



CANADIAN  
UNITARIAN  
COUNCIL

CONSEIL  
UNITARIEN  
DU CANADA

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**GENERAL BY-LAW**

**MAY 2013**



# CANADIAN UNITARIAN COUNCIL / CONSEIL UNITARIEN DU CANADA

## GENERAL BY-LAW

### 1. INTERPRETATION AND SEAL

#### 1.1. Definitions

In this by-law, and in all other by-laws and resolutions of the Canadian Unitarian Council/ Conseil Unitarien du Canada, the following terms shall have the following meaning:

“Act” means that Canada Not-for-Profit Corporations Act, SC 2009, c 23 as the same may be amended from time to time including the Regulations made pursuant to it, and any statute or regulations that may be substituted for them, as amended from time to time;

“Affiliate” with respect to a body corporate, group or organization, means that one that is not a member of the Council but has expressed an interest in its purposes or activities, and has been recognized as such by the Board; and in particular it does not have the meaning attributed to it by the Act;

“Annual Meeting” means the Annual Meeting or members required by the Act;

“Articles” means the original or restated articles of continuance or articles of amendment, amalgamation, reorganization, arrangement or revival of the Council;

“Board” means Board of Trustees of the Council;

“Congregation” means a congregation or society;

“Council” or “Corporation” means the Canadian Unitarian Council / Conseil Unitarien du Canada;

“Designated Geographical Area” means one of four regions of Canada determined by resolution of the Board from time to time to time, subject to ratification at the next Annual Meeting, before the selection of the Nominating Committee;

“Special resolution” means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution;

“Trustee” means a trustee of the Council and has the same meaning as the word “director” in the Act;



“Year” in relation to the term of office of a Trustee or a Committee member, means the period between successive Annual Meetings.

## 1.2. Interpretation

- 1.2.1. In the interpretation of this by-law, words in the singular include the plural and vice-versa, and words in one gender include all genders.
- 1.2.2. Other than as specified in Section 1 above, words and expressions defined in the Act have the same meanings when used in this by-law.
- 1.2.3. The Council may have a Corporate Seal in the form approved from time to time by the Board. If a Corporate Seal is approved by the Board, the secretary of the Council shall be the custodian of the Corporate Seal.

## 2. MEMBERSHIP

- 2.1. Membership in the Canadian Unitarian Council shall be composed of Unitarian, Unitarian Universalist, Universalist, and Universalist Unitarian congregations in Canada.
- 2.2. **Member congregations:** A congregation may become a member of the Council with the right to vote upon approval by the Board of a written application. The application shall state that the congregation subscribes to the objects of the Council as set out in its Articles and will abide by its by-laws. It shall include:
  - 2.2.1. A copy of the congregation’s charter or constitution and by-laws including a dissolution clause naming the Council as a beneficiary;
  - 2.2.2. An initial financial contribution to the Council, the amount to be determined by the Board;
  - 2.2.3. A statement of the geographic area to be served;
  - 2.2.4. The mailing address of the congregation;
  - 2.2.5. A list of officers with their mailing addresses.
- 2.3. The Board may from time to time define certain additional guidelines for new members. The application will also include evidence that the congregation meets those guidelines.
- 2.4. A member shall maintain its standing with the Council through:
  - 2.4.1. Conducting regular open services or meetings;
  - 2.4.2. Maintaining a regularly constituted organization with adequate records of membership, electing officers, and providing for an annual meeting of its members;
  - 2.4.3. Financially supporting the Council with an Annual Program Contribution;



- 2.4.4. Furnishing the Council with reports and statistics as and when they may be reasonably required by the Council.
- 2.5. A member congregation in good standing shall have the right through delegates to vote at meetings of the Council.
- 2.6. If a member congregation fails to comply with any of these requirements and fails to rectify the default within 30 days after written notice upon calling it to do so, the Board may suspend its right to vote at the meetings of the Council, and such suspension shall continue until the non-compliance is rectified to the satisfaction of the Board.
- 2.7. Membership in the Council shall be terminated:
- 2.7.1. If a member congregation is wound up or dissolved;
- 2.7.2. For cause, at an Annual or Special Meeting called for the purpose, if by the affirmative vote of two-thirds of the voting delegates present at the meeting the member congregation is declared to be no longer a member of the Council, provided the member congregation has been notified of the alleged cause and given a chance to defend itself at the meeting.
- 2.7.3. If by notice in writing to the Council the member congregation resigns its membership.

### 3. MEETINGS

- 3.1. **Delegates:** As provided in the articles of continuance, each member congregation shall be entitled to representation by a delegate or delegates at any Annual or Special Meeting of the Council, and the total number of delegates from each member congregation shall be in proportion to the number of members of such congregation as declared by the duly authorised officers of the congregation at least 90 days prior to the Annual Meeting or Special Meeting in accordance with the following:

<u>Number of Members</u>	<u>Number of Delegates</u>
Up to one hundred	2
One hundred and one to one hundred fifty	3
One hundred fifty-one to two hundred	4
Two hundred and one to two hundred fifty	5
Two hundred fifty-one to three hundred	6
Three hundred and one to three hundred fifty	7
Three hundred fifty-one to four hundred	8
Four hundred and one to four hundred fifty	9
Four hundred fifty-one and over	10



- 3.2. Meeting Process:** If the Board calls a meeting of members, it may determine that the meeting shall be held by means of an electronic communication facility that permits all participants to communicate adequately with each other during the meeting if the following conditions are met:
- 3.2.1.** A system is in place by which delegates may present credentials in order to participate;
  - 3.2.2.** A system is in place to recognise such people as wish to speak;
  - 3.2.3.** A system is in place to enable delegates to vote and for their votes to be counted if necessary.
- 3.3. Annual Meeting**
- 3.3.1.** The Annual Meeting of the Council shall be held at such place in Canada and on such day each year as the Board may by resolution determine, subject to the provisions of the Act;
  - 3.3.2.** The Annual Meeting may be held electronically, if the previous Annual Meeting has so voted;
  - 3.3.3.** At an Annual Meeting there shall be dealt with, in addition to those items of business required by the Act, all other items of business that were mentioned in the Notice of the Meeting.
- 3.4. Special Meetings**
- 3.4.1.** A Special Meeting of the Council may be convened by order of the Board at any time and at any place within Canada.
  - 3.4.2.** The Board shall without discretion call a Special Meeting of the Council as soon as proper notice can be given upon receipt by it of a petition in writing:
    - 3.4.2.1.** Requiring a Special Meeting of the Council;
    - 3.4.2.2.** Stating specifically the business proposed to be transacted at such meeting, and;
    - 3.4.2.3.** Signed by at least fifty persons each of whom is a member in good standing of a member congregation, representing not fewer than ten member congregations.
- 3.5. Notice of Meeting**
- 3.5.1.** Notice of the time and place of a meeting of members shall be given to each member congregations entitled to vote at the meeting in one or the other of the following manners, namely:



- 3.5.1.1. By mail, courier or personal delivery to each member congregation entitled to vote at the meeting, during a period 21 to 60 days before the day on which the meeting is to be held, or;
      - 3.5.1.2. By electronic or other communication to each member congregation entitled to vote at the meeting, during a period 21 to 60 days before the day on which the meeting is to be held.
    - 3.5.2. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member congregations to form a reasoned judgment on the decision to be taken. All business transacted at a special meeting of members, and all business transacted at an annual meeting of members except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.
    - 3.5.3. The Notice of the Annual Meeting shall include the following:
      - 3.5.3.1. The budget and actual results for the budget year just ended;
      - 3.5.3.2. The budget and projected results for the budget year in process, including the Annual Program Contribution (APC);
      - 3.5.3.3. The proposed budget for the succeeding year, including the proposed Annual Program Contribution;
      - 3.5.3.4. The strategic priorities for the current and the next succeeding year;
      - 3.5.3.5. The report of the Nominating Committee.
    - 3.5.4. The Notice of any Annual Meeting shall state the text of any special business to be submitted to the Meeting.
    - 3.5.5. The Notice of any Special Meeting shall state the text of any business to be submitted to the Meeting.
    - 3.5.6. The accidental omission to give any notice to any member congregation, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Council has provided notice in accordance with the by-laws, 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.
  - 3.6. **Conduct of Meeting**
    - 3.6.1. The President or the Vice-President, if in the chair at any Annual or Special Meeting of the Council, may from time to time retire from the chair, and unless prohibited by a majority vote of the Council, designate a



delegate to fill the chair during such absence, provided always, that the Council may at any time, on motion, require the chair to be vacated by such designated chairperson.

**3.6.2. Quorum:** Thirty accredited delegates representing not fewer than eight member congregations from not fewer than three of the Designated Geographical Areas shall constitute a quorum for the transaction of business at any Annual or Special Meeting.

**3.6.3.** Delegates not present in person but meeting by electronic means shall only be counted present if the Board has established a system for such presence that meets all the requirements of the Act.

### **3.7. Voting**

**3.7.1.** Every accredited delegate shall be entitled to one vote.

**3.7.2.** Every question submitted to any Annual or Special Meeting of the Council shall be decided in the first instance by a show of hands of the delegates. If a poll is demanded by any delegate on any questions it shall be taken in such manner and either at once or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting in respect of the matter upon which the poll was demanded.

**3.7.3.** Votes shall be given personally by delegates. No delegate shall be entitled to appoint a proxy.

**3.8. Election of Trustees** shall be by show of hands unless more than one candidate is nominated for any one available position, in which case election shall be by ballot.

**3.9. Participation in Meetings:** The following individuals shall be entitled to be present at any Annual or Special Meeting and, subject to the time limit imposed for any particular item of business, to address the meeting:

**3.9.1.** The voting delegates of member congregations, members of the Board, the Executive Director or designate, the official representatives of Affiliates, Ministers of member congregations, retired and community ministers, staff, public accountant.

**3.9.2.** Non-delegate members of member congregations may speak at the pleasure of the Chair.

### **3.10. Adjournment**

**3.10.1.** The Chair may, with the consent of any Annual or Special Meeting, adjourn the same from time to time, and no notice of such adjournment need be given to the members.



**3.10.2.** Any business brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **4. DISSOLUTION**

- 4.1.** The Council may be dissolved by special resolution at an Annual or Special meeting called for that purpose.
- 4.2.** Disposition: Upon dissolution, and after payment of debts and liabilities, the assets of the Council shall be distributed in one or more of the following ways, to be determined by the Annual or Special Meeting, but only to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act* that are organizations incorporated in Canada and having objects similar to those of the Council:
- 4.2.1.** To all remaining member congregations in Canada in proportion to their support for the Council in the fiscal year prior to dissolution;
  - 4.2.2.** To USC Canada (also known as the Unitarian Service Committee);
  - 4.2.3.** To any registered charitable corporation in Canada whose object is the advancement of liberal religion.
- 4.3.** Disposition of records and archives shall be at the discretion of the Board.

## **5. BOARD OF TRUSTEES**

### **5.1. Responsibilities and Powers**

- 5.1.1.** The affairs of the Council shall be managed by a Board who may exercise all such powers of the Council as are not expressly directly or required to be done by the Council at general meetings of the Council, by the By-Laws of the Council, or by law.
- 5.1.2.** Trustees shall serve without compensation and no Trustee shall directly or indirectly receive any profit from the position as such, but they shall be entitled to reimbursement for reasonable expenses which they may incur.
- 5.1.3.** The Board may, at its discretion, from time to time, recognise any body corporate, group, organisation, or individual as an Affiliate, or put an end to such recognition.

**5.2. Qualifications:** A Trustee shall be an individual who is over 18 and is a member in good standing in one of the member congregations of the Council.





### **5.3. Number and representation**

**5.3.1.** The Board shall be comprised of eight Trustees elected at the Annual Meeting, or their replacements appointed pursuant to this by-law and any additional Trustees appointed by the Board as provided below. Two of the Trustees shall be resident in each of the four Designated Geographical Areas.

**5.3.2.** If at any Annual Meeting the term of office of the President as a Trustee ends, then until the next succeeding Annual Meeting the Board may appoint the immediate Past President as an additional member.

### **5.4. Term of Office and Election**

**5.4.1.** At each Annual Meeting, the delegates shall elect Trustees for full terms as required. In addition, the delegates shall also elect Trustees for full terms to replace any Trustees who may have, since the preceding Annual Meeting, vacated office before completion of their term of office; it being recognised that in such event perfect distribution of the expiry of full terms will not be attained.

**5.4.2.** The term of office for a Trustee shall be three years. A Trustee having completed a term of office may be eligible for re-election for one additional term of office. Having completed such further term, a former Trustee shall not be eligible for election to the Board until the expiry of two complete years.

**5.4.3.** Where the office of a Trustee is vacated in accordance with Section 5.5, such Trustees as remain in office, so long as they constitute a quorum, may fill a vacancy on the Board until the next Annual Meeting of the Council.

**5.4.4.** A Trustee completing a term shall retain office until the dissolution or adjournment of the Annual or Special Meeting at which a successor is elected.

**5.4.5.** In the event that any Annual Meeting shall fail to elect Trustees, then the Trustees of the Council prior to such Annual Meeting who hold office by virtue of election at a prior Annual Meeting shall continue to hold office until their successors are duly elected at an Annual or Special Meeting of the Council.

**5.5. Termination of Office:** The office of a Trustee shall be vacated before the completion of the term of office:

**5.5.1.** If such individual ceases to be a member in good standing of a member congregation or ceases to reside in the Designated Geographical Area from which elected;



- 5.5.2. If by notice in writing to the Council at the Head Office the Trustee resigns office;
- 5.5.3. If by resolution passed at an Annual Meeting or Special Meeting of the Council duly called for the purpose of considering such a resolution, the individual is declared to be no longer a Trustee.

## 5.6. Meetings

- 5.6.1. The Board shall meet at least once between Annual Meetings, at such place as the Board may from time to time determine.
- 5.6.2. Meetings of the Board may be held at any time without formal notice if all the Trustees are present or those absent have signified their consent in writing to the meeting being held in their absence. The President or Vice-President or any five Trustees may at any time, and the Secretary by direction of the President or Vice-President or any five Trustees shall, convene a meeting of the Board. Notice of such meeting shall be delivered, mailed or provided electronically to each member of the Board ten days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the meeting is to take place.
- 5.6.3. Notice of any meeting or any irregularity thereof may be waived by any member of the Board affected.
- 5.6.4. In the case of a Trustee elected to fill a vacancy on the Board, and in the case of the first meeting of the Board to be held immediately following the election of Trustees at an Annual or Special Meeting, no notice of such meeting shall be necessary to the newly elected Trustee or Trustees in order to legally constitute the meeting, provided a quorum of Trustees be present.
- 5.6.5. The Trustees may, if all the Trustees consent, hold a meeting entirely by teleconference or other electronic means that permit each Trustee to communicate adequately with each other and all others, provided:
  - 5.6.5.1. That each Trustee has equal access to the specific means of communication to be used;
  - 5.6.5.2. The Board of Trustees has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues are to be handled, the procedures for establishing quorum and recording votes.
- 5.6.6. A resolution in writing, signed by all the Trustees entitled to vote on that resolution at a meeting of the Board or of a committee of the Board is as valid as if it had been passed at a meeting of the Board or of such



committee. A copy of every such shall be kept with the minutes of the meeting of the Board.

**5.7. Consensus:** Unless otherwise required by the Act or the articles, questions arising at any meeting of the Board shall be decided by a consensus of the Trustees present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the questions to be decided by a majority vote of the Trustees.

#### **5.8. Quorum**

**5.8.1.** A majority of the Trustees representing member congregations in not fewer than three of the Designated Geographical Areas shall constitute a quorum for the transaction of business.

**5.8.2.** If the Board has appointed an additional Trustee as previously mentioned, such Trustee shall not be counted for the purpose of establishing a quorum.

#### **5.9. Voting**

**5.9.1.** Questions arising at any meeting of Trustees shall be decided by a majority of votes. Each Trustee shall be entitled to one vote.

**5.9.2.** The Chair shall not be entitled to vote unless the casting of one vote might affect the outcome in which case the Chair shall be entitled to one vote.

#### **5.10. Trustees Dealing with the Council**

Subject to the provisions of Section 141 of the Act, it shall be the duty of every member of the Board to declare any conflict of interest, and to refrain from voting in respect of that conflict.

#### **5.11. Indemnification of Trustees**

**5.11.1.** The Council shall indemnify a present or former Trustee or officer of the Council who acts or acted at the Council's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative or other proceeding in which the individual is involved because of that association with the Council or other entity.

**5.11.2.** The Council shall not indemnify an individual under subsection 5.11.1 unless the individual:



- 5.11.2.1. Acted honestly and in good faith with a view to the best interests of the Council 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 corporation's request; and,
- 5.11.2.2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

## **6. OFFICERS**

### **6.1. Election and Appointment of Officers**

- 6.1.1. The officers of the Council shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board may determine from time to time, each of whom must be a Trustee. Any two of the aforesaid offices may be held by the same person except those of President and Vice-President.
- 6.1.2. The officers shall serve without remuneration but shall be entitled to reimbursement for reasonable expenses which they may incur.
- 6.1.3. At their first meeting after the Annual Meeting, the Trustees shall elect the officers listed in Section 6.1.1 from among their own number.
- 6.1.4. The Board may appoint such agents as it shall deem necessary, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Board. Such members need not be members of the Board.

### **6.2. Duties of Officers**

- 6.2.1. The President shall, if present, preside at all meetings of the Council and Board, shall perform all duties incident to the office and shall have other powers and duties as may from time to time be assigned by the Board.
- 6.2.2. The Vice President shall perform the functions of the President whenever so instructed by the President, or in the absence of the President or because of the inability or the refusal of the President to act, and shall also perform such other duties as the Board may from time to time determine.
- 6.2.3. The Secretary shall issue, or cause to be issued, notices for all meetings of the Board, Annual and Special Meetings of the Council when directed to do so; have charge of the minute books of the Council, sign with the President or other signing officer or officers of the Council such



instruments as required signature and shall have such other powers and duties as the Board may from time to time assign.

**6.2.4.** The Secretary shall keep or cause to be kept a book or books wherein shall be kept and recorded:

**6.2.4.1.** A copy of the Letters Patent incorporating the Council and any supplementary Letters Patent, and of its articles of continuance under the Act and any amendments thereto, and of all bylaws of the Council;

**6.2.4.2.** The names and addresses of all persons and bodies who are or who have been members of the Council;

**6.2.4.3.** The names and addresses of all ministers of Member Congregations and licensed lay chaplains in Canada and the names, addresses and offices of two officers of every Member Congregation, so far as can be ascertained;

**6.2.4.4.** The names, addresses and calling of all persons who are Trustees of the Council, with the several dates at which each became or ceased to be such a Trustee; and

**6.2.4.5.** The names addresses and calling of all persons who are employed by the Council with the several dates at which they began and ceased to be employed by the Council;

**6.2.4.6.** Such other information as may be prescribed by the Act.

**6.2.5.** The Treasurer shall have responsibility for the care and custody of all the funds and securities and shall deposit the same in the name of the Council in such bank or banks or with such depository or depositories as the Board may direct. Cheques and other instruments shall be signed by such officers or employees as may be authorised by the Board.

**6.3. Removal of Officers:** Any officer shall be subject to removal from office by resolution of the Board at any time, provided that a majority of all the other members of the Board vote in favour thereof.

**6.4. Delegation of Duties:** In case of the absence of the President, Vice-President or any other officer of the Council or for any other reasons that the Board may deem sufficient, the Board may delegate the power of such officer to any other officer or to any Trustee for the time being, provided that a majority of the entire Board concurs therein.



## 7. COMMITTEES

### 7.1. Nominating Committee

- 7.1.1. A Nominating Committee of six persons shall be elected at the Annual Meeting. Each member of the Committee shall be a member in good standing of a member congregation.
- 7.1.2. At each Annual meeting, delegates shall elect Committee members for full terms as required. In addition, the delegates shall also elect a Committee member or members to hold office for the balance of an unexpired term or terms of any committee member or members who may have vacated office before completion of the term of office.
- 7.1.3. The term of office of a Nominating Committee member shall be three years. A Nominating Committee member having completed a full term of office shall be eligible for re-election for one addition term of office. Having completed two consecutive terms, a former Nominating Committee member shall not be eligible for election to the Nominating Committee until the expiry of two complete years.
- 7.1.4. Where the office of a Nominating Committee member is vacated for any reason, the remaining members of the Nominating Committee may fill a vacancy on the Committee until the next Annual Meeting of the Council.
- 7.1.5. A Nominating Committee member appointed to fill a vacancy shall retain office until the dissolution or adjournment of the Annual or Special Meeting at which a successor is elected.
- 7.1.6. Each of the Designated Geographic Areas established by the Board shall be represented on the Committee by at least one member residing within it, who shall be responsible for consulting on nominations with congregations in that area. In addition, two at-large members will be elected to the Nominating Committee.
- 7.1.7. Election of members shall be by show of hands unless more than one candidate is nominated for any one available position, in which case election shall be by ballot.
- 7.1.8. The Board shall appoint one of the members of the Nominating Committee as Chair of the Committee.
- 7.1.9. A Call for Nominations shall be mailed or transmitted to every member congregation at least 150 days prior to the Annual Meeting.
- 7.1.10. The Nominating Committee shall present at least one nomination for each vacancy occurring on the Board to be filled by election at the next Annual Meeting after its election and shall also nominate such number of



persons as may be required to fill the vacancies of the Nominating Committee.

- 7.1.11.** The Nominating Committee shall present at least one nomination for the position of public accountant but shall not present the name of a new public accountant unless either the existing one has resigned or the provisions of the Act about replacing the public accountant have been complied with.
- 7.1.12.** The report of the Nominating Committee shall be mailed or transmitted to every member congregation at least sixty days prior to the Annual Meeting.
- 7.1.13.** Further nominations may be submitted to the Nominating Committee by petition of at least twenty-five members in good standing in one or more member congregations at least thirty days prior to the Annual Meeting. Such nomination shall be accepted by the Committee.
- 7.1.14.** The complete list of nominations shall be mailed or transmitted to the minister(s) and lay chaplain(s), if any, of each member congregation, and to two officers of each member congregation, at least 21 days before the Annual Meeting.
- 7.2. Committee on Credentials:** Prior to every Annual or Special Meeting of the Council, the Board shall appoint a Committee on Credentials which shall be responsible for the collection of credentials of voting delegates, for the certification of the Presence at each business session of the required quorum and for the supervision of elections and balloting procedures at the Annual and Special Meetings of the Council, and which shall make such reports to the Meetings as the Meeting or Secretary may prescribe.
- 7.3. Other Committees:** The Board or the Annual Meeting may establish or appoint such other standing or ad hoc committees as either may deem necessary or desirable to implement the Council's program and shall determine the duties of such committees.
- 7.4. Removal and Remuneration of Committee Members:** Members of committees appointed by the Board shall be subject to removal by the Board at any time with Cause. Members of Committees shall serve without remuneration but shall be entitled to reimbursement for reasonable expenses which they may incur.



## 8. STAFF

### 8.1. Executive Director

8.1.1. The Executive Director is responsible to the Board and reports to the President.

8.1.2. The Executive Director implements the policies and programs of the Council as determined by the Annual Meeting and the Board.

8.2. **Other Staff:** The Board may at its discretion authorise employment of other staff to assist in the Council's work. The Executive Director shall be responsible for hiring, supervising, evaluating and terminating other staff.

8.3. **Trustees:** No Trustee shall, during their term of office, be employed by the Council or receive any remuneration from the Council.

## 9. FINANCIAL MATTERS

9.1. **Fiscal year:** The Fiscal year of the Council shall terminate on the 31<sup>st</sup> of December in each year.

### 9.2. Public Accountant:

9.2.1. At each Annual Meeting, the delegates shall elect a public accountant or firm of public accountants of the Council; the public accountant shall not be a Trustee and need not be a member in good standing of a member congregation. The public accountant shall hold office until the end of the Annual Meeting following that at which the public accountant was elected, provided that the Trustees may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Board. Election of a new public accountant requires compliance with the applicable provisions of the Act in that regard.

9.2.2. The public accountant of the Council shall have unrestricted access to all books of account and other records of the Council at any time.

## 10. GENERAL

10.1. **Execution of Documents:** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Council may be signed by any two (2) of its officers or directors. In addition, 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 authorised to sign any document may affix the corporate seal (if any)





to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Council to be a true copy thereof.

- 10.2. Parliamentary Authority:** Subject to the Council’s articles and this by-law and to any Standing Rules adopted at a General Meeting, the parliamentary authority is “Robert’s Rules of Order, Newly Revised, 11<sup>th</sup> Edition,” and whatever successor edition may be authorised and published by the Trustee of Robert’s Rules Association.\

## **11. AMENDMENT OR REPEAL OF BY-LAW**

- 11.1.** Proposals to amend this by-law may come from no fewer than five member congregations located in at least two Designated Geographic Areas, or from the Board.
- 11.2.** This by-law shall be amended or repealed upon two-thirds affirmative vote of the delegates voting upon the proposed amendment at an Annual or Special Meeting duly called for the purpose.