

# BY-LAWS OF SATSANG CANADA INC.

## ARTICLE I NAME

### 1.1 Name

The name of this corporation shall be **Satsang Canada Inc.** Business of the corporation shall be conducted as **Satsang Canada or Satsang Canada Inc.**

Registered Office of the Society shall be at **...38, Sedgewick Circle, Brampton, Ontario, Canada. L7A 2P7...** or such other address that may be decided by the Board of Directors of Satsang Canada and endorsed by Satsang Deogher, India.

## ARTICLE II PURPOSE

### 2.1 Purpose

**Satsang Canada** is a not for profit corporation and shall operate exclusively for spiritual and religious purposes under subsection 149(1) of The Canadian Income Tax Act, or the corresponding section(s) of any future code(s) or guidance issued by The Canada Revenue Agency.

Satsang Canada's purpose is to promote spiritualism that upholds the existence and growth of every individual irrespective of age, gender, race, religion, nationality or any other factor that may discriminate in any way. To achieve this purpose, Satsang Canada wants to:

- a) Encourage individuals to embrace the spiritual precepts, examples, and loving guidance of **Sree Sree Thakur Anukulchandra** to achieve the fulfillment of human life in all its phases according to the characteristic trends and traits
- b) Inculcate the Ideal to the environment through active love and services to support being and becoming both individually and collectively as prescribed by Sree Sree Thakur Anukulchandra
- c) Propagate Sree Sree Thakur Anukulchandra's message of convergence of all faiths to make a stronger and healthier society. Revere all the past Prophets/Avatars and the religions of the world as expressed through Sree Sree Thakur Anukulchandra's life and message- "God is One, Religion is One, Prophets are the messengers of the One"
- d) Promote harmony and inter-relation that exists between Dharma and Science as well as between Material and Spiritual life
- e) Organize and distribute relief in case of famines, floods, epidemics, natural calamities and any other qualified done(s)

- f) Take possession of all legitimate movable or immovable gifts/properties offered to Sree Sree Thakur Anukulchandra and/or Satsang Canada. Such movable or immovable properties shall remain vested in the society trust for the purpose of religious and charitable activities
- g) To do all such other things as may be incidental or conducive to the attainments of the objectives of the Society

## **2.2 Non-profit Status and Exempt Activities Limitation**

- a) **Non-profit legal Status:** Satsang Canada Inc. shall be an Ontario based not for profit spiritual and religious organization, pursuant of tax exempt status under subsection 149(1) of the Income Tax Act and/or a registered charity organization under the Income Tax Act and/or the relevant rules of Canada Revenue Agency
- b) **Exempt Activities Limitation:** Notwithstanding any other provision of these Bylaws, no director, officer, staff member or representative of Satsang Canada shall take any action or carry out any activity by or on behalf of Satsang Canada that are against the provision of exempt status of Canadian Income Tax Act as it now exists or may be amended. No part of the net earnings of Satsang Canada shall inure to the benefit or be distributable to any director, officer, member or other private person except that Satsang Canada shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and the Bylaws
- c) **Distribution upon Dissolution:** Upon termination or dissolution of the Satsang Canada, any assets lawfully available for distribution shall be distributed to one or more qualifying organization(s) as described in the Income Tax Act (or described in any corresponding provision of successor statute) that has a spiritual or religious purpose similar to that of Satsang Canada. The organization is to receive the assets of Satsang Canada hereunder shall be selected at the discretion of a majority of the Board of Directors, and if majority of its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Satsang Canada, by one (1) or more of its Board of Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization(s) to receive the assets to be distributed, given preference to organizations located within Canada or outside.

On the event the Court finds that this section is applicable but there is no qualifying organization known to it which is a spiritual or religious organization and in general has similar purpose as that of Satsang Canada Inc, then the court shall direct the distribution of assets to the Treasurer of the Province of Ontario to be added to the general fund

## **ARTICLE III**

# MEMBERSHIP

## 3.1 Members

Satsang Canada shall have three class of membership. They are...

- a) General member
- b) Life member
- c) Honorary member

All membership shall be of individual class and is valid for the qualifying member. Each member shall have one vote per person.

An application for the membership must be made. Membership is granted upon approval from the Board of Directors and payment of membership dues as set by the Board.

A member may tender his/her resignation voluntarily with a signed statement to the President and Secretary. The resignation becomes effective immediately. Any paid membership shall not be refunded.

### 3.01 General member:

General Membership shall be open to all individuals subscribing to the "Purpose" (Article II, Section 2.1) of Satsang Canada and accepting/meeting the following conditions:

1. Shall be at least 18 years of age
2. Shall be an initiated disciple of Sree Sree Thakur Anukulchandra
3. Shall accept current Pradhan Acharya or his representative of Satsang Deogher, India as the spiritual guide and the supreme authority
4. Shall promote and work for the best interest of Satsang Canada
5. Shall pay appropriate membership dues (paid annually)

Individuals may become General Member upon completion of application and payment of appropriate membership dues. Validity of this kind of membership shall be 12 months. The General Member may renew his/her membership by paying annual membership dues.

General Members shall enjoy all rights, privileges, benefits and services of Satsang Canada. They shall have voting right to elect the Board of Directors. General Members shall also be able to serve on the Board (Article IV) if they qualify and get elected as described in Article IV Section 4.4 of these Bylaws.

### 3.02 Life Member:

Any person who meet all the general membership requirements except for the membership dues and contributes one-time donation of CAD 500 (Canadian Dollar Five Hundred) or higher amount as determined by the Board of Directors of Satsang Canada shall qualify to become a life member of the corporation. A life member shall enjoy all rights, privileges, benefits and services of Satsang Canada.

### **3.03 Honorary Member:**

Satsang Canada Board with a majority of vote may offer honorary membership to any person from the community who may or may not be an initiated disciple of Sree Sree Thakur Anukulchandra. It is assumed that by giving such membership it will benefit the interest and growth of Satsang Canada. Honorary members do not pay any membership dues.

The Honorary member shall have all rights of a General member except for the voting rights and participation in the election process. Honorary member has the right to convert his/her membership status to become a General member or a Life member of the corporation.

## **ARTICLE IV BOARD OF DIRECTORS (Board)**

### **4.1 Number of Board of Directors**

Satsang Canada shall have a governing board (hereinafter referred as the Board) consisting of a minimum of 5 (five) and maximum of 8 (Eight) members. Within these limits, the Board may increase or decrease the number of members serving on the Board.

The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Director(s) and the Past President. All members of the Board, except the Past-President are elected by Registered Members of Satsang Canada. Past-President shall be part of the Board solely as an advisor without voting power

### **4.2 Administrative Authority**

The Management of Satsang Canada Inc. shall be vested to the Board of Directors and the affairs of the Satsang Canada Inc. shall be managed under the direction of the Board of Directors, except as otherwise required by law.

### **4.3 Terms**

- a) All Board members (except for the future additions and replacements) shall be elected to serve the 3 year term of the Board. Previously elected Board's term may be extended until successors have been elected
- b) Board member elected in middle of the term, shall serve till the end of the current Board's term
- c) Board members may serve terms in succession if re-elected.
- d) The term of office shall be considered to begin on the following April 1<sup>st</sup> of the Election year to March 31<sup>st</sup> of the third year in the office

### **4.4 Qualification and Election of Board members**

In order to be eligible to serve as a member of Satsang Canada Board, the individual must be a life member or a general member holding consecutive membership for at least 2 years.

**The election shall be conducted as outline below (including Table 1):**

- a) President or the Secretary of Satsang Canada in consultation with the Board of Directors shall send out a request (email) to the Nomination Committee (Section 7.2) to conduct the election of Board of Directors (either full panel or fill out vacancies) to adopt new Board members
- b) The Secretary shall submit valid membership list to the nomination committee. Membership cut-off date shall be March 31<sup>st</sup> of the election year
- c) The member interested to volunteer as a Satsang Canada Officer or Board Member shall submit his/her application to the nomination committee by postal mail / fax or email with support from at least another one general or life member
- d) Nomination Committee shall prepare a ballot of eligible candidates and send it to all general/life members to cast their vote
- e) Eligible members shall cast their vote through secret ballot and return it by postal mail to the nomination committee
- f) Nomination committee shall count the votes in presence of the contestants or their representative(s) (if any) and report the result to the Board through email
- g) Satsang Canada officers and Board members shall be elected by the highest number of votes. President shall declare the result to General/Life members

Table 1: General Election Process Timeline:

a	Request to conduct election by the Board to the nomination committee	Action by Board	2 <sup>nd</sup> of Sept
b	Invite qualified life/general members for nomination for election to the board	Nomination Committee	15 <sup>th</sup> of Sept
c	Submission of application for nomination by the general members/qualified member	Qualified members	30 <sup>th</sup> of Sept
d	Declaration of valid nomination and withdrawal	Nomination Committee / Contestants	15 <sup>th</sup> of October
e	Send ballot to eligible voters to elect members	Nomination Committee	1 <sup>st</sup> of November
f	Last date of receiving ballots through post	Qualified members	30 <sup>th</sup> of November
g	Counting of vote and result declaration	Nomination Committee	1 <sup>st</sup> Saturday of December

The above mentioned dates represent tentative timeline for the election process. Satsang Canada Board may alter the dates in consultation with the nomination committee.

## **4.5 Vacancies**

The Board may fill vacancies due to resignation, death, termination of a Board member or take new Board members to fill a previously unfilled position, subject to the maximum number of Board members under these Bylaws. The Board shall send request to the nomination committee to elect new Board members to fill such vacancies. Such vacancies shall be filled by an election outlined in Section 4.4

## **4.6 Removal of a Board Member from the Board of Director's Office**

A Board member may be removed from the board with at least 2/3<sup>rd</sup> majority of the entire Board of Directors is in favor of such removal. Such motion shall take place if..

- a) The member is absent three or more times in a twelve month period from Board meetings without prior approval from the President or the Secretary
- b) If the member is found involved in action(s) that is against the law and/or interest of Satsang Canada

President is empowered to excuse a Board member from attendance for a reason President deems adequate. The President shall not have the power to excuse him/herself from the Board meeting's attendance and in that case, the Secretary shall excuse the President if Secretary deems the reason adequate.

## **4.7 Handling complaint against any Board of Director**

Any Satsang Canada General/Life member can submit a written complaint (email/postal mail) against any Board Member to the President or the Secretary of the Board. On the event the complaint is against the President and/or the Secretary then the complaint shall be submitted to any other board member. The board member shall raise the issue in the immediate next Board meeting.

The Officers of the Board (Article VIII Section 8.1: excluding the officer (s) who may be the subject of complaint, if any) shall review whether the complaint has merit and needs further investigation. If the complaint is investigated, the Office of the Board shall send a show-cause notice (email) to the concerned Board member(s) giving him/her 15 (fifteen) days (mail in and mail out) notice period to submit his/her written response (email only) to the Board. The officers of the Board shall also determine whether the concerned Board member shall be suspended from duties of his/her office during the review period and notify him/her along with the show cause notice.

Upon completion of the notice period, a Board meeting shall be called to hear the case. Irrespective of his/her suspension status, the concerned Board member shall be invited to the Board hearing (tele conference) to hear his/her case and/or provide any clarification or appeal. The Board member subjected to the complaint shall have no voting right in the hearing process. Removal or any time bound suspension (period to be decided by the Board) of the concerned Board member shall be decided by a simple majority vote of the Board.

## **4.8 Appeal Process**

A Board member who receives the notice of removal or suspension from the Board of Director's Office during his/her electoral term, keeps the right to appeal for review of the decision. In that case, the concerned Board member must submit a written (e-mail or postal mail) application to the President or Secretary with copy to other Board members requesting the Board to arrange an impartial hearing. This application must be received within 30 days of receipt of the removal/suspension notice.

Satsang Canada Board shall appoint a 3 member committee to hear this appeal. The first member shall be the choice of Satsang Canada Inc. Second member shall be the choice of the affected party and the third member shall be the choice of both nominated committee members. The third member who is the choice of Satsang Canada Board nominee and the nominee of the affected party shall chair the committee. All nominated members must be valid member of Satsang Canada. The Three(3) member committee shall review all available records and supporting documents and give their decision within 30 days from their appointment.

## **ARTICLE V MEETINGS**

### **5.1 General Meetings**

- a) A General meeting of members shall be called by the Board of Directors at least once during the calendar year to decide on all matter that affects Satsang Canada Inc. There shall be an Annual General Meeting in July- August in each year in which the reports by President, Secretary and Treasurer shall be presented for approval
- b) An Extra Ordinary General meeting may be called at any time by the Board of Directors or at the written request of one third of total Membership. At least two (2) weeks' notice is required for any such meeting
- c) For a General Meeting, written notice shall be given by email to each member at least two weeks in advance. Evidence that the notice was emailed shall be deemed to be proof of delivery of the notice
- d) An Emergency General Meeting, with at least two days' notice, may be called by the Board. The agenda of any such meeting shall be limited to the urgent matters listed in the Notice of Meeting and must be ratified in a regular General Membership Meeting
- e) 40% of total Membership shall constitute a quorum for a regular General Meeting. Out of the minimum quorum requirement of 40% Membership, at least 25% of Members should be physically present at the meeting. Remaining 15% can be proxy arranged prior to the meeting to make the requirement of 40% Membership

- f) One member can have a maximum of 4 other member's proxy voting
- g) The quorum for an Emergency General Meeting shall be 50% of total Membership. Out of this 50% membership requirement, at least 30% of members are required to be physically present at the meeting. Rest can be proxy.

## 5.2 Board of Director's Meetings

- a) **Regular Meetings:** The Board shall have a minimum of four (4) regular meetings each calendar year. Board meetings shall be held with fifteen (15) days notice by e-mail. The notice shall be deemed to be delivered upon *sent* and a copy should be saved in the *sent folder*. Notice of meetings shall specify the day and hour of meeting and teleconference details or place as the case may be
- b) **Special meetings:** Special meetings of the Board may be called by the President, Vice-President, Secretary or any two (2) other Board members. A special meeting must be preceded by at least seven (7) days' notice delivered through email to each Director with details on the date, time, teleconference details and purpose of the meeting. In case of emergency, the board meeting may be called with 48 hours' notice
- c) **Quorum:** At least fifty percent of the Board members presence shall constitute a quorum of any board meeting. If Quorum is not met then no formal business decision shall be taken by the Board
- d) **Majority Vote:** Except as otherwise required by the Bylaws or the Articles of Incorporation, the act of majority of Board members present at a meeting in which quorum requirements are met shall be the act of the Board
- e) **Hung Board Decisions:** On the event the Board members of Satsang Canada are unable to make a decision on any particular subject due to tied number of votes, the President or the Chair person (in absence of the President) presiding the meeting shall exercise his/her casting vote to resolve the hung decision
- f) **Participation through meetings:** Except as otherwise required by the law, the Article of Incorporation or these Bylaws, meetings in person, teleconference meeting or Internet video conference meetings shall be considered participation
- g) **Participation through email:** In circumstances, where it is not possible to organize a meeting, Secretary in consultation with the President may on his/her behalf or on behalf of any Board member shall call for Board action through email communication. To achieve this, Board shall maintain and use email address of each Board member in its record. The Secretary shall email each Board member with specific details of the subject item along with clear decision making process through voting on choices. Board members shall be given fixed time to respond back with their individual decisions to the Secretary. The Secretary shall process the answer and notify final decision to other Board members



In a scenario if a Board member doesn't have email access or is not familiar to email communication then reasonable efforts shall be made by at least two Board members to contact the member and inform him/her about the proposed meeting

## **ARTICLE VI FISCAL POLICY**

### **6.1 Fiscal Year**

The fiscal year of Satsang Canada shall be from April 1<sup>st</sup> to March 31<sup>st</sup> of each year.

### **6.2 Compensation for Board members**

Board members shall receive no compensation for carrying out their duties as Satsang Canada. The Board may adopt policies providing reimbursement for reasonable expenses incurred in conjunction with carrying out responsibilities; such as travel expenses for the work related to Satsang Canada Inc. Such expenses including the purpose whatsoever should be approved by the Board in advance.

### **6.3 Compensation for Professional Services by Board members**

Board members are not restricted from being remunerated for professional services provided to Satsang Canada. Such remuneration shall be reasonable and fair to Satsang Canada and must be reviewed and approved in advance in accordance with the Conflict of Interest policy and law of the land.

## **ARTICLE VII COMMITTEES**

### **7.1 Committees**

Through a resolution adopted by majority vote, the Board may appoint, designate one or more committee to serve at the pleasure of the Board. Such committee shall have the responsibility to perform the duties for which the committee is formed

### **7.2 Nomination Committee**

Nomination Committee members shall be appointed by the Board of Directors. Selected Nomination committee member must be a Satsang Canada member in good standing. An honorary member cannot be a member of the nomination committee.

The number of Nomination Committee members shall be at least three (3). Once accepted as a Nomination Committee Member of Satsang Canada the general member shall forfeit his/her right to be a member of the Board of Directors of Satsang Canada for their term in the committee. The term of Nomination Committee shall expire upon completion of the election of the board

### **7.3 Meetings and Actions of Committees**

Meetings and actions of committees shall be governed by, held and taken in accordance with, the provisions of these Bylaws concerning meetings of the Board members. Minutes shall be kept for each meeting and filed with the corporate records. The Board may adopt rules for the governing of a committee in accordance with the provision of these Bylaws

## **ARTICLE VIII OFFICERS**

### **8.1 Board Officers**

The officers of the Board of Satsang Canada shall be President, Vice-President, Secretary and Treasurer. The Board may also appoint additional officers as it deems fit for the proper conduct of the business of Satsang Canada. Each Board officer shall perform the duties set forth in these Bylaws and any additional duties as decided by resolution of the Board.

### **8.2 Term of Office**

Each officer shall serve a 3-year schedule term unless extended (under Article IV, Section 4.3) or limited due to removal, termination or late joining (subjected to the conditions under Article IV, Section 4.6). Officers are eligible to serve consecutive terms upon re-election (Article IV, Section 4.4)

### **8.3 Removal and Resignation**

- a) Removal: Please see Article IV, Section 4.6
- b) Any officer may resign at any given point of time by giving written notice to the Board without prejudice to the rights, if any, of Satsang Canada under any contract to which the officer is a party. Any resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice. Acknowledgement of resignation notice shall not be necessary to make it effective.

### **8.4 President**

President shall be the chief volunteer officer of Satsang Canada. He/She shall perform all duties in his/her capacity as laid down through resolutions taken in Board meetings and as per the Bylaws of the Corporation. The President shall lead other Board members in performing their duties and responsibilities. He/She will chair all Board meetings when present

### **8.5 Vice- President**

Vice-President shall perform all duties in his/her capacity as laid down through resolutions taken in Board meetings and as per the Bylaws of the Corporation. In absence of the President, Vice-President shall serve as the acting President to preside over the Board meetings and undertake any assigned responsibility as the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions entrusted upon the Board President

## **8.6 Secretary**

Secretary shall perform all duties in his/her capacity as laid down through resolutions taken in Board meetings and as per the Bylaws of the Corporation. Secretary shall assist the President in all Board activities. He/She shall also be responsible for coordinating all the Board meetings and assist other committees that may exist as/when required. The office of Secretary shall keep the final records and action points from all such meetings. He/She shall maintain the valid membership rooster. With approval of the Board, the Secretary may appoint another Board member to assist him/her in performing part of duties as a Secretary

## **8.7 Treasurer**

Treasurer shall be the lead financial officer of the Board and will be working closely with the President and the Secretary. The treasurer shall oversee key financial activities of Satsang Canada including but not limited to budget preparation, generation and reporting the financial results, assisting external audits, maintaining account books, preparation of tax return and may appoint with approval of the Board another Board member to assist in performance of all or part of the duties as a Treasurer. Audited Financial reports shall signed by the treasurer and the President or the treasurer and the Vice-President

# **ARTICLE IX**

## **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND OTHER RELATED MATTERS**

### **9.1 Contracts and other Writings**

All contracts, deeds, leases, mortgages, grants, and other agreements of Satsang Canada shall be executed on its behalf jointly by the President and the Secretary or other two persons to whom Satsang Canada has delegated authority to do so jointly

### **9.2 Banks, Cheques, Drafts**

Bank accounts shall be opened in the name of “**Satsang Canada Inc**”.All checks, drafts, other orders for payment of money and/or evidence of indebtedness issued in the name of Satsang Canada shall be signed by the Treasurer and the President or the Treasurer and the Vice-President or the Treasurer and the Secretary

### **9.3 Loans**

Indebtedness shall be authorized by resolution of the Board with two third (2/3<sup>rd</sup>) majority vote. In case of taking any equity loan from any kind of mortgage, a prior approval of the general/life members shall be taken

## **9.4 Indemnification**

- a) **Mandatory Indemnification:** Satsang Canada Inc. shall indemnify all its directors and former directors from any litigation that may arise in performing their duties. Any reasonable expense incurred to defend the current or the past directors shall be borne by Satsang Canada.
- b) **Permissible Indemnification:** Satsang Canada shall indemnify a director or former director, if the determination to indemnify him/her has been made in the manner prescribed by the law and payment has been authorized in the manner as prescribed by the law.

# **ARTICLE X MISCELLANEOUS**

## **10.1 Books and Records**

Satsang Canada shall maintain correct and up to date records of all its account, internal and external audit records, other financial documents generated during operation and the membership list. It shall also maintain a record of minutes and action points taken during a Board meeting or any committee meeting. In addition, Satsang Canada shall keep a copy of its Article of Incorporation and the Bylaws amended to date.

## **10.2 Conflict of Interest**

The Board shall adopt and review a conflict of interest policy to protect Satsang Canada's interest when it is considering any transaction or arrangement that may benefit directly or indirectly to any director, officer, staff, affiliate or member of a committee with Board delegated powers. Such persons shall sign the "Conflict of Interest Policy" document before or at the time he/she takes such position in Satsang Canada.

## **10.3 Nondiscrimination Policy**

The officers, committee members, staff, and persons serving Satsang Canada shall be selected entirely on a nondiscriminatory basis irrespective of age, gender, race, religion, national origin or any other factors that may discriminate in any way.

## **10.4 Bylaws Amendment**

Bylaws may be amended, altered, repealed or restated by a vote of 2/3<sup>rd</sup> majority of the general member, provided;

- a) That no amendment shall be made to these Bylaws which should cause Satsang Canada to cease to qualify as a registered charity as well as an exempt corporation under subsection 149(1) of the Canadian Income Tax Act, or the corresponding section of any future code(s) or any guidance issued by the Canada Revenue Agency or the Charities Directorate of the Canada Revenue Agency
- b) That all amendment be consistent with the articles of incorporation

## **10.5 Due Diligence Policy**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Satsang Canada Inc. shall stipulate how the funds will be used and shall require the recipient to provide Satsang Canada with detailed records and financial proof of how funds were utilized.

# **ARTICLE XI DOCUMENT RETENTION POLICY**

## **11.1 Document Retention Policy**

Satsang Canada shall adopt a Document Retention Policy for the proper functioning of the organization as well as to comply with applicable legal requirements. This policy shall include guidance for the Board of Directors, officers, committee members, and staff with respect to their responsibilities concerning document retention and destruction. The Secretary in consultation with the President may modify the Document Retention Policy as necessary to comply with the law and/or to include additional or revised document categories as may be appropriate to reflect organizational policies and procedures.

## **ARTICLE XII**

### **TRANSPARENCY AND ACCOUNTABILITY**

#### **12.1 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly and privately available, Satsang Canada Inc. practices and encourages transparency and accountability to the general public. This policy will indicate which documents and materials produced by Satsang Canada are presumptively open to staff and/or the public. The details of this policy are as follows:

- a) Financial Statements, Source Documents and Copies of Income Tax return
- b) General Ledgers or other books of final entry containing summary of year-to-year transactions and the vouchers necessary to verify the entries
- c) All governing documents and by-laws
- d) Minutes of meeting
- e) All records containing gifts received in last 10 years
- f) Copies of all financial donation receipts

## **ARTICLE XIII**

### **CODE OF ETHICS AND WHISTLEBLOWER POLICY**

#### **13.1 Purpose**

Satsang Canada Inc. requires and encourages directors, officers and staff to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The staff and representatives of Satsang Canada must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent to adhere all laws and regulations that apply to Satsang Canada. The underlying purpose of this policy is to support Satsang Canada's commitment of meeting legal compliance. Support of all corporate staff is necessary to achieve compliance with applicable laws and regulations.

If any director, officer or staff reasonably believes that some policy, practice or activity of Satsang Canada Inc. is in violation of the law; a written complaint must be filed by the person to the Secretary or the Board President.

## **13.2 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code of Ethics must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code of Ethics. Any allegation that proves not to be substantiated and prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

## **13.3 Retaliation**

The person who reports violation is protected from retaliation only if he/she brings the alleged unlawful activity, policy or practice to the attention of the Board of Satsang Canada Inc. He/She shall give the Satsang Canada board a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Satsang Canada Inc. shall not retaliate against any director, officer, staff who in good faith, has made a protest or raised a complaint against some practice of Satsang Canada on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

## **13.4 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Handling of Reported Violations**

The Board President or Secretary shall send a written acknowledgement to the sender who reported the violation. All reports shall be investigated by the Board and its appointed committee. Appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers and staff.

## **ARTICLE XIV AMENDMENT OF ARTICLES OF INCORPORATION**

### **14.1 Amendment**

Any amendment to the Articles of Incorporation shall be adopted by two-thirds (2/3) majority vote of the general members.

- 1) General Body Meeting
- 2) Extra Ordinary General Meeting