

**VAJRADHATU BUDDHIST CHURCH**  
(the "Society")

SPECIAL RESOLUTION

The undersigned, being all the Members of Vajradhatu Buddhist Church, by their signatures hereby pass the following special resolutions:

**WHEREAS** the *Societies Act* of Nova Scotia (the "Act") provides that a special resolution in writing and signed by at least three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

**BE IT RESOLVED** as a Special Resolution of the members of the Society that:

5. The Meeting is declared to be a duly called and constituted special meeting of the Society.
6. The name of the Society be changed from:

**VAJRADHATU BUDDHIST CHURCH**  
to  
**SHAMBHALA CANADA SOCIETY**

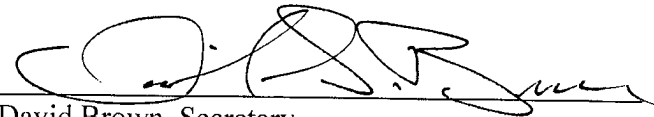
and that such change become effective upon approval of the Registrar of Joint Stock Companies.

7. The By-Laws of the Society be repealed and restated as set out in the attached Schedule "A".
8. The Memorandum of Association of the Society be amended as set out in the attached Schedule "B".

**CERTIFICATE**

I hereby certify that the attached is a true copy of a special resolution duly passed by not less than three-fourths of the members of the Society entitled to vote as were present in person or by proxy at a general meeting of the members of the Society, held on November 24, 2014, ~~2013~~, of which notice of intention to pass the resolution as a special resolution was duly given.

DATED: Nov 24, <sup>2014</sup>~~2013~~

  
David Brown, Secretary

SCHEDULE "A"

**SHAMBHALA CANADA SOCIETY**  
(the "Society")

BY-LAWS UNDER THE SOCIETIES ACT OF THE PROVINCE OF NOVA SCOTIA

A by-law relating generally to the transaction of the business and affairs of the Society.

BE IT ENACTED as by-law No. 1 of the Society as follows:

**SECTION 1**  
**INTERPRETATION**

**1.1 Definitions**

In these by-laws of the Society, unless the context otherwise requires:

"**Act**" means the *Societies Act* of Nova Scotia, and any statute that may be substituted therefor, as from time to time amended.

"**appoint**" includes "**elect**" and vice versa.

"**board**" means the board of directors of the Society.

"**by-laws**" means this by-law and all other by-laws of the Society from time to time in force and effect.

"**meeting of members**" includes an annual meeting of members and a special meeting of members.

"**non-business day**" means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada) as from time to time amended.

"**ordinary resolution**" means a resolution passed by a majority of the votes cast by the members who voted in respect of that resolution or signed by all of the members entitled to vote on that resolution.

"**Sakyong**" means Sakyong Jamgon Mipham Rinpoche or upon his death, resignation or future legal incapacity, the individual who is the holder of the Sakyong lineage of Shambhala as certified by The Sakyong Ladrang Canada, a body corporate incorporated under the *Canada Not-for-profit Corporations Act*.

"**signing officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Society.

"**special resolution**" means a resolution passed by a majority of not less than three-fourths (3/4) of the votes cast by the members who voted in respect of that resolution or signed by all the members entitled to vote on that resolution.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, unincorporated organization, and personal representative.

**SECTION 2**  
**FINANCIAL AND OTHER MATTERS**

**2.1 Financial Year**

Unless otherwise changed by resolution of the board, the financial year of the Corporation shall be the 31<sup>st</sup> of December in each year.

**2.2 Banking Arrangements**

The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Society and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

**2.3 Annual Financial Statements**

The Society shall send copies of the annual financial statements to the members between 21 and 60 days before the day on which an annual meeting of members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a member declines to receive them. Alternatively, the Society may publish a notice to the members stating that such documents are available at the registered office of the Society and any member may request a copy free of charge at the registered office or by prepaid mail.

**2.4 Borrowing**

**(a) Borrowing Powers**

Subject to the limitations set out in the Act and the By-laws, the Board may:

- (i) Borrow money on the credit of the Society;
- (ii) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligations of the Society.

Provided any such action is first approved by special resolution of the members.

**(b) Authorization**

Subject to paragraph (a), the board may authorize any director or officers of the Society to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and

to give such additional security as the board may authorize and generally to manage, transact and settle the borrowing of money by the Society.

## **2.5 Corporate Seal**

The Society may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Secretary of the Society shall be the custodian of the corporate seal.

## **2.6 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instruments, resolution, by-law or other document of the Society to be a true copy thereof.

## **2.7 Operating Policies**

The board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the by-laws of the Society relating to such matters as terms of reference of committees, duties of officers, board code of conduct and conflict of interest as well as procedural and other requirements relating to the by-laws as the board may deem appropriate from time to time. Any operating policy adopted by the board will have force and effect when approved by ordinary resolution of the members.

# **SECTION 3** **MEMBERSHIP**

## **3.1 Membership Conditions**

The subscribers to the Memorandum of Association and the following persons shall be admitted to membership in the Society:

- (a) The Sakyong and his lawful successors as repeated in the process of succession of one Sakyong to the next.
- (b) Any individual who shall be admitted to membership in the Society by affirmative vote of a majority of the board of directors of the Society and who has been approved as a member by the Sakyong;
- (c) Provided that members (other than the Sakyong and his lawful successors) shall be individuals who are elected as members of the board of directors of the Society ("directors"), and if any such member shall resign as a director or be removed

from office as a director or otherwise cease to hold the office of director he shall simultaneously cease to be a member of the Society.

### **3.2 Membership Transferability**

Membership in the Society shall not be transferrable except upon death or resignation of the Sakyong in which event the membership of the Society then held by the Sakyong may be transferred as part of the process of succession to the person who is holder of the Sakyong lineage of Shambhala. In the event of any future legal incapacity of the Sakyong, if no lawful successor has been appointed, then the individual or individuals appointed by the Sakyong Ladrang, a Colorado, USA, not-for-profit corporation may exercise the Sakyong's authority as member of the Society.

### **3.3 Rights of Members**

A member of the Society shall have the right to receive notice of, attend, speak and participate at all meetings of members and the right to one (1) vote at all meetings of members.

### **3.4 Termination of Membership**

A membership in the Society shall be terminated when:

- (a) The member dies;
- (b) The member fails to maintain all of the qualifications for membership set out in Section 3.1 above;
- (c) The member resigns;
- (d) The member's term of membership expires, if applicable;
- (e) The Society is liquidated or dissolved under the Act.

Upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist. Where a person is no longer a member, then such person shall be deemed to have also automatically resigned as a director, an officer and/or a committee member, as applicable, provided that the board may in its discretion subsequently re-appoint such individual as a committee member if the board deems it appropriate in the circumstances.

### **3.5 Membership Dues**

There shall be no membership fees or dues in the Society.

**SECTION 4**  
**MEETINGS OF MEMBERS**

**4.1 Notice of Meeting of Members**

In accordance with and subject to the Act, notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) By telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Notice of a meeting of members shall also be given to each director and to the public accountant of the Society during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgement on the business and provide the text of any special resolution or by-law to be submitted to the meeting. The directors may fix a record date for determination of members entitled to receive notice of any meeting of members in accordance with the requirements of the Act.

**4.2 Annual Meetings**

Subject to the Act, an annual meeting of members shall be held at such time in each year, as the board may from time to time determine. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Society required by the Act to be presented at the meeting, electing directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

**4.3 Special Meetings**

The board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. In accordance with and subject to the Act, on written requisition by members carrying not less than five percent (5%) of the votes that may be cast at a meeting of members sought to be held. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**4.4 Place of Meetings**

Meetings of members may be held at any place within Canada as the board may determine or outside Canada if all of the members entitled to vote at such meeting so agree.

#### **4.5 Special Business**

All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

#### **4.6 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Society and such other persons who are entitled or required under any provision of the Act or by-laws of the Society present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

#### **4.7 Chair of the Meeting**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.8 Quorum**

A quorum at any meeting of the members shall be seventy-five percent (75%) of the members, provided that such majority includes the Sakyong. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, by proxy or, by telephonic and/or by other electronic means.

#### **4.9 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the by-laws or by the Act, be determined by a majority of not less than three fourths (3/4) of the votes cast on the questions, provided such majority includes the Sakyong. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **4.10 Participation by Electronic Means**

If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this Section who is entitled to vote



at that meeting may vote, in accordance with the Act by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

#### **4.11 Meeting Held Entirely by Electronic Means**

Notwithstanding Section 4.10, if the directors or members of the Society call a meeting of members, those directors or members, as the case may be, may determine that the meeting be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.12 Voting by Electronic Means**

Notwithstanding any other provision of this by-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section 4.10 and Section 4.11 is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

#### **4.13 Absentee Voting by Proxy**

Every member entitled to vote at a meeting of members may appoint a proxyholder, or one or more alternate proxyholders, who need not be member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) A proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxyholder or alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (b) A proxy shall be in writing executed by the member or such member's attorney. Votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs.

#### **4.14 Resolution in Lieu of Meeting**

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members, unless a written statement is submitted to the Society by a director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the members shall be kept with the minutes of meetings of members.

## **ARTICLE 5** **DIRECTORS**

### **5.1 Number of Directors**

The board shall consist of a minimum of three (3) and a maximum of twenty five (25) directors. The precise number of directors on the board shall be determined from time to time by the members by ordinary resolution, or, if the ordinary resolution empowers the directors to determine the number of directors, by resolution of the board.

### **5.2 Qualifications**

Each director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a director.

### **5.3 Election and Term**

The members of a society may elect any of its members as directors for conducting the business, discipline and management of the society and its affairs by ordinary resolution at an annual meeting of members at which an election of directors is required.

A director will be eligible for re-election to the board at the end of his or her term on a consecutive basis thereafter provided that such director continues to meet the qualification requirements set out in Section 5.2.

Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

### **5.4 Ceasing to Hold Office**

A director ceases to hold office when the director dies, resigns, is removed from office by the members in accordance with Section 5.6, or no longer fulfils all of the qualifications to be a director set out in Section 5.2 as determined in the sole discretion of the board. Where a person is no longer a director, then such person shall be deemed to have also automatically resigned as a member; an officer (if it is a requirement to be a director to hold that particular office) and/or a committee member, as applicable, provided that the board may in its discretion subsequently re-appoint such individual as a committee member if the board deems it appropriate in the circumstances.

### **5.5 Resignation**

A resignation of a director becomes effective at the time a written resignation is signed.

## **5.6 Removal**

The members may, by ordinary resolution, passed at a meeting of members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

## **5.7 Filling Vacancies**

A vacancy among the directors shall be filled only by a vote of the members.

# **ARTICLE 6**

## **MEETINGS OF DIRECTORS**

### **6.1 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Society has only one director, that director may call and constitute a meeting.

### **6.2 Notice of Meetings**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.1 of this by-law to every director of the Society not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

### **6.3 Regular Meetings**

The board may from time to time in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, no other notice shall be required for any such regular meetings.

### **6.4 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## 6.5 Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a board meeting, shall be as valid as if it had been passed at a board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board or committee of directors.

## 6.6 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to any operating policy or directors as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## **ARTICLE 7** **OFFICERS**

### 7.1 Appointment

The members shall designate the offices of the Society, appoint officers on an annual or other basis, specify their duties and delegate to such officers the power to manage the affairs of the Society. A director may be appointed to any office of the Society. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### 7.2 Description of Offices

Unless otherwise specified by the members (which may modify, restrict or supplement such duties and powers), the offices of the Society, if designated and of officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the board may specify from time to time:

- (a) **Chair of the Board** – The Chair of the Board, if any, shall preside at all meetings of the board of directors and of the members. The Chair shall have such other duties and powers as the board may specify.
- (b) **Vice-Chair of the Board** – The Vice-Chair of the Board, if any, shall be a director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board shall preside at all meetings of the board of directors and of the members. The Vice-Chair shall have such other duties and powers as the board may specify.
- (c) **Secretary** – The Secretary, if any, shall attend and be the secretary of all meetings of the board, members and committees of the board. The Secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of

committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society.

- (d) **Treasurer** – The Treasurer, if any, shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Society shall be such as the terms of their engagement call for or the members require of them. The members may from time to time vary, add to or limit the powers and duties of any officer.

### **7.3 Vacancy of Office**

In the absence of a written agreement to the contrary, the members may remove, whether for cause or without cause, any officer of the Society. Unless so removed, an officer shall hold office until the earlier of:

- (a) The officer's successor being appointed,
- (b) The officer's resignation,
- (c) Such officer ceasing to be a director (if a necessary qualification of appointment),  
or
- (d) Such officer's death.

If the office of any officer of the Society shall be or become vacant, the members may, by resolution, appoint a person to fill such vacancy.

## **ARTICLE 8 NOTICES**

### **8.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with Section 20 of the Act and received by the Registrar; or
- (b) If mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) If sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose; or
- (d) If provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or is representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.2 Computation of Time**

If a given number of days' notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **8.3 Undelivered Notices**

If any notice given to a member is returned on two consecutive occasions because such member cannot be found, the Society shall not be required to give any further notices to such member until such member informs the Society in writing of his or her new address.

### **8.4 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **8.5 Waiver of Notice**

Any member, director, officer, member of a committee of the board or public accountant may waive or abridge the time of any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

**ARTICLE 9**  
**BY-LAWS AND MEMORANDUM OF ASSOCIATION**

**9.1 No Board Initiated By-law, Amendment or Repeal**

The board of directors shall not have the power to make, amend or repeal any by-laws that regulate the activities or affairs of the Society.

**9.2 By-laws, Amendment or Repeal**

The members may, by special resolution make, amend or repeal any by-laws that regulate the activities and affairs of the Society.

**9.3 Effective Date of By-law, Amendment or Repeal of Memorandum of Association**

A by-law made, amended or repealed is effective from the date of the special resolution of members approving such by-law, amendment or repeal. Any amendment to the Memorandum is effective on the date the amendment is received by the Registrar.

**SCHEDULE "B"**

**SHAMBHALA CANADA SOCIETY**  
(the "Society")

**MEMORANDUM OF ASSOCIATION**

Paragraph 2 of the Memorandum of Association of the Society shall be amended and restated to read as follows:

On a volunteer and non-profit basis the objectives of the society are restated as:

1. To establish, maintain, and administer a church and an association of churches for religious practice and worship in accordance with the teachings and practices of the Shambhala and Buddhist traditions under the leadership of the Sakyong Lineage of Shambhala;
2. To serve as the central, governing body of Shambhala in Canada and as such to establish, maintain, and administer an association ("Mandala") of Shambhala churches, communities, meditation centres, cultural centres, retreat centres, and related organizations throughout Canada;
3. To participate as an integrated member of the International Shambhala Mandala and a part of its association of churches and organizations throughout the world, and in that role to present, propagate, and support the teachings of the Sakyong lineage of Shambhala;
4. In the furtherance of its purposes, the Society may establish, maintain, and administer offices and divisions throughout Canada; establish convenient, subordinate boards, committees, and councils; encourage and develop new cultural, religious, and educational programs; encourage and develop communities of persons inspired by the teachings and practices of Shambhala and Buddhism; and otherwise exercise all lawful powers granted to nonprofit Societies.

Provided that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purpose of the Society and the promotion of its objects.

Provided further, that upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to The Sakyong Ladrang Canada or other non-profit organizations in Canada having objects similar to those of the Society.

Paragraph 3 of the Memorandum of Association of the Society shall be amended and restated to read as follows:

The activities of the Society are to be carried on in \_\_\_\_\_  
Canada  
(geographic area)