

Bylaws of the **DHARMA FELLOWSHIP OF
HIS HOLINESS THE GYALWA KARMAPA
(the "Society")**

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

"Board" means the Directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"Charter" is a collection of policies pertaining to a functional area of the Society as defined by the Board or the Labrang;

"directors' resolution" means any of the following:

- (a) a resolution passed at a directors' meeting or general meeting by 3/4 of the voting Directors whether participation is in person or by electronic means, and providing quorum is met;
- (b) a resolution consented to in writing without requiring a meeting, after being sent to all the Directors, by 100% of the Officers and the Spiritual Head;

"ex-officio Director or Committee Member" means a person who is a Director or Member of a Committee who "by reason of their office" rather than by being elected or appointed to the position. An ex-officio role is:

- (a) not included when determining the members needed **for a quorum** nor **counted** when determining if a **quorum** is present.
- (b) filled by the person's successor when the position is vacated
- (c) subject to Bylaws, has voting rights with a choice to abstain
- (d) subject to a duty to disclose conflicts of interests
- (e) a deemed member of the Society not required to pay dues;

"Lama" means a spiritual leader in the Dharma in Buddhism;

“Officer” means a Director of the Board who is appointed to a position of President, Vice-President, Treasurer, Secretary (or combination of these positions as permitted by these Bylaws);

“policy” means rules and regulations and standard practices adopted by the Board that govern the work and roles of the Society not defined in these Bylaws or Act, or where the Act allows for discretion in interpretation and application. Policies:

- (a) are accessible and disseminated to those that are governed by them;
- (b) are contained in the Society’s Charters;
- (c) can only be added, amended or deleted by a directors’ resolution;

“terms of reference” means a document that defines the work of an individual or body of individuals engaged in work of the Society generally including and not limited to:

- purpose of the work
- scope of the work to be performed
- objectives
- tasks to be performed
- communication/reporting structure
- decision-making authority
- deliverables
- resource requirements (human, financial, technology, etc.)
- assumptions
- critical success factors
- risk assessment and management
- monitoring and evaluation
- timelines and/or schedule
- financial/budgetary considerations
- qualifications of human resources

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

Overview of the key Roles of the Society

1.4 Spiritual Authority

The Supreme Spiritual Head of the Society is Orgyen Trinley Dorje, His Holiness the Gyalwa Karmapa and his successors.

The Supreme Head of the Ka'gyu Lineage His Holiness the Karmapa may appoint such members or require such resignations from the Members of the Labrang as he in his absolute discretion may decide.

Only the Supreme Head of the Ka'gyu Lineage His Holiness the Karmapa may dissolve the Labrang or remove the Spiritual Head of this Society as an ex-officio Director of this Society as he in his absolute discretion may decide.

1.5 Spiritual Office - The Labrang

The Labrang consists of a number of up to 5 Lamas responsible for defining and providing spiritual direction, guidance and oversight to the Society promoting the spiritual education and continuity of the Namgyal lineage, the Western branch of the Ka'gyu School.

The role and policies of the Labrang as defined are in *The Charter of the Labrang*

An addition, amendment or deletion to *The Charter of the Labrang* requires a 75% vote by all Labrang Members.

Members of the Labrang are deemed members of the Society and are not required to pay dues.

1.6 The Spiritual Head

The initial appointment of the Spiritual Head of the Society is Rodney P. Devenish (Karma Kunzang Palden Rinpoche), appointed by His Holiness the Gyalwa Karmapa

The *Spiritual Head* of the Society or Head Lama is:

- a) a member of the Labrang
- b) appointed by the Labrang to represent the Labrang in a spiritual advisory role on the Board
- a) an ex-officio Director of the Board with voting rights if he/she chooses to exercise such authority
- b) an ex-officio Member of all Committees with voting rights if he/she chooses to exercise such authority

- c) entitled to receive compensation for his/her role as an ex-officio Director of the Board.

1.7 The Board of Directors

Subject to the provisions of the Act, the Constitution, Bylaws and policies of the Society, as well as all other legal governance requirements, the Board is accountable for all aspects of the Society providing oversight work that includes and is not limited to:

- a) promoting, developing and overseeing the purposes of the Society as set forth in the Constitution and under the spiritual guidance of the Labrang;
- b) approving the strategic directions and developing new venues and opportunities for the study, teaching and practice of the Buddha Dharma;
- c) monitoring organizational performance;
- d) overseeing the financial affairs of the Society including establishing and managing budgets;
- e) raising funds to promote the purposes of the Society;
- f) defining the *terms of reference* for, selecting, supervising, establishing performance objectives, evaluating and compensating Senior Managers of the Society;
- g) defining the *terms of reference* for and engaging and overseeing Advisors to audit, review, coach, consult or perform Board-related activities as required;
- h) identifying, assessing and monitoring organizational risks;
- i) developing, implementing and maintaining the board's governance framework including but not limited to its policies and Bylaws;
- j) managing Board dynamics and performance;
- k) maintaining the legal status and records of the Society;
- l) promoting and maintaining membership of the Society;
- m) maintaining the information systems of the Society.

The role and policies of the Board as defined are in *The Charter of the Board of Directors*.

1.8 Senior Manager

Subject to any restrictions or requirements in the Bylaws, the Directors of a Society may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

A Senior Manager can be an Employee or Contractor entitled to reasonable compensation for work performed.

Subject to a duty to disclose conflicts of interest, a Senior Manager may be appointed by the Board as an "ex-officio" Director of the Board with or without voting rights in accordance with these bylaws.

The work of the Senior Manager must be defined by the Board in a *Terms of Reference* and an *Employment, Consulting or Volunteer Contract* as applicable.

1.9 Executive Director

The Executive Director is a title that may be used for a *Senior Manager* of a venue of the Society such as *The Hermitage of the Dharma Fellowship*.

The role of an Executive Director of a Society's venue, subject to **Sec 6.2** of these Bylaws, can be an "ex-officio" Director of the Board.

An Executive Director of a venue does not have voting rights as an "ex-officio" Director of the Board.

The role of an Executive Director, in the capacity of an "ex-officio" Director on the Board, makes proposals and provides information to the Board to support performance monitoring, policy, strategy and decision-making pertaining to the operation of the venue that the Executive Director has the authority to manage on behalf of the Society. This role does not engage in, nor does it carry the responsibility or authority for work of the Board.

1.10 Committee

Subject to any restrictions or requirements in the Bylaws, the Directors of a Society may create ad hoc or standing Committees as they see fit to assist with the work of the Board providing that such Committee is overseen directly by a Director of the Society and is solely an advisory capacity.

The work of a Committee must be defined by the Board in a *Terms of Reference*.

1.11 Advisor

Subject to any restrictions or requirements in these Bylaws, the Directors of a Society may engage Advisors to carry out work of the Board or Society providing that such work is overseen directly by the Board and that their position does not carry any decision-making authority.

An Advisor can be a Professional Corporation or Contractor entitled to reasonable compensation for work performed.

The work of Advisors must be defined by the Board in a *Terms of Reference* and a *Consulting or Volunteer Contract* as applicable.

1.12 All Individuals associated with the work carried out by the Society

All persons representing or carrying out any business relating to this Society, whether in a paid or as a volunteer, are deemed to have a fiduciary duty comprised of but not limited to:

1. Duty of care – to act with the competence and diligence that a reasonably prudent person with similar knowledge and expertise would exercise in comparable circumstances including and not limited to a duty to:

- i. perform with diligence
- ii. act with prudence
- iii. report and avoid conflict of interest
- iv. act within scope of authority and level of skill
- v. maintain confidentiality
- vi. adhere to a code of conduct and ethics
- vii. engage in ethical decision-making
- viii. not engage in unauthorized distribution or use of Society's assets

2. Duty of loyalty – to act honestly and in good faith in the best interest of the Society

PART 2 – MEMBERS

Application for membership

2.1 A person who can demonstrate their alignment with the purposes of the Society, may apply to the Board for membership in the Society, and the person becomes a Member on the Board’s acceptance of the application.

Duties of Members

2.2 Every Member must uphold the Constitution of the Society and must comply with these Bylaws and any and all laws and Society policies that govern membership in this Society.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A Member is not in good standing if:

- a) the Member fails to pay the Member’s annual membership dues, if any, and the Member is not in good standing for so long as those dues remain unpaid;
- b) if the Board in a directors’ resolution, and the Labrang in a 75% vote of their Members, deem the member to not be in compliance with **Sec 1.12** and/or **Sec 2.2** of these Bylaws subject to the Board:
 - i. sending to the Member written notice of the proposed expulsion, including reasons, and
 - ii. giving the Member a reasonable opportunity to make representations to the Society respecting the expulsion.

Member not in good standing may not vote

2.5 A voting Member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting members.

Termination of membership if Member not in good standing

2.6 A person’s membership in the Society is terminated if the person is not in good standing for 6 consecutive months, or immediately upon expulsion from the Society.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or Auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of special business

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

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the Chair;
- (b) if the Board has not appointed an individual to preside as the Chair or the individual appointed by the Board is unable to preside as the Chair,
 - (i) the President,
 - (ii) the Vice-President, if the President is unable to preside as the Chair, or
 - (iii) one of the other Directors present at the meeting, if both the President and vice-President are unable to preside as the Chair.

Alternate Chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the Chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

Quorum required

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

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 Officers of the Board

Lack of quorum at commencement of meeting

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

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

If quorum ceases to be present

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

Adjournments by Chair

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

Notice of continuation of adjourned general meeting

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

Order of business at general meeting

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

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

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method, including by electronic means, that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.

Announcement of result

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

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

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

3.17 The appointment of Directors at a general meeting must be decided by directors' resolution.

PART 4 – DIRECTORS

Number of Directors on Board

4.1 The Society must have no fewer than 5 and no more than 9 Directors comprised of 4 Officers, up to 3 Directors at Large and 2 ex-officio Directors.

Election or appointment of Directors

4.2 At an annual general meeting, Directors are either elected by the Members of the Society or appointed by the Board subject to these Bylaws.

Directors may fill casual vacancy on Board

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

Term of appointment of Director filling casual vacancy

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

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the President or by any 2 other Directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

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

Conduct of directors' meetings

5.4 The Directors may regulate their meetings and proceedings as they think fit including conducting such meetings through electronic means.

Quorum of Directors

5.5 The quorum for the transaction of business at a directors' meeting is 3 Officers or 4 voting Directors.

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

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

Officers

6.1 The Officers are Directors of the Board appointed to the following Board positions:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

An Officer, other than the President, may hold more than one position in the event of a vacancy until the position can be filled with a qualified candidate.

The term of an Officer commences the day of the annual general meeting in which they are appointed and ends at the annual general meeting 2 years after.

Ex-Officio Directors

6.2 Ex-officio Directors are Directors of the Board appointed by virtue of the position they hold in the Society and include:

- (a) The *Spiritual Head* [Head Lama]
- (b) The *Senior Manager* of the Hermitage [Executive Director of the Hermitage of the Dharma Fellowship]

The term of ex-officio Directors is in perpetuity as long as their roles exist in the Society.

Directors at Large

6.3 Directors who are elected or appointed to positions on the Board, in addition to the Officers and ex-officio Directors described in these Bylaws, are elected or appointed as Directors at Large.

The term of Directors at large commences the day of the annual general meeting in which they are appointed or elected and ends the next annual general meeting.

Qualifications of Officers and Directors at Large

6.4 To be appointed or elected to the Board as an Officer or Director at Large the candidate must:

- (a) be a Member in good standing;
- (b) be qualified to carry out the roles and responsibilities of their Board position;
- (c) agree to uphold the Constitution, Bylaws, Code of Conduct and all applicable laws and policies governing their position;
- (d) meet (and demonstrate as required) the qualifications stipulated in the Act;
- (e) agree in writing to accepting the appointment or election.

PART 7 – REMUNERATION OF DIRECTORS

Remuneration of Directors

- 7.1** These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, with the exception of the Spiritual Director (ex-officio) and the Treasurer.

The Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

PART 8 – RECORDS OF THE SOCIETY

- 8.1** Subject to these Bylaws, and where the Act permits, the Board may restrict, at their discretion, the dissemination of Society records including but not limited to directors' proceedings and certain financial records.
- 8.2** Policies of the Society adopted by a directors' resolution must be made accessible to those governed by them.
- 8.3** All Members, Directors, Volunteers, Contractors, Employees, Advisors, candidates seeking election to the Board are to be given electronic access (or in paper form upon request) to the Constitution, Bylaws and applicable policies of the Society.
- 8.4** The onus is on all individuals who work for or represent the work for this Society in any capacity to stay current with respect to all laws and policies that govern their role in or with the Society including but not limited to the Societies Act, these Bylaws, policies and laws governing the role of a Volunteer in a Society.

PART 9 – OPERATIONS AND DISSOLUTION

- 9.1** The purposes of the Society will be carried on primarily in the province of British Columbia. This provision is only alterable by Special Resolution in accordance with the Society Act
(Provision was previously unalterable prior to transition)
- 9.2** The purposes of the Society shall be carried out without purpose of gain for its Members and any profits or other accretions to the Society shall be used for promoting its purposes.
(Provision previously unalterable prior to transition)
- 9.3** In the event of dissolution of the Society, the assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same or similar purposes of the Society as may be determined by the Members at the time of dissolution; provided that such organization is a registered charity recognized by the Department of National Revenue, Taxation, as qualified as such under the provisions of the Income Tax Act of Canada from time to time.
(Provision previously unalterable prior to transition)