it is the duty of the resident monks to minister the religious needs of its members / devotees.

3.04 Termination of Membership

A membership in the BCC shall be terminated when:

- a) the member dies, or the BCC is liquidated;
- b) a member fails to maintain qualifications for membership described in Section 2.01 of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of directors in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.06 below; the member's term of membership expires; or is otherwise termination in accordance with the articles or by-laws.

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

3.06 Discipline of Members

The board shall have the authority to suspend or expel any member from the BCC for any one or more of the following grounds:

- a) violating any provision of the article, by-laws, or written policies of the BCC;
- b) carrying out any conduct which may be detrimental to the BCC as determined by the board in its sole discretion;

- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the BCC.

3.07 Method of Expulsion and Suspension

In the event that the board determines that a member should be expelled or suspended from membership in the BCC, the president, or such other officer as may be designated by the board, shall provide twenty (20) days -notice of suspension or expulsion of the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president or such other officer as may be designated by the board may proceed to notify the member that the member is suspended or expelled from the membership in the BCC. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 – MEETING OF MEMBERS

4.01 Annual General Meeting

The BCC shall hold Annual General Meeting within a month of the end of each financial year.

4.02 Persons Entitled to Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the BCC and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the BCC to be present at the meeting. Any other persons may be admitted only on invitation of the chair of the meeting or by resolution of the members.

4.03 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present are entitled to vote at the meeting shall choose one of their members to chair the meeting.

4.04 Quorum

A quorum at any meeting of the members shall be 20% of the members entitled to vote at the meeting.

4.05 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of votes cast on the questions. In case of a quality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have second or casting vote.

SECTION 5 – DIRECTORS

5.01 Election, Nomination, and Voting

Subject to articles, the members shall elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required.

- a) Nominations for the vacant positions shall be accepted from the floor during the election procedure of the annual general meeting.
- b) All nominees shall be BCC members in good standing.
- c) Nominations shall be accepted provided each candidate is duly nominated and seconded by a BCC member.
- d) Nominees shall accept their nomination.
- e) Voting in elections shall be by show of hands or secret ballot.
- f) The candidates receiving the highest vote totals shall be declared elected.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meeting of the board may be called by the chair of the board, the vice-chair, or secretary of the board or any (2) directors at any time.

6.02 Notice of Meeting

Notice of the date, time and place for holding a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the BCC not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all the directors, and none objects to holding of the meeting, or if those absent have waived notice of

or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is announced at the original meeting. Unless the by-laws otherwise provides, no notice of meeting need to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may fix a day in any month or months for regular meetings of the board at the head office and the time to be held. A copy of any resolution of the board fixing the place and time for such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The board may from time to time appoint committees or advisory bodies, with minimum of five and maximum of seven members, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedures, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 - OFFICERS

7.01 Description of Officers

Unless otherwise specified by the board which may, subject to the Act modify restrict or supplement such duties and powers, the officers of the BCC, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) Chair of the Board - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

- b) Vice-Chair of the Board - The vice-chair of the board, if appointed, shall be a director. If the chair of the board is absent or is unable or refuse to act, the vice-chair of the board, if any, shall when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c) Secretary – If appointed, the secretary shall attend all meetings of the board. The secretary shall enter or cause to be entered in the BCC’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notice to members, directors, the public accountant and members of committees. The secretary shall be the custodian of all books, deeds, papers, records, documents and other instruments belonging to the BCC.
- d) Treasurer – If appointed, the treasurer shall receive all monies, deposit them in a bank approved by the board, pay the BCC’s dues authorized by the board, all cheques and vouchers shall sign and get countersigned by one other officer determined by the board, keep in custody and maintain the records of receipts, prepare and submit monthly and annual financial reports, provide tax receipts to the donors, provide annual audit / review engagement of accounts of the BCC by a certified public accountant at the annual general meeting end of each financial year.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, for a cause, any officer of the BCC. Unless so removed, an officer shall hold office until earlier of:

- a) the officer’s successor being appointed,
- b) the officer’s resignation,
- c) such officer ceasing to be a director,
- d) such officer becomes bankrupt, or
- e) such officer’s death.

If the office of any officer or the BCC shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the

board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, officer, or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the BCC or in the case of notice to a director to the latest address as shown in the last notice that was sent by the BCC in accordance with the section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
- b) if mailed to such person or such person's recorded address by prepaid ordinary mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that the notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the BCC to any notice or other document to be given by the BCC may be written, stamped, type-written or printed or partly written, stamped, type written or printed.

8.03 Invalidity of any provisions of this by-law

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

8.04 Omissions and Errors

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

SECTION 9 – DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the BCC are as much as possible to be resolved in accordance with mediation and / or arbitration as provided in Section 9.02 of the by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the BCC arising out of or related to the articles or by-laws, or out of any aspect of the operations of the BCC is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the BCC as set out in the articles, by-laws or the Act, and as an alternative to such persons instituting a law suit or legal action, such disputes or controversies shall be settled by process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints a mediator, the other party (or if applicable the board of the BCC) appoints one mediator, and the two mediators so appointed jointly appoints a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitration in force in the province or territory where the registered office of the BCC is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. 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 mediators appointed in accordance with this section shall be born equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

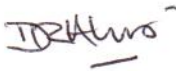
SECTION 10- EFFECTIVE DATE

10.01 Effective Date

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

CERTIFIED to be by-laws No.1 of the Buddhist Congress of Canada, as enacted by the Board of Directors of the BCC by resolution on the 30th day of July 2015 and confirmed by the members of the BCC by special resolution on the 29th day of August 2015.

Dated as of 30th July 2015.



Rajendra Alwis
President
Buddhist congress of Canada