

# BY-LAWS of GRAND RIVER UNITARIAN CONGREGATION

(Approved at the February 23, 2020 Annual General Meeting)

(Updated at the November 15, 2020 Special Meeting of the Members)

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# Grand River Unitarian Congregation By-Laws

## 1

### 1.01 The Leading Principles

The leading principle of this Congregation shall be a free and responsible search for truth and meaning. Members of the Congregation, while free to hold diverse beliefs concerning the nature of God, Humanity and the Universe, are each committed to personal integrity, the use of critical enquiry, the democratic method in human relations and the obligation to work together with love for the greater good of all.

This Congregation affirms and promotes the inherent worth and dignity of every person. In granting Membership, in its programming, its hiring practices and the calling of religious professionals the Congregation shall not discriminate against any person because of their race, ancestry, place of origin, gender identification, colour, ethnic origin, citizenship, sexual orientation, marital status, or disability.

### 1.02 Denominational Affiliations

The Congregation shall be a Member of the Canadian Unitarian Council.

## 2

### 2.01 Head Office

The Head Office of the Congregation shall be in the Region of Waterloo, Ontario and shall be at such place in the region as the Trustees of the Congregation may from time to time declare.

### 2.02 Administration of the Congregation

The affairs of the Congregation shall be managed by a Board of seven elected Trustees of whom two shall be officers. The two officers shall be the President and the Vice President.

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Congregation except where the by-laws or statute of law expressly direct that they be done by the Congregation at a Meeting of Members of the Congregation.

## 3

### 3.01 Membership

#### i. Qualifications

Any person, who is in sympathy with the Leading Principles of the Congregation as set forth in Article 1-01, may become a Member of the Congregation upon signing the roll in the Membership Book of the Congregation, in the presence of the Minister or the President of the Congregation, and a Board member or a member designated by the Board. Members are required to make a financial contribution each calendar year.

#### ii. Voting Rights

Any Member of the Congregation shall be eligible to vote at a Meeting of Members only if (a) the Member has attained the age of sixteen (16) years, and (b) the Member has been a Member of the Congregation for at least thirty (30) days prior to the date of the Meeting of Members, and (c) an

identifiable financial contribution for the support of the Congregation has been made, on their behalf, during the current or immediately preceding calendar year.

iii. Termination of Membership

Any person having become a Member shall continue to be a Member until:

- a. he or she gives notice of resignation to the Board by informing the Minister, a Board member, or an individual designated by the Board

OR

- b. no identifiable financial contribution has been made on his or her behalf during the current or previous calendar year at least one month before the date of the Annual General Meeting, and due notice has been provided to the member.

OR

- c. he or she has Membership terminated by the Board for cause, as determined by a vote of two-thirds of the Board, provided that the Member has the right to appear before the Board and the right of appeal to a Meeting of the Members,

OR

- d. he or she is deceased.

iv. Restoration of Membership.

Any person whose Membership has lapsed under paragraph (iii)(a) or (iii)(b) of Article 3-01 may upon application and upon making an identifiable financial contribution be restored to voting Membership with appropriate privileges. Any person whose Membership has been terminated under paragraph (iii)(c) of Article 3-01 may upon application to and approval by the Board and upon making an identifiable financial contribution, be restored to voting Membership with appropriate privileges.

v. Public Statements

Any member of the Congregation who makes a public statement should ensure that it is expressed as a personal opinion and not as the opinion of the Congregation, unless authorized to do so in advance by the Board or the Congregation.

### 3.02 Board of Trustees

For purposes of this Article, a year is defined as the period between one Annual General Meeting and the following one.

i. Qualification

At the time of being elected or appointed, and throughout the term of office, each Trustee must be a voting Member of the Congregation. Each Trustee must be at least eighteen years of age.

An individual shall not be eligible to be elected or appointed to the Board if it would result in their serving as a Trustee for more than 6 of 8 consecutive years at any point during their term.

ii. Election of Trustees.

At each Annual General Meeting, an election shall be held to fill all vacancies on the Board.

A Trustee so elected shall begin their term after the adjournment of the Meeting at which they were elected.

iii. Declaring a vacancy on the Board of Trustees.

The office of a Trustee shall be declared vacant

- a. if the Trustee ceases to be a voting Member of the Congregation,
- b. if, by notice in writing to the Board or to the Congregation, the Trustee resigns from that office,
- c. if the Trustee is absent from three consecutive Meetings of the Board, and if a resolution declaring the office of the said Trustee vacant is passed by the Board at a Meeting duly called with at least three weeks prior notice given to all Trustees that the Board is considering such a resolution, or
- d. if the Trustee is dismissed from office by resolution of a Meeting of the Congregation convened for this purpose.

iv. Appointment of a Trustee due to a vacancy on the Board of Trustees.

Following the creation of a vacancy, the remaining Members of the Board, if they constitute a quorum may, by resolution, appoint a duly qualified person to fill that vacancy until the next Annual General Meeting.

v. Election of Officers.

Officers shall be elected annually from amongst the Trustees by resolution of the Board at the next Meeting of the Board following the Annual General Meeting or within one month of the Annual General Meeting. No person is eligible to be or shall act as an officer while the spouse, parent or child (as defined by Part I for the meaning of parent and child and Part III for the meaning of spouse, of the Family Law Act, R.S.O. Chapter F.3), of such person is an officer.

vi. Term of Office

A Member is elected to serve as a Trustee on the Board until the end of the second Annual General Meeting following the one at which they were elected.

vii. Duties of Trustees.

It shall be the duty of Trustees in their individual capacities and collectively as a Board to aid the Congregation and the Minister in the conduct of Congregational observances and activities and at all times to promote and to maintain the Leading Principles of the Congregation as set forth in Article 1.01.

Additionally, it shall be the duty of Trustees in their individual capacities and collectively as a Board to, themselves or via someone directed by the Board:

- Have the care and custody of all the funds and securities of the Congregation, and be responsible for depositing the same in such depository as the Board shall direct.
- Keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Congregation in proper books of account, and submit these annually for a review engagement as elected by the Members.
- Be responsible for the disbursement of the funds of the Congregation under the direction of the Board and render to the Board at their regular Meetings, or on other occasions when necessary, an account of all receipts and disbursements, and of the financial position of the Congregation.
- Ensure that the signing authority is updated as needed within sixty (60) days of any change.

In addition, they shall keep or cause to be kept

- A copy of the Letters Patent incorporating the Congregation and of any Supplementary Letters Patent, and of all by-laws of the Congregation.
- The Membership Book for the Congregation.
- A list of current Members in alphabetical order, as well as their addresses and telephone numbers as far as this can be ascertained.
- A list of the names and addresses of all persons who are or have been within the previous seven years Trustees of the Congregation, as well as the several dates at which they became or ceased to be a Trustee.
- The Manual of Policies and Procedures.
- The Minutes of all Meetings of the Board, and of all Annual or Special Meetings of the Members.

a. Signing Authority

Four trustees of the Board will have signing authority at the banking institution, the 2 officers plus 2 additional trustees as designated by the Board.

b. The President

The President shall be the chief executive officer of the Congregation and shall, if present, preside at all Meetings of the Board and of the Members. The President shall sign all instruments which require such signature, and shall have such other powers and duties as may, from time to time, be assigned by the Board.

The President shall not be a member of the Nominating Committee nor the Committee on Ministry. The President shall be an ex-officio non-voting member of all other Committees, unless deemed otherwise by the Board.

c. The Vice President

During the absence or inability of the President, the duties and powers of the President may be exercised by the Vice President.

viii. Meetings of the Board.

- a. Five (5) Trustees shall form a quorum for the transaction of business. Except as otherwise provided by law, the Board may hold its Meetings at such times or places as it may from time to time determine.
- b. Meetings of the Board may be formally called by the President or Vice President, or jointly by two other Trustees. Notice of such Meetings shall be given to each Trustee not less than two days before the Meeting is to take place. The Board may appoint a day or days in any month for regular Meetings at an hour to be named, and no notice need be given for such regular Meetings. A Meeting of the Board may be held without notice immediately following the Annual General Meeting of the Members.
- c. No inadvertent error or omission in giving notice of a Meeting of the Board shall invalidate such Meeting or make void any proceedings of such Meeting, and any Trustee may at any time waive notice of such Meeting and may ratify and approve of any proceedings of such Meeting.

- d. Between Meetings of the Board, motions may be deemed passed if they are approved by a majority of Trustees. Motions passed in this manner shall be reported and recorded at the next Meeting of the Board. This power is intended only for unforeseen situations that must be addressed prior to the next Meeting of the Board.
  - e. Board meetings are normally open to Members of the Congregation. The Board may hold closed meetings as needed to discuss personnel issues or to receive legal advice. Congregation Members who are not Board members may attend Board meetings as observers. Minutes of Board meetings shall be made available to the Congregational Membership.
- ix. Indemnities and Protection of Trustees, Officers and Others
- a. The Congregation shall indemnify any person who is or was an employee, agent, representative, or member of the Board of Trustees against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the congregation to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.
  - b. The Congregation shall maintain liability insurance for Trustees, employees, and volunteers.
- x. Duty to Avoid Conflict-of-Interest
- a. Trustees shall avoid conflicts of interest. A conflict of interest arises when a director or trustee has a financial interest in the result of a decision made by the congregation.
  - b. Trustees must also avoid the appearance of conflict of interest. A trustee should not transact business with the congregation or accept any financial benefit from the congregation.
  - c. The Congregation shall not pay a Trustee to act in the capacity of a Trustee. A Trustee shall not be paid by the Congregation for services provided in any other capacity. The Congregation can, however, reimburse a Trustee for reasonable expenses.

### 3.03 The Minister

- i. Duties of the Minister
  - a. The Minister of the Congregation shall strive to inspire and serve the Members in accordance with the Leading Principles of the Congregation as set forth in Article 1-01.
  - b. The Minister shall be an ex-officio non-voting Member of the Board of Trustees.
  - c. The Minister shall be an ex-officio non-voting member of all Committees with the following exceptions:
    - The Minister shall not be a member of the Nominating Committee, but shall play a consultative role to that Committee.
    - The Minister shall be a voting member of the Lay Chaplaincy Committee.

- The Board of Trustees at its discretion, and with the agreement of the Minister, may make the Minister a full voting member of other Committees not mentioned in this Article (3-03)(i)(c).

- d. The Minister shall strive to fulfill a supportive and facilitating role and shall assist the Board, the Members and their Committees to achieve objectives which have been mutually agreed upon.
- e. The Minister shall respect and foster the strong lay leadership of the Congregation in all dealings with the Board, with Committees and with the Members.
- f. The Minister shall be expected to attend, unless otherwise arranged, all Meetings of the Board of Trustees.

ii. Ministerial Search

- a. In the event that the Congregation is seeking a Settled Minister, the special Nominating Committee shall nominate candidates for a Ministerial Search Committee. The slate of candidates shall be voted on at a Meeting of the Members called for such purpose. Rules and procedures for the operation of the Ministerial Search Committee shall be approved at the Meeting of the Members.
- b. In the event that the Congregation is seeking an Interim Minister, the Board of Trustees shall appoint a Hiring Committee. That Hiring Committee shall interview one or more candidates and make a recommendation to the Board. The Board of Trustees shall make the final decision regarding the hiring of an Interim Minister. The Hiring Committee shall negotiate the initial job description and employment contract with the candidate and present both to the Board for approval. Any individual Interim Minister may not be employed by the Congregation for a period exceeding three years.

iii. Call of the Minister

A settled Minister of the Congregation shall be called by an eighty percent (80%) affirmative vote of the qualified Members who voted at a Meeting of the Members duly called for the purpose of calling a Minister. A quorum for this Meeting only shall be forty percent (40%) or more of the Members of the Congregation qualified to vote.

iv. Resignation and Removal of the Minister

The Minister may resign upon three months' notice in writing given to an Officer of the Congregation. The Minister may be removed at three months' notice by a two-thirds affirmative vote of the qualified Members who voted at a Meeting of the Members convened for that purpose. A quorum for this Meeting only shall be forty percent (40%) or more of the Members of the Congregation qualified to vote.

v. Minister Emeritus

The Congregation may name a retired or retiring Minister as Minister Emeritus by passing a motion at a Meeting of Members.

vi. Committee on Ministry.

There shall be a Committee on Ministry to facilitate ministry of the Congregation in its broadest sense. It shall serve in an interpretative role between the Congregation and the Minister. The terms of reference

and the composition of the Committee on Ministry shall be determined by agreement between the Minister and the Board of Trustees.

vii. Freedom of the Pulpit.

The Congregation affirms the freedom of the pulpit as a fundamental premise of our Unitarian Universalism and of this Congregation.

### 3.04 Lay Chaplains

i. Authority under which Lay Chaplains may be appointed

Under the provisions of the Lay Chaplaincy Programme established by the Canadian Unitarian Council, the Congregation may appoint one or more of its Members to be Lay Chaplains. The appointment is subject to the approval of the Canadian Unitarian Council and the Province of Ontario in order that a license to officiate at marriages may be issued.

ii. Lay Chaplaincy Committee

The Board of Trustees shall appoint a Lay Chaplaincy Committee which oversees the work of the Lay Chaplains and ensures that Canadian Unitarian Council policies are followed and guidelines are respected. Members of the Lay Chaplaincy Committee shall include the Committee Chairperson, the Minister, and the Lay Chaplains. Additional members may be appointed, but all Committee Members must be Members of the Congregation. The Committee Chairperson must be ratified by the Board and must not be a Lay Chaplain. All committee members have voting privileges, but Lay Chaplains must abstain from voting on remuneration and contractual decisions. Terms of reference of the Lay Chaplaincy Committee shall be approved by the Board and kept in the Manual of Policies and Procedures.

iii. Duties of the Lay Chaplain

A Lay Chaplain is authorized to officiate at marriages, services of union, funeral and memorial services, and ceremonies of child dedication. Records of all such marriages and services of union performed shall be recorded in the Marriage Register. A Lay Chaplain is not permitted to serve on the Board of Trustees.

iv. Appointment of a Lay Chaplain

A Lay Chaplain shall be appointed by the Board and this appointment shall be subject to ratification by the Congregation at an Annual General Meeting or at a Special Meeting of Members called for this purpose. Further details of the duties of a Lay Chaplain are recorded in the contract of the Lay Chaplain.

Appointment of the candidate shall require the approval of two-thirds of the qualified Members who voted on the motion.

The appointment shall be reconfirmed and reviewed at each Annual General Meeting of the Congregation.

v. Termination of Appointment

The appointment may be terminated at any time by mutual consent of a Lay Chaplain and the Congregation.

A Lay Chaplain's appointment may also be terminated by a majority vote of the qualified Members who voted at a Special Meeting of the Members called for that purpose.



A Lay Chaplain may serve for a maximum of six years.

### 3.05 Other Employees

The Congregation may employ other persons, such as a Director of Religious Education, Office Administrator, and Music Director. A job description and the terms of reference for employees may be found in the Manual of Policies and Procedures.

### 3.06 Notice to Reader Review

At each Annual General Meeting, the Board shall make a recommendation of one or more persons to perform a notice to reader review, and an election shall be held to appoint one or more persons responsible for performing the review until the end of the next Annual General Meeting and thereafter until they resign or their successors are duly elected. The person(s) appointed to perform a review shall have unrestricted access to all books of account and other related records of the Congregation at any time. A financial statement shall be presented to each Annual General Meeting for the preceding financial period.

### 3.07 The Nominating Committee

- i. No later than four months preceding the Annual General Meeting, a Nominating Committee, chaired by a past Board Member and composed of not fewer than three Members, including the Chairperson, selected from the Members of the Congregation, shall be appointed by the Board for the purpose of nominating a slate of candidates for the Board. The term of the Nominating Committee shall be from the date of its appointment by the Board until the end of the next Annual General Meeting.
- ii. When choosing members of the Nominating Committee the Board shall, if possible, choose one (1) or more of the members of the previous year's Nominating Committee to serve for a second year. No member of the Nominating Committee shall serve for more than two (2) consecutive years, nor shall be eligible to serve again on the Nominating Committee until the second Annual General Meeting following completion of the most recent term served. When the Nominating Committee is formed it will advertise to the membership the number of nominees it is seeking, any special skills needed, requirements and duties of the position, and information on who interested parties should contact.
- iii. Prior to the next Annual General Meeting the Nominating Committee shall nominate a number of candidates equal to the number of positions to be filled on the Board, and shall publish the list of nominees in writing to each Member two months before the Annual General Meeting. At the same time the Nominating Committee shall publish to each Member information on the option of independent nomination. (See article 3-07 (iv).)
- iv. Voting Members may also gain independent nomination for Board positions by presenting a written application with the sponsorship of a minimum of 5 Members of the Congregation one month prior to the Annual General Meeting. This process does not preclude additional nominations for Board positions being made by voting Members of the Congregation during the Annual General Meeting. A list of all candidates, both nominated by the committee and nominated independently, will be published together at this time.
- v. All candidates for office nominated by the Nominating Committee or through the independent nomination process (see article 3-07 (iv)) shall provide a short biography and answers to a set of questions from the Nominating Committee regarding their visions and

- goals for the Congregation, to be published in the Annual Report. To be nominated at the Annual General Meeting, a Member of the Congregation must be present at the meeting and indicate that they accept the nomination orally during the Annual General Meeting.
- vi. In the event that there are more candidates for Board positions than there are open positions, the ballot shall present all candidates in one list, and Members shall be instructed to select a number equal to the number of open positions.
  - vii. Notwithstanding paragraph 3-07 (i), in the event that the Congregation is seeking a Settled Minister, the Board shall appoint a special Nominating Committee to nominate a slate of candidates for a Ministerial Search Committee. The term of this Nominating Committee shall be from the date of its appointment by the Board until the end of the Meeting of the Members called to ratify the slate. (See Article 3-03(ii) (a).)

## 4.0

### 4.01 Meetings of Members

#### i. Annual General Meeting.

The Annual General Meeting of the Members of the Congregation shall be held at the Head Office, or elsewhere within the Region of Waterloo, on a date in each year as the Board may by resolution determine, normally on or before the second Sunday of February.

#### ii. Special Meetings.

Other Meetings of the Members may be convened by order of the President or of the Board at any time and at any place within the Region of Waterloo.

The President shall without discretion call a Meeting of the Members as soon as proper notice can be given, upon receipt at the Head Office of the Congregation of a petition, which is signed by at least ten percent (10%) of the Members of the Congregation who are qualified to vote, and which requires a Meeting of the Members, and which states the business proposed to be transacted at such Meeting.

#### iii. Online Meetings.

In exceptional circumstances, the Board may decide, by resolution, that a Special Meeting or Annual General Meeting be held online, provided that an access mechanism, such as telephone dial-in, be made available for those who cannot access the necessary online technology. In the enabling resolution for an online Special Meeting or Annual General Meeting, or in supporting documentation, the Board must explain the exceptional circumstances which necessitate an online meeting format over an in-person meeting, and the mechanisms by which members without online access may participate in the meeting. No more than two consecutive Annual General Meetings may be held online.

#### iv. Notice of Meeting of Members.

A notice stating the date, hour and place of any Meeting of the Members shall be served to each Member of the Congregation either personally, or through postal or electronic mail. Notice must be delivered or postmarked not less than ten (10) days nor more than forty-two (42) days (exclusive of the day of mailing, but inclusive of the day for which notice is being given) before the date of the Meeting.

Postal or electronic mail shall be sent to the address of each Member as it appears in the books of the Congregation or, if no address is given there, then to the last address of the Member known to the Board.

In addition to the foregoing printed notice, oral notice of the Meeting and the business proposed to be transacted at it shall be announced at religious services of the Congregation on the two Sundays immediately preceding the date set for the Meeting of the Members.

v. Omission of Notice

Providing that oral notice of the Meeting has been given, the accidental omission of written notice of any Meeting, or the non-receipt of written notice by a Member or Members shall not invalidate any resolution passed or any proceedings taken at any Meeting of the Members.

vi. Quorum

A quorum for any Meeting of Members shall be thirty percent (30%) or more of the Members of the Congregation qualified to vote.

vii. Voting at Meetings

At every Meeting of the Members each qualified Member of the Congregation present shall be entitled to one vote on any question. The manner of voting shall be at the discretion of the President. However, if the meeting is held in person and any Member or Members so demand, a written ballot shall be taken. If the meeting is held online, voting must be secure and accessible to all attendees, and, if any Member or Members so demand from the Board 30 days in advance of the meeting, must be held in a manner that allows as few attendees as possible to ascertain individual votes of Members.

Unless the by-laws provide otherwise, a resolution shall be passed if it receives the affirmative vote of a majority of the qualified Members who vote on the resolution. If a greater than fifty percent majority is desired, a motion declaring the precise majority that is required shall be voted on prior to voting on the main resolution.

The President shall not be entitled to vote unless one vote would directly change the result of the ballot; then the President shall be entitled to one vote.

At any Meeting unless a written ballot is demanded by a Member qualified to vote, a declaration by the Chairperson that a resolution has been carried, or carried unanimously or by any particular majority, or lost or not carried by a particular majority shall be conclusive evidence of the fact.

In the absence of the President and the Vice President, the Members entitled to vote shall choose another Trustee as Chairperson of the Meeting and if no Trustee is present or if all the Trustees present decline to take the chair, then the Members present shall choose one of their number to be Chairperson of the Meeting.

With the consent of the Chairperson and the majority of Members present, some other person may be appointed Chairperson of the Meeting for a limited period or for the balance of the Meeting.

If at any Meeting, a written ballot is demanded on the election of the Chairperson or on the question of adjournment, it shall be taken forthwith without discussion.

viii. Proxies

Votes at a Meeting of Members shall be given personally. There shall be no proxies.

ix. Advance Polls

At the Board's discretion advance polls may be held prior to a Meeting of Members, to vote on a specific motion. The wording of the motion and the time and location of the advance polls shall be published in the written notice that is sent to Members of the Congregation to announce the Meeting of the Members. The wording of the motion cannot be amended at the Meeting of the Members. The Meeting of the Members must still obtain a quorum of Members in attendance at the Meeting.

x. Referenda

A Referendum on any question may be initiated as the result of a resolution to this effect being passed by a majority vote at any Meeting of the Members where there is a quorum. The resolution must specify the motion to be decided by the referendum, the percentage of votes needed for the Referendum question to pass, the time period over which Referendum voting is to take place, the locations where Referendum voting is to take place, the allowable methods for voting, and the voting system or tabulating method to be used to determine the outcome. Any terms or criteria regarding the Referendum which are not specified in the Resolution may be specified or interpreted by the Board, which shall serve as a neutral committee to oversee and implement the referendum. Nothing in this section shall preclude a Trustee from exercising their rights in a personal capacity as a member, regarding the referendum.

#### 4.02 Dissolution

If this Congregation ceases to function and the Members vote to disband, any assets after payment of all just debts of the Congregation shall be transferred to the Canadian Unitarian Council for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

#### 4.03 Financial Matters

i. Reserve Funds and Investments,

The Board of Trustees may from time to time set aside such sums as it deems fit as a reserve fund to meet contingencies: for repairing, improving or maintaining any of the property of the Congregation; for replacing wasting assets; for forming an insurance or pension fund; and for any such other purposes as the Board shall in its absolute discretion think conducive to the interests of the Congregation. The Board may also invest the several sums set aside, or any other funds or monies not immediately required for the purposes of the Congregation, in such investments as it may think fit; and from time to time deal with and vary such investments and dispose of all or any part thereof, other than the building, for the benefit of the Congregation and may divide the reserve fund into such special funds as it may think fit, with full power to employ the assets of the Congregation, other than the building, without being bound to keep the assets separate from other assets.

The Board may not use a building or real estate owned by the Congregation as security for a loan to finance anything other than the purchase of the said real estate or building.

ii. Fiscal Year.

The fiscal year of the Congregation shall terminate on the 31st of December in each year.

iii. Authority to Enter into Contracts.

Any member of the Congregation may be appointed by a committee to act as their representative during contract negotiations, including reaching final agreement verbally or by email, so long as all of the conditions below are met:

- a. The total contractual cost of the commitment is being charged against that committee's budget.
- b. The total annual contractual cost of the commitment is within the committee's unallocated annual budget.
- c. The total contractual cost of the commitment has been pre-approved by the committee, as well as any terms for cancellation of the commitment.
- d. The contract terms are no longer than one (1) year.

iv. Authority to Sign Contracts

All contracts shall be signed according to the following criteria:

- a. If the total contractual cost of the commitment does not exceed \$1,000, the contract shall be signed by any one of the four Board members with Signing Authority of the Congregation.
- b. If the total contractual cost of the commitment exceeds \$1,000, the contract shall be signed by any two of the four Board members with Signing Authority of the Congregation.

v. Cheques, and other Drafts or Orders for the Payment of Money.

All cheques, drafts or other orders for the payment of money shall be signed by any two of the four officers of the Congregation and in such manner as the Board of Trustees may from time to time designate.

vi. Limitation of Authority of the Trustees.

Without the prior approval at a Meeting of Members duly called for the purpose, the Board or any Trustee or officer of the Congregation shall not be authorized or empowered on behalf of the Congregation:

- a. to purchase, sell or mortgage land or buildings; or
- b. to erect or extend a building or part of a building; or
- c. to exceed the annual budgeted expenditure by more than five percent (5%); or
- d. to incur indebtedness in the name of the Congregation such that the total indebtedness of the Congregation, apart from a mortgage or mortgages approved at a Meeting of Members, shall be in excess of five percent (5%) of the annual budgeted expenditures.

vii. Deposit of Securities for Safe-keeping.

The securities of the Congregation shall be deposited for safe-keeping in Ontario with one or more Chartered Canadian Banks, Credit Unions, or Trust Companies to be selected by the Board.

Any or all securities so deposited may be withdrawn from time to time only upon the written order of the Congregation signed by such officer or officers, agent or agents of the Congregation and in such

manner as shall from time to time be determined by resolution of the Board. Such authority may be general, or confined to specific instances.

viii. Information.

Subject to the Corporations Act and to the directive of a Meeting of the Members, the Board shall from time to time determine at what time and place and under what conditions or regulations the accounts, books, and documents of the Congregation shall be open to the inspection of a Member or Members of the Congregation.

#### 4.04 Committees of this Congregation

The activities and affairs of the Congregation shall be conducted through Committees appointed by the Board, accountable to the Board, and having responsibility for functions designated by by-laws or by the Board from time to time.

Any amendments to a Committee's terms of references shall be subject to ratification by the Board.

Additional special Committees as the Congregation deems advisable may be established from time to time by the Board or by the Congregation at any Meeting of Members.

Only a voting Member of the Congregation shall be Chairperson of any Committee.

#### 4.05 Rules of Order

Robert's Rules of Order, newly revised 10th edition and its successors, shall guide the procedures of all Meetings of Members provided they are not inconsistent with the by-laws or rules which have been adopted by the Congregation. It shall be the responsibility of the Board to make a copy of the Rules of Order available at all Meetings.

#### 4.06 Amendments to the By-Laws

By-laws may be created, amended or repealed at any Meeting of the Members provided that a notice containing the exact wording of the proposed amendment has been given to Members not less than ten (10) days before the date of the Meeting. Acceptance of the proposed amendment shall require a two-thirds affirmative vote of the qualified Members who voted on the motion.

The wording of the proposed amendment may be amended at the Meeting notwithstanding that the actual amendment differs from that originally proposed.