The Constitution relating generally to the conduct of the affairs of Burma Buddhist Association of Ontario

1. INTERPRETATION

1.01 In this Constitution, also referred to as By-Law Number 1 (2018 Revision), unless the context otherwise specifies or required:

(1) "Corporation" means the Burma Buddhist Association of Ontario
(2) "Board" means the board of directors of the Corporation
(3) "Executive Committee (EC)" means a committee made up of individual members elected by a general membership to function as a group of volunteers serving the Corporation
(4) "Executive Officer" means a member of EC who is holding one of the following offices: the Office of the President, Vice-president, Secretary, Joint-secretary, and Treasurer
(5) "Appointed Officer" means an individual appointed by the Board or the Executive Committee to perform a specific task or a role
(6) "Reaffirm" means to state positively that an individual's appointment to an office of the corporation shall continue without any change or modification
(7) Words importing the singular number include the plural and vice versa
(8) Words importing the masculine gender include the feminine and neuter genders.

2. CORPORATE SEAL, HEAD OFFICE AND FINANCIAL YEAR

2.01 The seal of the corporation shall be in such form as prescribed by the Board of Directors of the Corporation and shall include the phrase BURMA BUDDHIST ASOCIATION OF ONTARIO endorsed thereon.

2.02 The head office of the Corporation shall be located in the Province of Ontario, and at such place therein as may be fixed by the resolution of the Board of Directors.

2.03 The financial year of the Corporation shall terminate on the 31st of December of each calendar year.

3. OBJECTIVE

The objective of the corporation shall be in general to carry out functions, activities and teachings of Theravada Buddhism. To this end, the corporation aims to:

3.01 Operate exclusively for religious and charitable purposes.

3.02 Collect and disseminate information on Buddhism.

3.03 Study and promote Buddhism in respect to its philosophy, culture, tradition and heritage.

3.04 Promote co-operation among Buddhist communities in Canada and elsewhere.

4. MEMBERSHIP

4.01 Membership is open to all persons 18 years of age or older, who are in sympathy with the objectives of the Corporation, and are willing to abide by its Letters Patent, Supplementary Letters Patent and by-laws.

4.02 Membership to persons aged between 14 to 18 years will be available upon the recommendation of a member who is 18 years of age or older.

4.03 A person needs to be registered with the Corporation and must be in possession of a membership card issued by the Corporation to be considered a member in good standing.

4.04 Membership registration forms are available from the Executive Officers or from the Head Office.

4.05 By default, the membership in the Corporation is for life.

4.06 A membership fee may be specified from time to time by resolution by the Board of Directors of the Corporation.

4.07 A person whose membership has lapsed due to a failure to pay a fee may be reinstated as a member upon the payment of the fee as specified by the Board of Directors.

4.08 Any member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Corporation.

4.09 Any member may be required to resign by a vote of two thirds of the Board of Directors of the corporation, on the basis that the member’s conduct is considered by the Board to be in non-conformity with the aims and objectives of the corporation.

5. BOARD OF DIRECTORS

5.01 The Board of Directors is primarily responsible to ensure that the corporation remains true to its Objective.

5.02 Each Director, to be eligible to hold the office of the Director, shall be 18 years of age or older and a member of the corporation.

5.03 Until changed in accordance with the Corporations Act (Ontario) R.S.O. 1990, c. C.38, the number of Directors shall be a minimum of five (5) and maximum of seven (7).

5.04 One of the Directors shall be the Resident Abbot of the Mahadhammika Temple, and another the President of the corporation. Other Directors may or may not be the Executive Officers of the corporation.

5.05 The presence of a minimum of four (4) Directors shall constitute a quorum for the transaction of business at any meeting of the Directors. The Directors who cannot be present in person must have been informed of the meeting in such a manner that they could choose to participate in the meeting via telecommunication (teleconference).

5.06 The meetings of the Board shall normally be chaired by the Resident Abbot of the Mahadhammika Temple. If the Resident Abbot is not taking part in the meeting, the most senior Director, either by years of membership in the corporation or by the virtue of past services to the benefit of the corporation, shall be the Chair.

5.07 Resolutions of the Board shall be based on simple majority where all the votes, including those cast by the Directors taking part via telecommunication, shall have the same weight. In the event of a tie, Chair of the meeting shall cast the deciding vote.

5.08 Individuals whose expertise, opinion or suggestion could be of interest to the corporation may be invited to attend Board of Directors meeting. However, the invitees at the meeting have no effect whatsoever on the quorum, nor could they vote on resolutions.

5.09 At every annual meeting of the members of the corporation, the Directors who will continue to hold the office of the Director must be reaffirmed. New appointees to the Board, if any, shall be nominated by the continuing Directors and confirmed by majority of the members attending the meeting. Reaffirmation and confirmation may be by show of hands unless a ballot is demanded by a member.

5.10 The office of the Director shall be automatically vacated:

(a) if a Director delivers a written resignation to the Secretary of the corporation.
(b) if a Director is found to be of unsound or unstable mind.
(c) if at an annual or a special meeting of members a resolution is passed by two thirds majority of the members present at the meeting that the Director be removed from office.
(d) on death.

6. EXECUTIVE COMMITTEE

6.01 The term of a duly elected Executive Committee (EC) shall be typically two years and may not exceed three years.

6.02 At each annual meeting of members, EC members shall be offered an opportunity to resign, and reaffirmed if the individual wishes to continue serving on the committee.

6.03 If the number of continuing EC members has declined to 15 or less during the term of a committee, all reasonable efforts shall be made by the remaining committee to appoint addition committee members to serve until the next committee is elected. Such appointments shall be subject to confirmation by the members at the next annual or special meeting of the members.

6.04 At an annual or special meeting of members, if the currently serving EC had been in office for longer than the preceding twenty (20) months, tentative date of the next election shall be announced, followed immediately by the preparation of a slate of nominees for the next committee.

6.05 The subsequent election shall be by secret mail-in ballot, and must be held within three month from the meeting at which the slate of nominees was prepared.

6.06 At the first meeting of a new EC, the committee members shall elect Executive Officers of the corporation: the President, Vice-president, Secretary, Joint-secretary, and Treasurer. The newly elected officers shall be known collectively as the Officers-elect (or President-elect, etc. individually) until such time as the duties of the outgoing officers have been transferred at a handover meeting.

6.07 The Executive Committee shall do all things they deem requisite to enable the corporation to receive donations and benefits for the purpose of furthering the objectives of the corporation.

7. EXECUTIVE OFFICERS

7.01 The affairs of the corporation shall be managed by its Executive Officers.

7.02 Until changed in accordance with the Corporations Act (Ontario) R.S.O. 1990, c. C.38 the Executive Officers of the corporation are the President, Vice-president, Secretary, Joint-secretary, and Treasurer.

7.03 Each Executive Officer, to be eligible to hold the corresponding office, shall be 18 years of age or older and a member of the corporation.

7.04 Roles and duties of the each Executive Officer are:

(a) President – The President, when present, shall preside at all meetings of the members and of the EC, and shall be charges with the general supervision of the affairs of the corporation.

(b) Vice-president – During the absence or inability of the President, his duties may be performed and his powers may be exercised by the Vice-president. Vice-president shall also perform such duties and exercise such powers as the President may from time to time delegate to him, or the Board of Directors may prescribe.

(c) Secretary – The Secretary shall:

(i) give, or cause to be given all notices required to be given to the members of the corporation in general, and specifically to the members of the EC or to the Directors.

(ii) attend all meetings of the EC and of the members, and shall cause to be entered in books kept for the purpose of recording minutes of all proceedings at such meetings.

(iii) be the custodian of the stamp for affixing the corporate seal

(iv) be the custodian of all books, papers, records, documents and other instruments belonging to the corporation except the books specifically related to keeping the records of receipts and disbursements.

In addition to the duties outlined above, the Secretary shall perform the duties of the Treasurer if one is not appointed, in which case he shall be known as the Secretary-Treasurer.

(d) Joint-secretary – The Joint-secretary shall assist the Secretary as required. During the absence or inability of the Secretary, his duties shall be performed and his powers exercised by the Joint-secretary.

(e) Treasurer – The Treasurer shall:

(i) keep full and accurate books of account in which all the receipts and disbursements of the corporation are recorded.

(ii) control the deposit of money and the disbursement of funds of the corporation.

(iii) render to the Board of Directors at the meeting thereof, or whenever required of him, an account of all his transactions as Treasurer.

(iv) perform such other duties as the Board or the Executive Committee shall prescribed which may include the preparation of yearly income tax return.

7.05 The presence of a minimum of three (3) Executive Officers shall constitute a quorum for the transaction of business at any meeting of the Executive Officers. The Officers who cannot be present in person must have been informed of the meeting in such a manner that they could choose to participate in the meeting via telecommunication (teleconference).

7.06 Meetings of the Executive Officers shall normally be chaired by the President. If the President is not taking part in the meeting, his designate or the most senior Officer attending the meeting in person if no designate has been named by the President, shall be the Chair.

7.07 Resolutions of the Executive Officer meeting shall be based on simple majority where all the votes, including those cast by the Officers taking part via telecommunication, shall have the same weight. In the event of a tie, Chair of the meeting shall cast the deciding vote.

7.08 Individuals whose expertise, opinion or suggestion could be of interest to the corporation may be invited to attend Executive Officer meeting. However, the invitees at the meeting have no effect whatsoever on the quorum, nor could they vote on resolutions.

7.09 The office of an Executive Officer shall be automatically vacated:

(a) if the Officer delivers a written resignation to the Board of Directors or to the Secretary.
(b) if the Officer is found to be of unsound or unstable mind.
(c) if a resolution is passed by the Board that the Officer be removed from the office.
(d) if at an annual or a special meeting of members a resolution is passed by two thirds majority of the members present at the meeting that the Officer be removed from office.
(e) on death.

7.10 The Executive Officers shall have the power to make expenditures for the purpose of furthering the objectives of the corporation.

7.11 The President may appoint committees from the membership to carry out various duties. The Chair of such committees shall report to the President on a regular basis.

7.12 AMENDMENTS OF BY-LAWS EXCEPT THE CONSTITUTION

The by-laws of the corporation excluding the constitution (by-law number 1) may be repealed or amended by a by-law enacted by a majority of the Executive Officers at a

meeting of the Executive Officers and sanctioned by affirmative vote of the Board of Directors.

7.13 APPROVAL OF TRANSACTIONS INVOLVING REAL PROPERTY OF THE CORPORATION OR TRANSACTIONS OF A VALUE GREATER THAN $5000
The corporation may enter any transaction involving real property of the Corporation or a commitment involving more than $5000 by the Executive Officers passing a resolution at a meeting of the Executive Officers and the transaction sanctioned by affirmative vote of the Board of Directors.

7.14 RULES AND REGULATIONS
Executive Officers may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the corporation as they deem expedient, provided such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such meeting of members shall at and from that time cease to have force and effect.

8. APPOINTED OFFICERS

8.01 Board of Directors or the Executive Committee may, from time to time, pass a resolution to appoint individual members of the corporation to assume a specific role or perform a special duty. Such individuals shall be known as Appointed Officers.

8.02 The appointee is required to be a member of the corporation but need not be a member of the Board or the Executive Committee.

8.03 Appointed Officer positions include, but are not limited to, the following examples: Advisor, Communication Officer, Officer of External Affairs, Chair or Leader of a subcommittee.

9. PROTECTION OF DIRECTORS AND OFFICERS

9.01 No Director or Officer of the corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the corporation, or for the insufficiency or deficiency of any security in or

upon which any of the moneys, securities or the effects of the corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

9.02 Every Director or Officer of the corporation shall from time to time and at all times be indemnified and saved harmless out of the funds of the corporation from all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about the execution of the duties of his office.

9.03 No Director or Officer shall receive any stated remuneration for their services to the corporation.

10. MEETING OF MEMBERS

10.01 The annual meeting of members shall be held at such place in Ontario at such time and on such day in each year as the Board of Directors or the Executive Committee may determine, for the purpose of reaffirming the continuing Directors, confirming the appointment of new Directors, reaffirming the continuing Executive Committee members and Officers, and for the transaction of such business as may be brought before the meeting.

10.02 The President shall have the power at any time to call a special meeting of the members of the corporation at a place and time as may be determined by the President.

10.03 Upon receiving a written request signed by five (5) members of the corporation, the Board of Directors shall call a special meeting of the members.

10.04 Notice of the time and place of such meeting shall be given to each member not less than seven (7) days before the day on which the meeting shall be held.

10.05 The attendance of thirty (30) members in good standing shall constitute a quorum.

10.06 At each meeting of members, every member present shall entitle to one vote on each question put to a vote at the meeting.

10.07 At all meetings of members every question shall, unless required by Letters Patent or by-laws of the corporation or by law, be decided by a majority of the votes cast on the

question. In case of an equality of votes of the members, either upon a show of hands or upon a poll, the President of the corporation shall be entitled to cast a second vote.

10.08 The members shall at each annual meeting appoint an Auditor to audit the accounts of the Corporation, and to hold office until the next annual meeting.

10.09 CONSTITUTIONAL AMENDMENTS

The Executive Committee or a specially appointed subcommittee shall propose amendments to the constitution of the corporation whenever two-thirds of the EC deem such amendments are necessary. The new constitution encompassing the amendments shall come into effect provided it is ratified by an affirmative vote of at least two-thirds of the members present at the next general meeting or a special meeting duly called for the purpose of amending the constitution.

11. NOTICES

11.01 OMISSIONS OR ERRORS

The accidental omission to give notice to any member, Director or Officer, or the non-receipt of any notices of any member, Director or Officer, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.02 WAIVER OF NOTICE

Any member, Director or Officer may waive any notice required to be given under any provision of the Letters Patent or by-laws of the Corporation or of the Corporations Act, and such waiver, whether given before or after the meeting or other events of which notices required to be given, shall cure any default in giving such notice.

12. SIGNATURE AND CERTIFICATION OF DOCUMENTS

12.01 Contracts, documents or any instruments in writing requiring signature shall be signed by any two of the President, Vice President or Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

12.02 The Board of Directors or Executive Committee shall have power from time to time by by-law to appoint an Officer on behalf of the corporation to either sign contracts,

documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

12.03 The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer appointed by resolution of the Board of Directors or Executive Committee.