

Bylaws of Jain Center of British Columbia (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – LOCATION OF OPERATIONS

Location of Operations

2.1 The operations of the Society are to be chiefly carried on in the Greater Vancouver Area in the Province of British Columbia and the Northwestern United States of America. This provision was previously unalterable.

PART 3 – MEMBERS

Application for membership

3.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance.

3.2 Membership shall be open to any individual or family who, in the opinion of the Board support the aims and objectives of the Jain Center.

3.3 For the purposes of membership, the family comprises of self, spouse with/without their children under the age of nineteen at the time of application for membership.

Type of membership

- 3.4** Membership can be either annual or life time.
- 3.5** Annual membership will be based on a calendar year and shall expire on the last day of December.
- 3.6** Life membership shall expire on the death of the member.

Duties of members

- 3.7** Every member must uphold the constitution of the Society and comply with both these Bylaws and the Code of Conduct.

Amount of membership dues

- 3.8** The amount of the annual membership dues will be determined by the Board from time to time.
- 3.9** The following individuals will be exempt from paying membership dues:

- Individuals over sixty-five years old
- Individuals who may have a mental or severe physical handicap
- Individuals under the age of nineteen years

Member not in good standing

- 3.10** A member is not in good standing if the member fails to pay the member's annual membership dues by January 31st of each year, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 3.11** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 3.12** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
- 3.13** Any member who desires to withdraw from membership in the Society may notify the Secretary in writing to that effect and on receipt of such notice by the secretary, the member shall cease to be a member.

3.14 Any member who moves out of the province of British Columbia permanently shall cease to be a member. A member is exempt from this provision if the move is temporary as determined by the Board.

PART 4 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 4.1** A general meeting must be held at the time and place the Board determines.
- 4.2** Notice is required to be sent for the general meeting by email to each member of the society at least 7 days before the meeting on the last email address recorded in the books of the society. Notice will be available for pick-up at society's registered office for members that do not have email addresses.

Ordinary business at general meeting

- 4.3** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 4.4** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 4.5** The president or any other member of the board as appointed by the president.

Quorum required

4.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

4.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

4.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

4.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

4.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

4.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

4.12 The order of business at a general meeting is as follows:

- (a) determine that there is a quorum;
- (b) approve the agenda;
- (c) approve the minutes from the last general meeting;
- (d) deal with unfinished business from the last general meeting;
- (e) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (f) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (g) terminate the meeting.

Methods of voting

4.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

4.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

4.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

4.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 5 – DIRECTORS

Number of directors on Board

5.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

5.2 To be considered for a position on the Board, the Member should be:

- (a) At least 19 years of age;
- (b) A member in good standing;
- (c) Capable of handling the position;
- (d) in compliance with section 44 of the Act;

5.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

5.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

5.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 7 – DIRECTORS' MEETINGS

Calling directors' meeting

7.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

7.2 At least 5 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

7.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

7.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

7.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 8 – BOARD POSITIONS

Election or appointment to Board positions

8.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president
- (b) secretary
- (c) treasurer
- (d) event organizer
- (e) principal of Jain Pathshala
- (f) operations
- (g) youth coordinator

Additional Board positions

8.2 Additional Board positions may be added as determined by the Board from time to time.

Directors at large

8.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

8.4 The president is the chair of the Board and is responsible for, the following:

- (a) supervising the other directors in the execution of their duties;

- (b) preside over all the Board, general body, special meetings and general sub-committee meeting;
- (c) represent the Society, personally or nominate anyone in dealing with other bodies and agencies;

Absence of president

8.5 In the absence of the President, the secretary will take over President's duties and obligations.

Role of secretary

8.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;

Absence of secretary from meeting

8.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

8.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act;

Role of event organizer

8.9 The event organizer is responsible for:

- (a) to organize all the events within temple's premises or outside the temple as approved by the board from time to time, the objective of

which are beneficial to Jain Community or for fund raising;

- (b) be responsible for logistics and all the arrangements for every event and can make sub-committee to delegate the responsibilities;
- (c) for every event, will be responsible to create a budget subject to approval by board;
- (d) every event will be discussed and approved in the board meetings;

Role of principal of Jain Pathshala

8.10 The principal of Jain Pathshala is responsible for arranging educational classes from time to time for junior level to senior level to educate the fundamental concepts of Jain religion for the people whoever is interested. This could be through the:

- Jain Agam literature
- Jain educational books / material
- Jain play/skits/stories/song/rhymes/animation etc.

He or she will also be responsible for:

- (a) buying / arranging books, stationary & other supplies for the Pathshala;
- (b) preparing kids for special events i.e. religious functions/events;
- (c) preparing budget for expenses and getting the approval from board;

Role of operations director

8.11 The operations director is responsible for:

- (a) repairs and maintenance of the temple;
- (b) ensure safety regulations are met at the temple;
- (c) assist visitors and others in accessing the temple;
- (d) arranging for any necessary equipment (including tents, tables, chairs, etc), assisting with setup and ensuring clean-up for all events;

Role of youth coordinator

8.12 The youth coordinator is responsible for engaging youth to assist with:

- (a) getting families involved in temple events and activities;
- (b) coordinate with other directors for fundraising;

- (c) organizing volunteers to assist with events;
- (d) help integrate new members of the centre;

Removal from the Board

8.13 A member of Board shall cease to hold office immediately upon the occurrence of any one of the following events:

- (a) death;
- (b) loss of membership status;
- (c) declaration of personal bankruptcy;
- (d) conviction of any criminal charges;

8.14 In the event any Board member ceases to perform in the interest of Society, that person can be removed from the Board by majority vote of the remaining Board members.

8.15 If a member of the Board fails to attend the three consecutive meetings of the Board, he or she will be deemed to have resigned, unless the majority of the remaining Board members decide otherwise.

PART 9 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

9.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

9.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the secretary or with one other director,
- (c) if the president and secretary are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

9.3 Directors shall at all times exercise their powers on behalf of and for the benefit of the Society without personal gain and in exercising such power shall apply due diligence and reasonable care.

9.4 The Society will indemnify the directors and save them harmless against any action or claim and the costs of such action or claim which may arise due to the execution of their duties as directors.

PART 10 – FUNDS

Use of funds

10.1 All the funds (revenue/profit) of the Jain Center shall be solely used to promote the aims and objectives of the organization.

Approval of expenses

10.2 The president can approve expenses of up to \$5,000 (five thousand) on a single event.

10.3 Expenses of greater than \$5,000 (five thousand) on a single event will require approval of the majority of the Board members.

Fundraising

10.4 Any fund raising shall be pre-approved by Board.

10.5 The Board shall:

(a) Raise funds for the Society through collecting donations, entertainment or any respectable means.

(b) Collect membership dues.

(c) Invest Society funds if funds exceed those required for operation or payback of debt.

(d) Meet and discuss the status of the Jain Center at least once per quarter.

PART 11 – COMMUNICATION

Permitted language of correspondence

11.1 All communications for the purposes of the Jain Center shall be done in English.

- 11.2** All prayers must be conducted in English.
- 11.3** All cultural, entertainment programme at Jain Center shall be in English.
- 11.4** All religious scholars, lecturers, and priests must have the ability to communicate in English.

PART 12 – CONFLICT/DISPUTE RESOLUTION

Conflict/Dispute Resolution

- 12.1** In an event of lack of unanimity, conflict/dispute of any matter or any nature shall be referred to the Board.
- 12.2** Any resolution by the Board shall not be carried unless majority of Board members are in favour.

PART 13 – AMENDMENT OF THE CONSTITUTION OR BYLAWS

Amendments to the constitution or bylaws

- 13.1** Proposed changes to the constitution or bylaws may be submitted by the members to the Board.
- 13.2** All proposed amendments to the constitution or bylaws requires authorization by special resolution.

PART 14 – DISSOLUTION OF THE SOCIETY

Dissolution

- 14.1** The Society may be dissolved if majority of the Board members and two thirds of the members present in the meeting vote for the dissolution.
- 14.2** Upon the dissolution of the Society and after the payment all the debts and liabilities, the remaining property of the Society shall be disbursed or disposed of to the other Jain Society or Societies, the objective of which are beneficial to Jain Community.
- 14.3** Disposal of property should be approved by majority of the Board members.

PART 15 –FINANCIAL YEAR END

Financial year end

- 15.1** The Financial year end of the Society shall be the calendar year end – December 31.