

BRING THIS WITH YOU

**IF YOU ARE ATTENDING THE ANNUAL
MEETING ON SUNDAY FEBRUARY 25, 2024,
PLEASE BRING THIS PACKAGE WITH YOU.**

**THIS PACKAGE WILL NOT BE AVAILABLE THE
DAY OF THE MEETING**

**THANK YOU
BOARD OF DIRECTORS**

NOTICE OF ANNUAL MEETING OF THE MEMBERS OF TORONTO BUDDHIST CHURCH

Date: Sunday, February 25, 2024
Time: 1:00 pm
Place: Toronto Buddhist Church, Social Hall
1011 Sheppard Ave. West, Toronto, Ontario

The Board of Directors of Toronto Buddhist Church wishes to notify all members that the Annual Meeting of Members which will be held in person at the time and date indicated above, and cordially invites all members to attend in person and vote on the matters raised at the Meeting. A formal Notice of the Meeting and the text of all special business to be conducted at the Meeting are attached to this newsletter as Schedule A.

Please note that while attendance at the Meeting is open to all friends of the Temple, only Members* of the Temple will be entitled to speak and vote on any matters coming before the Meeting. We ask all Members who are planning to attend, to please register with the office by email at tbc@tbc.on.ca or by phone (416)534-4302. A light lunch will be served after the morning service and before the Meeting.

If you are unable to attend the Meeting, you may nominate a Proxy to vote at the Meeting on your behalf by completing the form of Proxy attached to this notice as Schedule B. You may nominate Darlene Rieger or another member of the Temple of your choice as your Proxy. To be valid, properly completed Proxies may be mailed or sent electronically to the Temple and must be received by the Temple on or before 4:00 pm on Wednesday February 21, 2024

BY ORDER OF THE BOARD

*A member of the Temple is (a) one who has been designated by the Temple as an honorary member, or (b) an individual whose written application for membership has been accepted and who has paid his or her membership fee for 2023.



SCHEDULE A



TORONTO BUDDHIST CHURCH

A Jodo Shinshu Temple

1011 Sheppard Avenue West, Toronto, ON M3H 2T7 CANADA

t 416.534.4302 f 416.534.0575 e tbc@tbc.on.ca

TBC ANNUAL MEETING SUNDAY FEBRUARY.25, 2024, 1:00 pm AGENDA

Chairperson Michael Tamaki
Recording Secretary of the Meeting Pamela Yoshida
Onembutsu Susan Ebisuzaki

Item	Description	Presenter
1	Confirm Quorum	Darlene Rieger
2	Introduction of the TBC Board of Directors	Susan Ebisuzaki
3	Moment of Silence in Memoriam	Susan Ebisuzaki
4	Changes / Additions to Agenda	Susan Ebisuzaki
5	Co-President's Report	Susan Ebisuzaki
6	Minister's Report	Susan Ebisuzaki
7	Approval of 2023 AGM minutes from 30/04/2023	Pamela Yoshida
8	Department Reports: Dana Sangha	Jessie Ebata Cary Kataoka
9	Standing Committee Reports Religious and Education Special Projects and Culture Community Support Kids Sangha & Youth Outreach Administration Building Integrity and Maintenance Guiding Light and Website	Susan Ebisuzaki Dawn Anzai Jessie Ebata Jessica Peddle Les Tanaka Darlene Rieger Michael Tamaki Darlene Rieger
10	Membership update 2023	Darlene Rieger
11	Treasurer's Report Year ending 10/31/2023	Michael Tamaki
12	Budget for year ending October 31,2024	Michael Tamaki



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TBC ANNUAL MEETING
SUNDAY FEBRUARY 25, 2024, 1:00 pm
AGENDA

13	Ontario Not-for-Profit Corporations Act A) Exhibit I—Special Resolution—Approving Restated Articles of Incorporation B) Exhibit II—Ordinary Resolution—Approving By-Law C) Exhibit III—Special Resolution— Setting Number of Directors	Michael Tamaki
14	Election of TBC Directors A) Returning and Retiring Directors B) Election of Co-President/Co-Chair C) Election of Directors	Michael Tamaki
15	Motion to Adjourn	Michael Tamaki
	Onembutsu	Susan Ebisuzaki



EXHIBIT I

SPECIAL RESOLUTION

OF

THE MEMBERS OF TORONTO BUDDHIST CHURCH

WHEREAS:

- A. Toronto Buddhist Church (the “Temple”) is a corporation originally incorporated by Letters Patent dated July 24, 1952;
- B. It is in the best interests of the Temple to take all necessary and desirable actions to comply with the Ontario Not-for-Profit Corporations Act (the “Act”);
- C. The Temple will file Restated Articles of Incorporation (the “Articles”) which will restate and conform the provisions of the Letters Patent to the requirements of the Act;

NOW THEREFORE IT IS RESOLVED AS A SPECIAL RESOLUTION of the Temple that:

- 1. The form of Restated Articles of Incorporation as presented to the Members at the Annual Meeting of Members held on the date set out hereunder is approved;
- 2. The directors of the Temple are authorized and directed to file the Restated Articles of Incorporation with the applicable governmental authorities with such changes as may be required by such governmental authorities; and
- 3. Any one or more of the officers and directors of the Temple is authorized to take all such actions and execute and deliver all such documents which are necessary or desirable for the implementation of this special resolution.



For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *
TORONTO BUDDHIST CHURCH

Ontario Corporation Number (OCN) *
66743

Company Key *
197595488

Official Email Address *
tbc@tbc.on.ca

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *
Roy

Middle Name
Kazuo

Last Name *
Kusano

Telephone Country Code
1

Telephone Number *
416-809-1264

Extension

Email Address *
roy@kusano.ca

3. Purposes and Provisions

Is this corporation a charity or intend to operate as a charity? *

☒ Yes ☐ No

Purposes

Please set out the purposes of the corporation in the space provided below.

It is the corporation's responsibility to ensure that the application contains exclusively charitable purposes if it intends to operate as a charity.

The purposes of the corporation are: *

The purposes of the Corporation will be to advance the Teachings of Jodo Shinshu Buddhism by:

- Establishing and maintaining a Jodo Shinshu Buddhist Temple where members and followers and the public may congregate to hear, see, become aware of and practice the Teachings of the Buddha;
- Conducting Jodo Shinshu Buddhist services, meetings, and classes for individuals of all ages;
- Employing and supporting ministers ordained by Nishi Hongwanji to share and propagate the Teachings of Jodo Shinshu Buddhism; and
- Providing a sanctuary for Buddhist prayer, meditation and fellowship to its members, followers and the public.

Special Provisions

Because the corporation is operating as a charity, the following special provisions will be included in the restated articles.

You may restate any additional special provisions in the space below.

The special provisions are:

- a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.
- b. The corporation shall be subject to the *Charities Accounting Act*.
- c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.
- d. To invest the funds of the corporation pursuant to the *Trustee Act*.
- e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

If the corporation will restate any existing additional special provisions, enter them in the space below:

1. The Board of Directors will be comprised of a minimum of four Directors and a maximum of nine Directors.

2. The membership of the Corporation will consist of two classes of members as follows:

(a) Full Members: A Full Member will have the right to attend and cast one vote at all meetings of members of the Corporation. A Full Member will be entitled to all the rights and privileges conferred on them by the Corporation and such membership will be subject to the conditions applicable to such membership as set out in the by-laws of the Corporation.

(b) Honorary Members: An Honorary Member will have the right to attend and to cast one vote at all meetings of members of the Corporation. An Honorary Member will be entitled to all the rights and privileges conferred on them by the Corporation and such membership will be subject to the conditions applicable to such membership as set out in the by-laws of the Corporation.

4. Required Statement

The corporation confirms the following:

- ☒ These Restated Articles of Incorporation correctly set out, without any changes, the corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation and any amendments made to them. *

5. Authorization

- ☒ * I, Roy Kazuo Kusano

confirm that this form has been signed by all the required persons.

Caution - The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signature

Name	Position	Signature
Michael Tamaki	Co-President	
Name	Position	Signature
Susan Ebisuzaki	Co-President	

EXHIBIT II

ORDINARY RESOLUTION

OF

THE MEMBERS

OF

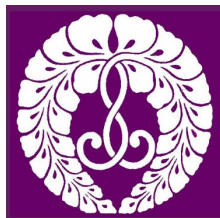
TORONTO BUDDHIST CHURCH

WHEREAS:

- A. Toronto Buddhist Church (the “Temple”) is a corporation incorporated by Letters Patent dated July 24, 1952;
- B. The Temple will take all necessary and desirable actions to comply with the Ontario Not-for-Profit Corporations Act (the “Act”);
- C. The Board of Directors of the Temple has determined that it is necessary and desirable to revoke all prior by-laws of the Temple and to pass a new by-law which will comply with the requirements of the Act;

NOW THEREFORE IT IS RESOLVED as an ordinary resolution that:

- 1. The form and substance of the by-law as presented to the Members at the meeting on the date set out below are hereby approved;
- 2. Upon enactment of the by-law, all prior by-laws of the Temple will be revoked without further action, provided that any and all actions properly taken under or in accordance with such prior by-laws will continue to be valid;



Toronto Buddhist Church

By-law

(Enacted February 25, 2024)

Section 1 – General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- A. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario);
- B. “Articles” means the Restated Articles of Incorporation of the Temple to be filed with the appropriate governmental authorities forthwith after the enactment of this by-law.
- C. “Board” means the board of Directors of the Temple;
- D. “By-law” means this by-law;
- E. “Director” means an individual occupying the position of director of the Temple;
- F. “Member” means a member of the Temple and “Members” means the collective membership of the Temple;
- G. “Officer” means an officer of the Temple as elected by the Members or appointed by the Board, as the case may be;
- H. “President and Chair” means the President and Chair of the Temple as elected by the Members from time to time; and
- I. “Temple” means Toronto Buddhist Church, a corporation governed by the Act.

1.02 Ministers

Every Minister of the Temple will be a Jodo Shinshu minister ordained by Honpa Hongwanji (Nishi Hongwanji) and recognized by Jodo Shinshu Buddhist Temples of Canada as a minister of that organization. Every Minister of the Temple will be a spiritual leader of the Temple and its Members and followers.

In addition to their duties as a Minister of the Temple, they will be a respected advisor to the Board and unless asked otherwise and unless their ministerial duties prevent their doing so, they will have the right and obligation to attend all meetings of the Board. Ministers will not have the right to vote at Board meetings.

1.03 Seal

The Temple will not have a corporate seal.

1.04 Execution of Contracts

- A. The Board may supervise and manage the activities and affairs of the Temple in all things and make or cause to be made for the Temple, in its name, any kind of contract which the Temple may lawfully enter into and may exercise all such other powers and do all such other things as the Temple is by its charter or by-law or otherwise authorized to exercise and do.

- B. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring the signature of the Temple must be signed by the President and Chair or in their absence any Vice-President together with any other Officer and all contracts, documents and instruments in writing so signed will be binding on the Temple without any further authorization or formality. The Board will have the power at any time by resolution to appoint an Officer or a Director or any two of them on behalf of the Temple to sign specific contracts, documents, and instruments in writing.
- C. The Board may give the Temple's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Temple.
- D. Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Election and Term

- 2.01.01 The activities and affairs of the Temple will be managed and supervised by the Board which in accordance with the Articles will be comprised of a minimum of four Directors and a maximum of nine Directors. If authorized by a special resolution of the Members, the Board will determine the number of Directors by resolution prior to each annual meeting. Directors must be individuals, at least 18 years of age, not legally incapable, and not bankrupt.
- 2.01.02 While not mandatory, the Temple will endeavour to have each of the two principal service organizations of the Temple, namely Sangha and Dana (collectively the "Organizations") represented on the Board.
- 2.01.03 Directors will be eligible for re-election upon the expiry of their term.
- 2.01.04 Directors will serve for a term of two years, beginning with the annual meeting at which they are elected .
- 2.01.05 An individual who is elected or appointed as a Director must consent to be a Director before or within 10 days after their election as a Director, failing which their election or appointment will be invalid.
- 2.01.06 A retiring Director will remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- A. if the Director resigns office by written notice to the Temple, which resignation shall be effective at the time it is received by the Temple or at the time specified in the notice, whichever is later;
- B. if the Director dies or becomes bankrupt;
- C. if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
or
- D. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

If any vacancy occurs for any of the foregoing reasons, so long as a quorum of Directors remains in office, the Board by majority vote may appoint an eligible individual to fill the vacancy for the remainder of the term for which the vacating Director was elected or appointed.

If there is not a quorum of Directors, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

2.04 Committees

Committees may be established by the Board as follows:

- A. The Board may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- B. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board will determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.04.01 Standing Committees

The Temple will have six Standing Committees as follows:

- i. Projects and Culture
- ii. Finance
- iii. Administration
- iv. Religion and Education
- v. Youth
- vi. Outreach

Each of the Standing Committees will consist of two co-chairs, one of whom will be a Director appointed by the Board and the other who needs not be a Director but must be a Member in good standing of the Temple, and such other members as the co-chairs of such Committee may determine and appoint. The other members of the Standing Committees may or may not be Members of the Temple.

All members of any Standing Committee or any other committee will hold their positions at the will of the Board. The Board will determine the duties of such Committees and may fix by resolution any remuneration to be paid, provided that no Director will be entitled to receive any remuneration in relation to his or her appointment as a member of any committee.

The rules and regulations governing each Committee will be established by the co-chairs of such Committee and will be subject to the approval of the Board.

The Board may appoint any other committee subject to the provisions of this paragraph and section 2.04(b).

2.04.02 Nominating Committee

The Board may appoint from time to time a Nominating Committee consisting of at least two individuals, one of whom will be the President and the other or each of the others of whom will be an individual who need not be a Director but who in the determination of the Board has sound knowledge of and experience with the Temple, the Members, and the Board. The mandate of the Nominating Committee will be to canvass the Members and take such other actions as are necessary or desirable to nominate willing and qualified candidates for election as the President and Chair and the Directors of the Temple, as required, at an annual meeting or special meeting of members, as the case may be.

Any member of the Nominating Committee will be eligible to be nominated for office.

The election of the President and Chair and Director and the election of any other Directors will be conducted by voting by the Members on the nominations submitted by the Board or the Nominating Committee, as the case may be.

No nominations from the floor will be allowed unless there are vacancies which cannot be filled by any nominations submitted by the Board or the Nominating Committee, as the case may be. In the event any vote is conducted by ballot, no write-in nominations will be allowed.

2.04.03 Management Committee

The Management Committee will consist of the co-chairs of each of the Standing Committees and the President and Chair, and will have the authority to manage the day-to-day operation of the Temple and the power to exercise such other powers as may be lawfully delegated by the Board, subject to any restrictions imposed by the Board from time to time. The rules and regulations governing the Management Committee will be established by such Committee and will be subject to approval by the Board.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

2.06 Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with this by-law relating to the management and operation of the Temple as they deem expedient, provided that such rules and regulations will have force and effect only until the next annual or special meeting of the Members when they must be confirmed, and failing such confirmation, shall thereafter cease to have any effect.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Board may be held at any time and place to be determined by the Board provided that 48 hours written notice of such a meeting will be given by email or other written means to each Director. Notice by mail will be sent at least five days prior to the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Temple.

No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board will invalidate such meeting or make void any proceedings taken at such meeting and any Director may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had at such meeting.

3.04 Chair of Board Meetings

The President and Chair shall preside at Board meetings. In the absence of the President and Chair at any meeting, the Directors present shall choose one of their number to act as the chair of the meeting.

3.05 Quorum

The greater of two-fifths of the Directors or three Directors will constitute a quorum for meetings of the Board.

3.06 Voting

Each Director may exercise one vote at a Board meeting. In case of an equality of votes, the chair of the Board meeting may call for a second vote or may cast a second or deciding vote in their sole discretion.

A resolution signed by all the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.

3.08 Participation by Telephone or Other Communications Facilities

With the prior approval of a majority of the Directors of the Temple, a Director may participate in a meeting of the Directors by means of telephone or electronic means that permits all participants to communicate adequately with each other during the meeting and a Director participating in such a meeting by such means will be deemed to be present at the meeting.

Section 4 Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Temple shall be placed for safekeeping.

The Directors will take such steps as they may deem necessary or desirable to enable the Temple to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever, for the purpose of furthering the objects of the Temple.

4.02 Financial Year

Unless otherwise ordered by the Board, the fiscal year end of the Temple will be the 31st day of October in each year.

Section 5 – Officers

5.01 Officers

5.01.01 The Officers of the Temple will be:

President and Chair,
One or more Vice-Presidents,
Treasurer, and
Secretary

The President and Chair and each Vice-President will at all times be Directors and Members of the Temple, while Officers other than the President and Chair or Vice-President need not be Directors, but must be Members.

The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.01.02 The Directors will at the first meeting after the annual meeting elect or appoint the Officers (other than the President and Chair who will be elected at the same time that they are elected as a Director by the Members at an annual meeting).

5.01.03 The Officers will hold office for two years from the date of their appointment or election or until their successors are elected or appointed. Officers will be subject to removal by resolution of the Directors at any time.

5.01.04 Notwithstanding anything in this by-law to the contrary, there may be two Co-Presidents and Chairs and two Co-Secretaries and the provisions of Section 5 will be changed *mutatis mutandis* in order to give full effect to the foregoing.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office until removed by resolution of the Board. Unless so removed, an Officer will hold office until the earlier of:

- a. their successor being appointed,
- b. their resignation, or
- c. their death.

5.03 Duties of Officers

Officers shall be responsible for the duties assigned to them and subject to prior approval of the Board they may delegate to others the performance of any or all of such duties.

5.04 Duties of the President

The President and Chair will be the Chair of the Board and the chief executive officer of the Temple. The President and Chair will perform the duties described in sections 3.04 and 9.05 and such other duties as Customarily performed by a chief executive officer of a corporation similar to the Temple or as the Board may determine from time to time. Such duties will include but not be limited to:

- having the general and active management of the business of the Temple;
- seeing that all orders and resolutions of the Board and meetings of members are carried into effect;
- making a report of the activities and progress of the Temple at all meetings of Members;
- being an *ex-officio* member of all committees;
- chairing all meetings of the Board and all meetings of the Members; and
- representing the Temple to the community at large.

Except as otherwise provided in this by-law, in the event that the President and Chair is absent or unable to carry out the duties of their office, a Vice - President in the order of their appointment as First Vice-President, Second Vice-President and so on, will assume the duties as President and Chair but only until the President and Chair returns to resume their duties or a new President and Chair is appointed or elected.

5.05 Duties of the Vice-Presidents

The Vice-Presidents, if more than one, will be appointed in order and will be called First Vice-President, Second Vice-President, and so on. They will assist the President and Chair whenever requested by the President and Chair and will perform such other duties designated by the Board.

In the absence or inability of the President and Chair to act, the First Vice-President, and failing such Officer, the Second Vice-President, and so on, will have the powers and perform all the duties of the President and Chair.

5.06 Duties of the Treasurer

The Treasurer will have the custody of the funds and securities of the Temple and will keep full and accurate accounts of receipts and disbursements in books belonging to the Temple and will deposit all monies and the funds of the Temple as may be ordered by the Board, taking proper vouchers for such disbursements and will render to the Board at regular meetings or whenever they may require it, an account of all the transactions of the Temple and a statement of the financial position of the Temple. He or she will also perform such other duties as may from time to time be directed by the Board.

5.07 Duties of the Secretary

The Secretary will attend all meetings of the Board, the Management Committee, and the Members and act as clerk thereof and record all votes and minutes of the proceedings in the books to be kept for that purpose. He or she will give or cause to be given notice of all meetings of the Board and of the Members. The Secretary will perform such other duties as may be prescribed by the Board.

Section 6 – Protection of Directors and Others

- 6.01** Every Director and Officer of the Temple or other person who has undertaken or is about to undertake any liability on behalf of the Temple or any affiliate and their heirs, executors and administrators, and estate and effects respectively will from time to time and at all times be indemnified and saved harmless out of the funds of the Temple from and against:
- A. all costs, charges and expenses which such Director, Officer or other person sustains or incurs in an or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability;
 - B. all other costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his or her own willful neglect or fault.
- 6.02** The Temple will not indemnify an individual under paragraph 6.01 unless:
- A. the individual acted honestly and in good faith with a view to the best interests of the Temple; and
 - B. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 6.03** Subject to compliance with the *Charities Accounting Act*, the Temple may purchase and maintain such insurance for the benefit of its Directors, Officers, employees, and the Temple as the Board may determine to be necessary or prudent from time to time.

Section 7 – Conflict of Interest

- 7.01** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Temple or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Temple shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a Board meeting during which the contract or transaction is discussed or vote on any resolution to approve any

- 7.02** No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Temple unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 – Members

8.01 Members

The Temple will invite and welcome all interested and well-intentioned individuals and their families to the Temple, to attend Temple services, to study and follow the Jodo Shinshu Buddhist faith, to participate in and enjoy the religious, social, and other activities of the Temple, and to subscribe to the objectives of the Temple. Such individuals and their families may support the Temple by their participation or donations or gifts, which support will be appreciated and accepted gratefully by the Temple. At the same time the Temple recognizes that not all individuals may wish to become Members of the Temple or will qualify to become Members of the Temple. Having regard to the foregoing, membership in the Temple will consist only of the two classes of Members set out in the Articles, namely:

- A. Full Members, and
- B. Honorary Members

8.02 Membership

The interest of a Member will not be transferable and will cease to exist upon death, or upon notice to the Temple that the Member no longer wishes to be a member of the Temple.

A Member's membership will also cease to exist:

- A. In the case of a Full Member when their period of membership (if any) expires and the Full Member fails to renew their membership within the time limited for such renewal;
- B. upon a Full Member's failure to pay any dues or fees within 30 days after notice of such failure;
- C. if a resolution is passed by the Board to terminate their Membership, provided that such termination is done in good faith and in a fair and reasonable manner; or
- D. the Temple is liquidated or dissolved.

Section 9 – Members' Meetings

9.01 Annual Meeting

9.01.01 The annual meeting will be held at the Head Office of the Temple or such other place in Ontario as may be determined by the Board, and at such time as may be determined by the Board. If no time is determined, the annual meeting will be held at 1:00 pm on the second last Sunday of January of each year.

9.01.02 At every annual meeting, in addition to any other business that may be transacted:

- A. the report of the Board and the financial statements or the review engagement report, as the case may be, will be presented to the Members;
- B. the election of the President and Chair and simultaneously their election as a Director will be held;
- C. the remaining Directors will be elected; and
- D. the auditor or person who will conduct a review engagement of the Temple will be appointed.

9.02 Special Meetings

The Board may at any time call a special meeting of the Members. The Members of the Temple who hold at least 10 percent of the votes that may be cast at a meeting of the Members sought to be held may requisition the Board to call the meeting for the purposes set out in the requisition. Upon receipt of the requisition, the Board will call a meeting of the Members in accordance to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

9.03.01 Not less than 10 days' and not more than 50 days' written notice will be given of a meeting of Members. Notice of any meeting at which special business is to be transacted must:

- A. state the nature of the special business in sufficient detail to permit a Member to form a reasoned
- B. judgment on the business; and
- C. state the text of any special resolution to be submitted to the meeting.

9.03.02 No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members will invalidate such meeting or make void any proceedings taken at such meeting, and any Member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken at such meeting.

9.04 Quorum

Twenty Members present in person or by their duly appointed proxies will constitute a quorum at any meeting of Members, provided that in no event can any meeting of Members be held unless there are at least 10 Members present in person.

9.05 Chair of Members' Meeting

The President and Chair shall be the chair of the Members' meeting; in the President and Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

9.06.01 Each Member in good standing and present at a meeting will have the right to exercise one vote.

9.06.02 Questions arising at any meeting will be decided by a majority of votes unless the vote of a greater number of members is required by law or these by-laws. In case of an equality of votes, the Chair may call for a second vote or may cast a second or deciding vote in their sole discretion.

9.06.03 Votes will be taken by a show of hands and the chair of the meeting, provided they are a Member, will have a vote.

9.06.04 An abstention will not be considered to be a vote cast;

9.06.05 The chair of any meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

9.06.06 Whenever a vote by show of hands is taken, unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting will be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the motion.

9.07 Proxies

Subject to and in accordance with applicable law, every Member entitled to vote at a meeting of Members may by means of a proxy appoint a proxyholder, who must be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent, and with the authority conferred by the proxy.

9.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Temple (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Notice

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Temple will be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Temple; and to such Director at their latest address as shown in the records of the Temple or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

Section 11 - Adoption and Amendment of By-laws

11.01 The Board may by resolution make, amend, or repeal any by-law that regulates the activities and affairs of the Temple. The Board must submit the by-law, amendment, or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution. If the by-law, amendment, or repeal is rejected by the Members, it will cease to have effect thereafter.

Section 12 - Repeal of Previous By-Laws and Enactment

12.01 Upon this by-law coming into effect, all previous by-laws of the Temple are repealed, provided that such repeal will not affect the previous operation of such by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any contract or agreement made pursuant to any such by-laws prior to their repeal.

EXHIBIT III

SPECIAL RESOLUTION
OF
THE MEMBERS OF TORONTO BUDDHIST CHURCH

WHEREAS:

- A. Toronto Buddhist Church (the “Temple”) is a corporation originally incorporated by Letters Patent dated July 24, 1952;
- B. It is in the best interests of the Temple to take all necessary and desirable actions to comply with the Ontario Not-for-Profit Corporations Act (the “Act”);
- C. The Temple will file Restated Articles of Incorporation (the “Articles”) which will restate and conform the provisions of the Letters Patent to the requirements of the Act;
- D. The Articles provide for a minimum of four Directors and a maximum of nine Directors;

NOW THEREFORE IT IS RESOLVED AS A SPECIAL RESOLUTION of the Temple that:

- 1. Until the Annual Meeting of the Temple in 2025, the number of Directors will be six Directors; and
- 2. Upon issuance of the Articles, the Board of Directors of the Temple are authorized and directed to set the number of Directors of the Temple prior to each Annual Meeting or as otherwise permitted by the Act.



SCHEDULE B

TORONTO BUDDHIST CHURCH

ANNUAL MEETING

February 25, 2024, 1:00 PM

PROXY

To: The Board of Directors of Toronto Buddhist Church

I, the undersigned, am a member of Toronto Buddhist Church. By means of this Proxy, I hereby appoint

(check one of the two boxes below):

☐ **Darlene Rieger**

☐ _____ (Print name of member you choose as Proxy),

as my nominee to attend at the Annual Meeting of Toronto Buddhist Church to be held on February 25, 2024 with full power and authority to act and vote on my behalf on all matters coming before the Meeting to the same extent as I would be entitled to act and vote if I were personally present at such Meeting.

Dated this _____ day of _____, 2024.

(Signature)

(Print Name)

This Proxy must be returned to Toronto Buddhist Church by mail or electronically and received by the Temple on or before February 21, 2024.