
By-Laws

Waterloo Wellington
Buddhist Cultural
Association (WWBCA)

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By-Laws of Waterloo Wellington Buddhist Cultural Association (WWBCA)

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By-Laws of Waterloo Wellington Buddhist Cultural Association (WWBCA)

Article 1 – Name and Head Office

1. The name of the Association shall be Waterloo Wellington Buddhist Cultural Association.
2. The registered head office of the Association shall be in the Region of Waterloo or the Wellington County in the Province of Ontario.
3. All books and business records of the Association shall be kept in the registered head office.

Article 2 – Objects

1. To preach and advance the teachings of the Theravada Buddhist faith and the religious tenets, doctrines, observances and culture associated with that faith.
2. To establish, maintain and support a house of worship with services conducted in accordance with the tenets and doctrines of the Theravada Buddhist faith.
3. To support and maintain missions and missionaries in order to propagate the Theravada Buddhist faith.
4. To establish and maintain a religious school of instruction for children, youth and adults.

Article 3 – Membership

1. There shall be one class of membership in the Association with equal rights and privileges.
2. Any lay individual who accepts to follow and uphold the objects of the Association given in Article 2 of these by-laws shall be eligible for membership.
3. A member of the Association shall be a member of the majority and resident in the province of Ontario, Canada.
4. Prospective members must apply for membership in a form approved by the Board of Directors (Board) for this purpose. The membership is valid from the date the application is accepted at a meeting of the Board and subject to the payment of any fee in terms of section 5 in Article 3. The membership shall not be transferrable.
5. The Board may recommend for approval of the members at an Annual General Meeting an annual membership fee. The membership fee shall be payable for the whole fiscal year regardless of the time of application and its approval by the Board. The membership fee once paid shall not be transferrable.
6. Each member shall be entitled to vote at meetings of members. No proxy votes shall be allowed.
7. Members may examine business documents and the books of the Association after making a written request to the Secretary. The Secretary shall make reasonable efforts to accommodate such requests within a reasonable period of time and by mutual agreement with the member making such request.

8. Members may attend any meeting of the Directors as observers so far as such meeting is not held in camera and in any event with express permission of the President.
9. A member may resign or withdraw from membership at any time by informing the Secretary in writing. The Secretary shall inform the Board at the following meeting of the Board about such resignations or withdrawals from membership.
10. The Board may expel from membership any member who in the opinion of the Board has acted to bring disrepute to the Association or acts in any way contrary to the objects of the Association. For this purpose the Board shall authorize the Secretary to request such a member to submit written explanations within fourteen days of such request for the consideration of the Board.
11. Any member resigning, withdrawing from membership or expelled from membership shall not be entitled to a refund of any portion of the paid membership fee.

Article 4 – Meetings

1. Notice of Meetings

Notice of Meetings of the Association and all other communications concerning business of such meetings shall be written and communicated either by post or electronic mail to the last known address recorded in the register of members. A notice of meeting shall include date, time, and the venue of such meeting and accompany an agenda. The record date for meetings shall be one day before the day on which any notice is given. An apparent error or an omission in the contents of a notice for any meeting shall not invalidate such meeting or make void any resolution adopted at such meeting.

2. Annual General Meeting (AGM)

- a. The inaugural AGM of members shall be held not later than eighteen months after incorporation. Subsequent AGMs shall be held not later than fifteen months of the previous AGM.
- b. The period of notice required for an AGM shall be thirty days.
- c. An AGM may not be held by teleconference or other electronic means.
- d. The agenda for an AGM shall include: Adoption of minutes of the previous AGM, Adoption of financial statements approved by the Board, Report of the Auditor, Resolutions for which sufficient notice has been given in terms of section 2.f in Article 4, Election of Directors to replace those retiring and for any vacancies, Appointment of an Internal Audit Committee, Appointment of an Auditor, and Approval of the remuneration of the Auditor.
- e. The Secretary may send a request for proposals along with the first notice of the AGM to members.
- f. Any member may submit any resolution to be considered at an AGM by serving twenty (20) days written notice to the Secretary. Electronic communication of the text of such resolution from the proposer shall be acceptable.
- g. The Board may submit any resolution to be considered at an AGM.

- h. Proposers of resolutions must be present at the AGM for such resolutions to be taken up for discussion unless the members at that AGM agree by a vote of simple majority to waive this requirement.
 - i. The members requesting shall be provided with copies of documents applicable to the business on the agenda not later than twenty one days before an AGM.
- 3. Special Meeting
 - a. A Special Meeting of members may be convened by the Board as it may deem necessary. The period of notice required for a Special Meeting shall be fourteen days. A Special Meeting may not be held by teleconference or other electronic means.
 - b. A Special Meeting shall be convened if at least ten percent of members of the Association make a written request. Such request shall state the business to be transacted at the meeting and must be sent to each Director and to the registered head office of the Association. The Board shall convene a Special Meeting within twenty one days of receipt of such a request.
- 4. Board of Directors Meeting
 - a. Board of Directors Meetings shall be held at least once in each quarter. The period of notice required for Board Meetings shall be fourteen days.
 - b. Meetings of the Board of Directors or any of its subcommittees may be held by teleconference if the Board is able to accommodate such means and the quorum is available. The Board shall make all reasonable efforts to accommodate a request for meeting by teleconference.
 - c. Emergency meetings shall be held with at least 48 hour notice.
- 5. Quorum
 - a. Quorum for an Annual General Meeting shall be fifteen members present in person at such meeting.
 - b. Quorum for a Special Meeting shall be ten members present in person at such meeting.
 - c. Quorum for a Board of Directors' Meeting shall be two-fifth (2/5) of the number of directors on the board.

Article 5 – Board of Directors

- 1. Eligibility and Composition
 - a. Any member of the Association is eligible to be elected as a Director or officer of the Association subject to section 1.b in Article 5. Any lay individual who is not a member may be elected as a Director or officer provided such individual shall apply for membership of the Association to be considered at the following meeting of the Board of Directors, subject to Article 3 and section 1.b in Article 5.
 - b. A member eligible to be elected as a Director shall be:
 - i. An individual at least eighteen years of age.
 - ii. An individual who has not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.

- iii. An individual who has not been found to be incapable by any court in Canada or elsewhere.
 - iv. A person who does not have the status of bankrupt.
- c. An individual who ceases to be a member in terms of sections 9 and 10 in Article 3 shall cease to be a Director from the effective date of such occurrence.
- d. A Director who becomes ineligible in terms of section 1.b in Article 5 shall cease to be a Director from the effective date of such occurrence. It shall be the duty of each Director to declare ineligibility if they believe or as soon as they become aware of such occurrence.
- e. Each Director shall make a written declaration of their eligibility or ineligibility to be a Director of the Association in terms of section 1.b in Article 5 at or before the next meeting of the Board of Directors.
- f. The Board of Directors shall consist of fifteen Directors. Thirteen Directors shall be elected at an AGM and two Directors shall be appointed ex-officio from the incumbent monks appointed to the place of worship in terms of sections 1.g and 1.h in Article 5. At no time shall the number of Directors be less than five.
- g. The Chief Incumbent Monk of the place of worship shall be an ex-officio Director of the Association.
- h. The Chief Incumbent Monk shall nominate one Assistant Incumbent Monk appointed to the place of worship as an ex-officio Director of the Association.
- i. The first Directors at the time of incorporation shall have all the powers, duties and liabilities of Directors elected at an AGM and shall hold office until the inaugural AGM.
- j. The first Directors shall be eligible for re-election subject to Article 3 and section 1.f in Article 5. At each subsequent AGM, all officers and directors shall be elected or re-elected by a majority vote. It is preferred that some of the officers and directors are re-elected, in order to have continuity. If all directors are not elected at the AGM, Directors elected may take action to fill the vacancies during its term of office.
- k. Directors or officers whose substitutes are not elected at the AGM shall continue until their substitutes are elected

2. Officers

- a. The Chief Incumbent Monk of the place of worship shall be ex-officio President of the Association and Chair of the Board of Directors. In the absence of a Chief Incumbent monk, or his reluctance to be the President and the Chair of the Board of Directors, the Board of Directors shall elect a President. President may decide to elect a Chair for any meeting.
- b. Chief incumbent monk shall be the ex-officio President of the Association. In the absence of a Chief incumbent monk or his reluctance to accept the position, members shall elect a President in addition to a Vice President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. President, Secretary and Treasurer shall be the main officers of the Association.

- c. The Vice President shall be ex-officio President in the event the Chief Incumbent Monk position is vacant and until such time that position is filled. In any event, the Vice President shall always be a member of the Association.
- 3. Duties and Obligations
 - a. All Directors are entitled to participate in discussion and vote at Board meetings. No proxy votes shall be allowed. The Chair of meeting shall exercise a vote in case of a tie or to create a tie.
 - b. Any elected Director who fails to attend three consecutive meetings of the Board without valid reasons shall be deemed to have vacated that post. However the Board shall have the power to approve a leave of absence from meetings to any Officer or a Director.
 - c. The Directors may appoint a suitable member to fill any vacancy of the Board between two AGMs. Any Director appointed by the Board to fill a vacancy shall hold office until the next AGM or in the case of ex-officio Directors until such individuals are appointed whichever occurs earlier.
 - d. All decisions of the Board shall be by a vote of simple majority if unanimity cannot be reached.
 - e. The Directors shall not receive any remuneration or benefit of any kind as a result of holding office. The Directors shall be reimbursed for reasonable business expenses on submission of sufficient proof.
 - f. The members may expel any Director from the Board except those who are ex-officio Directors who in the opinion of the members has acted to bring disrepute to the Association or acts in any way contrary to the objects of the Association by an ordinary resolution adopted by a vote of simple majority at a Special Meeting of members. The Director in question shall be given an opportunity to be heard at such meeting before a vote is taken.
 - g. A Director who is expelled in terms of section 3.f in Article 5 shall cease to be a member of the Association forthwith unless a specific resolution to waive this requirement is adopted at the same meeting with a vote of two thirds majority.
- 4. Indemnification
 - a. The Association may indemnify a Director or a former Director of the Association against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by a Director or a former Director in respect of any civil, criminal, administrative, investigative or other action or proceeding in which a Director or a former Director is involved because of the Association or its activities.
 - b. The Association may purchase and maintain insurance for the benefit of Directors against any liability incurred in the capacity as a Director or an Officer of the Association subject to the provisions in the Charities Accounting Act.

Article 6 – Responsibilities of Directors

1. The President

- a. Shall be the chief executive with overall responsibility for the management and the operations of the Association.
- b. Shall be in charge of public relations and have authority to make public statements on behalf of the Association.
- c. Shall chair all meetings of members and the Board.
- d. Shall have authority to permit or deny any member or a guest seeking to attend a meeting of the Board of Directors either before or during such meeting.
- e. Shall report to the members at AGM on the affairs of the Association.
- f. Shall act as the custodian of the corporate seal.
- g. Shall be signatory to any appointment of individuals to the House of Worship.
- h. Shall have the authority to coordinate and delegate responsibility to the Vice President or any other Director as may be necessary.
- i. Shall remain accountable for all functions and responsibilities of the President regardless of any delegation in terms of section 1.h in Article 6.

2. The Secretary

- a. Shall record and maintain minutes of all meetings of members and the Board.
- b. Shall maintain a register of members and Directors.
- c. Shall attend to and maintain all statutory records and filings.
- d. Shall send notices of all meetings of members and the Board in consultation with and approval of the President.
- e. Shall set the agenda for all meetings of members and the Board in consultation with and approval of the President.
- f. Shall act as the polling officer for secret ballots at meetings of members and the Board.
- g. Shall be responsible for all communications with members in consultation with and approval of the President.
- h. Shall have the authority to coordinate and delegate responsibility to the Assistant Secretary as may be necessary.
- i. Shall remain accountable for all functions and responsibilities of the Secretary regardless of any delegation in terms of section 2.h in Article 6.

3. The Treasurer

- a. Shall maintain proper books of accounts and submit financial statements for the approval of members at AGM with the approval of the Board.
- b. Shall submit periodic financial reports to the Board as may be determined by the Board.
- c. Shall coordinate with and submit reports as may be required by the Audit Subcommittee.
- d. Shall coordinate with and submit financial statements for audit and/or review, as the case may be, to the Auditor of the Association.

- e. Shall ensure that a proper audit trail and appropriate supporting documentary evidence for all transactions of the Association is maintained and the records are retained as required by any statute.
 - f. Shall ensure compliance with financial policies and procedures of the Association and advise the Board about any conflicts or concerns with applicable provincial or federal statutes.
 - g. Shall have the authority to coordinate and delegate responsibility to the Assistant Treasurer as may be necessary.
 - h. Shall remain accountable for all functions and responsibilities of the Treasurer regardless of any delegation in terms of section 3.g in Article 6.
4. Other Directors
- a. Shall take an active part in the promotion and the continuity of the Association.
 - b. Shall take an active part in fund raising activities of the Association.
 - c. Shall assist the Officers of the Association as may be needed in carrying out their duties and responsibilities.
 - d. Shall take an active role in enrolling new Members.

Article 7 – House of Worship

1. The Association shall establish and maintain a house of worship (Temple) in the Region of Waterloo or the Wellington County in terms of section 2 in Article 2 and in accordance with Sri Lankan Theravada traditions.
2. The house of worship shall be under the charge of a Chief Incumbent Monk.
3. A subcommittee appointed by the Board shall determine the qualifications and the terms of appointment of the Chief Incumbent Monk and nominate suitable monks for the consideration of the Board. The composition of the subcommittee shall be determined by the Board.
4. A subcommittee appointed by the Board and chaired by the Chief Incumbent Monk shall determine the qualifications and the terms of appointment of Assistant Incumbent Monks.

Article 8 – Committees

1. The members or the Board shall have the power to appoint committees or subcommittees as may be needed. The members or the Board, as the case may be, shall determine the terms and the scope of appointment of such committees and the composition thereof subject to section 4 in Article 7.
2. The period of any such committee shall expire at the AGM following such appointment.
3. Each committee shall have at least one Director of the Board appointed as a member. The President shall be an ex-officio member of all such committees unless appointed as a member.
4. All committees shall report and be accountable to the Board. Members of committees shall not receive any remuneration or benefit of any kind. The committee members shall be reimbursed for reasonable business expenses on submission of sufficient proof.

5. All committees shall have the power to invite members or guests to attend meetings as observers or consultants subject to the authority and discretion of the Chair of such meeting.

Article 9 – Finances

1. The financial year of the Association shall be the calendar year.
2. The funds of the association shall be maintained in a suitable chartered bank in the province of Ontario, as may be determined from time to time by the Board.
3. The Board may determine the amounts and the individuals who are authorized to maintain and be accountable for any petty cash.
4. The Officers of the Association in terms of section 2.b in Article 5 shall be the signatories to all transactions including cheques of the Association. There shall be two signatories to each transaction one of which shall be that of the Treasurer.
5. In the event the Treasurer is indisposed or away from the Region of Waterloo or the Wellington County, the President and the Secretary may sign cheques and enter into transactions and provide a comprehensive report to the Treasurer as soon as the Treasurer is available to resume duties. It shall be the responsibility of the Treasurer to communicate re-availability with the President and the Secretary.
6. The funds of the Association shall not be used for any purpose other than for which such funds were raised.

Article 10 – Powers and Special Provisions

1. The Association shall have and may exercise the powers itemized in Appendix A to these by-laws and as may be amended from time to time by provincial or federal statutes.
2. The Association and its activities shall be subject to the special provisions itemized in Appendix B to these by-laws and as may be amended from time to time by provincial or federal statutes.

Article 11 – Amendments to By-Laws

1. Any member or the Board may submit a resolution to amend these by-laws and to be considered by members at a meeting subject to Article 4.
2. Such resolution by a member shall be written and signed by the proposer. Electronic communication of a resolution from the proposer shall be acceptable for this purpose.
3. Any resolution to amend these by-laws requires a vote of two thirds majority.
4. Any resolution to amend these by-laws shall become effective from the time it is adopted. Unless decided otherwise, it may be applicable retroactively from the day it was previously approved by the Board of Directors. Resolution should state the date from which it is to be applied.

Article 12 – Rules of Order and Procedure

1. The Roberts Rules of Order shall govern the meetings procedure of the Association so long as these by-laws are silent on such matter.
2. The Board may from time to time adopt operating and financial procedure to guide the Association.

Appendix A - Optional Incidental and Ancillary Powers

1. Power to Accumulate
To accumulate from time to time part of the fund or funds of the corporation and income therefrom subject to any statutes or laws from time to time applicable;
2. Power to Solicit Donations and Grants
To solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;
3. Power to Receive Personal Property
To acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;
4. Power to Hold and Dispose of Real Property
To acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its charitable undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;
5. Power to Hire
Either: To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided that the corporation shall not pay any remuneration to a Director in any capacity whatsoever;
Or: To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided that the corporation shall not pay any remuneration to a Director in any capacity whatsoever; and provided that all of the foregoing is subject to sections 23 and 61 of the Trustee Act and any order of the court;
6. Power to Cooperate with any Other Charitable Organizations
To cooperate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of the corporation;
7. Power to Participate in the Reorganization of a Company
To take up proportions of any increased capital of a company or corporation in which the corporation may at any time hold shares or obligations; to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganization or for the sale of assets of any company or corporation, or part thereof; to enter into any pooling or other agreement in connection with the shares or obligations of a company or corporation held by the corporation; and to give consent to the creation of any mortgage, lien

or indebtedness of any company or corporation whose shares or obligations are held by the corporation; provided, however, that all of the foregoing is subject to the provisions of the Charitable Gifts Act;

8. Power to Sue and Compromise Claims

To demand and compel payment of all sums of money and claims to any real or personal property in which the corporation may have an interest and to compromise any such claims, and generally to sue and be sued in its corporate name;

9. Power to Issue Cheques

To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments;

10. Power to Pay Costs of Incorporation

To pay all costs and expenses of, or incidental to, the incorporation.

11. Restriction on Powers

Provided that it shall not be lawful for the corporation directly or indirectly to transact or undertake any business within the meaning of the Loan and Trust Corporations Act

Appendix B - Special Provisions for Incorporated Charities

1. The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects.
2. The corporation shall be subject to the Charities Accounting Act and the Charitable Gifts Act.
3. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
4. The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.
5. If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the Charities Accounting Act or the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the Corporations Act to cancel the letters patent of the corporation and declare them to be dissolved.
6. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada.
7. To invest the funds of the corporation pursuant to the Trustee Act.
8. For the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.