

THE FIRST UNITARIAN  
CONGREGATION OF OTTAWA

GENERAL OPERATING BY-LAW  
(Formerly General Operating By-law No. 8)

AS SANCTIONED AT THE  
ANNUAL GENERAL MEETING  
OF MEMBERS ON MAY 1, 2022

General Operating By-law (formerly General Operating By-law No. 8), a by-law relating generally to the conduct of the affairs of THE FIRST UNITARIAN CONGREGATION OF OTTAWA (the "Congregation")

**TABLE OF CONTENTS**

SECTION I – INTERPRETATION .....5  
    1.01 Definitions .....5  
    1.02 Interpretation.....5  
SECTION II – MEMBERS .....6  
    2.01 Membership Conditions.....6  
    2.02 Rights and Responsibilities of Members .....6  
    2.03 Inactive Members .....6  
    2.04 Termination of Membership .....7  
SECTION III – MEETINGS OF MEMBERS .....7  
    3.01 Meeting of Members .....7  
    3.02 Annual Meetings .....7  
    3.03 Special Meetings .....7  
    3.04 Place of Meetings.....7  
    3.05 Special Business .....7  
    3.06 Notice of Meetings.....7  
    3.07 Waiving Notice .....8  
    3.08 Persons Entitled to be Present.....8  
    3.09 Chairperson of the Meeting .....8  
    3.10 Quorum .....8  
    3.11 Adjournment .....8  
    3.12 Absentee Voting by Proxy .....8  
    3.13 Votes to Govern .....9  
    3.14 Show of Hands or Equivalent Electronic Methods .....9  
    3.15 Ballots.....9  
    3.16 Resolution in Lieu of Meeting .....9  
    3.17 Rules of Order .....9  
SECTION IV – DIRECTORS .....9  
    4.01 Number .....9  
    4.02 Qualifications .....9  
    4.03 Authority of Board of Directors.....10  
    4.04 Election and Terms.....10  
    4.05 Consent .....10  
    4.06 Vacation of office .....10  
    4.07 Resignation.....11  
    4.08 Removal .....11  
    4.09 Filling Vacancies .....11  
    4.10 Remuneration of Directors: .....11  
SECTION V – MEETINGS OF DIRECTORS .....11  
    5.01 Place of Meetings.....11  
    5.02 Calling of Meetings.....11  
    5.03 Notice of Meeting .....11  
    5.04 First Meeting of New Board .....11  
    5.05 Regular Meetings .....11  
    5.06 Quorum .....12  
    5.07 Participation at Meeting by Telephone or Electronic Means .....12  
    5.08 Chairperson of the Meeting .....12  
    5.09 Votes to Govern .....12  
    5.10 Disclosure of Interest .....12  
    5.11 Confidentiality .....13

5.12	Delegation .....	13
5.13	Remuneration of Officers, Agents, Employees .....	13
SECTION VI – COMMITTEES .....		13
6.01	Establishment of Committees .....	13
6.02	Nominating Committee .....	13
SECTION VII – MINISTERS .....		14
7.01	Definition and Duties of the Lead Minister .....	14
7.02	Definition and Duties of Additional Ministers .....	15
7.03	The Calling of Ministers .....	15
7.04	Removal of Lead Minister .....	15
SECTION VIII – OFFICERS .....		16
8.01	Election .....	16
8.02	Description of Offices .....	16
8.03	Term of Office .....	16
8.04	Vacancy in Office .....	17
8.05	Remuneration of Officers .....	17
8.06	Agents and Attorneys .....	17
8.07	Disclosure (Conflict of Interest) .....	17
SECTION IX – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS .....		17
9.01	Limitation of Liability .....	17
9.02	Indemnity of Directors and Officers .....	17
9.03	Insurance .....	18
9.04	Advances .....	18
SECTION X – FINANCIAL MATTERS .....		18
10.01	Fiscal Year .....	18
10.02	Banking .....	18
10.03	Auditors .....	18
10.04	Borrowing .....	18
10.05	Execution of Documents .....	19
10.06	Real Property .....	19
10.07	Approval of Members for Certain Financing .....	19
SECTION XI – ADMINISTRATIVE MATTERS .....		19
11.01	Registered Office .....	19
11.02	Corporate Seal .....	19
11.03	Board Policies .....	19
11.04	By-law Policies .....	19
SECTION XII – NOTICES .....		19
12.01	Method of Giving Notices .....	19
12.02	Computation of Time .....	20
12.03	Omissions and Errors .....	20
12.04	Waiver of Notice .....	20
SECTION XIII – AMENDMENTS .....		20
13.01	Amendment of Letters Patent .....	20
13.02	Amendment of By-laws .....	20
SECTION XIV – TRANSITIONAL BY-LAW PROVISIONS .....		20
14.01	Effective Date of General Operating By-law No. 8 .....	20
14.02	Membership .....	20
14.03	Board of Directors .....	21
14.04	Officers .....	21
SECTION XV – IDENTIFICATION AND REPEAL OF FORMER BY-LAWS .....		21
15.01	Repeal of Former General Operating By-law : .....	21

**GENERAL OPERATING BY-LAW** (formerly General Operating By-law No. 8) – A By-law relating generally to the conduct of the affairs of THE FIRST UNITARIAN CONGREGATION OF OTTAWA (the "Congregation")

**WHEREAS** the Congregation was incorporated by Letters Patent granted by the Ontario Government under the *Corporations Act* (Ontario) on the 7th day of December, 1972, under the name THE FIRST UNITARIAN CONGREGATION OF OTTAWA;

**AND WHEREAS** General Operating By-law No. 1 was enacted on the 1st day of April 1973 and amended over the years in 1985, 1992, 1994, 1998, 2000, 2001, and 2003;

**AND WHEREAS** By-law No. 2, relating to borrowing, was enacted on April 1, 1971 and amended on May 30, 1976;

**AND WHEREAS** By-law No. 3, relating to denominational affiliation of the Congregation, was enacted on April 1, 1973;

**AND WHEREAS** By-law No. 5, relating to committees of the Board, was enacted on April 1, 1973 and amended in 1998 and 2003;

**AND WHEREAS** By-law No. 6, relating to borrowing, was enacted on April 1, 1973 and amended in 1998;

**AND WHEREAS** By-law No. 7, relating to chaplains of the congregation, was enacted on May 3, 1976 and amended in 1998;

**AND WHEREAS** General Operating By-law No. 8, replacing General Operating By-law No. 1 and By-laws No. 2, 3, 5, 6 and 7, was enacted on April 12, 2012 and amended in 2020;

**AND WHEREAS** it was determined necessary, by vote of members at the May 1, 2022 Annual General Meeting of Members, to rename General Operating By-Law No. 8 to **General Operating By-law** and amend the document accordingly, to amend section 1.01(a) to reflect coming into force of the *Not-for-Profit Corporations Act, 2010 (ONCA)*; to amend section 1.01(f) and 2.01(b) to include the Relational Covenant, to amend sections 1.02(c), 2.03(d), 2.04(d), 3.12(b), 4.02(a), 4.04(c)(d), 4.06, 4.08, 5.10(a)(d)(e), 6.02(f)(g), 7.01, 7.01(f), 7.02, 7.02(a)(f), 7.04(a)(c), and 9.02(a)(b) to use gender neutral pronouns, to amend sections 2.03(b), 2.04(d) and 6.02(c)(m) to harmonize notification procedures with section 3.06, to amend section 4.04 to allow for terms for elected directors of one (1) or two (2) years, and to amend the Principles section immediately below to add an 8th Principle as approved by the delegates of the member congregations of the CUC at a special meeting on November 27, 2021;

**AND WHEREAS** the Congregation affirms the Unitarian Universalist Principles and Sources:

**Principles** – We, as a member congregation of the Canadian Unitarian Council, covenant to affirm and promote:

- The inherent worth and dignity of every person;
- Justice, equity and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of the democratic process within the Congregation and in society at large;
- The goal of world community with peace, liberty, and justice for all;
- Respect for the interdependent web of all existence of which we are a part;
- Individual and communal action that accountably dismantles racism and systemic barriers to full inclusion in ourselves and our institution

**Sources** – The living tradition which we share draws from many sources:

- Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life;
- Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion, and the transforming power of love;
- Wisdom from the world's religions which inspires us in our ethical and spiritual life;
- Jewish and Christian teachings which call us to respond to God's love by loving our neighbours as ourselves;
- Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit;

- Spiritual teachings of Earth-centred traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.

Grateful for the religious pluralism which enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision. As free congregations we enter into this covenant, promising to one another our mutual trust and support;

**AND WHEREAS** the Congregation is a member of the Canadian Unitarian Council and the Unitarian Universalist Association;

**NOW THEREFORE BE IT ENACTED** that the following By-law be enacted as the **General Operating By-law** of The First Unitarian Congregation of Ottawa as follows:

## **SECTION I – INTERPRETATION**

### **1.01 Definitions**

In this By-law and all other By-laws and resolutions of the Congregation, unless the context otherwise requires:

- a) "Act" means the *Not-for-Profit Corporations Act, 2010 (ONCA)*, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- b) "Board" means the Board of Directors of the Congregation.
- c) "By-laws" means this by-law and all other by-laws of the Congregation as amended and which are, from time to time, in force and effect.
- d) "Congregation" means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 7th day of December, 1972, and named "First Unitarian Congregation of Ottawa".
- e) "Director" means a member of the Board.
- f) "Governing Documents of the Congregation" means the Letters Patent (including the objects of the Congregation), all By-laws, and all policies adopted by the Congregation from time to time, and the Congregational **and Relational Covenants**.
- g) "Inactive Member" means Members of the Congregation referred to in Section **2.03**.
- h) "Letters Patent" means the letters patent of the Congregation as amended from time to time including any letters patent of continuance in the event of subsequent substitution of the Act.
- i) "Member" means a member of the Congregation.
- j) "Members" or "Membership" means the collective membership of the Congregation.
- k) "Officer" means an officer of the Congregation.
- l) "Lead Minister" means a minister who has been called and installed as a lead minister for the Congregation, and shall include Co-Lead Ministers if more than one minister is called and installed as a lead minister for the Congregation.

### **1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- b) words importing the singular number only shall include the plural and *vice versa*;
- c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in **their** capacity as trustee, executor, administrator, or other legal representative;

- d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- e) if any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail; and
- f) this General Operating By-law and any other By-laws of the Congregation shall be strictly interpreted at all times in accordance with, and subject to the, objects as set out in the Congregation's Letters Patent or supplementary letters patent.

## **SECTION II – MEMBERS**

### **2.01 Membership Conditions**

There shall be one (1) class of Members in the Congregation, consisting only of those persons who:

- a) are committed to furthering the objects of the Congregation;
- b) agree to abide by the **Congregational and Relational Covenants** and the By-laws and policies of the Congregation;
- c) have attained the age of eighteen (18) years; and
- d) have applied for and been accepted into Membership in the Congregation by resolution of the Board or in such other manner as may be determined by the Board.

### **2.02 Rights and Responsibilities of Members**

Congregation Membership is not transferable. Membership shall carry the following rights and responsibilities:

- a) the responsibility to participate in Congregation activities and ministries as personal circumstances permit;
- b) the responsibility to financially support the work of the Congregation as personal circumstances permit;
- c) the right to attend, speak and participate at all meetings of Members;
- d) the right to a single vote either in person or by proxy at all meetings of Members;
- e) the right to serve on the Board of Directors and chair other committees of the Congregation if elected or appointed; and
- f) the right to be eligible for election or appointment as the Congregation's delegate at meetings of the Canadian Unitarian Council and the Unitarian Universalist Association.

### **2.03 Inactive Members**

- a) A Member may request to be placed on the inactive roll.
- b) In the event that a Member is habitually absent from the Congregation or has not made a recorded financial contribution for a period of eighteen consecutive months without a reasonable explanation, that Member shall become an Inactive Member of the Congregation if the Board, in its sole discretion, places that person's Membership in the Congregation on the inactive roll, after having provided sixty (60) days written notice **by mail, electronic means such as e-mail or facsimile, courier or personal delivery** to such person of its intention to place that person's Membership on the inactive roll sixty (60) days thereafter.
- c) Inactive Members shall not have the right to vote at meetings of Members.
- d) An Inactive Member may request that **their** Membership in the Congregation be reinstated onto the active roll of Members, in which event the Board in its sole discretion shall determine whether such request will be granted.

#### **2.04 Termination of Membership**

- a) Subject to the Act, the interest of a Member in the Congregation is non-transferable and lapses and ceases to exist upon the earlier of the Member's resignation, death or removal in accordance with this By-law or in the event of the dissolution of the Congregation.
- b) Any Member may resign as a Member by delivering a written resignation to the President of the Board of the Congregation. A resignation shall be effective from the date specified in the resignation.
- c) A Member may be removed as a Member of the Congregation by resolution of the Board if the Member fails to maintain all of the qualifications of Membership set out in Section 2.01.
- d) In the event that an Inactive Member has been on the inactive roll for a period of one (1) year, then that person's Membership may be terminated by a resolution of the Board, in which event the Secretary shall thereafter send written notice by **mail, electronic means such as e-mail or facsimile, courier or personal delivery** to such Inactive Member at **their** last known address to advise such person of the termination of **their** Membership.
- e) Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) 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.

### **SECTION III – MEETINGS OF MEMBERS**

#### **3.01 Meeting of Members**

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

#### **3.02 Annual Meetings**

Subject to the By-laws, the Board shall call, at such date and time as it determines, an annual meeting of Members for the purpose of considering the financial statements and reports of the Congregation pursuant to the Act, electing Directors, electing Officers, electing the nominating committee, appointing the auditor and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Members shall be held within fifteen (15) months from the holding of the last annual meeting of Members.

#### **3.03 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business that may properly be brought before the Members. The Board shall call a special general meeting of Members on written requisition of Members carrying not less than 10% of the Members of the Congregation entitled to vote.

#### **3.04 Place of Meetings**

Meetings of Members may be held at the building where the religious services are held, or at any other place in Ontario within 50 km of the building as the Board may determine. The Board may also determine that a meeting of Members be held entirely by electronic means that permit all participants to communicate adequately with each other during the Meeting. A person so participating in a meeting of Members is deemed to be present at the Meeting.

#### **3.05 Special Business**

All business transacted at a special meeting or an annual meeting of Members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of Directors and reappointment of the incumbent auditor, constitutes special business.

#### **3.06 Notice of Meetings**

Notice of the time and place of a meeting of Members shall be provided in the manner provided in Section 12.01 of this By-law as follows:

- a) by mail, electronic means such as e-mail or facsimile, courier or personal delivery to each Member of the Congregation not less than ten (10) days before the meeting of Members is to take place; or
- b) by publication in a newspaper in the municipality in which a majority of the Members resides two (2) consecutive weeks before the meeting of Members is to take place,

Notice of a 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 judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

### **3.07 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **3.08 Persons Entitled to be Present**

Persons entitled to be present at a meeting of the Members shall be those entitled to vote at the meeting, the Directors and the auditor of the Congregation and such other persons who are entitled or required under any provision of the Act, the Letters Patent or By-laws of the Congregation to be present at the meeting. Non-member congregants may attend as observers. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

### **3.09 Chairperson of the Meeting**

The chairperson of Members' meetings shall be the President of the Board, or the Vice President of the Board if the President of the Board is absent or unable to act. In the event that the President of the Board and the Vice-President 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.

### **3.10 Quorum**

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a fifteen percent (15%) of the Members of the Congregation, excluding the Inactive Members. 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 or by proxy.

### **3.11 Adjournment**

The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **3.12 Absentee Voting by Proxy**

In accordance with and subject to the Act, every Member entitled to vote at a meeting of Members may appoint a proxyholder, who must be a Member and must not represent more than one 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 proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- b) A 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 a ballot at the meeting, to demand a



ballot at the meeting and to vote at the meeting by show of hands or by equivalent electronic methods when the meeting is held entirely by electronic means; and

- c) A proxy and revocation of the proxy shall be in writing executed by the member or such member's attorney. An electronic copy of a proxy or revocation of the proxy from the member's email address of record will be accepted as valid.

### **3.13 Votes to Govern**

At all meetings of the Members, every question shall be determined on a show of hands, or by equivalent electronic methods when the meeting is held entirely by electronic means, by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

### **3.14 Show of Hands or Equivalent Electronic Methods**

Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, or by equivalent electronic methods when the meeting is held entirely by electronic means. A declaration of the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the motion.

### **3.15 Ballots**

For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands, or by equivalent electronic methods when the meeting is held entirely by electronic means, has been taken, the chair of the meeting, or any three (3) Members or proxyholders may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

### **3.16 Resolution in Lieu of Meeting**

Except where the Act requires a meeting of Members with respect to the matter to be voted on by the Members, a resolution in writing, signed by 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 Members. A majority vote of the Members shall be required to approve any matter that can be voted on by written resolution. A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

### **3.17 Rules of Order**

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

## **SECTION IV – DIRECTORS**

### **4.01 Number**

There shall be (9) Directors. There shall be eight elected Directors and one *ex officio* Director.

### **4.02 Qualifications**

- a) Each Director must fulfill all of the following qualifications:
  - i. is an active Member of the Congregation in good standing;
  - ii. has an active involvement within the Congregation;
  - iii. abides by the governing documents of the Congregation;
  - iv. has the power under law to contract;

- v. has not been found by a court in Canada or elsewhere to be mentally incompetent or become a mentally incompetent person at any time during **their** term as a Director: and
  - vi. does not have the status of a bankrupt or become one at any time during **their** term as a Director.
- b) The Officer of the Congregation who holds the position of immediate Past President shall be an *ex officio* Director of the Congregation, with voting privileges, and shall also meet all of the qualification requirements for an elected Director set out in Section 4.02 (a).

#### 4.03 Authority of Board of Directors

Subject to the Act and the Letters Patent, the Board shall manage or supervise the management of the activities and affairs of the Congregation.

#### 4.04 Election and Terms

- a) Subject to the provisions of this By-law, Directors shall be elected by the Members at an annual meeting; the immediate Past President shall be an *ex officio* member of the Board **with their term limited to one (1) year.**
- b) The Directors' term of office shall be three (3) years calculated from the date of the meeting at which they are elected until the third (3rd) annual meeting next following or until their successors are elected; **Where deemed necessary to maintain the intended rotation of Directors (section (c) below), the Nominating Committee may recommend terms of one (1) or two (2) years.**
- c) As much as possible, the elected Directors shall be elected and shall retire in rotation every three (3) years. At the first meeting of Members immediately after passage of this By-law, one third (1/3) of the Board shall be elected to hold office until the third annual meeting of Members next following, and one third (1/3) shall be elected to hold office until the second annual meeting of Members next following and one-third (1/3) shall be elected to hold office until the annual meeting of Members next following. Subsequently at each annual meeting of Members thereafter, members of the Board shall be elected to fill the position of those members of the Board whose term of office has expired and each Director so elected shall hold office until the end of the third meeting of Members after **their** election.
- d) The maximum **length of continuous service for an elected** Director is **six (6) years.** A Director will be eligible for re-election to the Board at the end of **their** term up to the maximum **length of continuous service** provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum **length of continuous service** on the Board, a minimum of one (1) year absence is required before eligibility for re-election to membership on the Board is restored.

#### 4.05 Consent

A Director who is elected or appointed must consent to hold office as a Director by:

- a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place,
- b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting, or
- c) by acting as a Director pursuant to such person's election or appointment.

#### 4.06 Vacation of office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, becomes disqualified to serve as Director, acquires the status of a bankrupt, becomes mentally incompetent or is convicted of any criminal offence. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as, an Officer (if it is a requirement to be a Director to hold that particular Officer position) 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. An *ex officio* Director ceases to be a Director if **they** no longer hold the immediate Past President position.

#### **4.07 Resignation**

A Director may resign from office by giving a written resignation to the President or Secretary of the Congregation and such resignation becomes effective when received by the President or Secretary or at the time specified in the resignation, whichever is later.

#### **4.08 Removal**

Subject to the Act, the Members may, by 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. A Director shall be automatically removed from **their** office if **they** no longer fulfil all of the qualifications to be a Director in Section 4.02 as determined in the sole discretion of the Board.

#### **4.09 Filling Vacancies**

Subject to Section 4.08 above and to the provisions of the Act, a vacancy on the Board may be filled by a qualified individual by resolution of a quorum of the Board. The individual so appointed shall hold office until the next Annual Meeting, at which time a person shall be elected to fill the vacancy for the remainder, if any, of the current term. If there is not a quorum of Directors, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. If a vacancy of an *ex officio* Director occurs at any time, such vacancy shall continue until the office of Past President is filled, at which time the person who holds such office will be deemed to be an *ex officio* Director.

#### **4.10 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

### **SECTION V – MEETINGS OF DIRECTORS**

#### **5.01 Place of Meetings**

Meetings of the Board may be held at the head office of the Congregation or at any other place within or outside of Canada, as the Board may determine.

#### **5.02 Calling of Meetings**

Meetings of the Board may be called by the President of the Board, the Vice-President of the Board or any two (2) Directors at any time.

#### **5.03 Notice of Meeting**

Unless sent by mail, forty-eight (48) hours notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 12.01 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the foregoing, 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.

#### **5.04 First Meeting of New Board**

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

#### **5.05 Regular Meetings**

The Board may appoint a day or days 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 and no other notice shall be required for any such regular meeting.

#### **5.06 Quorum**

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office, provided that vacancies on the Board shall not be included when establishing the requisite quorum; but in no case shall the quorum be less than 2/5 of the Board taking into account vacancies on the Board. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

#### **5.07 Participation at Meeting by Telephone or Electronic Means**

If a majority of the Directors consent, either at a Board meeting by resolution or by consents signed individually by a majority of the Directors, a meeting of the Board of Directors may be held using telephonic, electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- a) the Board of the Congregation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- b) each Director has equal access to the specific means of communication to be used,

A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A written consent pursuant to this Section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the Board and/or committees of the Board.

#### **5.08 Chairperson of the Meeting**

The chairperson of Board meetings shall be the President of the Board, or the Vice President of the Board if the President of the Board is absent or unable to act. In the event that the President of the Board and the Vice-President of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

#### **5.09 Votes to Govern**

Each Director is authorized to exercise one (1) vote. 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 chairperson of the meeting in addition to an original vote shall have a second or casting vote.

#### **5.10 Disclosure of Interest**

- a) Prohibition – Save and except where specifically permitted by law and as approved by the Board, a Director and **their** family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Congregation in which the Director or any of **their** family members has any direct or indirect personal interest, gain or benefit.
- b) Disclosure – Any Director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Congregation as described in (a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.
- c) Material Interest – Notwithstanding the provisions in this Section herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Congregation unless the direct or indirect personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase "material nature" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of "material nature" in such circumstances to be determined by the Board from time to time,

subject to the overriding compliance with the common law concerning conflict of interest of Directors as fiduciaries and the provisions of the Act.

- d) Procedure Where Disclosure – The chair of Board meetings shall request any Director who has declared a direct or indirect (i.e. through **their** family members) personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Congregation, to absent **themselves** during the discussion of and vote upon the matter, with such action being recorded in the minutes.
- e) Consequences of Contravention – In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section herein, save and except where permitted by law and approved by a resolution of a majority of the votes cast at a Board meeting, such Director shall be required to immediately resign from the Board, failing which **they** shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

#### **5.11 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Congregation.

#### **5.12 Delegation**

Subject to the Act, the Board may appoint from their number a managing Director or a committee of Directors and delegate to the managing Director or committee any of the powers of the Board.

#### **5.13 Remuneration of Officers, Agents, Employees**

The remuneration of Officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Board by resolution provided that the Board may delegate this function to an Officer or Officers of the Congregation.

### **SECTION VI – COMMITTEES**

#### **6.01 Establishment of 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, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to any Board policy or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

#### **6.02 Nominating Committee**

The Congregation shall have a nominating committee for the purpose of preparing and submitting a slate of candidates for elections at the annual meeting of Members.

- a) The nominating committee shall consist of a Chair and five (5) members.
- b) The President, in consultation with the Board, shall propose a slate of candidates for the nominating committee, all of whom must be Members of the Congregation who are qualified to vote.
- c) The Secretary shall **notify the Congregation** of the slate of candidates for the nominating committee **by mail, electronic means such as e-mail or facsimile, courier or personal delivery to each Member of the Congregation not less than ten (10) days before the meeting of Members is to take place.** Additional nominations may be submitted to the Secretary **by electronic means or** in writing provided they are seconded and have been consented to by the nominee who must be a Member qualified to vote.
- d) The members of the nominating committee shall be elected at a Meeting of Members from the slate of candidates proposed by the President and any additional nominations received by the Secretary in accordance with section 6.02 (c). The Chair of the nominating committee shall be appointed by the President in consultation with the Board.

- e) The term for members of the nominating committee shall be three years and shall begin at the end of the meeting at which they are elected and continue to the end of the third annual following their election.
- f) As much as possible, the members of the nominating committee shall be elected and shall retire in rotation every three (3) years. At the first meeting of Members immediately after passage of this By-law, one third (1/3) of the nominating committee shall be elected to hold office until the third annual meeting of Members next following, and one third (1/3) shall be elected to hold office until the second annual meeting of Members next following and one-third (1/3) shall be elected to hold office until the annual meeting of Members next following. Subsequently at each annual meeting of Members thereafter, members of the nominating committee shall be elected to fill the position of those members of the nominating committee whose term of office has expired and each member of the nominating committee so elected shall hold office until the end of the third meeting of Members after **their** election.
- g) The maximum number of terms for each member of the nominating committee is two (2) terms of three (3) years. A member of the nominating committee will be eligible for re-election to the nominating committee at the end of **their** term up to the maximum number of terms provided that such member of the nominating committee continues to meet the qualification requirements to be a member of the nominating committee. Upon the completion of the maximum term on the nominating committee, a minimum of one (1) year absence is required before eligibility for re-election to membership on the nominating committee is restored.
- h) A quorum for the transaction of business at any meeting of the nominating committee shall be a majority of the members of the committee, provided that vacancies on the committee shall not be included when establishing the requisite quorum; but in no case shall the quorum be less than 2/5 of the committee taking into account vacancies on the committee. Only those members present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.
- i) Any member of the nominating committee may be removed from the nominating committee by a resolution of the Members at a Membership meeting duly called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the nominating committee shall be filled by a qualified individual by resolution of a quorum of the Board. The individual so appointed shall hold office until the next Annual Meeting, at which time a person shall be elected to fill the vacancy for the remainder, if any, of the current term, by an election by the Members.
- j) The nominating committee shall prepare and submit a slate of candidates for the Board and the Officers and other positions that the Board determines are needed from time to time.
- k) The nominating committee shall solicit suggestions for candidates from the Members and the Lead Minister at least twelve weeks before the annual meeting of Members.
- l) The nominating committee shall consider the potential candidates' individual capabilities and willingness to serve and the need for the Board to be representative of the range of views and interests found in the Congregation. The nominating committee shall ensure that all candidates are qualified and obtain the consent of all candidates before presenting their names to the Congregation.
- m) **The Secretary, on behalf of the Nominating Committee, shall notify the Congregation by mail, electronic means such as e-mail or facsimile, courier or personal delivery to each Member of the Congregation not less than ten (10) days before the meeting of Members is to take place,** the slate of candidates for the Board and Officer positions and their biographical data.
- n) If requested by the President, the nominating committee will make recommendations for Committee Chairs.

## **SECTION VII – MINISTERS**

### **7.01 Definition and Duties of the Lead Minister**

The Lead Minister shall be the primary spiritual overseer of the Congregation and shall be deemed by virtue of **their** position to be a Member of the Congregation, which Membership shall terminate upon termination of **their** position as Lead Minister. If the Congregation calls two Co-Lead Ministers to the position of Lead Minister, they

shall be co-equal, and their duties and rights identical to those of a Lead Minister. The duties and rights of the Lead Minister shall be as follows:

- a) to provide spiritual leadership for the Congregation and to work in co-operation with the Board of Directors in implementing such spiritual leadership;
- b) to work in conjunction with the Board of Directors in formulating and recommending Board Policies and By-law Policies to the Congregation as may be necessary from time to time;
- c) to exercise general supervisory authority over all staff members of the Congregation;
- d) to be in full agreement with, uphold and be subject to the Governing Documents of the Congregation and the duty to uphold the teachings of the Congregation as set out in the Governing Documents of the Congregation;
- e) to be an *ex officio* member without power to vote (or appoint a designate without power to vote) on all Committees of the Congregation, with the exception of the Board of Directors; and
- f) to receive notification and minutes of all meetings of the Board of Directors, to be present and fully participate at all such meetings, provided that, except where permitted by law, the Lead Minister shall not be a Director nor have a vote thereon and shall not be present when the Board of Directors is discussing **their** position, salary or benefits, but may in the discretion of the Board be present when the Board of Directors is discussing other aspects of **their** position.

#### **7.02 Definition and Duties of Additional Ministers**

Additional Ministers may be appointed by the Board for the purpose of undertaking such ministries as the Lead Minister and the Board determines are necessary for the Congregation. An additional Minister by virtue of **their** position shall be deemed to be a Member of the Congregation, which Membership shall terminate upon termination of **their** position as Minister. Additional Ministers may be removed by the Board. The duties and rights of an additional Minister shall be as follows:

- a) to fulfill the ministry description established for **their** position by the Board;
- b) to provide spiritual leadership to the Congregation and to work in conjunction with the Lead Minister and the Directors in implementing such spiritual leadership;
- c) to work in conjunction with the Lead Minister and the Directors in formulating and recommending Board Policies and By-law Policies to the Congregation as may be necessary from time to time;
- d) to be in full agreement with, uphold, and be subject to the Governing Documents of the Congregation and the duty to uphold the teachings of the Congregation as set out in the Governing Documents of the Congregation;
- e) to be subject to the authority and direction of the Lead Minister; and
- f) to receive notification and minutes of all meetings of the Board of Directors, to be present and fully participate at all such meetings, provided that the Minister shall not be a Director nor have a vote thereon and shall not be present when the Board of Directors is discussing **their** position, salary or benefits, but may in the discretion of the Board be present when the Board of Directors is discussing other aspects of **their** position.

#### **7.03 The Calling of Ministers**

- a) Establishment of Ministerial Search Committee – Whenever a vacancy in the position of Lead Minister occurs a Search Committee will be established by the Board and the new Lead Minister will be called by the Members of the Congregation in accordance with a process established by Board policy. The Board policy shall include a provision that the Lead Minister must be called by a resolution passed by at least a majority of the votes cast at a Meeting of Members duly called for the purpose of calling the Lead Minister.

#### **7.04 Removal of Lead Minister**

- a) A Lead Minister may be removed from **their** position for any reason upon a resolution passed by a majority of the votes cast at a Meeting of Members duly called for the purpose of authorizing the removal of the Minister.

- b) Nothing contained in the said procedure shall preclude the Lead Minister from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Congregation and the Lead Minister concerning the amount of notice or monetary settlement, if any, that is appropriate, or the manner in which the Lead Minister has been removed, then before any legal action is commenced the matter shall first be referred to a person mutually acceptable to the Congregation and the Lead Minister to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a faithful witness to the Congregation and the community at large.
- c) The removal of the Lead Minister from the Congregation shall be deemed to constitute **their** removal as a Member of the Congregation, and where applicable, as an *ex officio* member on all Committees.

## **SECTION VIII – OFFICERS**

### **8.01 Election**

The Officers of the Congregation shall be the President, the Vice-President, Secretary, and Treasurer. All Officers shall be Members of the Congregation and elected by the Members at an annual meeting of the Congregation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

### **8.02 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the Officers of the Congregation, shall have the following duties and powers associated therewith;

- a) President – The President of the Board shall be a Director. The President of the Board shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- b) Vice-President – The Vice-President of the Board shall be a Director. If the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- c) Secretary - The Secretary, when in attendance, shall be the secretary of all meetings of the Board, Members and committees of the Board and, whether or not the Secretary attends, the Secretary shall enter or cause to be entered in the Congregation'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 auditor and members of committees; the Secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Congregation.
- d) Treasurer - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Congregation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Congregation.

The duties of all other Officers of the Congregation shall be such as the terms of their engagement call for or the Board requires of them.

### **8.03 Term of Office**

- a) Officers shall hold their position for a period of one (1) year calculated from the date of the meeting at which they are elected until the first annual meeting next following or until their successors are elected.
- b) Officers may be re-elected to the same Officer position, normally for up to two (2) terms. The permissible number of consecutive one-year terms in the same Officer position maybe extended to a maximum of four (4) such terms where the Members believe that such an extension is warranted and beneficial. Upon the completion of the maximum term for the same Officer position, a minimum of one (1) year absence is required before eligibility for re-election to the same Officer position is restored.



#### **8.04 Vacancy in Office**

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

- a) the expiry of the then current term of office;
- b) the Officer's successor being appointed;
- c) the Officer's resignation;
- d) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- e) such Officer's death,

Whichever shall first occur. If the office of any Officer of the Congregation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

#### **8.05 Remuneration of Officers**

The remuneration of all Officers appointed or elected by the Board shall be determined from time to time by resolution of the Board except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

#### **8.06 Agents and Attorneys**

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Congregation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

#### **8.07 Disclosure (Conflict of Interest)**

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Congregation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws.

### **SECTION IX – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **9.01 Limitation of Liability**

Except as otherwise provided in the Act, no Director or Officer for the time being of the Congregation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Congregation through the insufficiency or deficiency of title to any property acquired by the Congregation or for or on behalf of the Congregation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Congregation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Congregation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

#### **9.02 Indemnity of Directors and Officers**

Subject to the Act, the Congregation shall indemnify a Director or Officer of the Congregation, a former Director or Officer of the Congregation or another individual who acts or acted at the Congregation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Congregation or other entity if,

- a) they acted honestly and in good faith with a view to the best interests of the Congregation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Congregation's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Congregation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

### **9.03 Insurance**

The Congregation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Congregation pursuant to the immediately preceding Section, provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of Directors and Officers liability insurance.

### **9.04 Advances**

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Congregation is liable to indemnify a Director or Officer pursuant to this By-law, the Congregation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Congregation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

## **SECTION X – FINANCIAL MATTERS**

### **10.01 Fiscal Year**

Unless otherwise changed by resolution of the Board, the fiscal year end of the Congregation shall be the 31st day of December in each year.

### **10.02 Banking**

The banking business of the Congregation 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 may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by any two (2) Officers of the Congregation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **10.03 Auditors**

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Congregation for report to Members to hold office until the next following annual meeting provided, however, the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor may not be a Director, Officer or employee of the Congregation, unless the consent of all Members has been obtained.

### **10.04 Borrowing**

- a) Borrowing Authority – Subject to the limitations set out in the Act, the Letters Patent of the Congregation and this By-law, the Board may:
  - i. borrow money on the credit of the Congregation;
  - ii. issue, sell or pledge securities of the Congregation; or
  - iii. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Congregation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Congregation.

- b) **Authorization** – From time to time, the Board may authorize any Director or Officer or other persons of the Congregation 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 Congregation.

**10.05 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Congregation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, 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 thereto.

**10.06 Real Property**

The purchase, sale, conveyance, exchange, mortgage or encumbrance of any real property of the Congregation must be approved by two thirds (2/3) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative seventy-five (75%) percent of the votes cast at a Members meeting duly called for the purpose of considering the purchase, sale, conveyance, exchange, mortgage or encumbrance of any real property of the Congregation.

**10.07 Approval of Members for Certain Financing**

The Board, prior to making an application for a loan in excess of \$100,000.00 from any source or incurring indebtedness on a purchase plan, shall obtain the approval of the Members to the proposed loan by a resolution passed by a majority of the votes cast by the Members at a duly called Membership Meeting.

**SECTION XI – ADMINISTRATIVE MATTERS**

**11.01 Registered Office**

The head office of the Congregation shall be in the City of Ottawa.

**11.02 Corporate Seal**

Until changed in accordance with the Act, the seal, an impression of which is stamped in the margin hereof, shall be the seal of the Congregation.

**11.03 Board Policies**

The Board may adopt, amend, or repeal by resolution such board policies that are not inconsistent with By-laws of the Congregation relating to the management and operation of the Congregation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**11.04 By-law Policies**

The Board may, from time to time, prescribe, amend or repeal By-law policies which deal with matters that the Members or the Board considers necessary to require the approval of Members. By-law policies may be prescribed, amended or repealed by resolution of the Board, but any such By-law policy, amendment thereto or repeal thereof, shall have force and effect only after it has been confirmed by two-thirds (2/3rds) of the votes cast by the Members present and voting at a meeting called for that purpose.

**SECTION XII – NOTICES**

**12.01 Method of Giving Notices**

Any notice, communication or other document required to be given by the Congregation to a Member, Director, Officer, or auditor of the Congregation pursuant to the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given to such person if:

- a) delivered personally, in which case it shall be deemed to have been given when so delivered,

- b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- d) delivered to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Congregation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary.

#### **12.02 Computation of Time**

Where 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.

#### **12.03 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, 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, provided that no Member objects in writing to the chairperson of the Board of such omission or irregularity within thirty (30) days after the date of such meeting.

#### **12.04 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for 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.

### **SECTION XIII – AMENDMENTS**

#### **13.01 Amendment of Letters Patent**

The Act notwithstanding, the Letters Patent of the Congregation may only be amended by two-thirds (2/3) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative seventy-five percent (75%) of the votes cast at a Members' meeting duly called for the purpose of considering the said amendment, provided that the notice shall state the proposed amendment and the purpose thereof.

#### **13.02 Amendment of By-laws**

The Board may from time to time enact By-laws relating in any way to the Congregation or to the conduct of its affairs, including but not limited to, By-laws providing for applications for Supplementary Letters Patent, and may from time to time by By-law amend, repeal, or re-enact the By-law but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering same.

### **SECTION XIV – TRANSITIONAL BY-LAW PROVISIONS**

#### **14.01 Effective Date of General Operating By-law**

This By-law, after enactment by the Board of Directors, shall be effective upon confirmation by the Members.

#### **14.02 Membership**

Upon this By-law coming into effect, all Members of the Congregation at the time when this By-law comes into effect who have been admitted into Membership in accordance with the terms of section 2.01 of **General**

**Operating By-law No. 8** shall continue to be Members of the Congregation in accordance with the terms of this By-law.

**14.03 Board of Directors**

- a) After the approval of this By-law by the Members of the Corporation, the Directors then in office at the time when this By-law comes into effect shall continue to remain in office until their successors are elected in accordance with this By-law.
- b) Prior to this By-law coming into effect, a Membership meeting shall be held whereby new Directors shall be elected in accordance with the provisions of this By-law to take effect once this By-law has come into effect. In the event that a Membership meeting is not held prior to this By-law coming into effect to elect new Directors, the Directors then in office at the time when this By-law comes into effect shall continue to remain in office until the earlier of the first annual Meeting of Members after the coming into force of this By-law or any special Meeting of Members to be held prior to the said first annual Meeting of Members, whereby new Directors shall be elected in accordance with the provisions of this By-law.

**14.04 Officers**

- a) After the approval of this By-law by the Members of the Corporation, the Officers then in office at the time when this By-law comes into effect shall continue to remain in office until their successors are elected or appointed in accordance with this By-law.

**SECTION XV – IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

**15.01 Repeal of Former General Operating By-law :**

- a) General Operating By-law No. 1 and By-laws No. 2, 3, 5, 6 and 7 were repealed and replaced by General Operating By-law No. 8. General Operating By-law No. 8 is renamed and replaced by this General Operating By-law herein effective upon the enactment of this By-law at the time of confirmation by the Members.
- b) The said repeal of By-laws No. 1, 2, 3, 5, 6 and 7, and the renaming of General Operating By-law No. 8, shall not affect the previous operations of such By-laws so repealed or renamed, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to their repeal or renaming. All Directors, Officers and Persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' Resolutions, with continuing effect, passed under such repealed or renamed By-laws, shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Congregation the **23<sup>rd</sup> day of March, 2022**

\_\_\_\_\_  
Lisa Sharp  
President

\_\_\_\_\_  
Amy Berube  
a/Secretary

CONFIRMED by the Members of the Congregation this **1<sup>st</sup> day of May, 2022**

\_\_\_\_\_  
Amy Berube  
Secretary