

**Resolution Of The Board Of Directors Of
Burma Buddhist Association (Ontario) (the "Corporation")**

WHEREAS on November 11, 2001, the members of the Corporation adopted at the Corporation's general meeting amendments to the Constitution of the Corporation;

AND WHEREAS the Board of Directors has determined that it is in the best interests of the Corporation to produce for all members of the Corporation a single document that contains the amendments adopted November 11, 2001 along with additional amendments which have been made to ensure consistency within the document and to correct typographical and other minor errors in the Constitution originally adopted in 1987;

THEREFORE BE IT RESOLVED THAT the document entitled "Burma Buddhist Association (Ontario) Constitution (By-Law Number 1)" incorporating said amendments, and a copy of which is hereto attached, is hereby adopted to serve as the Constitution being By-Law Number 1 of the Corporation.

DATED as at the ^{10th} 4th day of March, 2002

The undersigned, being the Directors of BURMA BUDDHIST ASSOCIATION (ONTARIO) authorized to vote on the preceding resolution hereby, pursuant to the *Corporations Act (Ontario)*, sign the preceding resolution as if it had been passed at a meeting duly called for the purpose of considering the said resolution with the signatures of the directors on counterparts of this resolution to have the same effect as if they had all signed the original copy of this resolution.




GRACE WIN




KOK KONG CHIN



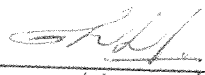
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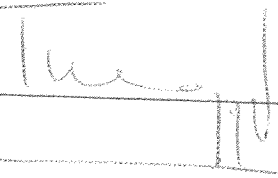
HELEN CHANG



WILLIAM NYAN HTAI AW



Aung Myint Kyaw



(THIEN YEA)

Burma Buddhist Association (Ontario)
Constitution (By-Law Number 1)

1. CORPORATE SEAL

The seal of the Corporation shall be in such form as prescribed by the Board of Directors of the Corporation and shall have the words BURMA BUDDHIST ASSOCIATION endorsed thereon.

2. HEAD OFFICE

The head office of the Corporation shall be located in the province of Ontario, and at such places therein as may be fixed by resolution of the Board of Directors.

3. MEMBERSHIP

3.1(a) "member at large" means a member who has all of the rights and responsibilities of membership in the Corporation except the right to vote at general meetings of members at large and voting members.

3.1(b) Membership at large is open to all persons 18 years of age and older who are in sympathy with the purposes of the Corporation and willing to abide by its Letters Patent, Supplementary Letters Patent and by-laws.

3.1(c) "voting member" means:

- (i) The Chief Monk of the International Burmese Buddhist Sangha Organization (which position is currently held by the Venerable U Pannya Vamsa);
- (ii) The Deputy Chief Monk of the International Burmese Buddhist Sangha Organization (which position is currently held by the Venerable U Khema Wuntha);
- (iii) The Chief Monk of the Burma Buddhist Association (Ontario) (which position is currently held by the Venerable U Nanda Vumsa);
- (iv) The Deputy Chief Monk of the Burma Buddhist Association (Ontario) (which position is currently held by the Venerable U Nanda Siri); and
- (v) The Assistant Chief Monk of the Burma Buddhist Association (Ontario) (which position is currently held by the Venerable Ashin Kawwida)

and a voting member has all of the rights and responsibilities of membership in the Corporation, including the right to vote at meetings of members at large and voting members and at meetings of voting members. Voting member has the same meaning as "member" in the *Corporations Act* (Ontario) R.S.O. 1990, c. C.38.

3.2 Membership at large to persons under 18 years of age will be available upon the recommendation of a senior member at large.

3.3 A membership at large fee may be specified from time to time by resolution by the Board of Directors of the Corporation.

3.4 All applications for membership at large shall be in writing and shall be subject to approval by resolution of the Board of Directors of the Corporation.

3.5 Any member at large may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

3.6 Any member at large may be required to resign by a vote of two-thirds of the Board of Directors of the Corporation on the basis that the conduct of the member at large is considered by the Board of Directors to be in non-conformity with the aims and objectives of the Corporation, provided that such requirement to resign is confirmed by a majority vote of the voting members, including the votes of the voting members present by proxy, at an annual meeting or special meeting of the members at large and voting members,

4. OBJECTIVES

The objectives of the Corporation shall be in general to carry out functions, activities and teachings of Buddhism:

4.1 To operate exclusively for religious and charitable purposes.

4.2 To study and promote Buddhism and respect to its philosophy, culture, traditions and heritage.

4.3 To collect and disseminate information on Buddhism.

4.4 To study and promote cooperation among Buddhist communities in Canada and elsewhere.

5. DIRECTORS

5.1 Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors, each of whom, in order to be eligible to hold the office of Director, shall be a member at large or voting member of the Corporation. Until changed in accordance with *Corporations Act* (Ontario) R.S.O. 1990, c. C.38, the number of Directors shall be seven (7). Four (4) Directors shall constitute a quorum for the transaction of business at any meeting of the Directors. One person may hold more than one office, and if the same person holds both the office of Secretary and Treasurer, that person may be known as the Secretary-Treasurer.

5.2 ELECTION AND TERM

At each annual meeting of members at large and voting members, Directors shall be elected to hold office until the next annual meeting of members at large and voting members or until the successors shall have been duly elected; and the Directors then in office shall retire. The election may be by a show of hands or by resolution of the voting members unless a ballot be demanded by a member at large or voting member.

5.3 VACANCIES

The office of the Director shall be automatically vacated:

- (a) if a Director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
- (b) if he is found to be of unsound or unstable mind;
- (c) if he is removed pursuant to section 5.4 herein; or
- (d) on death.

5.4 REMOVAL OF DIRECTORS

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

5.5 CALLING OF MEETINGS

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that seven (7) days' notice of such meeting shall be sent in writing to each Director. No formal notice shall be necessary if all Directors are at the meeting or waive notice thereof in writing.

5.6 FIRST MEETING OF THE NEW BOARD

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

5.7 VOTES TO GOVERN

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

5.8 PROTECTION OF DIRECTORS AND OFFICERS

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

5.9 INDEMNITY OF DIRECTORS AND OFFICERS

Every Director or officer of the Corporation shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from all costs,

charges and expenses whatsoever which such Director or officer sustains or incurs in or about the execution of the duties of his office.

5.10 REMUNERATION

Directors, as such, shall not receive any stated remuneration for their services.

5.11 EXPENDITURES

The Directors shall, subject to Section 7.3, have the power to make expenditures for the purpose of furthering the objects of the Corporation.

5.12 FUNDRAISING

The Board of Directors shall do all things they deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.

5.13 PRESIDENT

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

5.14 VICE PRESIDENT

During the absence or inability of the President, his duties may be performed and his powers may be exercised by the Vice President. A Vice President shall also perform such duties and exercise such powers as the president may from time to time delegate to him or the Board may prescribe.

5.15 SECRETARY

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

5.16 TREASURER

The Treasurer shall keep full and accurate books of account into which shall be recorded all receipts and disbursements of the Corporation, shall control the deposit of money and the disbursement of funds of the Corporation; he shall render to the Board at the meetings thereof, or whenever required of him, an account of all his transactions as Treasurer and perform other duties as the Board shall prescribe.

5.17 COMMITTEES

In addition to committees appointed by the Board, the President may from time to time appoint committees from the membership at large to carry on various duties. The chairman of such committees shall report to the President on a regular basis.

6. MEETING OF MEMBERS

6.1 ANNUAL MEETING

The annual meeting of members at large and voting members shall be held at such place in Ontario at such time and on such day in each year as the Board may determine, for the purpose of electing Directors and for the transaction of such business as may be brought before the meeting.

6.2 SPECIAL MEETING

The President shall have the power at any time to call a special meeting of the members at large and voting members of the Corporation at a place and time as may be determined by the President. On written request to the President by five (5) members at large or voting members of the Corporation, the Board may call a special meeting of the members at large and voting members.

6.3 NOTICE

Notice of the time and place of such meeting shall be given to each member at large or voting member not less than seven (7) days before the day on which the meeting shall be held. A meeting of the members at large and voting members may be held at any time without notice if all the members entitled to vote there are present in person or represented by proxy or those not so present or represented by proxy have waived notice.

6.4 QUORUM

The attendance of seven (7) members at large in good standing and three (3) voting members shall constitute a quorum.

6.5 RIGHT TO VOTE

At each meeting of members at large and voting members, every voting member shall be entitled to one vote on each question put to a vote at the meeting.

6.6 VOTING

At all meetings of members at large and voting members, every question shall, unless otherwise required by Letters Patent or by-laws of the Corporation or by law, be decided by a majority of the votes cast on the question by the voting members, including the votes of the voting members present by proxy.

7. NOTICES

7.1 OMISSIONS OR ERRORS

The accidental omission to give notice to any member, Director, Officer or Auditor or the nonreceipt of any notices of any member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

7.2 WAIVER OF NOTICE

Any member, Director, Officer or Auditor may waive any notice required to be given under any provision of the Letters Patent or by-laws of the Corporation or of the

Corporations Act and such waiver whether given before or after the meeting or other events of which notices required to be given shall cure any default in giving such notice.

7.3 AMENDMENTS OF BY-LAWS AND APPROVAL OF TRANSACTIONS INVOLVING REAL PROPERTY OF THE CORPORATION OR TRANSACTIONS OF A VALUE GREATER THAN \$5,000.

7.3(a) The by-laws of the corporation may be repealed or amended by a by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by affirmative vote of two-thirds of the voting members present at a meeting duly called for the purpose of considering the said by-law.

7.3(b) Any transaction involving real property of the Corporation or a commitment by the Corporation of more than \$5,000, may be entered into by a majority of the Directors at a meeting of the Board of Directors provided that it is sanctioned by affirmative vote of a majority of the voting members present at a meeting duly called for the purpose of considering the said transaction or commitment.

7.3(c) The meetings of voting members referred to in this section 7.3 may be held by telephone.

7.4 RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation as they deemed expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of members at large and voting members of the Corporation when they shall be confirmed and in default of confirmation at such meeting of members at large and voting members shall at and from the time cease to have force and effect.

7.5 STANDING RULES

Standing rules are Board policy statements dealing with day-to-day operating procedures of the Corporation. They may be changed as required by a two-thirds majority vote of the Board of Directors.

7.6 INTERPRETATION

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

8. AUDITORS

Members at large and voting members shall at each annual general meeting appoint an Auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the Auditor.

9. SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring signature shall be signed by any two of the President, Vice President or Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by by-law to appoint an Officer of Officers on behalf of the Corporation either sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors