

**ASSOCIATION OF ANGLICAN DEACONS IN CANADA/
ASSOCIATION ANGLICANE DES DIACRES AU CANADA**

BY-LAWS

TABLE OF CONTENTS

PART 1 - INTERPRETATION	1
1.1 Definitions	1
1.2 <i>Society Act</i> Definitions.....	Error! Bookmark not defined.
1.3 Other Definitions	1
PART 2 - MEMBERSHIP CATEGORIES AND RIGHTS	2
2.1 Entitlement.....	2
2.2 Membership Categories	2
2.3 Restrictions on Number of Members	3
2.4 Voting Rights.....	3
2.5 Good Standing	3
PART 3 - ADMISSION TO MEMBERSHIP	3
3.1 Membership Application	3
3.2 Membership Year.....	3
3.3 Non-Transferable.....	3
3.4 Termination of Membership.....	4
3.5 Termination/Suspension.....	4
3.6 Return of Dues/Assessments and Restoration.....	4
3.7 Member to be Informed	4
PART 4 - ALLOWANCES TO MEMBERS	5
4.1 Honoraria, Travel and Maintenance	5
PART 5 - DUES AND ASSESSMENTS	5
5.1 Dues	5
5.2 Assessment.....	Error! Bookmark not defined.
5.3 Treasurer to Notify	Error! Bookmark not defined.
5.4 Payment.....	Error! Bookmark not defined.
5.5 Waiver of Due/Assessments	5
PART 6 - MEETINGS OF MEMBERS	5
6.1 Annual Meeting	5
6.2 Special Meeting.....	5
6.3 Members May Initiate Special Meeting	5
6.4 Notice of Annual Meeting.....	6
6.5 Waiver of Notice	6
6.6 Omission of Notice.....	6

6.7	Entitlement to Attend Meetings.....	6
PART 7 - PROCEEDINGS AT A MEMBERS' MEETINGS		6
7.1	Chair of the Meeting	7
7.2	Adjournment.....	7
7.3	Quorum	7
7.4	Minutes	8
7.5	Annual Meeting Agenda	8
7.6	Rules of Order	8
PART 8 - VOTING AT MEMBERS' MEETINGS		8
8.1	Voting.....	8
8.2	Secret Ballot.....	8
8.3	Entitlement to Vote	9
8.4	Simple Majority.....	9
8.5	Evidence that Resolution Carried.....	9
8.6	Entitlement to Vote by Proxy.....	Error! Bookmark not defined.
PART 9 - BOARD OF DIRECTORS		9
9.1	Number of Directors on the Board	9
9.2	Powers and Duties of Board.....	9
9.3	Election/Appointment of Directors	10
9.4	Vacancy.....	10
9.5	Power of Board if a Vacancy	11
9.6	Termination of Office	11
9.7	Removal of Directors	11
9.8	Remuneration	11
PART 10 - MEETINGS OF THE BOARD		11
10.1	Holding of Meeting	11
10.2	Special Meetings	12
10.3	Notice.....	12
10.4	Telephone Meetings	12
10.5	Quorum	12
10.6	Voting.....	12
10.7	Written Resolutions.....	12
10.8	Acts Valid	13
10.9	Regulations	13
PART 11 - OFFICERS AND COMMITTEES		13
11.1	Officers and Assistants.....	13
11.2	Election/Appointment of Officers	13
11.3	Termination of Office	13
11.4	Removal of Officers	14
11.5	Terms of Employment	14
11.6	President.....	14

11.7	Vice - President	14
11.8	Secretary	14
11.9	Treasurer	15
11.10	Duty of Other Officers	15
11.11	Variation of Duties	15
11.12	Delegation of Duties.....	15
11.13	Committees of Directors	15
11.14	Powers of Committees	15
11.15	Meetings of Committees	15
PART 12 - REGISTERS		Error! Bookmark not defined.
12.1	Register of Members	Error! Bookmark not defined.
12.2	Register of Directors	Error! Bookmark not defined.
PART 13 - BORROWING POWERS AND USE OF SEAL		Error! Bookmark not defined.
13.1	Borrowing Powers	Error! Bookmark not defined.
13.2	Charge on Property.....	Error! Bookmark not defined.
13.3	Common Seal	Error! Bookmark not defined.
13.4	Custody	Error! Bookmark not defined.
13.5	Use of Seal	Error! Bookmark not defined.
PART 14 - INDEMNIFICATION AND LIABILITY OF DIRECTORS		16
14.1	Director’s and Officer’s Liability	16
14.2	Indemnification.....	16
14.3	Insurance	16
PART 15 - NOTICES		17
15.1	Notice	17
PART 16 - AUDITORS AND ACCOUNTING RECORDS		Error! Bookmark not defined.
16.1	Auditors.....	Error! Bookmark not defined.
16.2	Remuneration of Auditors.....	Error! Bookmark not defined.
16.3	Financial Year.....	Error! Bookmark not defined.
16.4	Accounting Records	Error! Bookmark not defined.
16.5	Inspection of Books and Records	Error! Bookmark not defined.
PART 17 – BRANCHES AND AFFILIATIONS		Error! Bookmark not defined.
17.1	Branches in British Columbia.....	Error! Bookmark not defined.
17.2	Branches Across Canada.....	Error! Bookmark not defined.
17.3	Affiliations	Error! Bookmark not defined.
PART 18 – DISTRIBUTION AND DISSOLUTION		17
18.1	No Distribution	17

**ASSOCIATION FOR ANGLICAN DEACONS IN CANADA /
ASSOCIATION ANGLICANE POUR DIACRES AU CANADA**

BY-LAWS

By-laws relating generally to the conduct of the affairs of the Association for Anglican Deacons in Canada / Association Anglicane Pour Diacres Au Canada.

PART 1 - INTERPRETATION

1.1 **Definitions**

In these by-laws and all other by-laws of the Association, unless the context otherwise requires:

- (a) “**Association**” means the Association for Anglican Deacons in Canada/Association Anglicane Pour Diacres Au Canada;
- (b) “**by-law**” or “**by-laws**” means any by-law or by-laws of the Association from time to time in force and effect;
- (c) “**Deacon**” means a person ordained as a deacon in the Anglican Church of Canada, or a person ordained deacon or commissioned as diaconal minister in other Christian denominations;
- (d) “**directors**” or “**board**” means the directors of the Association for the time being;
- (e) “**member**” or “**members**” means any person or entity that is an Individual Member, an Organizational Member, the Patron or an Other Member of the Association;
- (f) “**AED**” means the Association for Episcopal Deacons or its successor organization;

1.2 **Other Definitions**

Any words defined elsewhere in these by-laws will have the meanings ascribed to them.

PART 2 – PURPOSES OF THE ASSOCIATION

2.1 Purposes

The purposes of the Association are as follows;

- (a) to support deacons and aspirants to the diaconate;
- (b) to encourage the church in its calling to serve, advocate for and act as agents for those who are poor, vulnerable or marginalized and to make intercessory prayer for the needs, hopes and concerns of the world;
- (c) to educate the church about the role of deacons in the ministry and mission of the Anglican Church of Canada;
- (d) to collect, develop and recommend guidelines for the definition, discernment, formation, training and deployment of deacons in Canada;
- (e) to foster the flow of information about the theology and practice of the diaconate in Canada and internationally;
- (f) to assist in organizing national, regional and local gatherings and consultations about the diaconate;
- (g) to support and collaborate with the Association for Episcopal Deacons and with other initiatives of the wider church and the ecumenical community regarding the diaconate;

PART 3 – MEMBERSHIP CATEGORIES AND RIGHTS

3.1 Membership Categories

The classes of membership in the Association are as follows:

- (a) **“Individual Member”** - an Individual Member shall be an individual whose application has been accepted by the board, has paid the dues from time to time due and owing by such member and is a member in good standing;
- (b) **“Organizational Member”** – an Organizational Member shall be a diocese or equivalent jurisdiction of the Anglican Church of Canada or other church of Canada in communion with the Anglican Church of Canada, an association of deacons, a training institution, a theological college or other similar organization whose application has been accepted by the board, has paid the dues from time to time due and owing by such member and is a member in good standing;
- (c) **“Patron”** – the Patron shall be the Primate of the Anglican Church of Canada or, in his or her stead, one of the four Provincial Archbishops of the Anglican Church of

Canada, whose application has been accepted by the board, has paid the dues from time to time due and owing by such member and is a member in good standing; and

- (d) **“Other Member”** - an Other Member shall be a person, organization, corporation, partnership, association or other entity that is not an Individual Member, an Organizational Member or the Patron whose application has been accepted by the board, has paid the dues and assessments from time to time due and owing by such member and is a member in good standing.

3.2 Restrictions on Number of Members

At any given time:

- (a) the number of Other Members shall not exceed the aggregate number of Individual Members, Organizational Members and the Patron; and
- (b) the Association shall have only one Patron.

3.3 Voting Rights

Each Individual Member, Organizational Member and Patron in good standing is entitled to one vote at any meeting of members. No Other Member may vote at any meeting of members.

3.4 Good Standing

A member in good standing shall be a member who has paid all dues and assessments owing by such member and who has not resigned, been suspended, or been expelled from membership in the Association.

PART 4 - ADMISSION TO MEMBERSHIP

4.1 Membership Application

Any applicant may apply to the Association for membership as an Individual Member, Organizational Member, Patron or an Other Member by completing and delivering a membership form to the Association. Any such applicant will become a member of the Association upon payment of the applicable membership dues and acceptance of the application by the board.

4.2 Membership Year

The membership year shall commence on January 1 and terminate on December 31 of each year.

4.3 Non-Transferable

The interest of a member in the Association is non-transferable.

4.4 **Termination of Membership**

Any member will cease to be a member of the Association:

- (a) **Resignation** - by delivering a written resignation signed by the member to the registered address of the Association. If a member resigns, then the member shall remain liable for payment to the Association of any dues or assessments which became payable by the member prior to such resignation;
- (b) **Death/Dissolution** - in the case of an individual, upon his or her death, and in the case of an organization, corporation or other entity, upon its dissolution;
- (c) **Expulsion** - upon being expelled in accordance with these by-laws; or
- (d) **Not in Good Standing** - if the member has not been in good standing for four consecutive months.

4.5 **Termination/Suspension**

The membership of any member in the Association will be terminated or suspended, as the case may be, if:

- (a) **Expulsion** - the members of the Association expel the member by a resolution passed by at least two-thirds of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution has been given, provided that the member who is the subject of the proposed resolution is given a reasonable opportunity to be heard at the meeting before the resolution is put to a vote;
- (b) **Suspension (Dues)** - the board suspends the membership privileges of a member whose annual dues have not been paid within four months from the date due, such suspension to continue until such time as the dues are paid in full; and

4.6 **Return of Dues/Assessments and Restoration**

Any member who has ceased to be a member, been expelled or been suspended pursuant to by-law 4.5 shall not :

- (a) **Return of Dues** - be entitled to the return of any dues that the member has paid to the Association; or
- (b) **Restoration of Membership** - be entitled to the restoration of the member's membership privileges until all arrears of dues and assessments are paid by the member to the Association and any requirements for restoration to membership, as may be established by the board, are met by the member.

4.7 **Member to be Informed**

The Secretary shall promptly inform a member of the termination of the member's membership or the suspension of the member's membership privileges and, if possible, the reason for the termination or suspension.

PART 5 - ALLOWANCES TO MEMBERS

5.1 Honoraria, Travel and Maintenance

The board of directors may determine, in its discretion, what honoraria, travel and maintenance allowances the Association may pay to any of its members (or a representative of an Organizational Member or Other Member), including without limitation, any member (or representative of an Organizational Member or Other Member) who is a director or officer of the Society or serves on a committee established by the directors.

PART 6 - DUES

6.1 Dues

The annual dues payable by the members shall be those fixed from time to time by the board for each class of membership.

6.2 Waiver of Dues

The directors may, by resolution, waive the requirement for the payment of any dues or assessments due to the Association by any member because of hardship or extenuating circumstances.

PART 7 - MEETINGS OF MEMBERS

7.1 Triennial Meeting

The triennial meeting of members shall be held every three years in connection with the triennial conference of the Association on such day as the board may by resolution determine (the “Triennial Meeting”).

7.2 Special Meeting

Special meetings of members may be convened on any day and at any time and place as is determined by the board.

7.3 Members May Initiate Special Meeting

A special meeting of the members shall be scheduled by the board upon receipt by the Association of a written requisition which states the purpose of the special meeting and which is signed by at least 15 members who are entitled to vote and are in good standing. Upon receipt by the Association of the written requisition, the Secretary (or his or her nominee) shall notify the board of the written requisition and shall give written notice of the special meeting to each member at least 42 days before the date of the special meeting, such notice to be in accordance with by-law 15.1.

7.4 Notice of Annual Meeting

The Secretary (or his or her nominee) shall give written notice to each member of the annual meeting at least 30 days before the date of the annual meeting, such notice to be in accordance with by-law 16.1; provided always that a member may in any manner and at any time waive notice of a meeting of members, and attendance of a member at a meeting of members shall constitute a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.5 Waiver of Notice

The members may waive the Association's obligation to give notice of a meeting of members pursuant to by-law 7.4 by unanimous consent in writing.

7.6 Omission of Notice

The accidental omission to give notice of any meeting of members, any irregularity in the notice of any meeting of members or the non-receipt of any notice by any member or members or by the auditor of the Association (if any) shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

7.7 Entitlement to Attend Meetings

Only members may attend meetings of members provided that the board of directors may invite non-members to attend meetings of members for specific business items.

PART 8 - NOMINATIONS FOR DIRECTOR

8.1 Invitation for Nominations

Not less than 60 days prior to the date of a Triennial Meeting, the President shall send to all members in good standing an invitation for nominations for directors of the Association which shall include the provisions of Article 11.1 and a "Nominee Profile for election of the Board of Directors" form ("Nominee Profiles").

8.2 Return of Nominee Profiles

Completed Nominee Profiles shall be returned to the President not less than 30 days prior to the date of the Triennial Meeting.

8.3 Review of Nominations

All Nominee Profiles shall then be reviewed by a committee (the "Nominations Committee") composed of the President, who shall be the chair, and one elected representative of each of the four Ecclesiastical Provinces of the Anglican Church of Canada, each of whom must be a member in good standing of the Association. The Nominations Committee shall ensure that all Nominee Profiles are in good order and will contact those who have been nominated if there are any questions regarding a nomination or the information provided in the Nominee Profile.

8.4 Election of Nominations Committee

At each Triennial Meeting, the members of the Nominations Committee shall be elected by the members to serve a term of three years which term shall expire at the commencement of the next ensuing triennial meeting of members of the Association

8.5 Lack of Nominations

If no nominations for directors of the Association are received by the Nominations Committee, the Nominations Committee shall seek out appropriate nominees from each of the four Ecclesiastical Provinces as set out herein.

8.6 Nominee Information to Members

Not less than 15 days prior to next ensuing Triennial Meeting the President shall send to all members of the Association entitled to vote at that meeting a Nominee Information form for each nominee for election as a director.

PART 9 - PROCEEDINGS AT A MEMBERS' MEETINGS

9.1 Chair of the Meeting

The President of the Association shall be chair at any meeting of members. If the President is absent or unable to act as chair at a meeting of members, then the Vice-President of the Association shall be chair of the meeting of members. If the Vice-President is absent or is unable to act as chair at a meeting of members, then the members who are present and entitled to vote shall choose a director who is present and able to act as chair of the meeting and if no director is present and able to act or if all the directors present decline to take the chair then the members who are present and entitled to vote shall choose one of their number to act as chair of the meeting.

9.2 Adjournment

The chair of any meeting of members may, with the consent of a majority of the members present at the meeting of members and entitled to vote, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting of members which might have been brought before or dealt with at the original meeting of members in accordance with the notice calling the meeting.

9.3 Quorum

A quorum at any meeting of members shall be 5 members in good standing and entitled to vote. No business shall be transacted at any meeting of members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members (or within 30 minutes after the time appointed for the meeting) then the members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of by-laws 7.4 and 16.1 with regard to notice shall apply to such adjournment.

9.4 **Minutes**

Minutes of all meetings of members shall be kept by the Secretary (or his or her nominee) and signed by the chair of the meeting of members.

9.5 **Triennial Meeting Agenda**

The agenda of the Triennial Meeting shall include at least the following items:

- (a) approval of the minutes from the previous Triennial Meeting and any special meetings held since the previous annual meeting;
- (b) report of the President;
- (c) report of the Treasurer, including presentation of the annual financial statements of the Society;
- (d) reports from committees appointed by the directors, if any;
- (e) election of directors;
- (f) election of members of the Nominations Committee; and
- (g) other business, if any.

9.6 **Rules of Order**

The directors may, at any time, adopt such rules of order to govern the meetings of members as the directors may determine

PART 10 - VOTING AT MEMBERS' MEETINGS

10.1 **Voting**

Unless provided otherwise in these by-laws:

- (a) every question submitted at a meeting of members shall be decided in the first instance by a show of hands by those in attendance and entitled to vote; and
- (b) in the case of an equality of votes, the chair of the meeting shall have a casting vote, but not in addition to the vote he or she may have as a member.

10.2 **Secret Ballot**

A secret ballot may be demanded by any member who is entitled to vote at the meeting of members either before or after any vote by show of hands. If at any meeting of members a secret ballot is demanded on the election of a chair or on the question of an adjournment, the secret ballot shall be taken forthwith without adjournment. If at any meeting of members a secret ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the chair

of the meeting directs. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.

10.3 Entitlement to Vote

No member shall be entitled to vote at any meeting of members unless the member is entitled to vote pursuant to the provisions of by-law 3.3.

10.4 Simple Majority

At all meetings of members every resolution put to the vote at a meeting of members shall, unless otherwise required by these by-laws be decided by a simple majority of the votes duly cast on the resolution.

10.5 Evidence that Resolution Carried

At any meeting of members, unless a secret ballot is demanded in accordance with **by-law 8.2**, a declaration by the chair of the meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.

PART 11 - BOARD OF DIRECTORS

11.1 Number of Directors on the Board

The affairs and property of the Association shall be managed by a board of directors consisting of 11 members, composed of:

- (a) two members from each of the four Ecclesiastical Provinces in Canada, each of whom must be a Deacon and elected by the members (the “**Deacon Directors**”);
- (b) two members at large, elected by the members (the “**At-Large Directors**”); and
- (c) the president of AED, or his or her nominee, who has submitted to the Society a notice of consent to act as a director to the Society, and who shall hold such position in an ex-officio capacity (the “**AED Director**”).

11.2 Powers and Duties of Board

The board of directors shall be responsible for conducting all business of the Association and may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not by these by-laws expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the Association or to the conduct of its affairs. The board of directors shall report all work done by it or by any committees of the board to the members at the annual meeting of members. No act or proceeding of the board is invalid by reason only of there being vacancies among the directors.

11.3 **Election/Appointment of Directors**

- (a) The Deacon Directors and the At-Large Directors (each, an “**Elected Director**”) shall have a term of three years or such other term as may be agreed upon by the members at any time of election or appointment.

- (b) Each Elected Director shall retire from office at the annual meeting of the members when his or her successor has been elected, such elections to take place in accordance with the applicable terms of office of directors provided in this by-law 11.3. An election of an Elected Director may be by acclamation; otherwise it shall be by ballot. If no successor Elected Director is elected, then the person previously elected or appointed as an Elected Director shall continue to hold office as a director, unless that person resigns or is otherwise removed from office. Any Elected Director shall be eligible for re-election for one additional term. An Elected Director who has been re-elected shall not be eligible for election as a director until a period of 3 years has passed from the last day of their last term as director.

- (c) Notwithstanding anything to the contrary in this by-law 11.3, any Elected Director who misses two consecutive meetings of the board for reasons other than medical reasons and who has not given notice of his or her absence to the President prior to the applicable board of directors meeting shall be considered to have resigned from the board.

11.4 **Vacancy**

- (a) If the position of the AED Director is vacated, and the president of AED, or his or her nominee, has not submitted to the Association a notice of consent to act as the AED Director within two months of the vacation of such position, the President shall send a written notice to AED requesting that the president of AEDD, or his or her nominee, submit to the Association a notice of consent to act as the AED Director. Until such time as the president of AED, or his or her nominee, submits to the Association a notice of consent to act as the AED Director, the position of the AED Director shall remain vacant.

- (b) If a vacancy on the board of directors among the Elected Directors occurs more than two months before an annual meeting of the Society, the President shall appoint, with the written consent of a majority of the board, a substitute to serve until the next annual meeting, at which time the vacancy shall be filled for the unexpired portion of the term as part of the regular election of Elected Directors. If a vacancy on the board of directors among the Elected Directors occurs two months or less prior to a meeting of the board, the directors may appoint a qualified person to act as a director to fill the vacancy on the board. If an Elected Director is not appointed in this circumstance, the vacancy shall be filled at the annual meeting as part of the general election of directors. An Elected Director so appointed holds office only until the conclusion of the next annual meeting of the Society but is eligible for re-election at the annual meeting.

11.5 **Power of Board if a Vacancy**

Where there is a vacancy or vacancies on the board, the remaining directors may exercise all the powers of the board as long as a quorum of the board remains in office.

11.6 **Termination of Office**

The office of a director shall automatically be terminated if any of the following events occur:

- (a) the director's term of office expires in accordance with by-law 11.3;
- (b) the director is removed from office in accordance with by-law 11.7;
- (c) the director becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (d) the director is found to be a mentally incompetent person; For the purposes of this by-law 11.6(d), a person shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the person in question is incapable of managing his or her affairs.
- (e) the director is convicted of an indictable offence;
- (f) the director resigns from his or her office by notice in writing to the Association. Any such resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later.

11.7 **Removal of Directors**

The members may, by resolution passed by at least 75% of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution has been given in accordance with these by-laws, remove any director before the expiration of his or her term of office and may, where the removed director was an Elected Director, by the majority of votes cast by the members present and entitled to vote at that meeting of members, elect any person to serve in the place of the removed Elected Director until the next annual meeting of the members.

11.8 **Remuneration**

Except as provided in **by-law 4.1**, no director shall be paid for serving as a director but may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as a director of the Society.

PART 12 - MEETINGS OF THE BOARD

12.1 **Holding of Meeting**

The board shall meet together at the times and place for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

12.2 **Special Meetings**

The President or any simple majority of directors may at any time, and the Secretary (or his or her nominee) shall, at the request of the President or such simple majority of directors, convene a meeting of the board.

12.3 **Notice**

The Secretary (or his or her nominee) shall give written notice to each director at least 30 days before the date of a the directors’ meeting or a special meeting of directors (collectively, “**Director Meetings**”), such notice to be in accordance with by-law 16.1; provided always that a director may in any manner and at any time waive notice of any Director Meetings, and attendance of a director at a Director Meeting shall constitute a waiver of notice of the meeting except where a director attends a Director Meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The directors may waive the Association’s obligation to give notice of a Director Meeting pursuant to this by-law 12.3 by unanimous consent in writing. The accidental omission to give notice of any Director Meeting, any irregularity in the notice of any Director Meeting or the non-receipt of any notice by any director or directors or by the auditor of the Association (if any) shall not invalidate any resolution passed or any proceedings taken at any Director Meeting.

12.4 **Telephone Meetings**

The board of directors (or members of a committee) may hold meetings by means of conference telephone or any other communication facility whereby all directors (or committee members) participating in the meeting can hear each other and make themselves heard (a “**Telephone Meeting**”), provided that all the directors (or committee members) consent to the holding of a Telephone Meeting. Such consent may be made generally or in respect of a particular meeting. A director (or committee member) participating in a meeting in accordance with this by-law 12.4 shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

12.5 **Quorum**

A majority of the directors shall form a quorum for the transaction of business at any Director Meeting provided that a majority of those present are Deacons and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the board.

12.6 **Voting**

Each director shall have one vote. Questions arising at any Director Meeting shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a deciding or casting vote.

12.7 **Written Resolutions**

A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a Director Meeting duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

12.8 **Acts Valid**

All acts done at any Director Meeting or by any persons acting as directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such directors or persons acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a director.

12.9 **Regulations**

The directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these by-laws or the Act.

PART 13 - OFFICERS AND COMMITTEES

13.1 **Officers and Assistants**

The officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer and any other officers as the board may from time to time determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. Subject to the last sentence of section 13.2, an officer must be a director of the Association.

13.2 **Election/Appointment of Officers**

From time to time the board shall appoint or elect the officers of the Association, who shall have a term of three years. Officers shall retire from office at the expiration of their term of office when their successors have been elected or appointed at the first meeting of the directors held following the annual general meeting of the members of the Society. If no successor is elected or appointed, then the person previously elected or appointed as an officer of the Association shall continue to hold office, unless that person resigns or is otherwise removed from office.

13.3 **Termination of Office**

An officer shall automatically be terminated if any of the following events occur:

- (a) the officer's term of office expires in accordance with section 13.2;
- (b) the officer is removed from office in accordance with section 13.4;
- (c) the officer becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (d) the officer is mentally incompetent. For the purposes of this section 13.3(d) a person shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the person in question is incapable of managing his or her affairs;

- (e) the officer is convicted of an indictable offence involving fraud or in connection with the promotion, formation or management of a society or corporation or such other offence as the directors in their sole discretion may determine from time to time;
- (f) the officer resigns from his or her office by notice in writing to the Association. Any such resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later.

13.4 **Removal of Officers**

In the absence of a written agreement to the contrary, the board may, by resolution, remove any officer of the Association.

13.5 **Terms of Employment**

The terms of employment or remuneration, if any, of the officers appointed by the board shall be settled from time to time by the board.

13.6 **President**

The President shall be chair of all meetings of members and of all meetings of the board. Subject to the by-laws, during the absence or disability of the President, the President's duties shall be exercised as may be directed by the board. The President shall, subject to the authority of the board, have the responsibility for the general management and direction of the Association's affairs.

13.7 **Vice - President**

The Vice-President shall assist the President at all times in any or all of his or her duties of office. In the absence of the President, the Vice-President shall be chair of all meetings of members and of all meetings of the board. During the absence or disability of the President, the Vice-President shall exercise the duties of the President unless otherwise directed by the board. The Vice-President shall, subject to the authority of the board and the President, have the responsibility for the general management and direction of the Association's affairs.

13.8 **Secretary**

The Secretary (or his or her nominee) shall:

- (a) make or cause to be made all required filings for the Association, if any;
- (b) give all notices required to be given to members and directors;
- (c) attend all Director Meetings and meetings of the members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the Director Meetings and meetings of the members (such books to be kept at the registered office of the Association);
- (d) be the custodian of all books, papers, records and other instruments belonging to the Association; and

- (e) perform any other duties prescribed from time to time by the board.

13.9 Treasurer

The Treasurer shall:

- (a) keep (or cause to be kept) full and accurate books of account which record all receipts, disbursements, assets and liabilities of the Association and, under the direction of the board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association;
- (b) provide to the board, members and others when required an accounting of all transactions of the Association and the financial position of the Association and report on the financial position of the Association to the members at the general meeting of the members; and
- (c) perform any other duties prescribed from time to time by the board.

13.10 Duty of Other Officers

The duties of all other officers of the Association shall be set out in the terms of their engagement or as the board requires. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by that assistant, unless the board otherwise directs.

13.11 Variation of Duties

From time to time the board may vary, add to or limit the powers and duties of any officer or officers.

13.12 Delegation of Duties

In case of the absence or inability to act of any officer of the Society or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any officers to any other director for the time being.

13.13 Committees of Directors

The board may appoint committees of directors from among their number and may delegate to such committees any of the powers of the board. Any committee so appointed may, subject to a resolution of the board and these by-laws, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

13.14 Powers of Committees

Every committee constituted by the board shall have the authorities, powers and discretion which may be delegated to it by the board and shall act in accordance with any requirements, including reporting, which the board may impose upon the committee.

13.15 Meetings of Committees

The members of a committee may meet and adjourn as they think fit.

PART 14 - INDEMNIFICATION AND LIABILITY OF DIRECTORS

14.1 Director's and Officer's Liability

No director or officer of the Association shall be liable for:

- (a) the acts, omissions or defaults of any other director or officer;
- (b) any loss or expense incurred by the Association by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the Association;
- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the money, securities or other property of the Association shall be deposited;
- (e) any loss occasioned by any error of judgment or oversight on the director's or officer's part; or
- (f) any other loss, damage or misfortune which occurs in the execution of the duties of the office of director or officer or in relation thereto unless such loss, damage or misfortune happened through the director's own dishonesty or willful misconduct.

14.2 Indemnification

The Association shall indemnify each director or former director or officer (or former officer) of the Association and his or her heirs and personal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by such director or officer in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Association, including an action brought by the Association, if:

- (a) the director or officer acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing that his or her conduct was lawful.

14.3 Insurance

The Association may purchase and maintain insurance for the benefit of a director or officer against personal liability incurred by him or her as a director or officer of the Association.

PART 15 - NOTICES

15.1 **Notice**

Any notice required to be given to a member or a director these by-laws shall be sent by prepaid mail or may be delivered, as the Secretary (or his or her nominee) deems appropriate, to a member or other person either personally, or by facsimile, email or other electronic means or by leaving it at the usual business or, if a member, at the usual business or residential address of the member as shown on the register of members, and if no address is shown on the records of the Association, then to the last known address of such member or director. Any notice shall be deemed to have been given when the notice has been deposited in the mail or when delivered, provided that the cost of such notice is prepaid by the Association. A notice of any meeting shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting and, where any business will be transacted at a special meeting of members or directors, the notice shall state a sufficient amount of information regarding the special business to allow the members or directors, as the case may be, to make a reasoned decision regarding the special business. Any business not specified on notice of a special meeting of members or directors shall not be considered at such meetings.

PART 16 – DISTRIBUTION AND DISSOLUTION

16.1 **No Distribution**

The Association shall not distribute to its members or to any other persons any of its gain, profit or dividend, or otherwise dispose of its assets without receiving full and valuable consideration, and any profits or accretions to the assets of the Association shall be used in promoting its purposes.

