

**THE PRESBYTERIES OF TORONTO CONFERENCE CORPORATION**  
(the “Corporation”)

**BY-LAW NO. 1A**  
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## BY-LAW NO. 1A

### ARTICLE I. INTERPRETATION

**1.01 Definitions.** In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. “Act” means the *Corporations Act*, R.S.O. 1990, chap. c. 38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- b. “By-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- c. “Board” means the board of directors of the Corporation;
- d. “Corporation” means the Corporation incorporated as a corporation with-out share capital under the Act by letters patent dated the 27<sup>th</sup> day June, 1973, and currently named The Presbyteries of Toronto Conference Corporation ;
- e. “Founding Presbytery” means any one of Living Waters, Northern Waters, South West, Toronto Southeast;
- f. “Letters Patent” means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;
- g. “Living Waters” means Living Waters Presbytery or its successor presbytery;
- h. “Meeting of members” includes an annual and a special meeting of members;
- i. “Member” means a person having a membership in the Corporation in good standing;
- j.. “Northern Waters” means Northern Waters Presbytery or its successor presbytery;
- k. “Person” includes bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- l. “qualified” in respect of a director shall mean a person that meets all requirements of the *Act*, and the by-laws and Letters Patent of Incorporation of the Corporation, from time to time;
- m. “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;
- n. “Rules” means the rules passed by the board of directors pursuant to section 6.09 of this By-Law No. 1A;

- o. “South West” means South West Presbytery or its successor presbytery;
- p. “Toronto Southeast” means Toronto Southeast Presbytery or its successor presbytery;
- r. All terms which are contained in the By-laws and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

**1.02 Interpretation.** In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the plural number, as the case may be, and vice versa.

**1.03 Headings.** The headings used throughout the by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these by-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

**1.04 Conflict with By-laws.** To the extent of any conflict between the provisions of the by-laws and the provisions of either the Act or the Letters Patent to the Corporation, the provisions of the Act, or the Letters Patent shall govern.

**1.05 Invalid Provisions.** The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

## **ARTICLE II. HEAD OFFICE**

**2.01 Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be within the boundaries of the Toronto Conference of the United Church of Canada or its successor .

## **ARTICLE III. CORPORATE SEAL**

**3.01 Corporate Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

## **ARTICLE IV. BOARD OF DIRECTORS**

**4.01 Number and Qualification.** The affairs of the Corporation shall be managed by a board of directors, each of whom at the time of election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. The first board of directors following the passing of this By-Law No. 1A, shall consist of 8 directors or such number as may be determined from time to time by special resolution. Each of Living Waters, Northern Waters, South West, and Toronto Southeast shall designate for election, two (2) persons as directors of the Corporation. The directors of the Corporation shall be elected from those persons designated by each Presbytery and shall retire in rotation. At the first meeting of members for the election of directors following the passing of this By-Law No. 1A, one (1) director shall be elected from those persons designated by each Founding Presbytery as the representative of that Founding

Presbytery on the board of directors to hold office until the second annual meeting of members after that date, and in the same manner one (1) director is to hold office until the first annual meeting of members after that date, and subsequently at each annual meeting of members, in the same manner, a director shall be elected to fill the position of those directors whose term of office has expired and each director so elected shall hold office until the second annual meeting of members after election or until a successor shall have been duly qualified and elected. The election may be by a show of hands unless a ballot be demanded by any member. No director may be a member of the board for more than three consecutive two (2) year terms, but after an interval of one year or more may stand for election again.

**4.02 Removal of a Director.** The members of the Corporation may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members of which notice has been given to each member and to the secretary of the Founding Presbytery whose designated director is proposed to be removed specifying the intention to pass such resolution, remove any director before the expiration of term of office, and may by a majority of the votes cast at that meeting or subsequent meeting elect as a replacement director any person from those persons designated by the Founding Presbytery whose designated director has been removed from office for the remainder of term.

**4.03 Vacation of Office of a Director.** Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from those person(s) designated by the Founding Presbytery whose designated director has resulted in the vacancy. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

## **ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS**

**5.01 Quorum.** A majority of the directors, present in person, shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, by prepaid mail facsimiled or sent by other electronic means to each director not less than 10 days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

**5.02 Errors in Notice.** No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such

meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

**5.03 Voting.** Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to the Chair's original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, the duties of the President may be performed by the Vice-President, if appointed or such other director as the board may from time to time appoint for the purpose.

**5.04 Meetings of Directors Confirmed in Writing.** Should a quorum of directors be unable to meet in person, meetings of the board of directors may be conducted by telephone or electronic means, however, any resolution adopted by the participating directors shall not be valid or acted upon until their vote is confirmed in writing by all the directors in accordance with the By-Laws and the *Act*.

## **ARTICLE VI. POWERS OF THE BOARD OF DIRECTORS**

**6.01 Management.** The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

**6.02 Interest of Directors in Contracts.** The Corporation shall not be permitted to enter into any contracts between the Corporation and a member(s) of its board of directors.

**6.03 Declaration of Interest.** It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the *Act*.

**6.04 Remuneration.** The directors shall serve as such without remuneration but shall be entitled to be paid their travelling and other expenses properly incurred by them in attending meetings of the board.

**6.05 Executive Committee.** Whenever the board of directors consists of more than six (6) directors, the board may elect from its number an executive committee consisting of not less than three (3), which committee shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board.

**6.06 Nominating Committee.** The board of directors may by resolution create a Nominating Committee which shall consist of the President as Chair and two (2) additional members who shall both be members in good standing of the board of directors.

**6.07 Investment Committee.** The board of directors may by resolution create an Investment Committee which shall consist of three (3) or more persons the majority of which are members of the Corporation. The board of directors shall appoint a Chair of the Committee from its members and an investment officer, who need not be a director or member, who shall act in an advisor capacity to the Committee and liaise with outside investment counsel. The investment officer shall receive all notices of meetings of the investment committee and shall be entitled to attend such meetings but shall have no right to vote thereat. The investment committee shall make recommendations to the board of directors on the management, investment, custody and disbursement of all investment funds of the Corporation subject to written terms of reference directed to the investment officer and approval by the board of directors.

**6.08 Other Committees.** The board of directors may by resolution create one or more other committees which may but need not include members of the board of directors. Until otherwise provided, the President shall be a member *ex officio* of all committees. Other committees created by the board of directors shall be given written terms of reference by the board of directors.

**6.09 Rules and Regulations.** The board of directors may from time to time pass such rules and regulations governing the affairs of the Corporation as the board deems to be in the best interests of the Corporation and not contrary to the Act, the Letters Patent or By-Laws.

## ARTICLE VII. OFFICERS

**7.01 Officers.** There shall be a President, a Vice President, and a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office, save that the President may not hold the office of Secretary. The President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation shall be appointed by the board from among their members and in the absence of written agreement to the contrary, the engagement of all officers shall be settled from time to time by the board.

## ARTICLE VIII. DUTIES OF THE OFFICERS

**8.01 President.** The President shall have the general management and direction, subject to the authority of the board, of the business and affairs of the Corporation and with the express prior approval of the board the power to enter into any contracts to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the board and to settle the terms of their employment and remuneration. The President if present shall be Chairman of all meetings of the board of directors, and of all meetings of members of the Corporation.

**8.02 Vice-President.** During the absence or inability of the President, the duties and powers of the President may be exercised by the Vice-President, and if the Vice-President, due to

absence or inability, such director as the board may from time to time appoint for that purpose. The exercise of such duty or power, shall presume that absence or inability of the President with reference to any action taken.

**8.03 Secretary.** The Secretary shall be *ex officio* clerk of the board of directors. The Secretary shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose, and shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and the Secretary shall perform such other duties as may from time to time be determined by the board of directors.

**8.04 Treasurer.** The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board of directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the board of directors whenever required an account of all transactions by the treasurer and of the financial position of the Corporation.

**8.05 Other Officers.** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board of directors or the President may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board of directors or the President otherwise directs.

## **ARTICLE IX. EXECUTION OF DOCUMENTS**

**9.01 Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments must be signed on behalf of the Corporation by either the President or a Vice President, together with any one of the Secretary, or the Treasurer or a director. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal to it.

## **ARTICLE X. BOOKS AND RECORDS**

**10.01 Books and Records.** The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## ARTICLE XI. MEMBERSHIP

**11.01 Members.** The members shall consist of not more than 20 members at any time. Each of Living Waters, Northern Waters, South West and Toronto Southeast shall designate for admission as members of the Corporation three (3) persons for a term of 3 years who have not at that time been designated for election as a director of the Corporation. The members shall be admitted as members of the Corporation from those persons so designated by resolution of the board of directors on such terms as shall apply to all members equally as the board may from time to time by resolution impose. Each member shall promptly be informed by the Secretary of admission as a member. Each person from time to time elected or appointed as an officer and/or director of the Corporation shall during such time as that person holding the position of officer and/or director, be deemed for all purposes to be a member of the Corporation.

**11.02 Term of Membership.** The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his death or when the member ceases to be a member by resignation or ceases to be an officer or director of the Corporation, in accordance with the by-laws of the Corporation.

**11.03 Resignation.** Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation at which time any member who is then a director shall be deemed to have resigned from the board of directors. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of the member's resignation.

**11.04 Removal.** Upon thirty days' notice in writing to a member of the Corporation, the board of directors may by resolution passed by 2/3 of the members present authorize the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

**11.05 Voting.** Except in the case of a conflict of interest in which case the member shall declare the conflict and refrain from voting, each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

**11.06 Membership Dues.** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date of such notice the members in default shall thereupon cease to be a member of the Corporation on the board of directors passing a resolution to this effect, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

## ARTICLE XII. MEETINGS OF MEMBERS

**12.01 Meetings.** The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

**12.02 Annual Meeting.** The annual meeting of the members shall be held at such time and on such day in each year as the board of directors or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

**12.03 Special Meetings.** Any four members of the board of directors or the President shall have power to call a special meeting of members at any time.

**12.04 Notice of Meetings.** No public notice nor advertisement of members' meeting, annual or general or special shall be required, but notice of the time and place of each meeting of the members shall be given to each member and each Founding Presbytery by sending the notice by prepaid mail, facsimile or e-mail, not less than ten (10) days before the day on which the meeting is to be held to each member of record and the secretary of each Founding Presbytery, at the close of business on the day on which the notice is given who is entered in the books of the Corporation. A notice so delivered shall be deemed to have been given when it is delivered personally or at 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 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 its representative for dispatch and an acknowledgment or receipt is given; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or those absent have given their consent in writing to the meeting being held in their absence. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive.

**12.05 Error or Omission in Notice.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, officer or auditor for any meeting or otherwise, the address of any member, director or officer shall be the last address recorded on the books of the Corporation.

**12.06 Adjournments.** Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment

took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

**12.07 Quorum.** A quorum for the transaction of business at any meeting of members shall consist of a majority of the members then holding membership in the Corporation and entitled to vote thereat.

**12.08 Right to Vote.** At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member, and present in person at the meeting at which the vote is taken.

**12.09 Votes to Govern.** At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of the votes duly cast on the question.

**12.10 Show of Hands.** Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote in question has been carried or carried by a particular majority or not carried and an entry to that effect in the minute so of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

**12.11 Polls.** After a show of hands has been taken on any question, the Chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

**12.12 Casting Vote.** In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

**12.13 Adjournment.** The Chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

**12.14 Meetings of Members Confirmed in Writing.** Meetings by members may be conducted by telephone or electronic means, however, any resolution adopted by the participating members shall not be valid or acted upon until confirmed in writing by all the members in accordance with the By-Laws and the *Act*.

## ARTICLE XIII. FINANCIAL YEAR

**13.01 Financial Year.** Unless otherwise authorized by resolution of the board of directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.

#### **ARTICLE XIV. BANKING**

**14.01 Banking Arrangements.** The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board of directors. Banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time authorize by resolution.

#### **ARTICLE XV. NOTICE**

**15.01 Notice.** Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the recorded address of that person or if mailed to recorded address by prepaid air or ordinary mail, or if sent to him at the recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given, except as otherwise stated in this By-Law 1A, when it is delivered personally or at 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 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 its representative for dispatch and an acknowledgement or receipt is given. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

**15.02 Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**15.03 Omissions and Errors.** The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by 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.

**15.04 Waiver of Notice.** Any member, director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

#### **ARTICLE XVI. AUDITORS**

**16.01 Auditors.** The members shall at each annual 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. The remuneration of the auditor shall be fixed by the board of directors.

**ARTICLE XVII.**  
**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**17.01 Indemnity.** Subject to the Corporation complying with the Charities Accounting Act or a regulation made under that Act, every director and officer of the Corporation, and his or her heirs, executors, and administrators, and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (i) all costs, charges and expenses whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for 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;
- (ii) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation.

except such costs, charges and expenses as are occasioned by his or her own willful neglect.

**17.02 Insurance.** Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

**ARTICLE XVIII.**  
**REQUIREMENTS OF THE UNITED CHURCH OF CANADA**

**18.01** Notwithstanding any other provision in these by-laws:

The **Corporation** is a corporation described in paragraph 429(e)(i) of *The Manual* (referred to as a “Category 1 corporation”).

- a) For the purposes of this section of the by-laws, “**General Council**” means the General Council of The United Church of Canada, “**supervising Conference**” means the Toronto Conference of The United Church of Canada or its successor, and “**The Manual**” means the edition of *The Manual* published by The United Church of Canada that is in effect at the relevant time.
- b) The Corporation shall determine its own manner of determining its membership but in no case shall a majority of the members of the Corporation be members of the supervising Conference. In the event that the Conference delegates to another court its supervising role, the majority of the incorporated ministry membership shall not be members of that supervising court.

- c) The Corporation shall adhere, at all time, to the applicable policies, standards, and regulations as they may be enacted by the General Council or its Executive from time to time, and that are not contrary to the by-laws, rules or regulations of the Corporation or resolutions of the board of directors of the Corporation or the *Act*.
- d) Any Corporations created by Category 1 Corporations shall be organized and supervised according to The Manual, section 429.
- e) The majority of the directors shall be approved by the supervising Conference. The Conference Executive Secretary of the supervising Conference shall be ex officio a corresponding member of the board and as such shall receive notices of meetings and minutes of meetings and have the right to attend all meetings in a non-voting capacity.
- f) Annual reporting to the supervising Conference shall include the membership of the board, the minutes of the annual meeting, financial statements (audited/independently reviewed by a qualified person), and insurance coverage (including naming The United Church of Canada as additional insured).
- g) Insurance shall be kept in force covering fire, comprehensive liability, and such other insurable items in such amounts as the supervising Conference may require, with The United Church of Canada as an additional named insured on all insurance policies.
- h) Approval shall be obtained in advance from the supervising Conference for capital fundraising initiatives and appeals affecting other parts of The United Church of Canada.
- i) Indebtedness is subject to the prescribed limits as deemed appropriate by the supervising Conference.
- j) Any sale, transfer, mortgaging, acquisition, or leasing of land must receive the prior written consent of the supervising Conference.
- k) The Corporation shall not, without the prior written consent of the supervising Conference, initiate, or in any way engage in, proceedings that might result in the voluntary winding up of the corporation.
- l) The assets of the Corporation shall be vested in The United Church of Canada in the event that the Corporation ceases to function or its corporate existence is terminated.
- m) The provisions of this section may be changed or modified only with the prior written consent of the supervising Conference and the administrative approval of the General Council. In the event of any conflict or inconsistency between the provisions of this section and any other section of the by-laws, the provisions of this section shall govern.

- n) Approval from the supervising Conference and administrative approval of the General Council is required for changes to articles of incorporation and changes to corporate by-laws.

**ARTICLE XIX. RESCISSION**

**19.01 Rescission of By-Law No. 1**

On the approval of this By-Law No. 1A of the Corporation by the board of directors and confirmation of such approval by the members of the Corporation, By-Law No. 1 of the Corporation is hereby rescinded without invalidating any previous action taken by the Corporation, its directors or members under By-Law No. 1.

Enacted this     day of             , 2010

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President

\_\_\_\_\_  
Secretary

April 14, 2010

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Appendix C

**PASSED** by the board of directors this      day of      , 2010.

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Sylvia Powers

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Brian Traquair

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Gail Johnson

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Don MacInnes

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Charles Donley

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Margaret Nelson

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Tim Gorley

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Lorice Haig

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Gordon Barratt

**CONFIRMED** by the members the      day of      , 2010.

\_\_\_\_\_  
Sylvia Powers

\_\_\_\_\_  
Brian Traquair

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Gail Johnson

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Don MacInnes

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Gordon Barratt