

Gaden Relief Projects
Board of Directors Meeting
July 28, 2014
Minutes

In attendance:

Ven. Zasep Rinpoche, Evan Zaleschuk, Conrad Richter, Matt King, Irene Cortes

Regrets:

Matthew Richards, Stephen Tang

New constitution

With the coming in force of the new Canada Not-For-Profit Corporations Act, we need to completely revise our constitution. The revised constitution and forms need to be submitted to the Gov't of Canada by Oct. 17, 2014. The new constitution will consist of the Articles of Continuance and a new Bylaw. These replace old Letters Patent and Bylaw 1.

Articles set max/min number of directors on board, max of 9 min of 3 – approved unanimously.

Should we add "we are not involved in any political activities" into the constitution -- unanimous agreement. Conrad will add this restriction in Section 7 of Articles.

One class of members specified in the Articles. The new Bylaw specifies that the board approves members.

Section 10 of the Articles specifies that the Corp shall be carried on without purpose of gain for its members. If there are any profits they go towards the organization; none of the directors will receive any money directly or indirectly. They can be reimbursed for any reasonable expenses.

Directors can be re-elected indefinitely, but we only have a 1 year term in the new Bylaw.

We need new officer positions "Chair of the Board" and "Vice-Chair of the Board" which we currently don't have. President, Treasurer and Secretary positions remain – for a total of five officer positions specified in the Bylaw. For practical purposes, CR recommended that the Chair and President positions be combined, and we still need a Secretary and a Treasurer or these can be combined as Secretary-Treasurer.

The draft Bylaw set quorum for meetings of the members at 10%. Changing the percent of quorum to 50% – unanimous.

Dispute resolution is added to the constitution in the Bylaw. Also added under Section 9 of the Articles is a statement on how the assets will be disbursed in the event the Corp is

dissolved.

Under the NFP Act, the rules change for audits. If revenue is less than \$50k no audit is needed. Need to have review engagement done yearly if annual revenue is over \$50k to 250k.

Zangskar Project

Kim expressed concern about Zangskar funds in an email message to the Board dated July 12, 2014. She referred to a \$20,000 figure in the previous minutes of the May 8th meeting. Conrad said that that number was an error and in reviewing the numbers later, the total was found to be about \$6,700.

Kim et al would like to continue working with GRP. If so they will need to be more responsible to communicate with the board what is going on with Zangskar/Ladakh. The condition is to give us a report at least annually with the projects in Z/L and where the money is going to. We don't want to see them spending money on religious artifacts but on hygiene and items for increasing basic quality of life. To move forward with the Z/L projects we need a budget and project outline and we will give money accordingly if we approve it. Unanimous.

Minutes recorded by Evan Zaleschuk.