

## By Law 1A - The Presbyteries of Toronto Conference Corporation (PTCC)

### A Summary of the Governance Structure

#### 1. PTCC Governance Structure:

The four Founding Presbyteries will each nominate three (3) Members for a total of twelve (12) Members of the Corporation. As well the four Founding Presbyteries will each nominate two (2) Directors for a total of eight to form the Board of PTCC. These nominees will be elected to the Board of Directors of PTCC by the Members at the Annual Meeting and once they are elected they will also be recognized as Members of the Corporation by virtue of their position on the Board and in accordance with the By Laws. With a full slate of nominees from the four Founding Presbyteries, the Corporation will have twenty (20) Members, including the eight (8) Board members.

#### 2. Membership:

Members are nominated by the Founding Presbyteries and shall have a three (3) year term of office. The Secretary of PTCC will keep a register of membership of PTCC and will inform Members of changes in the membership "register" of PTCC. Nominations for Members are sought from the Founding Presbyteries when a Member's three (3) year term expires, a Member resigns, or a Member is removed or dies. Members may be re-nominated after their three (3) year term expires. Members or Directors "cannot" appoint Members to PTCC; only the Presbyteries can nominate Members. Members are admitted to the Corporation by resolution of the Board of Directors of the Corporation in accordance with the By Laws. Membership is not transferrable.

#### 3. Members Duties:

Members attend the Annual Meeting of PTCC and any Special Meetings as called. At the Annual Meeting, on a date as designated by the Board of Directors or the President, Members shall receive reports and statements as required by the Act to be placed before the Annual Meeting. They shall also elect Directors, appoint Auditors, fix, or authorize the Board to fix the Auditor's remuneration, and transact other business as may come before the meeting.

#### 4. Board of Directors:

Directors are nominated by the four Founding Presbyteries and elected by the Members at the Annual Meeting. The Board has no powers to "add" Directors, only the Presbyteries can nominate Directors who are then elected by the Members at an Annual meeting or a Special Meeting, as required. Directors serve for two (2) year terms, and for a maximum of three (3) terms i.e. six (6) years and then they must take a one (1) year break before seeking re-nomination. A Director may be removed by a vote of at least 2/3 of the Members of PTCC cast at a General Meeting. By a majority vote at the General Meeting or a subsequent meeting, a replacement Director must be elected from the Founding Presbytery where the Director has been removed. Vacancies on the Board of Directors (resignation or death) shall be filled from the Founding Presbytery whose Director has caused the vacancy.

#### 5. Quorum for Meetings of Members and Directors:

- **Meetings of Members:** a quorum shall be a majority of the Members holding membership in PTCC and entitled to vote at the meeting of Members. This equates to eleven (11) Members being present from at least three (3) Presbyteries.
- **Meetings of Directors:** a quorum shall be a majority of the Board of Directors i.e. five (5) members. At least three (3) Presbyteries will be represented at Board meetings to make a quorum.

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