

**BY-LAW # 1-2009**  
being a by-law relating to the organizational  
affairs of the Corporation

**GOLDEN TRIANGLE SIKH ASSOCIATION**

**Gurdwara Sahib of Kitchener-Waterloo Constitution**

BE IT ENACTED that the organizational by-law of the Corporation, being By-Law No. 1 – 2009, which was passed on December 20, 2008 is hereby repealed and replaced with the following by-law.

**1. DEFINITIONS:**

For the purposes of this By-law, the following terms have the following meanings:


- (a) "Act" means the *Corporations Act* of Ontario, R.S.O. 1990, c. C.
- (b) "Annual General Meeting" means the General Meeting of the members of the Gurdwara Sahib to be held at such time and place as determined according to this By-law;
- (c) "Area of the Gurdwara Sahib" means Regional Municipality of Waterloo, Brant County, Perth County, and Wellington County;
- (d) "Bank Account" means the Gurdwara Sahib's bank account or accounts, as they may exist from time to time;
- (e) "Board" means the Board of Directors of the Gurdwara Sahib;
- (f) "By-Law" means this By-Law and all other By-Laws of the Gurdwara Sahib from time to time in force and effect;
- (g) "Corporation" means Golden Triangle Sikh Association;
- (h) "Director" means a member of the Board of Directors of the Gurdwara Sahib;
- (i) "Fiscal year" means the period beginning of July 1 and ending on the last day of June;
- (j) "Gurdwara" means a Sikh place of worship;

- (k) "Gurdwara Sahib" means the Golden Triangle Sikh Association as incorporated under the Corporations Act of the Province of Ontario;
- (l) "Harassment" means any improper behaviour by a member that is directed at and is offensive to a member or a Director or an Officer and which that person knew or ought to have known would be unwelcome;
- (m) "Letters Patent" means the Letters Patent of the Corporation issued by the Minister of Consumer and Commercial Relations of the Province of Ontario dated the 22<sup>nd</sup> day of November, 1976, as may be amended from time to time;
- (n) "Member" means a member of the Gurdwara Sahib;
- (o) "Officer" means those persons elected to or appointed to the offices of the Gurdwara Sahib referred to in section 9 hereof;
- (p) "Sikh" means a person who believes in the teachings of the ten Gurus from Guru Nanak to Guru Gobind Singh and the Guru Granth Sahib and who does not believe in or belongs to any other religion or similar organization and who has complete faith in the sanctity of the "5 K's";
- (q) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of such Members entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

## 2. INTERPRETATION:

### 2.1 For the purposes of this By-law:

- (a) Words importing the singular number only include the plural and vice versa, words importing the masculine gender include the feminine gender and words importing persons include firms and corporations and vice versa;
- (b) The headings used throughout this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

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3. **HEAD OFFICE:**

3.1 The Head Office of the Gurdwara Sahib shall be located at 2070 Snyder's Road East, Petersburg, Ontario, Canada, or at such other place as may be determined from time to time in accordance with the Act.

3. **OBJECTIVES:**

4.1 The objects of the Gurdwara Sahib are shall be as set out in the Letters Patent of the corporation dated the 22<sup>nd</sup> day of November, 1976, as may be amended from time to time by Supplementary Letters Patent. In fulfilment of such objects, the Gurdwara Sahib shall:

- (a) operate as a non-profit and non-political organization;
- (b) provide religious services in accordance with Aad Guru Granth Sahib, provide facilities to teach Gurmukhi language and heritage to children or adults and address other similar needs of the Sikh community;
- (c) raise necessary funds for operations of the Gurdwara Sahib; the maintenance and the improvement to existing real property; the expansion of the existing structure or the construction of other structures, as the case may be;
- (d) maintain a library primarily consisting books relating to Sikh religion and Punjabi literature in print, electronic format or other such media;
- (e) ensure that Ragi-Jatha and guest speakers will present their views within the meaning of Aad Guru Granth Sahib;
- (f) conduct marriage ceremonies in the presence of Aad Guru Granth Sahib;
- (g) allow the presence only of Aad Guru Granth Sahib in the Gurdwara Sahib.

5. **MEMBERSHIP:**

5.1 Voting Members:

- (a) To be qualified as a Voting Member of the Gurdwara Sahib, a person shall be:
  - (i) at least eighteen years of age;
  - (ii) a resident of Regional Municipality of Waterloo, Brant County, Perth

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County, and Wellington County;

- (iii) a Sikh;
  - (iv) approved by the Board of Directors as a Voting Member.
- (b) A qualified person seeking admission as a Voting Member of the Gurdwara Sahib shall submit an application for membership in the prescribed form to the Board of Directors. Application forms may be obtained at the head office of the Gurdwara Sahib. The Board of Directors shall advise an applicant in writing within 30 days of receipt of his application, if he has been accepted for membership.
- (c) Voting Members shall comply with the Letters Patent, the By-Laws and such rules and regulations as may be adopted by the Members from time to time. Failure to do so may result in the termination of a person's Voting Membership in the Gurdwara Sahib.
- (d) Voting Members shall pay a membership fee:
- (i) annually, within the next three months after June 30<sup>th</sup>, in each year, in the amount of \$10.00 per person or \$20.00 for a married husband and wife, or
  - (ii) a one time membership fee of \$150.00 per person or \$300.00 for a married husband and wife.

Failure to make a required payment within the time period specified above will result in the termination of membership.

- (e) If, in the opinion of the Board of Directors, a Voting Member:
- (i) resorts to physical violence, profanity, or harassment while in the Gurdwara;
  - (ii) participates in, assents to or acquiescences in an activity that may undermine the objectives of the Gurdwara Sahib;
  - (iii) belongs to an organization that may compromise the Sikh doctrine;
  - (iv) misrepresents the doctrine of the Sikh religion;
  - (v) engages in the dissemination of material or information that is discriminatory or hateful to the Sikh community;

(vi) fails to adhere to the objects and objectives of the Gurdwara Sahib;  
or

(vii) fails to meet the qualifications of a Voting Member;

the Voting Member's membership may be terminated by the Board of Directors, provided that the Voting Member is first given the opportunity to appear before the Board to show why his or her membership should not be terminated. A Voting Member whose membership in the Gurdwara Sahib is terminated for any of the foregoing reasons, may re-apply for membership as a Voting Member, in which case his application for re-admission as a Voting Member shall be subject to approval of a majority of the Directors present at a meeting at which his application is being considered.

- (f) Subject to section 5.2, in the event a Voting Member's membership is terminated by reason of Section 5.1 (e) (vii), upon his regaining such qualifications, he may re-apply to the Board of Directors to be reinstated as a Voting Member of the Gurdwara Sahib.
- (g) If, in the opinion of the Board of Directors, a Voting Member fails to comply with the Rules of Conduct of the Gurdwara Sahib as established by the Voting Members from time to time and after appropriate disciplinary procedures determined by the Board have been implemented and the Voting Member continues to be in breach of such rules, the Voting Member's membership may be suspended by the Board of Directors, provided that the Voting Member is first given the opportunity to appear before the Board to show why his or her membership should not be suspended. At the next Annual General Meeting of the Members, the Voting Members in attendance shall determine, whether the Voting membership of the suspended Member shall be terminated, or reinstated. If terminated, the individual may re-apply for membership as a Voting Member, in which case his application for re-admission as a Voting Member shall be subject to approval of a majority of the Directors present at a meeting at which his application is being considered.
- (h) Voting Members shall be entitled to one vote at all meetings of Members.
- (i) No Voting Member shall be entitled to vote on any matter coming before a meeting of Members by means of a proxy.

5.2 Non-Voting Members:

A Voting Member who no longer resides in the geographical area referred to in section 5.1(a)(ii) shall no longer be qualified as such, but may continue as a Non-Voting Member. A Non-Voting Member shall be entitled to attend Members Meetings of the Gurdwara Sahib and fully participate at such meetings but shall not be entitled to vote on any matter. Upon resuming residency in such geographical area, the Member's status as a Voting Member shall be restored.

5.3 Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Gurdwara Sahib or incurred by the Board of Directors or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Gurdwara Sahib.

6. **DIRECTORS:**

6.1 The affairs of the Gurdwara Sahib shall be managed by a Board of Directors of eleven, who, in addition to all the powers and authority which are by this By-Law expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by Directors under the Act. Any increase or decrease in the number of Directors shall be approved by Special Resolution.

6.2 Directors shall at all times be Voting Members of the Gurdwara Sahib and shall not have been convicted of a criminal offence. A Director shall not be an undischarged bankrupt or a mentally incompetent person.

6.3 To be eligible to be elected a Director a person shall have been a Voting Member for no less than one year, prior to the date of his nomination for election or his giving notice of his intention to stand for election.

6.4 Subject to section 8 hereof, Directors shall be elected for a two year term and shall retire in rotation. At the first meeting following the adoption of this By-law at which Directors are to be elected, there shall be elected 5 Directors for a one year term and 6 Directors for a two year term. Thereafter, either five or six directors (as the case may be) shall be elected annually at the Election Meeting to fill the places of the retiring Directors. Subject to Section 6.5, retiring Directors are eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

6.5 No person shall be entitled to serve as a Director more than two (2) consecutive two (2) terms, or part thereof; provided that if otherwise eligible to be elected a director, after being elected for two (2) consecutive two (2) year terms, a person shall be re-eligible for election to the Board following a two year absence from

the Board. Any person who may not be eligible to be re-elected a director pursuant to this section shall, provided such person continues to be a Voting Member, continue to be eligible to be a member of a committee of the Board (with the exception of the Executive Committee).

6.6 The office of Director shall *ipso facto* be vacated if such Director:

- (a) resigns his/her office by notice in writing to the Gurdwara Sahib;
- (b) misses three consecutive meetings of the Board without informing the Board with an acceptable reason, unless the Board directs otherwise.
- (c) fails to continue to hold the qualifications set out herein.

6.7 Any Director may be removed from office by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given.

## 7. **NOMINATION FOR ELECTION OF DIRECTORS:**

7.1 The Voting Members shall annually select a Nomination Committee consisting of three Members, none of whom shall be Directors. In the event there are more than three Members who wish to serve on the Nomination Committee, the names of three Members who shall form the Nomination Committee shall be chosen randomly by draw by a member of the Ragi-Jatha.

7.2 Nominations for election as a Director shall commence at least forty five days before the second Saturday of May in each year. Any Voting Member having the required qualifications may seek election as a director provided that such person files notice of his intention using the prescribed form with the Nomination Committee no less than 25 days prior to the second Saturday of May in each year.

7.3 No less than 25 days before second Saturday of May in each year, the Nomination Committee shall compile and file with the Board a list of qualified candidates and post the list on a bulletin board in the Gurdwara and send the list to the Voting Members.

7.4 Any candidate for election as a director shall declare his willingness to serve on the Board of Directors.

## 8. **SELECTION OF CANDIDATES & ELECTION OF DIRECTORS:**

8.1 The Voting Members shall, on the second Saturday of May in each year (the

"Selection Day"), select by way of secret ballot from the list prepared in accordance with Section 7.3, such number of individuals who are to be elected to fill the vacancies on the Board of Directors for the ensuing year. A slate of candidates for Directors (the "Directors' Slate") equal to the number of vacancies to be filled at the Election Meeting provided for in Section 12.1 shall be compiled from the list of candidates approved by the Voting Members through the candidate selection process held on the second Saturday of May.

- 8.2 If there are only that number of qualified candidates nominated for inclusion on the Directors' Slate as there are positions to be elected at the Election Meeting, they shall all be placed on the Directors' Slate. If there are more candidates nominated for inclusion on the Directors' Slate than there are positions to be elected at the Election Meeting, then the following rules shall apply:
- (a) Voting shall be by secret ballot. Each Voting Member is entitled to cast one ballot at the Gurdwara between the hours of 9:00 a.m. and 1:00 p.m. on the Selection Day.
  - (b) A Voting Member may vote on his ballot for one or up to the maximum number of directors to be elected in that year.
  - (c) The Chairman of the Nomination Committee shall appoint scrutinizers for conducting the election and the counting of votes. Candidates on the list referenced in Section 7.3 shall be permitted to be present in person or represented, at the time of conducting the voting and the counting of votes.
  - (d) The results of the candidate selection shall be compiled on a list, in ascending order based on the number of votes received by each candidate. A candidate having received the most votes will be the number one on the list and the candidate with the least votes shall be the last. That number of candidates receiving the most votes as are required to fill the vacancies on the Board to be filled in each year will be added to the Directors' Slate.

The Board shall maintain a list of the remaining candidates whose names were not added to the Directors' Slate to the Board who were not elected. Those candidates shall, if then still qualified, and provided they again declare their willingness to serve on the Board of Directors be nominated for inclusion in the list of candidates for Directors to be considered and vote upon by the Voting Members the following year.

- 8.3 So long as a quorum remains, the Board shall appoint, in ascending order, the candidates who were not selected as candidates for the Board and subsequently



elected to the Board at the Election Meeting to fill any vacancies which may occur on the Board for the remainder of the term of such position provided such person or persons remain qualified to act as Director(s). In the event there are no such candidates qualified to be appointed to the Board, the Board may appoint any other qualified Voting Member to fill such vacancy.

9. **OFFICERS:**

**Election / Appointment of Officers**

9.1 Following the election by the Voting Members of the directors, the directors shall elect from amongst themselves a President and shall appoint from amongst themselves the following officers, for a one year term:

- (a) Secretary
- (b) Treasurer
- (c) Vice-President
- (d) Assistant-Secretary
- (e) Assistant-Treasurer

Any officer appointed by the Directors may be removed from office before the expiration of his or her term by resolution passed by a majority of the Directors, and the Directors may appoint any other director in his or her stead for the remainder of the term.

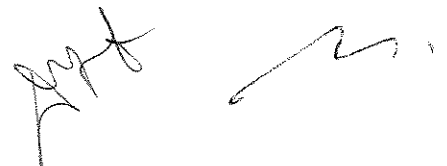
9.2 All officers shall be accountable to the Board of Directors, the duties of the Officers shall include the following, in addition to such other duties as may be prescribed from time to time by the Board:

(a) President:

- supervise the affairs and operations of the Gurdwara Sahib;
- ensure that the Directors discharge their duties in accordance with the Act, these By-laws, the Letters Patent of the Gurdwara Sahib and the policies and directions of the Board of Directors
- Chair meetings of the Members of the Gurdwara Sahib and the Board of Directors.

(b) Vice-President:

- assist the President and in the absence of the President, to fulfill the duties of the President;

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- perform only such other duties pertaining to the office as are from time to time prescribed by the Board, or as are incident to his office.

(c) Secretary:

- be responsible to ensure minutes of Members, Board of Directors and Committee meetings are properly recorded;
- cause notices of Meetings of the Members, Board of Directors and Committees to be issued, in accordance with these By-laws, the Act and the direction of the Board of Directors and the President;
- make announcements at Religious services of the Gurdwara on behalf of the Board;
- perform only such other duties pertaining to the office as are from time to time prescribed by the Board,

(d) Assistant secretary:

- assist the Secretary and in the absence of the secretary, to fulfill the duties of the Secretary.

(e) Treasurer :

- be responsible for maintaining adequate financial books and records as required by the Act, other applicable legislation, and the direction of the Board of Directors;
- ensure deposits and withdrawals from the Gurdwara Sahib's bank accounts are made in accordance with this By-law;
- present the financial statements to the Members at the Annual General Meeting;
- cause all required Income Tax and other returns to be filed;
- sign, or to cause to be signed by the Assistant Treasurer, all donation receipts for Income Tax purposes.
- perform such other duties pertaining to the office as are from time to time prescribed by the Board, or as are incident to his office.

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(f) Assistant Treasurer :

- assist the Treasurer and in the absence of the Treasurer, to fulfill the duties of the Treasurer.

10 **DIRECTORS' MEETINGS:**

- 10.1 The Board of Directors shall meet at least four times per year.
- 10.2 Meetings of the Board of Directors shall be called by the President or by any two directors.
- 10.3 Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Gurdwara Sahib not less than seven (7) clear days before the date of the meeting, in the following manner:
- (a) delivered personally, in which case it shall be deemed to have been given when so delivered;
  - (b) mailed, at the recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the day it is deposited in a post office or public letter box.

Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the Directors are present, and no one 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.

Notice of the date of any meeting of the Board of Directors shall also be posted in the Gurdwara, in advance of the meeting.

- 10.4 Voting. Questions arising at any meeting of the Board shall be decided by a simple majority vote. The chairman shall vote in the first instance upon the calling of the question. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chairman or requested by any director. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. In the event of a tie vote, the Chairman of the meeting shall not have a second vote or casting ballot to break the tie, and the motion being voted upon shall fail.



- 10.5 The quorum for a meeting of the Board of Directors shall be seven.
- 10.6 Voting Members may request in writing the right to attend a meeting of the Board of Directors, by filing such request with the Secretary. Voting Members shall only be permitted to attend meetings of the Board of Directors on the invitation of the Board.
- 10.7 Directors must be present in person, to participate in and be counted in determining if a quorum has been met.

**11. COMMITTEES OF THE BOARD:**

- 11.1 The Board may appoint such Committees as is deemed appropriate from time to time. The terms of reference of such other Committees shall be as determined by the Board, and such Committees shall only have authority to make recommendations to the Board. Either the Board or the membership of the Corporation may remove any member from any committee for any reason upon a two-thirds (2/3) majority vote of the Board or a two-thirds (2/3) majority vote of the members at a membership meeting duly called for that purpose, in which event the Board may fill such vacancy.

**12 MEMBERS' MEETINGS**

- 12.1 There shall be no less than two General Meetings of the Members each year, those being:
  - (a) Election Meeting, to be held on the second Saturday of June at 10:00 a.m. in each year, at which the voting members shall vote on the Directors' Slate prepared in accordance with the provisions of Section 8.1, and transact such other business properly brought before the meeting for which proper notice has been given; and
  - (b) Annual General Meeting, to be held on the second Saturday of December at 10:00 a.m. in each year, for the purposes of:
    - 01. Hearing and receiving the reports and statements required by the Act to be read at and laid before the Gurdwara Sahib at an annual meeting;
    - 02. Appointing the auditors or "reviewers" to perform the functions set out in Section 12.9;

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03. Electing the members of the Advisory Council to perform the functions set out in Section 12.10.
04. Receiving the financial statements for the fiscal year ended on the preceding June 30<sup>th</sup> and the report of the auditors appointed pursuant to Section 12.9;
05. To approve the operating budget for the Gurdwara for the ensuing year;
06. Transacting any other business properly brought before the meeting for which proper notice has been given.

General Meetings of the Members shall be held at the Gurdwara.

- 12.2 Special General Meetings - In addition to the Annual and Election Meetings the Board may call pursuant to this By-law and the Act, Special General Meetings of the Members.

In addition, not less than one-tenth of the Voting Members of the Gurdwara Sahib may request the Directors to call a general meeting of the members for any purpose connected with the affairs of the Gurdwara Sahib that is not inconsistent with the Act. Such request shall state the nature of the business to be presented at the meeting and shall be signed by the Voting Members requesting the meeting, and deposited at the head office of the Gurdwara Sahib. In the event the Directors do not call a meeting of the Voting Members within the time prescribed by the Act for doing so, the Voting Members may call such meeting in the manner prescribed by the Act.

- 12.3 Notice of General Meetings of the Members shall be given or caused to be given to all Voting Members by the Secretary, by regular prepaid mail, no less than twenty days prior to the date of the Meeting. Notice shall be deemed to have been given the date the notice is deposited in a post office or public letter box. The notice of every General Meeting shall include an agenda for the meeting and a description of the business to be conducted thereat.
- 12.4 Subject to sections 12.6 and 12.7 hereof, quorum for any General Meeting or Special Meeting of the Members shall be no less than ten percent of the Voting Members, present in person.
- 12.5 Subject to this By-law and the Act, every motion submitted at a Members meeting shall be decided by a majority of votes. In the case of an equality of votes at any General or Special Meeting of the Members, the Chairperson shall not cast a vote to break the tie, in which case the motion shall fail All questions

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shall be decided by a show of hands unless otherwise required by a by-law of the Gurdwara Sahib or unless a poll is required by the chairman or requested by any member entitled to vote. Upon a show of hands, every member present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of Gurdwara Sahib is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- 12.6 For a meeting called for the purpose of approving the sale or purchase of real property a quorum equalling at least seventy percent of all Voting Members present in person shall be required, and at least eighty percent of the Voting Members present shall vote in favour of the motion to either sell or purchase the real property.
- 12.7 For a meeting called for the purpose of approving an amendment to this By-law a quorum equalling at least twenty-five percent of all Voting Members present in person shall be required, and at least two-thirds of the Voting Members present shall vote in favour of the motion to approve such amendments.
- 12.8 General Meetings of the Members shall be conducted according to Robert's Rules of Order.
- 12.9 At the Annual General Meeting, the Voting Members shall appoint not less than two voting Members who are not directors to review the accounts of the Gurdwara Sahib, to hold office until the next Annual General Meeting, where such persons shall provide to the Members their report with respect to their review of the accounts and financial books and records for the financial period for the fiscal year ending immediately prior to the Annual General Meeting. The persons so appointed may be known as the "auditors" or "financial reviewers" of the Gurdwara.
- 12.10 At every second Annual General Meeting, the Voting Members shall elect three Voting Members, who shall not be Directors, to the Advisory Council of the Gurdwara. The members of the Advisory Council shall be elected for a two year term. The Advisory Council shall provide a venue for conflict resolution in any personal disputes or other disagreements between Members of the Gurdwara Sahib.

13. **BANK AND BANKING:**

- 13.1 The Bank of the Gurdwara Sahib shall be such bank or financial institution as the Board may from time to time appoint.

- 13.2 The monies donated at the weekly services of the Gurdwara Sahib shall be counted by the Treasurer and verified by a Voting Member who is not a Director, and shall be deposited in the name of the Gurdwara Sahib in the such bank as is appointed by the Board from time to time no later than the following Wednesday. All other monies received by the Gurdwara Sahib shall also be deposited in the name of the Gurdwara Sahib in the such bank as is appointed by the Board, no later than the Wednesday following receipt.
- 13.3 All cheques, drafts, withdrawals from the Gurdwara Sahib's Bank Account(s) and orders for payment of money, and all notes and acceptances and bills of exchange, shall be signed or authorized by the Treasurer and the President, or in the absence of the President, the Vice-President.
- 13.4 All cheques and post office or money orders in favour of the Gurdwara Sahib shall be receipted for or endorsed for deposit to the credit of the Gurdwara Sahib by such person or persons as the Board may from time to time designate.
- 13.5 Subject to the Act and this By-law, the Board may, from time to time with the authorization of the members, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Gurdwara Sahib including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Gurdwara Sahib.
- 13.6 The Board shall not expend or commit to any expenditure for any single project of the Gurdwara Sahib in excess of ten thousand dollars without first obtaining the approval of the Voting Members, given at a properly constituted meeting of the Members.
- 13.7 The Board may from time to time set designate certain bank accounts for specific purposes, and the funds deposited to such accounts to be used for such specific purposes only.
- 13.8.1 The Board shall see that all necessary books and records of Gurdwara Sahib required by the by-laws of Gurdwara or by an applicable statute are regularly and properly kept.

#### 14 PROTECTION OF DIRECTORS AND OFFICERS

- 14.1. **Limitation of Liability:** No Director or Officer or Past Director or Past Officer of the Gurdwara Sahib shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act or for any loss or expense happening to the Gurdwara Sahib through the insufficiency or

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deficiency of title to any property acquired by, for or on behalf of, the Gurdwara Sahib or for the insufficiency or deficiency of any security in, or upon which, any of the moneys of the Gurdwara Sahib shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the moneys, securities or effects of the Gurdwara Sahib shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his own neglect or default provided nothing herein shall relieve any Director or Officer, or past Director or Officer for any breach of duty to act in accordance with the Act.

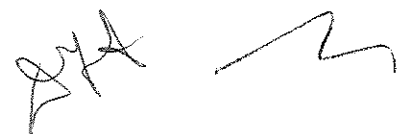
14.2. **Indemnity of Directors and Officers:** Every Director, Officer, Past Director, Past Officer of the Gurdwara Sahib and his personal representatives, heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Gurdwara Sahib from and against:

- (a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that 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; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses that are occasioned by his own wilful neglect or default.

14.3. **Liability Insurance:** The Gurdwara Sahib shall purchase and maintain such appropriate levels of Directors and Officers liability insurance as the Board may from time to time determine.

15. **GENERAL:**

15.1 In the event of dissolution or winding-up and after payment of all just debts and obligations, any remaining assets and property of the Association shall be distributed equally to Guelph Sikh Society, Guelph, Ontario and Sri Guru Singh Sabha, Cambridge, Ontario provided such organizations are registered charities in accordance with the provisions of the Income Tax Act (Canada). If either of these two societies is not in existence at the time of such dissolution or is not a registered charity, the remaining assets and property will go to the society remaining in existence and which is a registered charity. If both societies are not in existence at the time of such dissolution the remaining assets and property





shall go to the Canadian Red Cross.

- 15.2 Any proposed amendments to these By-laws must be submitted in writing to the Secretary at least forty-five (45) days in advance of any General Meeting of the Gurdwara Sahib provided such proposed amendments have been signed by not less than 10 percent of the Voting Members. Such proposed amendments will be included in the notice of the General Meeting at which they are to be considered, and will become a part of the By-laws only if approved pursuant to section 12.7 hereof.
- 15.3 In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.
- 15.4 Subject to the provisions of the Act, Voting Members of the Gurdwara shall have access to and be entitled to view and make extracts of minutes of all Members meetings, the Letters Patent and any Supplementary Letters Patent of the Gurdwara, the By-laws and any special resolutions of the Gurdwara and a register of the directors, officers and members of the Gurdwara; provided that no Voting Member shall be entitled to make or cause to be made a list of the Members of the Gurdwara unless he or she has first filed with the Gurdwara an affidavit stating that the list of Members is required for purposes connected with the Gurdwara.

(Intentionally left blank)

A handwritten signature in black ink, consisting of stylized initials and a long horizontal flourish.

15.5 This by-law shall come into force without further formality upon its enactment.

Enacted as By-Law No. 1-2010 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the \_\_\_\_\_ day of \_\_\_\_\_, 2010.

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