

BY-LAWS
UNICAMP OF ONTARIO INCORPORATED

ARTICLE 1 - GENERAL

HEAD OFFICE

- 1.1 The head office of the Corporation shall be at Unicamp, 638159 Prince of Wales Rd., Honeywood, ON L0N 1H0.

SEAL

- 1.2 The corporate seal of the Corporation shall be in the form impressed hereon.

FISCAL YEAR

- 1.3 The fiscal year of the Corporation shall end on the 31st day of December in each year.

ARTICLE 2 - MEMBERS

COMPOSITION OF MEMBERS

- 2.1 The membership shall consist of two classes of members - institutional members and individual non-voting members.

INSTITUTIONAL MEMBERS

- 2.2 Any Church, Congregation, Fellowship and any Federation of the Young Religious Unitarian Universalists in Canada that is recognized by the Canadian Unitarian Council shall be an institutional member of the Corporation for the fiscal year for which the dues are paid.
- 2.3 The Canadian Unitarian Council, and any affiliates thereof, shall be institutional members and shall each, without the payment of any dues, be entitled to two (2) voting delegates at any annual or special meeting of the Corporation.

INDIVIDUAL NON-VOTING MEMBERSHIP

- 2.4 Individual non-voting membership may be extended to any individual who wishes to join, upon payment of annual dues as determined by the Board of Directors from time to time and confirmed by the voting delegates at an annual or special meeting.

DUES

- 2.5 a) Annual dues are payable by institutional members, except those qualified by bylaw 2.3 herein and shall from time to time be fixed by the Board and confirmed by the voting delegates at an annual or special meeting.
- b) The Secretary shall notify the institutional members in writing at least 30 days before the date of an annual meeting of the dues payable by them and if
- i) any are not paid before the annual meeting for the fiscal year for which the dues are payable, the voting privileges of institutional members in default are automatically suspended.
 - ii) the dues are not paid within 30 days after the annual meeting, the institutional members in default shall thereupon automatically cease to be institutional members of the Corporation, but any such member, upon payment of all unpaid dues shall be reinstated as an institutional member.

VOTING DELEGATES

- 2.6 Upon payment of its annual dues each institutional member of the Corporation shall be entitled to two (2) voting delegates at any annual or special meeting of the Corporation.
- 2.7 All voting delegates shall be shall be members in good standing of their respective organizations.

MEMBERSHIP YEAR

- 2.8 The membership year of the Corporation shall coincide with the fiscal year.

MEMBERSHIP LIST

- 2.9 The secretary or such other officer as may be designated by the Board shall keep and maintain an up-to-date list of all institutional members, their delegates at the last AGM and all individual members, together with addresses, telephone numbers, affiliations, and a record of the payment of their dues if any.

APPLICATION FOR MEMBERSHIP

- 2.10 An application for membership shall be approved by the Secretary of the Corporation when all requirements of these bylaws have been met.
- 2.11 Any member may be suspended by a majority decision of the Board if such member:
- a) was granted the rights of membership improperly, or
 - b) is in breach of any of the Corporation By-laws, Resolutions or Regulations which breach, in the opinion of the Board of Directors, merits such suspension PROVIDED that any such suspension may be lifted by a resolution passed to that effect by the Board of Directors upon proof of rectification by the defaulting member.

RESIGNATIONS AND REMOVALS

- 2.12 Members may resign by resignation in writing given to the Secretary of the Corporation.
- 2.13 Where a voting delegate of an institutional member resigns or is removed or replaced, notice thereof shall forthwith be given in writing to the Secretary of the Corporation.

TERM OF MEMBER

- 2.14 A member shall be deemed to be part of the membership of the Corporation with all accruing rights and privileges until:
- a) the member's resignation or suspension,
 - b) the member's removal in accordance with the provisions herein, or
 - c) annual dues payable by the member are unpaid thirty days after notice of default has been sent to the member in accordance with bylaw 2.5.

ARTICLE 3 - MEMBERSHIP MEETINGS

ANNUAL MEETING

- 3.1 The annual meeting of the Corporation shall be held at such place within the Province of Ontario, at such time and on such date as the Board of Directors may from time to time determine, and not later than November 30th following the end of the fiscal year, for the purpose of
- a) hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at the Annual Meeting,
 - b) electing Directors, appointing the Auditor for the Corporation and fixing or authorizing the Board to fix his or her remuneration, if any, and
 - c) transaction of such business as may be properly brought before the meeting.

SPECIAL MEETING

- 3.2 The Board may at any time, and shall within 30 days of receiving written notice of any three (3) institutional members, or a majority of Board members, hold a Special Meeting of the institutional members of the Corporation to be held at such time and at such place within the Province of Ontario as may be determined by the Board, or the institutional members calling the meeting, as the case may be, for the transaction of such business of the Corporation as shall be specified in the notice of the meeting.

NOTICES

- 3.3 a) Written notice of the time and place of each meeting shall be given to each institutional member at the member's last known post office address as recorded in the Corporation records, and to the Auditor of the Corporation.
- b) Notice of a special meeting of institutional members shall state the nature of the business which is to be transacted at it.
- c) Public notice or advertisement of the annual meeting of the Corporation shall be given to the churches and fellowships in Canada not more than one hundred and twenty (120) days and not less than (30) thirty days prior thereto.

QUORUM

- 3.4 a) Twenty-Five percent (25%) of the number of institutional members and a minimum of 10 voting delegates shall constitute a quorum for the transaction of business at any meeting of institutional members.
- b) In the absence of a quorum, the meeting shall be adjourned from time to time, and at any such adjourned meeting, providing that a quorum is present, any business may be transacted which might have been transacted had the meeting been held as originally called.

SCRUTINEERS

- 3.5 At each annual or special meeting, two (2) or more scrutineers may be appointed by a resolution of the meeting or by the Chairperson with the consent of the meeting to serve at the meeting. A scrutineer need not be a voting delegate.

VOTES TO GOVERN

- 3.6 At all annual and special meetings, every question shall, unless otherwise required by the letters patent or by-laws of the Corporation, or by law, be decided by the majority of the votes duly cast on the question.

SHOW OF HANDS

- 3.7 a) At all annual and special meetings of institutional members, every question shall be decided by a show of hands unless a vote by ballot be required by the Chairperson or be demanded by any voting delegate. Upon a show of hands, every voting delegate shall have one (1) vote.
- b) After a show of hands has been taken upon any question, the chairperson may require or any voting delegate present may demand a poll thereon.
- c) Whenever a vote by show of hands shall have been taken upon a question, unless a poll be so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Corporation's Annual or Special meeting, as the case may be, upon the question.
- d) A demand for a poll may be withdrawn at any time prior to the taking of a poll.

POLLS

- 3.8 a) If a poll be required by the Chairperson of the meeting or be duly demanded by any voting delegate and the demand not withdrawn, a poll upon the question shall be taken in such manner as the Chairperson of the meeting shall direct.
- b) Upon a poll, each voting delegate shall be entitled to one (1) vote and the result of the poll shall be the decision of the Corporation's annual or special meeting, as the case may be, upon the question.

CASTING VOTE

- 3.9 The Chairperson of the meeting shall not have a vote except in the case of a tied vote in which case the Chairperson shall have a casting vote.

CONDUCT OF MEETING

- 3.10 a) All annual and special meetings shall be conducted by a Chairperson who shall be either the President or Vice-President of the Corporation and the Secretary of the Corporation shall be the Secretary of the meeting.
- b) In the absence of the President or Vice-President and/or in the absence of the Secretary the chair of the absent person shall be filled by a person who is chosen for such position for the meeting in question by a simple majority of votes cast by the voting delegates present at the meeting.

NOMINATING COMMITTEE

- 3.11 a) At each annual meeting of members, there shall be elected by the voting members a nominating committee consisting of four (4) persons (one of whom shall be a member of the Board of Directors whose term of office does not expire at the next annual meeting) from at least four (4) different members and such nominating committee shall be elected to serve for a term of only one (1) year, and shall not be eligible for reelection in the following year.
- b) Immediately following the meeting at which the nominating committee was elected, the committee will hold a meeting for the purpose of electing a chairperson.

NOMINATION FOR ELECTION

- 3.12 a) Not more than sixty (60) days prior to the date of the annual meeting of the members of the Corporation, and not less than twenty (20) days, the nominating committee established under Bylaw 3.11 of this article shall select a slate of at least one (1) candidate for each position to be filled on the Board of Directors.
- b) The nominating committee shall secure in writing from among the institutional members, the name or names of a qualified person or persons suggested by any institutional member to serve on the Board. An announcement of the slate of candidates selected by the nominating committee shall be included in the delegate package for the annual meeting.
- c) Nothing herein, however, shall preclude any voting delegate from making a nomination for a Director at any annual meeting, provided, however, that the nominee is qualified and indicates his or her willingness to accept the position of Director if elected.

ADJOURNMENTS

- 3.13 The Chairperson at a meeting of voting delegates may with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

ARTICLE 4 - BOARD OF DIRECTORS

POWER OF DIRECTORS

- 4.1 a) The affairs of the Corporation shall be managed by a Board of Directors.
- b) Until changed by special resolution or supplementary letters patent, the number of Directors of the Corporation shall be no more than nine (9), and a youth representative, of whom five (5), excluding the youth representative, shall constitute a quorum for the transaction of business at any meeting of the Directors.
- c) Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

QUALIFICATIONS

- 4.2 a) Each Director must be:
- i) at least 18 years of age.
 - ii) a member in good standing of a church, congregation or fellowship recognized by the Canadian Unitarian Council.
 - iii) present at the meeting where he or she is elected or appointed and consent to act as a Director or, when not present at such meeting, consent in writing to act as Director before his or her election or appointment.
- b) i) Not more than 3 members of the Board shall be elected from any one church, congregation or fellowship.
- ii) Should a fourth member represent a single society due to a change of affiliation during his or her term of office, he or she shall continue to serve as a Director until the end of his or her elected term.

ELECTION AND TERM

- 4.3 a) The elections of Directors shall be by ballot for all contested seats or by resolution in the case of acclamation.
- b) Each Director shall be elected to hold office for a term of 2 years by the voting delegates at an annual or special meeting and shall retire when his or her term of office has expired or when his or her successor in office is elected or appointed, but that Director, if otherwise qualified, is eligible for reelection for one further consecutive term of office and thereafter shall not be eligible for reelection or appointment until the expiration of 2 further consecutive years.
- c) At each annual meeting the number of Directors equal to those whose terms of office have expired , or otherwise ended, shall be elected.

REMOVAL OF DIRECTORS

- 4.4 a) The voting delegates of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at an annual or special meeting of institutional members, of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any eligible person in his or her stead for the remainder of his or her term.
- b) Any Director who fails to attend, without reasonable cause as determined by the Board, three meetings of the Board in one fiscal year, shall, if the Board by resolution so decides, be disqualified from serving as Director. The vacancy so created may be filled in the manner prescribed by bylaw 4.5.

VACANCIES

- 4.5 a) Any vacancy on the Board shall be filled by the Board until the next annual meeting when a Director shall be elected as defined in Bylaw 4.3 b).
- b) Where the remaining Directors do not constitute a quorum, the vacancies on the Board shall be filled by election at a special meeting of institutional members called for that purpose, when the Director(s) shall be elected as defined by bylaw 4.3 b).

CALLING OF MEETINGS

- 4.6 a) Meetings of the Board shall be held from time to time at such place and on such day as the President or the Vice-President or any three (3) Directors may determine, and the Secretary shall call meetings when directed.
- b) Written notice of every meeting so called shall be given to each Director not less than five (5) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

REGULAR MEETINGS

- 4.7 a) The Board of Directors shall meet regularly at least once each calendar quarter and the Board may appoint a date for regular meetings at a place and hour to be named.
- b) A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- c) All meetings of the Board shall be open except for personnel matters.

FIRST MEETING OF NEW BOARD

- 4.8 Each newly elected Board shall, without notice, hold its first meeting for the purpose of organization and the election of officers immediately following the meeting of institutional members at which such Board was elected, or as soon thereafter as may be conveniently possible provided a quorum of Directors is present.

PLACE OF MEETING

- 4.9 Meetings of the Board may be held at the head office of the Corporation or any other place within or outside Ontario.

VOTES TO GOVERN

- 4.10 a) At all meetings of the Board, every question shall be decided by a majority of the Board and in case of an equality of votes the Chairperson of the meeting shall not be entitled to a second or casting vote and in such case the motion shall be lost.
- b) All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no such demand be made, the vote shall be taken in the usual way by a show of hands.
- c) A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible as evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- d) In the absence of the President, the duties shall be performed by the Vice-President and in the absence of the Vice-president such other Director as the Board may from time to time appoint for the purpose.

POWERS

- 4.11 a) The Directors of the Corporation shall
- i) administer the affairs of the Corporation for the benefit of the Corporation,
 - ii) do all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and,
 - iii) save as hereinafter provided, generally exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- b) Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable provided that any major acquisition or disposition of such property shall not be made without the approval of the institutional membership at an annual or special meeting of the Corporation.

REMUNERATION OF DIRECTORS

- 4.12 The Directors shall serve without compensation, and no Director shall indirectly or directly, receive any profit from his or her position as such. Reasonable expenses incurred by any Director in the performance of his or her duty may be paid.

INTEREST OF DIRECTORS IN CONTRACTS

- 4.13 a) A Director shall not be disqualified by his or her office from contracting as an individual with the Corporation.
- b) No corporation in which a member of the Board has a financial interest shall be disqualified from contracting with the Corporation nor shall any contract or arrangement entered into on behalf of the Corporation with any such corporation be liable to be voided for that reason.

DECLARATION OF INTEREST

- 4.14 It shall be the duty, however, of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract arrangement with the Corporation, to:
- a) declare such interest to the extent, in the manner and at the time required by the applicable provisions of THE CORPORATIONS ACT for the time being in force, and to
 - b) refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by THE CORPORATIONS ACT.

PROTECTION OF DIRECTORS AND OFFICERS

4.15 No Director or Officer of the Corporation shall be liable for:

- a) the acts, or default of any other Director or Officer, or for
- b) any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for
- c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for
- d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for
- e) any loss occasioned by any error of judgment or oversight on his or her part, or for
- f) any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same shall happen through his or her own dishonesty.

INDEMNITY OF DIRECTORS AND OFFICERS,

- 4.16 a) Every Director or Officer, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- i) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office;
 - ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- b) The Corporation shall maintain sufficient insurance coverage to protect the Corporation against any loss incurred by the Corporation by reason of this article.

COMMITTEES OF THE BOARD

4.17 There shall be an Executive Committee and such other permanent and ad hoc committees as the Board may from time to time by bylaw or resolution establish, having such powers and duties as the Board may determine, and except as otherwise provided by this by-law.

- a) The Chairperson of each committee shall be a Director or other person appointed by the Board.
- b) Members of the Committee shall be appointed by the Chairperson of the committee and approved by the Board.
- c) Each committee shall:
 - i) keep records, shall report to the Board at regular intervals and at any time upon request, and shall be responsible to the Board.
 - ii) submit a written report of its activities for that fiscal year to the Annual Meeting.
- d) Each committee may appoint one or more subcommittees.

EXECUTIVE COMMITTEE

- 4.18 a) The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer.
 - b) A majority of the Executive Committee constitutes a quorum for the transaction of business at a meeting of the Executive Committee and, whenever a vacancy exists in the Executive Committee so long as a quorum remains in office, the remaining members may exercise all the powers of the Executive Committee.
- 4.19 During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations that the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation save and except only such acts as are required by bylaws to be performed by the Board itself in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directives have not been given by the Board.
- 4.20 a) Notice of the Executive Committee meetings shall be delivered or telephoned to each member of the Executive Committee not less than three (3) days before the meeting is to take place.
 - b) The statutory declaration of the Secretary or President that the notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
 - c) No formal notice of a meeting is necessary if all the members of the Executive committee are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- 4.21 Minutes of the meetings of the Executive Committee shall be submitted to the Board for approval at the next Board meeting following the meeting of the Executive Committee or at any time upon request by the Board.

ARTICLE 5 - OFFICERS

PRINCIPAL OFFICERS

- 5.1 a) The officers of the Corporation shall be elected from the members of the Board of Directors as provided by Bylaw 4.8 and shall consist of the President, Vice-President, Secretary and Treasurer.
- b) In addition, the Board of Directors may appoint Assistants to the Officers as may be deemed necessary from time to time by the Board of Directors and the Assistants to the Officers so appointed may, but need not be, members of the Board.

TERM OF OFFICE AND REMUNERATION

- 5.2 a) All officers shall serve for a term of one year unless the term is shortened by resignations or removals and shall hold office until their successors are elected.
- b) The officers shall serve without compensation, and no officer shall directly or indirectly receive any profit from his or her position as such. Reasonable expenses incurred by any officer in the performance of his or her duty may be paid.

RESIGNATIONS AND REMOVALS

- 5.3 a) Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary, and such resignation shall take effect at the time specified therein.
- b) The Board may remove at its pleasure any officer of the Corporation from his or her office.
- c) Any vacancy in any office at any time may be filled by the Board of Directors for the unexpired term.

PRESIDENT

- 5.4 a) The President shall, when present, preside at all meetings of the members and of the Board and shall be charged with general supervision of the business and affairs of the Corporation.
- b) The President shall discharge such other duties as from time to time shall be assigned him or her by the Board of Directors and shall cause a report of the Board's Proceedings for the year to be made at each annual meeting.

VICE-PRESIDENT

- 5.5 a) During the absence or inability of the President, his or her duties shall be performed and his or her powers shall be exercised by the Vice-President.
- b) If the Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.
- c) The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or her or as the Board may prescribe.

SECRETARY

- 5.6 The Secretary shall give, or cause to be given, all notices required to be given to institutional members, directors, auditors and members of committees, and he or she shall:
- a) attend all meetings of the Directors and of the institutional members and shall enter or cause to be entered in books kept for the purpose, minutes of all proceedings at such meetings.
 - b) be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except those in the custody of the Treasurer; and she or he shall perform such other duties as may from time to time be prescribed by the Board.

TREASURER

- 5.7 The Treasurer shall:
- a) keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation.
 - b) render to the Board at the meeting thereof, or whenever required of him or her an account of all his or her transactions as Treasurer and of the financial position of the Corporation, and
 - c) perform such other duties as may from time to time be prescribed by the Board.
 - d) cause the books of the Corporation to be examined by a person who in the opinion of the Board of Directors is qualified to audit and report on the financial condition of the Corporation and shall be presented in writing to the membership at each annual meeting.

ASSISTANTS TO OFFICERS

- 5.8
- a) The duties of all assistants to officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.
 - b) Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

ARTICLE 6 - STAFF

- 6.1 The Board of Directors shall employ such staff or employees, upon such terms, conditions and compensation as the Board of Directors may from time to time determine.
- 6.2 No Director may continue to serve in the capacity of a Director after becoming a paid employee of the Corporation. Each such Director may stand for election at the AGM following the termination of such employment as defined in Bylaw 4.3 b).
- 6.3 Vacancies in the Board of Directors as the result of a Director becoming a paid employee shall be filled by the Board of Directors as prescribed in bylaw 4.5.

ARTICLE 7 - BANKING ARRANGEMENTS, CONTRACTS, ETC

BANKING ARRANGEMENTS

- 7.1 The banking business of the Corporation, or any part thereof, shall be transacted :
- a) with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof.
 - b) on the Corporation's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing:
 - i) the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the Corporation, and
 - ii) the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto, and
 - iii) the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

BORROWING OF MONEY AND SECURING OF LIABILITIES

- 7.2 The Directors of the Corporation may from time to time:
- a) borrow money on the credit of the Corporation
 - b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, to secure any security or liability of the Corporation;
 - c) authorize any Director or Officer of the Corporation to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and:
 - i) as to the terms and conditions of the loan thereof, and
 - ii) as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions, and
 - iii) give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and
 - iv) generally to manage, transact and settle the borrowing of money by the Corporation.

EXECUTION OF DOCUMENTS

- 7.3
- a) Deeds, transfers or assignments of the Corporation shall be signed by the President or Vice-President and by the Secretary of the Corporation.
 - b) Cheques, drafts or orders for the payment of money shall be signed by the President, Vice-President, Treasurer or other person or persons from time to time designated by the Board.
 - c) Other contracts in the course of the Corporation's ordinary operation shall be signed on behalf of the Corporation by the President, Vice-President or any other officer of the Board from time to time designated by the Board.
 - d) The Corporate seal shall be affixed to such instruments as require the same.

ARTICLE 8—PROPERTY AND ASSETS

POWERS OF ACQUISITION

- 8.1 The Corporation is hereby authorized and empowered to purchase, lease or acquire any and all real and personal property as may from time to time be required, necessary or advisable for the uses and purposes of the Corporation, and to hold title thereto in the name of the Corporation.

DISSOLUTION

- 8.2 The Corporation shall be dissolved only upon the vote of 2/3rds of the institutional members present at a special meeting called for that purpose.
- 8.3 Upon the dissolution of the Corporation, and after the payment of all debts and liabilities, the remaining assets of the Corporation shall be assigned to The Canadian Unitarian Council by a resolution passed at the special meeting.

ARTICLE 9—MISCELLANEOUS PROVISIONS

NOTICES – METHOD OF GIVING

- 9.1 a) Any notice, communication or other document to be given by the Corporation to an institutional member, voting delegate, director, officer, or auditor of the Corporation under any provision of the letters patent or by-laws shall be sufficiently given if
- i) delivered personally to the person to whom it is to be given, or if
 - ii) delivered to his or her last address as recorded in the books of the Corporation, or if
 - iii) mailed by prepaid, ordinary or air mail in a sealed envelope addressed to him or her at his or her last address as recorded in the books of the Corporation, or if
 - iv) sent by any means of wire or wireless or any other form of transmitted or recorded communication. These include but are not limited to telephone, fax and the internet, and shall be deemed to have been given when delivered.
- b) The Secretary may change the address on the books of the Corporation of any institutional member in accordance with any information believed by him or her to be reliable.
- c) A notice, communication or document so delivered shall be deemed to have been given when
- i) delivered personally or at the address aforesaid, or
 - ii) deposited in a post office or public letter box, or
 - iii) sent by any means of wire or wireless or any other form of transmitted or recorded communication or when delivered to the appropriate communication company or agency or its representative for dispatch or on the date that the telephone call is made, or the date that the fax or e-mail is sent.

COMPUTATION OF TIME

- 9.2 In computing the date when notice must be given under any provision of the letters patent or by-laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

OMISSIONS AND ERRORS

- 9.3 The non-receipt of any notice by any institutional member, director, officer, or auditor or any error in any notice not effecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

AMENDMENTS

- 9.4 These bylaws may be amended by a resolution of the Board confirmed by a two thirds vote of the institutional members voting at any annual or special meeting. Each institutional member shall have one vote.

RULES OF ORDER

9.5 When not in conflict with these by-laws, *Roberts' Rules of Order* latest edition shall govern in case of a procedural dispute at any meeting of the Corporation or the Board.

INTERPRETATION

9.6 In this by-law and all other by-laws of the Corporation:

- a) words importing the singular number only include the plural and vice-versa;
- b) words importing the masculine and feminine gender include the neuter genders;
- c) words importing persons include companies, corporations, partnerships and any number or aggregate of persons;
- d) "board" and "Board of Directors" means the Board of Directors of the "Corporation";
- e) "letters patent" include supplementary letters patent;
- f) "The Corporations Act" means The Corporations Act, (R.S.O. 1990 Chapter 38) as amended from time to time or any act that may hereafter be substituted therefore.

The foregoing bylaws are hereby signed by the Directors of the Corporation pursuant to The Corporations Act, R.S.O 1990, c.C38 as the revision of the original bylaws, signed 13 April 2008.

Cumbo-Steinmetz, Shalom

Kambanis, Maggie

Knight, Elinor

Pape, Kendrew

Papenburg Ellen

Renzetti, Dave

Springer, Shawn

Tisshaw-Baril, Simone

Trudeau, Pat

Ratified at the AGM dated _____ of _____, 2008