# ANANDA MARGA CANADA

# GENERAL OPERATING BY-LAW NO. 1

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

## ANANDA MARGA CANADA

(the "Corporation")

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# GENERAL OPERATING BY-LAW NO. 1

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

## ANANDA MARGA CANADA

(the "Corporation")

**WHEREAS** the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 18th day of May, 1973;

**AND WHEREAS** the Supplementary Letters Patent were ISSUED on May 4, 1976, and November 19, 1998;

**AND WHEREAS** the Corporation has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

**NOW THEREFORE BE IT ENACTED** as a general operating By-law of the Corporation to take effect in accordance with Section 12.01 as follows:

## SECTION I
## INTERPRETATION

### 1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

(a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.

(b) "AMPS" means Ananda Marga Pracaraka Samgha, the Organization established to propagate the Ananda Marga (Path of Bliss), founded in 1955 in India by its propounder Shrii Shrii Anandamurtijii (Marga Guru). AMPS is a spiritual and social service mission, with religious status granted by the Supreme Court of India in October 1983.

(c) "AMPS Central" means the highest ecclesiastical and organizational jurisdiction of AMPS, with the offices of the Purodha Pramukha, the Central Committee, the Central Executive Committee, the General Secretary, numerous Central boards (Tattvika, Acarya, Avadhuta and Purodha), and the heads of numerous departments and sections of AMPS. It is the parent body of Ananda Marga worldwide.

(d) "Ananda Marga" means the spiritual path and movement, propounded by the Marga Guru according to the physical, mental and spiritual requirements of living beings. Ananda means 'Bliss' and Marga means the 'Path'. Ananda Marga is guided, socially and spiritually, by a set of scriptures, or Shastras, authored by the Marga Guru, including: A'nanda Ma'rga Carya'carya, Ananda Vacanamrtam, Shubhashita Sam'graha.

(e) "Ananda Marga, Inc." means the legal embodiment of AMPS in the New York Sector, the entity incorporated as a not-for-profit religious charity in the state of Colorado, U.S.A. on the 21st day of March, 1973. It is the body for the Ananda Marga family of organizations in the New York Sector which encompasses North America, Central America, the Caribbean and the Hawaiian Islands.

(f) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

(g) "Board" means the board of directors of the Corporation.

(h) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

(i) "Director" means a member of the Board.

(j) "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation.

(k) "Officer" means an officer of the Corporation.

(l) "Operating Policies" means the operating policies approved by the Board in accordance with section 2.06 of this by-law.

(m) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.

(n) "Regional Secretary" means the organizational head of Ananda Marga in each Region. He is appointed by AMPS Central.

(o) "Regions" mean the largest subdivisions within a Sector, usually but not always being comprised of multiple states or provinces. The two regions in Canada at the present time are the Ottawa Region and Vancouver Region.

(p) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

(q) "Sector" or "Sectors" means the nine largest AMPS subdivisions in the world, with each sector usually but not always being comprised of multiple countries.

The organizational headquarters in each sector is called the sectorial office. At the present time, the Sectors are Delhi, Hong Kong, Manila, Suva, New York, Georgetown, Berlin, , Qahira, , and Nairobi.

(r) "Sectorial Secretary" means the Spiritual Director of AMPS New York Sector and organizational head of Ananda Marga Inc. He is appointed by AMPS Central.

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

**1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;

(b) words importing the singular number only will include the plural and *vice versa*;

(c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and

(d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## SECTION II
## FINANCIAL AND OTHER MATTERS

**2.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December in each year.

**2.02 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. 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 may by resolution from time to time designate, direct or authorize.

**2.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two (2) of its Officers or

Directors. 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 Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## 2.04 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

## 2.05 Annual Financial Statements

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members and Corporations Canada between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

## 2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

## 2.07 Borrowing

(a) Borrowing Powers

Subject to the limitations set out in the Act, the Articles and this By-law and upon approval by the Members by Special Resolution, the Board may:

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

(ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and

(iii) 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.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

**2.08 Real Property**

The purchase, sale, lease, charge, encumbrance, mortgaging, hypothecating, or pledging of all real property shall require the prior written consent of Ananda Marga, Inc.

## SECTION III
## AFFILIATION

**3.01 Affiliation**

(a) The Corporation is part of an international organization which shares the common mission of Ananda Marga.

(b) Pursuant to the international structure, the Corporation is affiliated with Ananda Marga Inc. which provides spiritual direction to the Corporation through its Sectorial Secretary.

(c) The Corporation shares in the privileges and assumes the responsibilities enjoyed by its affiliation with Ananda Marga Inc. while maintaining its identity as a separate legal entity in Canada and direction and control over its resources.

## SECTION IV
## MEMBERS

**4.01 Classes, Conditions and Rights of Membership**

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall thereafter be available only to Directors of the Corporation who shall automatically become Members of the Corporation upon being elected or appointed as Directors.

**4.02 Rights of Members**

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

**4.03 Termination of Membership**

Membership in the Corporation is terminated when:

(a) the Member dies;

(b) the Member ceases to maintain the qualifications for membership set out in section 4.01;

(c) the Member resigns by delivering a written resignation to the President or Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

(d) the Member is removed as a Member of the Corporation in accordance with section 4.05;

(e) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

**4.04 Membership Dues**

The Directors may determine the amount and the manner in which Membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation.

**4.05 Discipline of Members**

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

(a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or

(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from Membership in the Corporation, the President shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she may proceed to notify the Member that the Member is suspended or removed from Membership in the Corporation. Where 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 submissions.

## SECTION V
## MEETINGS OF MEMBERS

### 5.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

### 5.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. 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.

### 5.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine, or outside Canada if the place is specified in the Articles or if all of the Members entitled to vote at such meeting so agree.

### 5.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public

accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

**5.05 Notice of Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

(a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 5.05(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 5.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

**5.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**5.07 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers 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 President of the meeting or by Ordinary Resolution of the Members.

**5.08 Chair of the Meeting**

The chair of Members' meetings shall be the President or the Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are absent, the President will authorize, in advance of the meeting, one of the Members to chair the meeting.

**5.09 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be a majority of the Members. The Sectorial Secretary and at least one Regional Secretary of the Ottawa Region or of the Vancouver Region must be present for there to be a quorum. 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. For the purpose of determining quorum, a Member may be present in person, by telephonic and/or by other electronic means, or any absentee voting permitted by this By-law.

**5.10 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

(a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

(b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

(c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

### 5.11 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

### 5.12 Resolution in Lieu of Meeting

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

## SECTION VI
## DIRECTORS

### 6.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

### 6.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. Directors must not be employees of the Corporation. At least two of the Directors shall not be Officers of the Corporation or be Officers or employees of the Corporation's affiliates.

### 6.03 Qualifications and Compositions

(a) Each Director shall be not less than twenty-one (21) years of age.

(b) No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an "ineligible individual" as defined in the Income Tax Act, shall be a Director.

(c) All nominees for election as Director shall be approved in writing by Ananda Marga, Inc.

(d) The majority of Directors shall be residents of Canada.

(e) All Directors shall be Members.

(f) The composition of the Board shall include individuals who qualify as the Sectorial Secretary of Ananda Marga, Inc., and Regional Secretaries of the Ottawa and Vancouver Regions.

(g) Each Director shall adhere to the 16 points outlined in the Ananda Marga Caryacarya.

**6.04 Election of Directors and Term**

(a) Subject to the Articles and By-laws, all Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.

(b) The terms of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Members.

(c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

(d) Directors shall be eligible for re-election without limitation.

(e) The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

**6.05 Consent**

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

(a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,

(b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or

(c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

**6.06 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 6.08, or no longer fulfils all of the

qualifications to be a Director set out in section 6.03, as determined in the sole discretion of the Board. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

**6.07 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the President or Secretary of the Corporation or at the time specified in the resignation, whichever is later.

**6.08 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

**6.09 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

**6.10 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those that may not be delegated by the Board pursuant to subsection 138(2) of the Act and which are as follows:

(a) submit to the members any question or matter requiring the approval of Members;

(b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;

(c) issue debt obligations except as authorized by the Directors;

(d) approve any financial statements referred to in section 172 of the Act;

(e) adopt, amend or repeal By-laws; or

(f) establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its President and to otherwise regulate its procedure.

**6.11 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its President and to otherwise regulate its procedure.

**6.12 Conflict of Interest**

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:

(1) is a party to the contract or transaction;

(2) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or

(3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under Section 6.12(b)(i), any Director who has any material direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement

or other matter with the Corporation as described in Section 6.12(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, "material" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The President of Board meetings shall request any Director who has made a disclosure referred to in Section 6.12(b) to absent himself or herself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which he or she shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

### 6.13 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

## SECTION VII
## MEETINGS OF DIRECTORS

### 7.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice- President or any two (2) Directors at any time.

### 7.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

**7.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. 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) of the Act that is to be dealt with at the meeting.

**7.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

**7.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**7.06 Quorum**

A majority of the number of Directors determined in accordance with section 6.02 constitutes a quorum of any meeting of the Board. The Sectorial Secretary and at least one Regional Secretary of the Ottawa Region or Vancouver Region must be present for there to be a quorum For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

**7.07 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of

votes, the President of the meeting in addition to an original vote shall have a second or casting vote.

**7.08 Dissent at Meeting**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

(a) the Director requests a dissent to be entered in the minutes of the meeting; or

(b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or

(c) the Director sends a dissent to the President by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

**7.09 Dissent of Absent Director**

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

(a) causes a dissent to be placed with the minutes of the meeting; or

(b) sends a dissent to the President by registered mail or delivers it to the registered office of the Corporation.

**7.10 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

## SECTION VIII
## OFFICERS

**8.01 Appointment**

With the exception of the President, the Board may designate the offices of the Corporation, appoint Officers, 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 this By-law otherwise provides. Two or more offices may be held by the same person.

**8.02 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 thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

(a) **President** - The President shall be a Director who shall be the Sectorial Secretary of Ananda Marga, Inc. The President shall, when present, preside at all meetings of the Board and of the Members.

(b) **Vice-President** - The Vice- President, if one is to be appointed, shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members.

(c) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, 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.

(d) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person’s transactions as Treasurer and of the financial position of the Corporation.

(e) **Executive Director** - The Executive Director, if one is appointed, shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation. The Executive Director may receive notice of and participate in all meetings of the Board, unless expressly excluded by the Board. The Executive Director shall not be a Director and shall not have the right to vote at meetings of the Board.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the 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.

### 8.03 Vacancy in Office

In the absence of a written agreement to the contrary and with the exception of the President, the Board may remove, whether for cause 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 ceasing to be a Director (if a necessary qualification of this appointment); or
(d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

### 8.04 Conflict of Interest

(a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 6.12.

(b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 6.12(b)(i), Section 6.12(c) and Section 6.12(d).

In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

## SECTION IX
## PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

### 9.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the

Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

**9.02 Limitation of Liability**

No Director or Officer (with "Director(s)" and "Officer(s)" in this Section 9.02 to include former Directors and former Officers) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

**9.03 Indemnity of Directors and Officers**

Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if;

(a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

**9.04 Insurance**

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

(a) in the individual's capacity as a Director or an Officer of the Corporation; or

(b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

**9.05 Advances**

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Corporation pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 9.03(a) and Section 9.03(b).

## SECTION X
## NOTICES

**10.01 Method of Giving Notices**

Subject to sections 5.05 and 7.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Corporation, a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with 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 be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board 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 written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**10.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**10.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

**10.04 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-law 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.

**10.05 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

## SECTION XI
## ARTICLES AND BY-LAWS

### 11.01 Prior Approval

Subject to the Act, prior written approval by Ananda Marga Inc. and AMPS Central must be obtained with respect of any amendments to the Articles or By-laws**.**

### 11.02 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

### 11.03 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

### 11.04 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, 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 Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

## SECTION XII
## EFFECTIVE DATE

### 12.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Directors of the Corporation this 23rd day of Feb, 2015.

_____
President

_____
Secretary

**APPROVED** by the Members of the Corporation this ___ day of _____, 2015.

_____
Secretary

**ENACTED** by the Directors of the Corporation this 23 day of February, 2015.

President

Secretary

**APPROVED** by the Members of the Corporation this ___ day of _____, 2015.

Secretary