



NEPALESE CANADIAN HERITAGE CENTRE

**By-law
(2013)**

December 2016

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A by-law relating generally to the conduct
of the affairs of

Nepalese Canadian Heritage Centre

(the "Corporation")

1. Preamble

Historically, Nepalese culture evolved through the amalgamation of Hindu and Buddhist beliefs. Hinduism and Buddhism share common values, tradition and shrine for worship and believe in peaceful co-existence, compassion, forgiveness and religious harmony. The people of Nepalese origin take immense pride in this background, culture and heritage. In light of the growing Nepalese Canadian populace in Canada, particularly in the Greater Toronto Area (GTA) and its surrounding areas, it is prudent to communally own a place for congregating, practicing and celebrating Nepalese religious rites, festivities, and traditions.

THEREFORE, WE THE PEOPLE OF NEPALESE ORIGIN come together to establish a place of worship with the goal of advancing Hindu and Buddhist religious heritage and traditions in Canada and thereby enrich the Canadian multiculturalism.

The Board of Directors, representing the people of Nepalese origin, enthusiastically and unanimously declare the establishment of NEPALESE CANADIAN HERITAGE CENTRE (NCHC) with the **approval of this BY-LAW in its 8th Meeting on the 26th day of October, 2013.**

2. Name

The name of this corporation shall be Nepalese Canadian Heritage Centre (herein after called "NCHC" or "Centre" or "Corporation"). The Centre shall be an inclusive, autonomous, independent, and non-profit corporation registered under the Canada Income Tax Act as a charitable organization. The place of worship shall be called "Shree Pashupati Nath Mandir."

3. Mission and Objectives

Mission:

Advancing Hindu and Buddhist religious heritage respecting the Canadian multiculturalism enshrined in the Canadian Multiculturalism Act

Objectives:

1. To establish and operate a place of worship for Hindus and Buddhists
2. To provide ritual services for observing and celebrating Hindu and Buddhist religious events and ceremonies

BE IT ENACTED as by-law of Nepalese Canadian Heritage Centre as follows:

4. Definition

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

"**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;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**body corporate**" includes a company or other organization with legal personality wherever or however incorporated;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any Type or Types of members and a special meeting of all members entitled to vote at an annual meeting of members

"**member**" means member with voting rights

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"**Shree Pashupati Nath Mandir**" means the name of the temple or name of the place of worship.

5. 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, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws. The final interpretation of this by-law shall lie with the Legal Committee of the Corporation for application within the corporate jurisdiction.

6. Corporate Seal

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 board shall assign a Director of the Board as a custodian of the seal.

7. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the President. In absence of President, the Board may assign any member of the Board of Directors as the signing authority. 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 the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

8. Financial Year

The financial year of the Corporation shall end on December 31 each year.

9. Sources of Funds and Expenses

9.1. Fund collection, book keeping, types and inter-type transfer

- a. No paid agent(s) shall be used to collect funds. All types of fund collection shall be voluntary.
- b. All donated amount shall be accumulated and maintained in donors ledger and shall be aggregated annually.
- c. There shall be two types of funds, namely “consolidated fund” and “operating fund”
- d. Sixty percent of operating fund from any fund raising activities shall be transferred to consolidated fund and rest 40% shall remain in operating fund. The ceiling of operating fund shall be \$5,000.00. Funds exceeding the ceiling shall be transferred to the consolidated fund.

9.2. Consolidated fund

The fund collected or allocated for purchasing, constructing, maintaining, upgrading and paying taxes utilities related to real property and attached objects is called “consolidated fund” and shall not be used for any other purposes. Followings are the sources of consolidated fund of the Centre:

- a. Donations(periodic/regular commitments)
- b. Non-restricted grants/assistance
- c. Membership fees
- d. Patrons’ contributions
- e. Any other contributions ear-marked for consolidated fund

9.3. Operating fund

The fund used for day-to-day operations of the Centre is called “operating fund.”

- a) The followings are the sources of operating fund:
 - i. Proceeds from advertisements, sponsorships and social functions
 - ii. Cultural ritual services performed by priests
 - iii. Collections from cultural programs and living art activities
 - iv. Other charitable incomes
- b) The operating expenses of NCHC are as follows:
 - i. Purchasing of daily and special worship (Puja) materials.

- ii. Websites, telecommunication and special occasion publications
- iii. Purchasing/leasing/renting of any equipment/tools not attached to real property and office supplies
- iv. Priest's salaries/benefits, consultant and professional fees
- v. Expenses for cultural and ritual activities
- vi. Other operating expenses

9.4. Borrowing Powers

The directors of the Corporation may:

- 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, 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 debt obligation of the corporation.

10. Banking Arrangements

The banking business of the Corporation shall be transacted at a financial organization such bank, trust company or other firm and corporation that carry out banking business in Canada or elsewhere as designated by the board of directors or appointed or authorized from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

11. Annual Financial Statements

The Corporation shall publish its Annual Financial Statements on its web site and notify the members by email that the annual financial statements and documents specified in subsection 172(1) the Act are available for viewing and downloading.

The members shall also be informed that the above statements are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

12. Memberships and Conditions

12.1. Types of memberships

Subject to the articles, there shall be two types of members in the Corporation, namely, Type A members and Type B members. The board of directors of the Corporation may, by resolution, approve the admission of the members to the Corporation. Members may also

be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

a. Type A Member

Type A members are voting member. Type A membership shall be available to persons who apply for membership with paid membership fees and been accepted for membership in the Corporation and abide by provision of the articles, by-laws, or written policies of the Corporation. As set out in the articles, each Type A member is entitled to receive notice of, attend and vote at all meetings of members. Each such Type A member shall be entitled to one (1) vote only.

Type A membership shall comprise of the following:

- I. Life Membership: Any individual who pays one thousand dollar (\$1,000.00) or more by the purchase date of real estate property shall be granted **Founding Life Member**. And, any individual who pays one thousand (\$1,000.00) dollars or more in membership fee after the purchase date of real estate property shall be granted **Life member**. A founding life member and life member shall have the same privileges of general member without the liability to pay the annual membership fee.
- II. Founding Membership: Founding membership may be acquired only at the time of establishment of the Corporation. This shall be open to all interested individuals who pay five hundred dollars (\$500.00) in membership fees by the purchase date of real estate property. A founding member shall exercise his/her voting right for the next five years from the date of purchase of membership. In order to maintain voting rights, the founding member shall require paying either general membership or change to life membership.
- III. General Membership. This shall be open to all interested individuals who pay one hundred and eight dollars (\$108.00) or more by the record date of the Members' Annual Assembly of that year. This membership shall expire at the end of financial year of the same year. A general member who maintains general membership for ten consecutive years shall graduate to life membership or may immediately acquire life membership by paying the remaining sum in membership fees.

b. Type B Member

Type B members are non-voting members. Type B membership shall be available to persons who have applied and have been accepted for Type B non-voting membership of the Corporation. Type B non-voting membership consists of the following:

- I. Associate Membership: This shall be open to all persons who endorse the objectives of the Corporation and who are interested in Nepalese Socio-Cultural heritage and pay a minimum of ten dollars (\$10). Associate members are not eligible to vote. The membership shall expire at the end of financial year of the same year.
- II. Honorary Membership: Those individuals who have made a significant contribution to the Corporation may be awarded honorary members by a special resolution. Honorary members are not eligible to vote or hold director's or officer's position in the Corporation.
- III. Institutional Membership: Those institutions that have made a significant contribution to the Corporation may be granted institutional membership by a special resolution. Institutional members are not eligible to vote.

12.2. Membership Transferability

A membership of any other organization shall not be transferrable to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

12.3. Membership Fees

Members shall be notified in writing by electronic mail of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

Paid membership fees are non-refundable in any circumstances.

12.4. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires;
- d. the Corporation is liquidated and dissolved under the Act, or
- e. the board of directors reserve the right to disapprove or terminate membership when the act of an applicant or member is found detrimental to the Corporation

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

12.5. Notice of Members' Meeting

- a. Notice of the time and place of a meeting of members shall be given to each Type A member by telephonic, electronic or other communication medium during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail to the address in record.
- b. Subject to the Act and the articles, Type B member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation. However, they may be invited as honorary guests or observers.
- c. 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.
- d. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to this by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

12.6. Upgrading Membership

A current member can upgrade his/her membership upon payment of the fee differential required for the update.

13. Donation, Title and Honor

The following honor titles may be given to individuals for life based on donated amount, their social image and rapport, criminal and/or fraudulent record, and significant contribution made to Nepalese community:

- a. **Patron:** This shall be awarded to any individual of Nepalese origin who donates seven thousand dollars or more within a period of five years.
- b. **Honorary Patron:** This title shall be awarded to individuals of any non-Nepalese origin who have donated at least \$10,000.00. The title shall be awarded by a resolution made by the Board of Directors. The titleholders shall not have voting right.

14. Meeting of Members

14.1. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

14.2. Persons Entitled to be Present at Members' Meetings

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 Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

14.3. Chair of Members' Meetings

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

14.4. Quorum at Members' Meetings

A quorum at any meeting of the members shall be one fourth of the active registered members on the defined record date for annual general meeting or one fourth of the active registered members on the announcement date for special members meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

14.5. Votes to Govern at Members' Meetings

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 the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a deciding vote.

14.6. Participation by Electronic Means at Members' Meetings

Participation at meetings of members shall only be in person. Participation by telephonic, electronic or other communication medium is prohibited.

14.7. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

14.8. Members Calling a Members' Special Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

15. Discipline of Members

15.1. Grounds for Membership Suspension or Expulsion

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

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board at its sole discretion; and
- c. for any other reason that the board at its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

15.2. Procedure for Membership Suspension or Expulsion

- a. In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
- b. 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 membership in the Corporation.
- c. 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 submission. The board's decision shall be final and binding on the member, without any further right of appeal.

15.3. Suspension or Expulsion of Director from the Board

- a. A director shall be expelled from the Board if he or she writes and posts to the Board's email group three counts of abusive emails, aimed at another director, that are derogatory, demeaning and contain false accusation and ill-intentioned criticism. First infraction of this

- rule shall bar the offending director from attending the imminent BOD meeting. Second infraction shall bar the offending director from attending two imminent BOD meetings.
- b. A director shall be suspended or expelled from the Board if his or her conduct is not pursuant to the Articles of Incorporation, the Statutory Declaration, the Bylaw or written policies of the Corporation and is determined detrimental by the Board.

16. Board of Directors and Officers

16.1. Number of Directors

- a. There will be one director for every four (4) members eligible to vote, subject to a minimum number of eleven (11) directors and a maximum of twenty seven (27) as specified in the articles of incorporation.
- b. The number of directors specified above shall include two (2) board appointed non-member directors.
- c. The member to director ratio may be revised by the board of directors and presented to the members' general assembly preceding to the election year for approval.

16.2. Election and Appointment of Directors

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

16.3. Eligibility for Director

Eligibility requirements for a member of the board are as follows:

- a. Any member who has maintained his membership in good standing. Membership requirement is not applicable for non-member director.
- b. Any member who signs the Statutory Declaration form given in Appendix A
- c. Any member, director or officer whose conduct is not pursuant to the Articles of Incorporation, the Statutory Declaration, the Bylaw or written policies of the Corporation and is determined detrimental and expelled by the Board shall not be eligible for life to run for director or any office, paid or unpaid, of the Corporation.

16.4. Term of Office of Directors

The directors shall be elected to hold office for a term of three years expiring not later than the close of the fourth members' annual meeting. No member shall be entitled to run for the position of the director of the board for more than two consecutive terms. The "two consecutive term" precludes the "initial term" of the Board of Directors that span the date

of incorporation and the date of the first annual members meeting and “any term” that is less than two years.

16.5. Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, 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 shall be an elected director. The chair of the board shall, when present, presides 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 shall be an elected director. If the chair of the board is absent or is unable or refuses 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. President – the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, supervise the general affairs of the Corporation.
- d. Secretary – the secretary shall attend and be the secretary of all meetings of the board and members. The secretary shall enter or cause to be entered in the Corporation's minute book the minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. Treasurer – the treasurer shall maintain all financial books and records of the Centre including banking, income and expenses.
- f. Joint Secretary: the Joint Secretary shall assist the Secretary.
- g. Spokesperson: the spokesperson shall communicate the board's major decisions for information to the members, Nepalese Canadians and others as deemed necessary.

16.6. Responsibility of Directors and Officers

Every director and officer of the Centre in exercising their powers and discharging their duties shall:

- a. act honestly and in good faith with a view to the best interests of the corporation;
- b. exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

- c. comply with the Act and regulations, the articles, the by-laws, policies and any unanimous member agreements.

16.7. Termination of Directors

A director may be terminated under any of the following grounds:

- a. director resigns and the Board approves it with a simple majority ,
- b. director dies,
- c. director ceases to be a member, not applicable to independent or non-member director, and
- d. director fails to attend three consecutive Board of Director's meeting

16.8. Absentee Voting at Members' Meetings

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 Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

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 this method of voting by members not in attendance at a meeting of members.

16.9. Powers and duties of other officers

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

16.10. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, with or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer cease to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

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

16.11. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless the by-laws otherwise provide. Two or more offices may be held by the same person.

17. Meeting of Board of Directors

17.1. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

17.2. Notice of Meeting of Board of Directors

- a. Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 15 days before the time when the meeting is to be held.
- b. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- c. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- d. Unless the by-law otherwise provides, no notice of meeting need 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.

17.3. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour. A copy of any approved resolution of the board that specifies the place and time of such regular meetings of the board shall be sent to each director. 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.

17.4. Minutes of Meeting

Minutes of meeting shall be maintained by the Secretary of the Board of Directors and shall be distributed within thirty days of the meeting date

17.5. Resolving Questions at Meetings of the Board of Directors

Every question raised and discussed in all meetings of the board shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the board shall have the tie-breaking vote.

18. Committees of the Corporation

Subject to the Act, the board may from time to time appoint a committee or other advisory body, as it deems necessary or appropriate, for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, 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.

The Board may from time to time constitute committees for the execution of specific tasks as required. The following committees shall be mandatory for the Corporation, namely, Accounting Committee, Finance Committee, Cultural Committee, Information Technology (IT) Committee and Legal Committee. All Committees shall be led by a director or multiple directors.

19. Serving Notices

19.1. Method of giving notice

Any notice (any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (sent, delivered or served) in pursuant to the Act, the articles, and the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant may be:

- a. delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation or to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. sent to such person by telephonic, electronic or other communication medium at such person's recorded address for that purpose; or
- d. provide 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 so 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 change the recorded address of any member, director, officer, public accountant or member of a committee of the Corporation in accordance with any information believed by the secretary to be reliable.

The declaration by the secretary that 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 Corporation to any notice or other document to be given by the Corporation may be hand written, stamped, type-written, printed, or partly hand or type written.

19.2. 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.

19.3. Omissions and Errors

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

20. Dispute Resolution

20.1. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are, as much as possible, to be resolved in accordance with mediation and/or arbitration procedure as provided in the section on dispute resolution mechanism of this by-law.

20.2. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice or without derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such

person instituting a law suit or legal action, such dispute or controversy shall be settled by a 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 one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint 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 varied dependent 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 any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation 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.

All costs of the mediators appointed in accordance with this section shall be borne 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.

21. New By-Laws and Amendment

Subject to the articles, the board of directors may, by resolution, make new by-laws, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.

If the by-law amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

22. Policies and Guidelines

Policies and Guidelines needed to implement this by-law shall be formulated by the board.

Date amended: December 17, 2016

Appendix A

STATUTORY DECLARATION

Canada

In the matter of a personal declaration to be appointed/elected in the position of Member of the Board of Directors/ Executive Officers with respect to the Not-for-Profit /Charity Corporation named NEPALESE CANADIAN HERITAGE CENTRE here in after referred to as "CENTRE".

I, _____, a Canadian Citizen/Permanent Resident, currently residing at _____ in the Province of _____, Canada, Solemnly Declare, that

1. I have personal knowledge of the matters hereinafter deposed to.
2. I shall abide by the statement of the purpose of the Centre, which is declared and duly executed by incorporators/ promoters at the time of incorporation. I shall receive necessary documentation and properties of the Centre to perform my duties and hand them over upon termination.
3. I have full understanding of provisions of the articles, by-laws and written policies of the Centre.
4. I have full understanding of requirements of the Canada Income Tax Act to act as a board member or Officer of a charitable not-for-profit Corporation.
5. I am legally permitted to be appointed or elected as a Member of the Board of Directors/Executive officer as required under the *Canada Not-for-Profit Corporations Act*.
6. I shall
 - a. act honestly and in good faith with a view to the best interests of the corporation,
 - b. exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances,
 - c. comply with the Canada Not-for Profit Corporations Act and its regulation,
 - d. abide by the articles, the by-laws and any unanimous member agreement,
 - e. not involve in any kind of collusion, secretive or otherwise, that is detrimental to the Centre, and
 - f. not make any "decisions of convenience" that can be detrimental to the Centre

Amendment History

1st Amendment

The Board of Directors meeting held on March 30, 2014 approved:

- i. The alteration of the cut-off date for "Founding Life Membership" and "Founding Membership" listed in the Section 12 of the By-law from "the record date of the first Members' Annual Assembly" to "by the purchase date of real estate property".
- ii. Addition of the new Sub-section "15.3 Expulsion of Director from the Board".

The amended By-law presented by the Bylaw Committee was approved by the Board of Directors meeting held on May 31, 2014.

2nd Amendment

The Board of Directors meeting held on February 08, 2015 approved the following amendments to the Bylaw.

- i. The size of quorum for members meetings was amended to one fourth of registered members. See Subsection 14.4 Quorum at Members' Meeting.
- ii. A director's resignation shall be subject to approval by the Board with simple majority for effecting termination. See Sub-section 15.10 Termination of Directors.
- iii. Suspension provisions of a Director from Board of Directors meeting has been added to Sub-section 15.3. The following text has been added. First infraction of this rule shall bar the offending director from attending the imminent BOD meeting. Second infraction shall bar the offending director from attending two imminent BOD meetings

3rd Amendment

The Board of Directors meeting held on June 12, 2016 approved the following amendments to the Bylaw.

- i. **Preamble**: Revised as follows to conform with the amended Articles of Incorporation.

"...and its surrounding areas, it is prudent to communally own a place for congregating, practicing and celebrating Nepalese religious rites, festivities, and traditions.

THEREFORE, WE THE PEOPLE OF NEPALESE ORIGIN come together to establish a place of worship with the goal of advancing Hindu and Buddhist religious heritage and traditions in Canada and thereby enrich the Canadian multiculturalism."

- ii. **Mission**: Revised as follows to conform with the amended Articles of Incorporation.

Advancing Hindu and Buddhist religious heritage respecting the Canadian multiculturalism enshrined in the Canadian Multiculturalism Act

- iii. **Objectives:** The five-point objectives have been revised to two-point objectives as follows to conform with the amended Articles of Incorporation.
 - 1. To establish and operate a place of worship for Hindus and Buddhists
 - 2. To provide ritual services for observing and celebrating Hindu and Buddhist religious events and ceremonies

iv. **12.1 Types of membership**

The **Life membership** fee has been revised from \$1,200 (Dollar one thousand two hundred) to \$1,000 (Dollar one thousand only).

v. **Upgrading Membership**

Subsection 12.6 was added to the By-law to allow current members to upgrade their memberships, which reads " A current member can upgrade his/her membership upon payment of the fee differential required for the update."

4th Amendment

The Board of Directors meeting held on December 17, 2016 approved the following amendments to the Bylaw

i. **15.3 Suspension or Expulsion of Director from the Board**

The following clause was added to the Eligibility requirements for a member of the board are as follows:

- b. A director shall be suspended or expelled from the Board if his or her conduct is not pursuant to the Articles of Incorporation, the Statutory Declaration, the Bylaw or written policies of the Corporation and is determined detrimental by the Board.

ii. **16.3 Eligibility for Director**

The following clause was added to the Eligibility requirements for a member of the board are as follows:

- c. Any member, director or officer whose conduct is not pursuant to the Articles of Incorporation, the Statutory Declaration, the Bylaw or written policies of the Corporation and is determined detrimental and expelled by the Board shall not be eligible for life to run for director or any office, paid or unpaid, of the Corporation.

iii. 16.4 Term of Office of Directors

The following was added to the subsection:

... The “two consecutive term” precludes the “initial term” of the Board of Directors that span the date of incorporation and the date of the first annual members meeting and “any term” that is less than two years.