



DHARMA CENTRE OF CANADA
1886 Galway Rd, Kinmount, Ontario, K0M 2A0, Canada · (705)488-2704

Letters Patent Incorporating

THE DHARMA CENTRE OF CANADA

DATED 24th. April, 1970.
RECORDED 30th. November, 1970.
(Film 270 Document 7)
by the Deputy Registrar General of Canada

By the Minister of Consumer and Corporate Affairs.

To all to whom these presents shall come, or whom the same may in anywise concern,

Whereas, in and by Part II of the Canada Corporations Act, it is, amongst other things, in effect enacted that the Minister of Consumer Affairs may by Letters patent under his seal of office grant a charter to any number of persons not being fewer than three (3) who, having complied with the requirements of the said Act, apply therefor, constituting such persons and others who thereafter become members of the corporation thereby created a body corporate and politic without share capital for the purpose of carrying on, without pecuniary gain to its members, objects, to which the legislative authority of the Parliament of Canada extends, of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like, upon the applicants therefor establishing to the satisfaction of the Minister of Consumer and Corporate Affairs due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter;

AND...

Whereas ANTHONY JOHN OLBRECHT, JOHN ALLENBY DOUGLAS, MARINA ALICE ELIZABETH HAHN, ROBERT BICKERTON WRIGHT, STUART PHILIP HERTZOG, PAULINE DAISY FEDIOW and ANNA M. K. McDONOUGH have made application for a charter under the said Act, constituting them and such others as may become members in the corporation thereby created a body corporate and politic under the name of **THE DHARMA CENTRE OF CANADA** for the objects hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such letters patent;

NOW KNOW YE that the Minister of Consumer and Corporate Affairs, under the authority of the said Act, does, by these letters patent, constitute the said ANTHONY JOHN OLBRECHT, JOHN ALLENBY DOUGLAS, MARINA ALICE ELIZABETH HAHN, ROBERT BICKERTON WRIGHT, STUART PHILIP HERTZOG, PAULINE DAISY FEDIOW and ANNA M. K. McDONOUGH and all others who may become members in the Corporation a body corporate and

politic without share capital under the name of **THE DHARMA CENTRE OF CANADA** with all the rights and powers conferred by the said Act, and for the following objects, namely:-

to carry on the instruction and practice of meditation, the study of philosophy and religion and the performance of charitable works in Canada

(NOTE : additional "objects" added to enable operation of religious seminary, and to develop a religious assembly of individuals . – see By-Law No.7)

and, for the purpose of carrying out the foregoing objects :

- (a) to acquire by purchase, lease, exchange, concession or otherwise. any description of real estate and real property, or any interest and rights therein, legal or equitable or otherwise howsoever;
- (b) to solicit, acquire, accept or receive donations, bequests or subscriptions of money or other real or personal property, whether they be unconditional or subject to special conditions, provided any special conditions are not inconsistent with the objects of the Corporation,
- (c) to hold, manage, improve, develop, exchange, lease, sell, turn to account or otherwise deal with the real or personal property from time to time held by the Corporation and to retain any real or personal property in the form in which it may be received by the Corporation for such length of time as the Corporation may determine;
- (d) to enter into any arrangements with any authorities, public or academic or otherwise, that may seem conducive to the Corporation's objects or any of them and to obtain from any such authority any rights, privileges and concessions which the Corporation may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (e) to invest moneys not immediately needed for the carrying out of the Corporation's objects in such manner as the Corporation may determine, provided that such moneys may only be invested in such investments as are from time to time legally eligible for investment by Canadian life insurance companies;
- (f) to make such representations as the Corporation deems necessary for the furtherance of its objects;
- (g) to do all such other things as are incidental or conducive to the attainment or the above objects.

The operations of the Corporation may be carried on throughout Canada and elsewhere.

The head office of the Corporation will be situate in the Municipality of Metropolitan Toronto, in the Province of Ontario.

The said ANTHONY JOHN OLBRECHT, JOHN ALLENBY DOUGLAS, MARINA ALICE ELIZABETH HAHN, ROBERT BICKERTON WRIGHT, STUART PHILIP HERTZOG, PAULINE DAISY FEDIOW and ANNA M. K. McDONOUGH are to be the first directors of the Corporation.

And, in accordance with the provisions of section 63 of the said Act, it is further ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;

- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for, such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present, or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in such by-law.

(NOTE : see By-Law No.2, "Being a by-law authorizing Borrowing and Pledging")

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

And it is further ordained and declared that the business of the Corporation shall be carried on without, pecuniary gain to its members and that, any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs at Ottawa this twenty-fourth day of April, one thousand nine hundred and seventy.

(Signed) for the Minister of Consumer and Corporate Affairs.

BY-LAW NO.1

Being a by-law relating generally to the affairs of THE DHARMA CENTRE OF CANADA.

BE IT ENACTED as a by-law of THE DHARMA CENTRE OF CANADA. (hereinafter referred to as the "Corporation") as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the County, of York, in the Province of Ontario, and at such place therein as may be fixed by resolution of the Board of Directors. The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may by resolution deem expedient.

SEAL

2. The seal of the Corporation shall be in such form as the Directors decide and shall have the words The Dharma Centre of Canada endorsed thereon.

MEMBERSHIP

3. Membership in the Corporation shall be limited to persons in sympathy with the purposes of the Corporation and willing to abide by its bylaws and who have reached the age of eighteen years, and

who shall have been recommended for membership by the Board of Directors or a committee thereof appointed for such purpose.

RESIGNATION

4. Members may resign by written resignation which shall be effective upon acceptance thereof by the Board, but nothing shall be returned in respect of donations made by them.

MEETING OF MEMBERS

5. Annual Meeting.

The annual meeting of the members shall be held at such place in Canada, at such time and on such day in each year as the Board, or the Chairman, or the Vice-Chairman may from time to time determine, for the purpose of hearing and receiving the report and statements required by the Companies Act to be read at or laid before the Corporation at an annual meeting, electing Directors, appointing the auditor to audit the accounts of the Corporation and authorizing the Board to fix his remuneration provided that the Directors may fill any casual vacancy in the office of Auditor and for the transaction or such other business as may properly be brought before the meeting.

6. Special Meeting.

The Chairman or in the absence or inability of the Chairman a Vice-Chairman shall have power at any time to call a special meeting of the members of the Corporation to be held at such time and at such places as may be determined by the Chairman or the person calling the meeting. The Chairman or the Vice-Chairman as the case may be shall call a special meeting of the members on the written request to the Chairman by ten members of the Corporation. The phrase "meeting of members" wherever it occurs in this by-law shall mean and include an annual meeting of members and a special meeting of members.

7. Notices.

No public or other advertisement or any meeting of members shall be required, but notice of the time and place of such meeting shall be given not less than seven days before the day on which the meeting is to be held to each member. A meeting of the members may be held at any time without notice if all the members entitled to vote thereat are present in person or represented by proxy or those not so present or represented by proxy have waived notice.

8. Quorum.

The attendance of ten members in good standing shall constitute a quorum.

9. Right to Vote.

At each meeting of members, every member shall be entitled to one vote.

10. Voting.

At all meetings or members every question shall, unless otherwise 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 including the votes of members represented by proxy. In case of any equality of votes at any meeting or members, either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

DIRECTORS

11. Board or Directors.

The affairs of the Corporation shall be managed by its Board of Directors, each of whom in order to be eligible to hold the office of Director, shall be a member of the Corporation. Until changed in accordance with the Companies Act, four Directors shall constitute a quorum for the transaction or business at any meeting of Directors. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum or the Board remains in office.

12. Election and Term.

At each annual meeting of members, Directors shall be elected to hold office until the next annual meeting of members or until their successors shall have been duly elected; and the Directors then in office shall retire. Retiring Directors shall be eligible for re-election if qualified. The election may be by a show of hands or by resolution of the members unless a ballot be demanded by any member. *(NOTE : subsequently changed to allow overlapping two-year terms. – see By-Law No.5)*

13. Removal of Directors.

The members may, by resolution passed, by at least two-thirds of the votes cast at any meeting of members at which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

14. Vacancies.

Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. Vacancies in the Board may be filled for the remainder of its term of office from among the qualified members of the Corporation, either by the members at a general meeting called for the purpose or by the remaining Directors if constituting a quorum. If the number of Directors is increased, a vacancy or vacancies in the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided. *(NOTE : subsequently amended to define “vacancy” further – see By-Law No.6)*

15. Calling of Meetings.

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that seven days notice of such meeting shall be sent in writing to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.

16. First Meeting of New Board.

Each newly elected Board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such Board was elected, provided a quorum of Directors be present.

17. Votes to Govern.

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question and in case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

18. Protection of Directors and Officers.

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 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 of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment 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.

19. Indemnity of Directors and Officers.

Every Director or officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing, whatsoever made, done or permitted by him, in or about the execution of the duties of his office;
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

20. Remuneration.

Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board. Such fixed sum may be paid to the Directors as the members may by resolution determine, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

21. Powers.

The Directors may exercise all such powers of the Corporation as are not by the Companies Act or by these bylaws required to be exercised by the members at general meetings.

22. Expenditures.

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

OFFICERS

23. Elected Officers.

At the first meeting of the Board after each election of Directors, the Board may elect from among its members a Chairman and one or more Vice-Chairman. In default of such election the then incumbents, if members of the Board, shall hold office until their successors are elected. A vacancy occurring from time to time in such office may be filled by the Board from among its members.

24. Appointed Officers.

From time to time the Board may appoint a Secretary, and may appoint a Treasurer, and such other officers as the Board may determine including one or more assistants to any of the officers so appointed. The officers so appointed may but need not be members of the Board. One person may hold more than one office, and if the same person holds both the office of Secretary and the office of Treasurer, he may be known as the Secretary-Treasurer .

25. Term of Office and remuneration.

The Board may remove at its pleasure any officer of the Corporation, and the remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution.

26. Chairman.

The Chairman shall, when present, preside at all meetings of the members and of the Board and shall be charged with the general supervision of the affairs of the Corporation.

The Chairman shall be ex-officio a member of all committees except the nominating committee.

27. Vice-Chairman.

During the absence or inability of the Chairman his duties may be performed and his powers may be exercised by the Vice-Chairman, or if there are more than one, by the Vice-Chairman in order of seniority (as determined by the Board). If a Vice-Chairman exercises any such duty or power, the absence or inability of the Chairman shall be presumed with reference thereto. A Vice-Chairman shall also perform such duties and exercise such powers as the Chairman may from time to time delegate to him or the Board may prescribe.

28. Secretary.

The recording Secretary shall give, or cause to be given all notices required to be given to members, Directors, auditors and members of committees; he shall attend all meetings of the Directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records; documents and other instruments belonging to the Corporation; he shall carry out the management of the affairs of the Corporation subject to the authority of the Board and under the direction and supervision of the Chairman; and he shall perform the duties of the Treasurer, if one is not appointed, and such other duties as may from time to time be prescribed by the Board.

29. Treasurer.

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit

of money, the safe-keeping of securities and the disbursement of the funds of the Corporation; he shall render to the Board at the meetings thereof, or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation; and shall perform such other duties as may from time to time be prescribed by the Board.

30. Fidelity Bonds.

The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

31. Banking Arrangements, Contracts, etc.

The banking business of the Corporation, or any part thereof, shall be transacted with such chartered bank of Canada, trust company or other firm or corporation carrying on a banking business, as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation' s behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation' s accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of an agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on the Corporation' s behalf to facilitate such banking business.

32. Subject to the restrictions set forth in the Letters Patent issued to the Corporation, the Chairman or a Vice-Chairman or a Director acting with the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer and other Director are authorized and empowered to sell, assign or transfer shares, bonds, stocks, debentures, debenture stocks and other securities and to accept shares, stocks, debenture stocks and other securities on behalf of the Corporation with full power to appoint an attorney or attorneys (with full power of substitution) for the purpose of completing any such sale, transfer, assignment or acceptance on the records.

33. Execution of Instruments.

Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chairman, or a Vice-Chairman or a Director and by the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer and another Director, and the corporate seal shall be affixed to such instruments as require the same. Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deeds, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Corporation may or shall be signed.

34. Financial Year.

Until otherwise ordered by the Board, the financial year of the Corporation shall end on the 31st day of April in each year. (*NOTE : subsequently changed to December 31st. – see By-Law No.4*)

NOTICES

35. Method of Giving.

Any notice, communication or other document to be given by the Corporation to a member, Director officer or auditor of the Corporation by law or under any provision or the letters patent or by-laws of the Corporation, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Corporation or if sent by any means of wire or wireless or any other form of transmitted or recorded communication.

The Secretary may change the address on the books of the Corporation of any member in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or a public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for despatch.

36. Computation of Time.

In computing the date when notice must be given by law or under any provision of the Letters Patent or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

37. Omissions or Errors.

The accidental omission to give any notice to any member, Director officer or auditor or the non receipt of any notice by any member, Director, officer or auditor 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.

38. Waiver of Notice.

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

39. Amendment of By-laws.

The by-laws of the Corporation may be repealed or amended by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Secretary of State has been obtained.

40. Rules and Regulations.

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient. provided that 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 annual meeting of members shall at and from that time cease to have force and effect.

41. Interpretation.

In this by-law and all other by-laws of the Corporation words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; "Board" shall mean the Board of Directors of the Corporation; "letters patent" shall include supplementary letters patent.

Enacted and Passed by the Directors on the 24th day of April, 1970.

BY-LAW NO.2

Being a by-law authorizing Borrowing and Pledging.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE DHARMA CENTRE OF CANADA (hereinafter referred to as the "Corporation") as follows:

The Directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue debt obligations of the Corporation, namely notes or similar unsecured obligations of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed, or other debt or liability of the Corporation - subject to the approval of two-thirds majority of members present at a special general meeting of members called specifically for the purpose of authorizing such privilege to the Directors upon each occasion when the Directors wish to undertake the actions covered by this paragraph;
- (d) delegate to such one or more of the officers and Directors of the Corporation as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this By-Law to such extent and such manner as the directors shall determine at the time of each such delegation.

Enacted and Passed This Fifteenth Day of February, 1984

BY-LAW NO.3

Being a by-law authorizing an application for supplementary letters patent amending and varying the provisions of the letters patent of the CORPORATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE DHARMA CENTRE OF CANADA (hereinafter referred to as the "Corporation") as follows:

1. The CORPORATION be and is hereby authorized to make application to the Minister of Consumer and Corporate Affairs for supplementary letters patent amending and varying the provisions of the letters patent incorporating the CORPORATION by adding thereto the following special clause:

"THAT UPON THE DISSOLUTION OF THE CORPORATION ANY ASSETS REMAINING AFTER THE PAYMENT AND SATISFACTION OF THE DEBTS AND LIABILITIES SHALL BE TRANSFERRED TO ONE OR MORE RECOGNIZED CHARITABLE ORGANIZATIONS IN CANADA, HAVING COGNATE OR SIMILAR OBJECTS."

2. The directors and officers be and are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

Enacted and Passed This Seventh Day of May, 1971.

Supplementary Letters Patent, as provided in By-law No. 3, issued by Minister of Consumer and Corporate Affairs on 14th. June, 1971.

Recorded by Deputy Registrar General of Canada on 5th. July, 1971 (Film 280, Document 195).

BY-LAW NO.4

Being a by-law changing the dates for the FISCAL PERIOD of the CORPORATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE DHARMA CENTRE OF CANADA (hereinafter referred to as the "Corporation") as follows:

1. The fiscal period of the Corporation which commenced the first (1st) day of May, 1976 shall terminate on the thirty-first (31st) day of December, 1976 and thereafter the fiscal period of the Corporation shall terminate on the thirty-first (31st) day of December in each year or on such date as the directors may from time to time by resolution determine.

2. The by-law of the Corporation (including paragraph numbered 34 of By-law No.1) be and the same are hereby amended to accord with the foregoing.

Enacted and Passed The Fourteenth (14th) Day of March, 1976.

BY-LAW NO.5

Being a by-law changing the LENGTH OF TERMS OF OFFICE for the Directors of the CORPORATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE DHARMA CENTRE OF CANADA (hereinafter referred to as the "Corporation") as follows:

- 1.** The Directors of the Corporation shall be elected for two year terms on a rotating basis as follows:
 - (a)** In elections for fiscal periods ending in an even number (i.e. 0, 2, 4, 6, and 8), three Directors shall be elected for a two year term.
 - (b)** In elections for fiscal periods ending in an odd number (i.e. 1, 3, 5, 7, and 9), four Directors shall be elected for a two year term.
 - (c)** Should other Director positions be vacant besides those being elected for a two year term, the term for Directors elected to fill vacancies shall be one year.
- 2.** No Director may serve terms which together constitute a continuous period that is longer than five years.
- 3.** In the circumstance where an insufficient number of persons are prepared to stand as Directors for two year terms, remaining vacancies shall be filled by election of Directors for one year terms.
- 4.** The by-laws of the Corporation (including paragraph numbered 12 of By-Law No.1) be and the same hereby amended to accord with the foregoing.

Enacted and Passed The Twenty-Seventh (27th) Day of April, 1983.

BY-LAW NO.6

Being a by-law DETERMINING THE VACATING OF OFFICE by a Director of the CORPORATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE DHARMA CENTRE OF CANADA (hereinafter referred to as the "Corporation") as follows:

- 1.** A Director shall be deemed to have vacated his office if:
 - (a)** he ceases to remain a member of the Corporation;
 - (b)** he resigns his Directorship by notice in writing to the Board of Directors;
 - (c)** he becomes mentally unfit or otherwise incompetent;
 - (d)** he fails to attend Board meetings in any three consecutive months and that the Board of Directors, having given due consideration to each separate absence shall determine by a minimum two thirds (2/3) vote that he has vacated his office;
 - (e)** on death.
- 2.** The by-laws of the Corporation (including paragraph numbered 14 of By-Law No.1) be and the same ' hereby amended to accord with the foregoing.

Enacted and Passed This Nineteenth Day of March, 1986.

BY-LAW NO.7

Being a by-law relating to an application respecting amendment and variation of provisions of letters patent of THE DHARMA CENTRE OF CANADA.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE DHARMA CENTRE OF CANADA (hereinafter referred to as the "Corporation") as follows:

1. An application shall be made to the Minister of Consumers and Corporate Affairs for supplementary letters patent amending and varying the provisions of the letters patent incorporating your applicant:

...by adding to the objects the following:

- (a) *To operate a religious seminary for the purpose of training ministers in the universalist teachings,*
- (b) *To establish and promote a religious assembly of lay and ordained individuals to practice compassion and the universalist teachings.*

2. The secretary of the Corporation is authorized to execute on behalf of the Corporation the application for supplementary letters patent as hereinbefore set out and to do all other necessary to effect the granting of the said application.

Enacted and Passed This 1st Day of July 1986.

BY-LAW NO.8

Being a by-law ESTABLISHING A BOARD OF GOVERNORS TO ADMINISTER THE RELIGIOUS SEMINARY of the CORPORATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE DHARMA CENTRE OF CANADA (hereinafter referred to as the "Corporation") as follows:

1. Board of Governors.

The seminary for training of ministers shall be administered, under the direction of the Board of Directors, by the Board of Governors, each of whom in order to be eligible to hold such office, shall be a member of the Corporation. Notwithstanding vacancies, the remaining Governors may exercise all its responsibilities so long as a quorum remains in office. Half of the Board of Governors shall be appointed by the Board of Directors and half shall be elected by full time students of the seminary. The number of Governors shall be ten of whom four shall constitute a quorum for the transaction of business at any meeting of Governors and in addition to be duly constituted for the transaction of business at least one appointed Governor and at least one elected Governor must be present at any meeting of Governors.

2. Term of Office.

The term of office for Governors shall be for one year or until their successors shall have been duly appointed or elected.

3. Removal of Elected Governors.

The full time students of the seminary may, by resolution passed, by at least two-thirds of the votes cast at any meeting of full time students of the seminary at which notice specifying the intention to pass such resolution has been given to all full time students of the seminary, remove any elected Governor before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

4. Chancellor.

Each year, the Board of Governors shall elect from among its members a Chancellor and a Vice-Chancellor. In case of any equality of votes at any meeting of Governors' , the Chancellor, or in his absence the Vice-Chancellor, shall be entitled to a second or casting vote.

5. Appointed Officers.

From time to time, for the purpose of administrating the seminary, the Board of Governors may appoint a Registrar, a Seminary Secretary, and a Seminary Treasurer, and such other officers as the Board of Governors may determine including one or more assistants to any of the officers so appointed. The officers so appointed may but need not be members of the Board of Governors. One person may hold more than one office. All appointed seminary officers shall carry out their duties subject to the Board of Governors and under the direction and supervision of the Chancellor.

Enacted and Passed This 1st Day of July 1986.
