

# **Hindu Temple of Ottawa-Carleton Inc.**

**OBJECTS  
and  
BY-LAWS**

**Amended as of  
May, 2009**

## **Hindu Temple of Ottawa-Carleton Inc.**

The Hindu Temple of Ottawa-Carleton Inc. is a religious, non-profit, charitable Canadian organization incorporated in Ontario.

### **OBJECTS**

To construct and equip a religious centre with a Temple as a place of worship, meditation and fellowship.

To provide a place for "Retreat" ; assembly halls and meeting rooms for theological, cultural and scholastic discussions; a library of religious books and a kitchen.

To establish and carry on in the said centre Hindu religious activities of every nature, kind and description open to all.

To carry out charitable work of every nature and kind on a personal, national and international levels and to solicit and accept donations, gifts, bequests and legacies for such purposes.

To solicit and accept donations, gifts, bequests and legacies for use in promoting the objects and carry out the work of the corporation.

To provide convenience and facilities in the said centre to be used by the community either gratuitously or upon such terms as may from time to time be agreed upon and generally to do whatever may seem best calculated to promote the interest of the said centre.

## **BY-LAW #1**

A by-law relating generally to the transactions of affairs of the Hindu Temple of Ottawa-Carleton Inc. (Hereinafter referred to as the corporation).

### **ADMINISTRATION: HEAD OFFICE**

1. The head office of the corporation shall be in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario and at such places therein as the Directors may from time to time determine.

### **CORPORATE SEAL**

2. The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the corporation.

### **DIRECTORS**

3. The property and business of the corporation shall be managed by a board of fourteen (14) directors each of whom shall be elected by the Trustees present at the Annual Meeting, by a simple majority vote.

Each of the fourteen (14) directors shall have been in good standing for a period of one (1) month prior to his/her election, and shall at the time of election and throughout the term of office be a member of the Corporation. The directors shall hold office for a term of three (3) years or until their respective successors are elected and qualified.

With 14 directors, five directors shall have a term of three (3) years, five directors shall have a term of two (2) years and four directors shall have a term of one (1) year. At subsequent annual meetings each year, the vacancies on the Board of Directors shall be filled by election of directors for three (3) year terms.

The corporation shall be carried on without purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting the objects.

The directors shall receive no remuneration for acting as such.

### **OFFICERS OF THE CORPORATION**

4. The officers of the corporation shall be a President (hereinafter sometimes referred to as chairman), two Vice-Presidents - a Vice-President responsible for religious activities, and a Vice-President responsible for operations -, a Secretary, a Treasurer and such other officers as the board of directors may determine by a by-law from time to time.

Each of the above mentioned officers shall be elected by the Board of Directors from amongst their numbers at the first meeting of the board after the annual election of such Board of Directors.

The Board of Directors shall include, other than the above named officers, the Past President of the corporation for a term of one year.

### **POWERS**

5. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by charter or otherwise authorized to exercise and do. Notwithstanding the foregoing powers, the directors of the Corporation shall be responsible for:

(a) raising funds for the Corporation generally through donations and by organizing lawful activities on behalf of the Corporation;

(b) causing and operating special funds for procuring facilities such as buildings and equipment as may be required or anticipated for meeting the overall purpose of the Corporation;

(c) appointing special committees for specific purposes and ad-hoc committees as necessary; the terms of such committees shall be clearly defined by the Board of Directors; and

(d) preparing a detailed report for presentation at the Annual General Meeting of the members each year.

6. The Board of Directors may from time to time:

(a) borrow money on the credit of the Corporation;

(b) issue, sell or pledge securities, debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;

(d) authorize in writing any director or officer of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to

be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation;

(e) delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the Board of Directors above to such extent and in such manner as the said board shall determine at the time of each such delegation.

### **VACANCIES, BOARD OF DIRECTORS**

7. Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, subject to ratification by the members at the next general meeting following such election, otherwise such vacancy shall be filled at the next annual meeting of members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### **MEMBERSHIP**

8. There shall be only one class of membership in the Corporation, namely Trustees.

All trustees recognized as sponsors, donors and patrons, who subscribe to the aims and objectives of the corporation and are sixteen (16) years in age and over shall have full voting privileges at the annual and other general body meetings of the Corporation. Reference to "Members" of the Corporation implies Trustees in all articles of By-law #1 as appropriate.

All persons who became members by August 15, 1984 shall be recognized as Founding members.

### **WITHDRAWAL FROM MEMBERSHIP**

9. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

Any member who, in the judgement of the Board of Directors, and agreed to as such by a majority of the members at an annual or special general meeting, does not intentionally subscribe to the aims and objectives of the organization may be removed from membership.

## **SPONSORS, DONORS AND PATRONS**

10. Persons or institutions making a single or a cumulative donation in instalments to a total of One Thousand Dollars (\$1,000.00) or more shall be recognized as SPONSORS. To be recognized as a sponsor the total donation of one thousand dollars (\$1,000) must have been fully paid.

Persons or institutions making a single or a cumulative donation of Five Thousand Dollars (\$5,000.00) or more shall be appropriately recognized as DONORS.

Persons or institutions making a single or cumulative donation of Twenty-Five Thousand Dollars (\$25,000.00) or more shall be appropriately recognized as PATRONS.

## **DUTIES OF PRESIDENT AND PAST PRESIDENT**

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by one of the Vice-Presidents. During the absence or inability of both the President and the Vice-Presidents the duties and powers of the President shall be exercised by the Past President.

## **DUTIES OF SECRETARY**

12. The secretary shall record all facts and minutes of all proceedings of meetings of the board of Directors in the books kept for that purpose. He shall give all notices required to be given to the members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors. In the absence of the Secretary, an acting Secretary will be appointed by the Board of Directors from amongst themselves.

## **DUTIES OF TREASURER**

13. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings

thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors. In the absence of the Treasurer, an acting Treasurer will be appointed by the Board of Directors from amongst themselves.

### **DUTIES OF OTHER OFFICERS**

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### **EXECUTION OF DOCUMENTS**

15. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the President together with either the Secretary or Treasurer, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

The persons authorized by the first paragraph of this Section 15 may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of the company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

### **BOOKS AND RECORDS**

16. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

The Board of Directors shall maintain an up-to-date list of trustees, and make it available, on reasonable notice, for examination by trustees.

In addition, each member shall be provided annually with a copy of an audited statement of accounts, and all books shall be made available on reasonable notice for examination to any member.

## **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

17. One third of the number of directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction in writing of two (2) directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one (1) day before the meeting is to take place or shall be mailed to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

## **ERRORS IN NOTICE, BOARD OF DIRECTORS**

18. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **VOTING, BOARD OF DIRECTORS**

19. Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the act without proof of the number or proportion of the votes recorded in favour of or against such resolution. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote.

## **ANNUAL AND OTHER MEETINGS OF MEMBERS**

20. The annual meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario in the month of May in each year or any other general meeting of the members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

The new Board of Directors shall take office on the first day of June each year. Notice of Annual and other meetings of the Trustees shall be mailed to all Trustees at least two (2) weeks prior to the meeting.

### **SPECIAL GENERAL MEETING**

21. Special general meetings of members may be called at any time during the year by the Chairman of the board in consultation with the directors:

(a) to expedite decisions on specific matters or to advise members on matters of urgency, or

(b) upon a written request signed by one-tenth (1/10th) or thirty (30) members, whichever is less, signifying the need.

The Chairman shall call such a meeting within six (6) weeks from receipt of the written request. Notice of a special general meeting of members shall be mailed to each member at least two (2) weeks prior to the date of the meeting.

### **ERROR OR OMISSION IN NOTICE**

22. No error or omission in giving notice of any annual or general meeting of members or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the corporation.

### **ADJOURNMENTS**

23. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **QUORUM OF MEMBERS**

24. A quorum for the transaction of business at any meeting of members shall consist of the lesser of a minimum of twenty per centum (20%) or thirty (30) members, present in person or represented by proxy.

The Proxyholder appointed by a Trustee shall register all proxies with the secretary prior to the meeting. The proxy authorization shall bear the signature of the trustee appointing the proxyholder and clearly state the name of the trustee and the specific matters on which the proxyholder is empowered to act on his/her behalf at the meeting. Proxyholders shall be trustees in good standing.

### **FINANCIAL YEAR**

25. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be the calendar year.

### **CHEQUES, ETC.**

26. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Such officer or officers, agent or agents of the Corporation, as shall from time to time be determined by the Board of Directors, may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank's forms or settlement of balances and release or verification slips.

### **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

27. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **NOTICE**

28. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing

same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or her address as the same appears on the books of the corporation.

A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

### **BANKING**

29. A separate corporate bank account shall be maintained as a separate account in a Chartered Bank or Trust Company, in the name of the Corporation.

All monetary transactions shall be made in the name of the Corporation. All cheques pertaining to the outgoing funds shall require an authorization by the board and shall be signed by such officers as the Board of Directors from time to time may, by effective resolution, appoint.

A special dedicated Fund shall be established under the Title "Brahma Vidya" to further the objective of the Hindu Temple Of Ottawa-Carleton Inc., which is to bring Brahma Vidya (Knowledge of the Supreme Brahman- through the study of Hindu Scriptures, particularly the Bhagvad Gita and the Upanishads) to the entire Hindu community. To the extent possible, only the investment income of this Fund shall be used to fulfill its objective.

### **INTERPRETATION**

30. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

### **AMENDMENTS**

31. The by-laws of the Corporation may be amended by a two-thirds (2/3rds) vote of the members present at any legally constituted meeting of the members, providing advance notice of at least two (2) weeks is given and a copy of the proposed amendment is included in the notice.

### **DISSOLUTION**

32. In the event of the dissolution of the Corporation all assets after payment of just debts and obligations shall be distributed or transferred to one or more charitable

organizations in Canada to be selected by the Board of Directors and approved by the members. The decision to dissolve the Corporation shall be passed at a Special General Meeting of the membership called for that specific purpose and shall require a two-thirds (2/3rds) affirmative vote of the total members or their proxy.

### **PROCEEDINGS OF MEETINGS**

33. All proceedings at Directors' Meetings or Members' Meetings shall follow parliamentary rules of order.

### **INDEMNIFICATION OF DIRECTORS**

34. Providing that all acts, undertakings and contracts entered into by the members of the Board of directors on behalf of the Corporation are legal and in accordance with the provisions of this by-law, in the event that any member of the Board of Directors be involved personally in any litigation arising during his activity on behalf of the Corporation, he shall be indemnified and saved harmless by all of the members of the Corporation.