

SOCIETY OF SAINT VINCENT DE PAUL
PARTICULAR COUNCIL OF BRANT

BEING THE GENERAL BY-LAW OF

SOCIETY OF SAINT VINCENT DE PAUL, PARTICULAR COUNCIL OF BRANT

BE IT ENACTED By-Law 1 of Society of Saint Vincent de Paul, Particular Council of Brant (sometimes referred to herein as the “**Corporation**”) be repealed and replaced with the following By-law as follows:

ARTICLE 1
INTERPRETATION

1.1 **Definitions.** In the By-laws of the Corporation, unless the context otherwise requires:

"Act" means the Not-for-profit Corporations Act, 2010, S.O. 2010, c. 15 (ONCA) and any act that may be substituted for it, as from time to time amended.

"Annual Board Meeting" has the meaning ascribed to it in Section 5.12.

"Annual Member Meeting" means the annual meeting of the Members.

"appoint" includes "elect" and vice versa.

"Articles" means the original or restated articles of incorporation or letters patent or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Corporation.

"Board" means the board of directors of the Corporation.

"By-law" means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.

"Chair" means the individual appointed to the office of chair of the Corporation.

"Conference" means any of the current conferences reporting to the Corporation or such conferences subsequently formed and reporting to the Corporation.

"Confederation" means the International Confederation being the summit organization of the Society of Saint Vincent de Paul with head office currently situated in Paris, France consisting of the presidents of the National Councils of the Society of Saint Vincent de Paul throughout the world.

"Corporation" means the Society of Saint Vincent de Paul, Particular Council of Brant.

"Designate or Designates" has the meaning ascribed to it in Section 5.4.

"Director" means a director elected to the Board.

"entity" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

"ex-officio Directors" means such individuals who are Directors by virtue of their office.

“Incumbent Officer” has the meaning ascribed to it in Section 5.17.

“Incumbent Officer Meeting” has the meaning ascribed to it in Section 5.17.

"meeting of Members" means the Annual Member Meeting and special meetings of the Members.

“Member” means a member of the Corporation.

“National Council of Canada” means Society of Saint Vincent de Paul – National Council of Canada.

"non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Canada), R.S.C. 1985, c. I-21.

"Officer” means all such officers listed in ARTICLE 6

"ordinary resolution" includes a resolution of the Members passed by a majority of the votes cast on that resolution or consented to by each Member of the corporation entitled to vote at a meeting of the Members of the corporation or the Member's attorney.

“Particular Council” means the Society of Saint Vincent de Paul, Particular Council of Brant.

"person" includes any individual or entity.

“President” means the individual holding the office of president of the Corporation.

"recorded address" means:

(a) in the case of a Member, their address as recorded in the register of Members of the Corporation;

(b) in the case of an officer, auditor, or member of a committee of the Board, their latest address as recorded in the records of the Corporation; and

(c) in the case of a Director, their latest address as recorded in the most recent notice filed under the Act.

"Regional Council” means Society of Saint Vincent de Paul Ontario Regional Council.

“Rule” means the governing International Confederation rule of the Society of Saint Vincent de Paul and Internal Statutes of the National Council of Canada.

“Secretary” means individual holding the office of secretary of the Corporation.

"special meeting" includes a meeting of any class or classes of Members, and a special meeting of all Members entitled to vote at a special meeting or Annual Member Meeting.

"special resolution" includes a resolution of the Members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each Member

of the corporation entitled to vote at a meeting of the Members of the corporation or the Member's attorney.

"Treasurer" means the individual holding the office of Treasurer in the Corporation.

"Vice President" shall mean an individual appointed to any of the offices of vice president of the Corporation with respect to Conferences, store, and youth.

1.2 **Other Definitions.** Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law,

- (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation";
- (b) the word "or" is not exclusive;
- (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole;
- (d) unless the context otherwise requires, words importing the masculine gender shall include the feminine gender, as the case may be, and vice versa;
- (e) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and
- (f) Unless the context otherwise requires, references herein:
 - (i) to sections mean the sections of this By-law;
 - (ii) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and
 - (iii) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

1.3 **Purpose.** The primary goal and purpose of the Corporation and its Members, staff, volunteers and benefactors, is to serve and minister to all persons in need to perform what functions it can to alleviate their problems and to promote dignity in accordance with Christian principles and the Vincentian philosophy, and thereby, to administer the affairs of the Corporate body known as Society of Saint Vincent de Paul, Particular Council of Brant as defined in the Rule.

ARTICLE 2

REGISTERED OFFICE AND RECORDS

2.1 **Location of Registered Office.** The address of the registered office of the Corporation shall be in the City of Brantford, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

- 2.2 **Books and records.** Any records maintained by the Corporation in the regular course of its business as required by the Act, including its register of Members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time. The Corporation shall make such records available for inspection under applicable law.

ARTICLE 3
MEMBERSHIP

- 3.1 **Membership Conditions.** Subject to the Articles, there shall be one class of Members in the Corporation. Admission and membership in the Corporation shall only be available to such persons that:
- (a) are Designates; or
 - (b) are Directors.
- 3.2 **Individual Member Qualifications.** To be admitted as a Member or maintain such membership, the Member or person applying for membership must satisfy the conditions listed in Section 3.1 and must have and maintain the following qualifications, as applicable:
- (a) **Age.** Must be 18 years of age or older.
 - (b) **Approval.** Must be approved and admitted for membership by resolution of the Board pursuant to the policies of the Corporation.
- 3.3 **Transfer of Membership.** A membership in the Corporation is not transferable and automatically terminates if the Member no longer satisfies the qualifications listed in Section 3.2 above, or such membership is otherwise terminated in accordance with the By-Law, the Act or the Rule, as the case may be.
- 3.4 **Termination of Membership.** Membership in the Corporation is terminated when:
- (a) the Member dies;
 - (b) the Member renounces their membership by way of letter addressed to the secretary of the Corporation and delivered to the head office of the Corporation;
 - (c) the Member's membership is otherwise terminated in accordance with the Articles or By-laws;
 - (d) the Board, by ordinary resolution and at such time as is noted in the resolution, requests the Member to resign.
 - (e) the Member no longer qualifies for membership pursuant to Section 3.2 or contravenes the policies noted in Section 3.2(b); or
 - (f) the Corporation is liquidated and dissolved under the Act.

- 3.5 **Effect of Termination of Membership.** Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.
- 3.6 **Discipline of Members.**
- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws or written policies of the Corporation;
 - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - (iii) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Corporation.
 - (b) If the Board determines that a Member should be suspended or expelled from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the Member, and shall provide reasons for the proposed suspension or expulsion. The Member may make a written or oral submission to the President, or such other member of the Board as may be designated by same in response to the notice received within the first ten (10) days of the fifteen (15) day notice period. If no written submission is received, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If a written or oral submission is received in accordance with this Section 3.6(b), the Board shall consider the submission in reaching their decision subject to anything to the contrary in the Rule.

ARTICLE 4
MEETINGS OF MEMBERS

- 4.1 **Place of Meetings.** All meetings of Members shall be held at such place in Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting. If all the Members entitled to vote at that meeting so agree or the Articles specify a place outside Ontario where a meeting of Members may be held, a meeting of Members may be held outside Ontario.
- 4.2 **Annual Meetings.** The Annual Member Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the Annual Member Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles. The business transacted at the Annual Member Meeting shall include:
- (a) receipt of the agenda;
 - (b) receipt of the annual report;

- (c) receipt of the minutes of the previous annual and subsequent special meetings;
- (d) consideration of the financial statements;
- (e) report of the auditor or person who has been appointed to conduct a review engagement;
- (f) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (g) election of Directors;
- (h) ratification of acts of the Board; and
- (i) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual Member Meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the meeting in accordance with the Act, so that such item of new business can be included in the notice of the Annual Member Meeting.

- 4.3 **Special Meetings.** Special meetings of Members for any purpose or purposes shall be called by a resolution of the Board. The Board shall also call a special meeting of Members in accordance with the Act on the written requisition of Members carrying not less than 10% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.
- 4.4 **Fixing the Record Date.** In order for the Corporation to determine the Members entitled to notice of a meeting of the Members, including any adjourned Member meeting, the Board may set a record date. The purpose of the record date is to finalize a list of which members are entitled to receive notice of or to vote at a meeting ahead of time so that the Corporation will not be burdened with updating the list on the day of the meeting. If the Board elects to set a record date, the date shall be set between 10 and 50 days prior to the meeting of the Members. In the event the Board does not set a record date, the record date will be deemed to be the close of business on the day immediately preceding the day of the meeting. In the event a meeting of the Members is adjourned, the board may fix a new record date prior to the rescheduled meeting within the time period noted above.
- 4.5 **Adjournments.** A meeting of the members may be adjourned from time to time to take place at a later date. If the meeting is to be continued at a later date but at the same time and place as the adjourned meeting, no notice will be required to be given to the Members entitled to vote. Notice will also not be required if the details of electronic attendance and participation are announced at the meeting being adjourned. The Corporation may transact any business it would have transacted at the adjourned meeting. If the adjournment is more than 30 days, notice of the new meeting shall be provided to all Members entitled to vote at the adjourned meeting. If the Board chooses to fix a record date for the new meeting, the Board shall give notice of the new record date and details of the meeting to each Member entitled to vote at the adjourned meeting.

- 4.6 **Notice of Meetings.** Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
- (a) mail, courier, personal delivery, telephonic, electronic, or other communication facility to each Member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held.
- 4.7 **Notice of Special Meetings.**
- (a) Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the Member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be submitted at the meeting.
 - (b) Except as otherwise provided herein or permitted by applicable law, notice to Members shall be in writing and provided in accordance with Section 7.1.
 - (c) Notice of any special meeting need not be given to a Member that:
 - (i) submits a waiver of notice either before or after the special meeting; or
 - (ii) attends the special meeting.
- Submitting a waiver of notice or attending a special meeting shall be deemed a waiver of such member's right to receive notice. Notwithstanding the forgoing, if a Member attends the special meeting for the express purpose of objecting to the transaction of any business on the basis the meeting is unlawfully called, such Member will not be deemed to have waived their right to notice of the meeting by way of their attendance. Any Member waiving notice pursuant to this Section 4.7 herein shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.
- 4.8 **List of Members.** The officer of the Corporation who has charge of the register of Members shall prepare a complete list of the Members entitled to vote at any meeting of Members, arranged in alphabetical order, and showing the address of each Member.
- 4.9 **Quorum.** A quorum at any meeting of the Members shall be fifty percent (50%) of the Members entitled to vote at the meeting, present in person or represented by proxy. If, however, such quorum is not present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in Section 4.5, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.
- 4.10 **Persons Entitled to Attend.** The only persons entitled to be present at a meeting of Members are those entitled to vote at the meeting, the Directors, all Vincentians (as defined in the Rule) represented by the Particular Council of Brant, and the auditor/public accountant of the Corporation and/or such other persons who are entitled or required

under the Act, the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair or by resolution of the Members.

4.11 **Conduct of Meetings.**

- (a) Conduct of all Member, Board, and committee meetings shall be in accordance with the Rule.
- (b) At every meeting of Members,
 - (i) the Chair shall act as chair of and preside at all meetings of the members. In their absence or inability to act;
 - (A) the individual to act as Chair pursuant to these By-laws, or; in their absence or inability to act,
 - (B) the individual from one of the Members who is; (a) present at the meeting, (b) chosen by the Members, (c) present in person or represented by proxy and (c) entitled to vote at the meeting, shall act as chair of and preside at the meeting.
 - (ii) The Secretary or, in their absence or inability to act, the person whom the Chair of the meeting shall appoint as secretary of the meeting, shall act as Secretary of the meeting and keep the minutes thereof.
 - (iii) The Chair of any meeting of the Members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations, or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include the following:
 - (A) establishing an agenda or order of business for the meeting;
 - (B) determining when the polls shall open and close for any given matter to be voted on at the meeting;
 - (C) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
 - (D) limiting attendance at, or participation in, the meeting to Members of the corporation, their duly authorized and constituted proxies or such other persons as the chair of the meeting shall determine;
 - (E) restricting entry to the meeting after the time fixed for the commencement thereof; and
 - (F) limiting the time allotted to questions or comments by participants.

- (c) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. Subject to the Act, such telephonic, electric, or other means of communication shall;
- (i) allow participants to communicate adequately with each other during the meeting;
 - (ii) allow for the verification of identity of such participants; and
 - (iii) provide the ability to make a participants vote anonymous.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members under this Section 4.11(c) who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.12 **Voting.** The business of the Corporation shall be transacted by oral vote, show of hands, or by electronic or such other means established by the Board. Notwithstanding the immediately preceding sentence, unless otherwise required by law, the election of Directors shall be by show of hands unless a secret ballot is demanded by a Member entitled to vote at the meeting and shall be decided by a plurality of the votes cast at a meeting of the Members by the Members entitled to vote in such election. Unless otherwise required by law, the Articles or this By-law, any matter, other than the election of Directors, brought before any meeting of Members shall be decided by the affirmative vote of the majority of Members present in person or represented by proxy at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a secret ballot or on the results of electronic voting, there shall not be a casting vote and the matter shall be further deliberated upon by the Members.

4.13 **Absentee Voting.** A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder to attend and act at the meeting in the manner and to the extent authorized by the proxy in the authority conferred by it by such represented Member subject to the following requirements:

- (a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (b) A Member may revoke a proxy by depositing an instrument or act signed by the Member or by their agent or mandatary:
 - (i) at the registered office of the Corporation no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or

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- (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- (c) A proxyholder or alternative proxyholder has the same rights as the Member by whom the proxyholder was appointed, including the right to speak at a special meeting of Members in respect of any matter, to vote by way of secret ballot at the meeting, to demand a secret ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.
- (d) The form of proxy shall be the one provided for in the Rule or such other form of proxy as the Directors may prescribe from time to time; notwithstanding, the form of proxy, shall:
 - (i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and (C) instructions on the manner in which the Member may appoint the proxyholder;
 - (ii) contain a designated blank space for the date of the signature;
 - (iii) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (iv) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an audit or public accountant (if applicable) and the election of Directors;
 - (v) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of [an auditor/a public accountant] or the election of Directors; and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any secret ballot that may be called for and that, if the Member specifies a choice under Section 4.13(d)(iv) or Section 4.13(d)(v) with respect to any matter to be acted on, the membership is to be voted accordingly.
- (e) A form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 4.13(d)(iv) only if the form of proxy states, in boldface type, how the proxyholder is to vote the membership in respect of each matter or group of related matters.
- (f) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set

out in some other manner so as to draw the addressee's attention to the information.

- (g) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

4.14 **Resolution in Writing of Members.** A resolution passed in writing by signature of all Members entitled to vote at such meeting is as valid as if it had been passed at a meeting of the Members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director:
 - (i) a written statement is submitted to the Corporation by the Director giving the reasons for their resignation or the reasons why they oppose any proposed action or resolution for the purpose of removing them from office or the election of another person to fill the office of the Director; or
- (b) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor:
 - (i) representations are made to the Corporation by the auditor or public accountant (as applicable) concerning its proposed removal, the appointment or election of another person to fill the office of auditor, or its resignation.

ARTICLE 5

BOARD OF DIRECTORS

- 5.1 **General Powers.** The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.
- 5.2 **Number of Directors.** Subject to the Articles, the Board shall be comprised of the fixed number of Directors as determined from time to time by special resolution of the Members or, if a special resolution of the Members empowers the Board to determine the number, by resolution of the Board.
- 5.3 **Election of Directors.** The election of Directors shall take place at each Annual Member Meeting pursuant and subject to the following requirements:
 - (a) A Director must be an individual.
 - (b) A Director must be 18 years of age or older.

- (c) A Director must not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
 - (d) A Director must not be a person who has been found to be incapable by any court in Canada or elsewhere.
 - (e) A Director must not be a person who has the status of Bankrupt.
 - (f) A Director must be a Member within seven (7) days of their election as Director.
 - (g) Nomination of a Director shall only be valid if such election results in the Board being comprised of the following:
 - (i) No more than two Designates from every Conference; and
 - (ii) such other Directors elected by the Members.
- 5.4 **Conference Designates.** Subject to the qualifications listed in Section 5.3 above, the Conferences have the right to appoint its president and one other officer within its own organization (each a “**Designate**” and collectively “**Designates**”) to serve as ex-officio Directors of the Board. To exercise this right, the board of directors of such Conferences shall provide its resolution approving, appointing, and confirming the qualifications of such Designates with respect to Section 5.3 herein to the Corporation at least one (1) month prior to the Annual Member Meeting.
- 5.5 **Disqualification.** A Director shall be disqualified from office when such Director dies, resigns, is removed in accordance with the Act or the By-laws, or upon such event that would render any of the requirements listed in Section 5.3 to cease being true. For greater certainty, a Director initially elected as a Conference designate or elected by virtue of office shall be disqualified from being a Director should they cease to remain a designate or Officer.
- 5.6 **Term of Office.** The Directors shall be elected to hold office for a term expiring not later than the close of the fourth Annual Member Meeting following their respective election. Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification, or removal. Notwithstanding the terms herein, in the event there is no eligible successor Director available to be elected by the Members at the Annual Member Meeting, the incumbent Director, if willing, shall hold office ending upon the earlier of the close of the next Annual Member Meeting, upon the election of another individual by the Members to replace such incumbent Director, the incumbent Directors, or the resignation, removal or disqualification of the incumbent Director in accordance with the Act or the By-laws.
- 5.7 **Vacancies.** Any vacancies occurring in the Board, shall be filled by the affirmative votes of a majority of the remaining Members of the Board if constituting a quorum. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom they have replaced, the date a successor is duly elected and qualified, or the earliest of such Director's death, resignation, disqualification, or removal.

- 5.8 **Appointment of Additional Directors by Board.** Directors appointed by the Board as a result of an increase in the authorized number of Directors under Section 5.2 shall hold office for a term expiring not later than the close of the next Annual Member Meeting. However, the total number of Directors so appointed between Annual Member Meetings shall not exceed one (1).
- 5.9 **Resignation.** Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.
- 5.10 **Removal.** Except as prohibited by the Act or the Articles, the Members entitled to vote in an election of Directors may remove any Director from office at any time by special resolution at a special meeting of the Members. The Board or the Members may call a special meeting of the Members to pass a special resolution removing a Director who has been absent from three (3) consecutive meetings of the Board during a fiscal year. Further, a Director who is no longer qualified to serve as Director shall be deemed to have resigned as of such time of disqualification.
- 5.11 **Expenses.** Subject to any prohibitions in the Articles, Directors may receive reimbursement for such reasonable expenses as the Board shall from time to time prescribe.
- 5.12 **Regular Meetings.** There shall be at least four (4) regular meetings of the Board within the Corporation's fiscal year, one of which (the "**Annual Board Meeting**") shall take place immediately after the Annual Member Meeting. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. Such date, subject to good cause as is determined by a majority of the Board, may change the regular meeting of the board to a different day of the same month or to a different hour of the regular day or the different day, or cancel the regular meeting of any month upon due notice to each Member of the Board at least 72 hours prior to cancellation of such meeting and 72 hours prior to any newly proposed meeting. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director within 72 hours after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:
- (a) submitting to the Members any question or matter requiring the approval of the Members;
 - (b) filling a vacancy among the Directors or appointing additional Directors;
 - (c) filling a vacancy in the office of public accountant;
 - (d) issuing debt obligations except as authorized by the Board;
 - (e) approving any annual financial statements;
 - (f) adopting, amending or repealing By-laws; or
 - (g) establishing contributions to be made, or dues to be paid, by Members, if any.

The Board, by resolution, may permit individuals or officers to attend and participate at meetings of the Board; however, such individuals permitted by resolution to attend and participate shall be prohibited from voting on any business transacted thereat.

- 5.13 **Calling of Special Board Meetings.** Special meetings of the Board may be called and held at such times and at such places as may be determined by the Chair or any two or more Directors jointly.
- 5.14 **Notice of Board Meetings.** Notice of the time and place for the holding of a meeting of the Board under Section 5.12 or 5.13 shall be given in the manner provided in Section 7.1 to every Director. Notice of a meeting shall not be necessary if:
- (a) all of the Directors are present and none of the Directors object to holding the meeting; or
 - (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting.

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 5.12(a) through Section 5.12(g) that is to be dealt with at the meeting.

- 5.15 **Telephone/Electronic Meetings.** A Board meeting, or meetings of any committees of the Board, may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a Member of a committee in a meeting under this Section 5.15 shall constitute presence in person at such meeting.
- 5.16 **Adjourned Meetings.** A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty four (24) hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.1 other than by mail, or at least three (3) days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.
- 5.17 **Incumbent Officer Meeting.** The Board shall hold a special meeting of the Board (the "**Incumbent Officer Meeting**") to select the incumbent Officers of the Corporation (the "**Incumbent Officers**") from the slate proposed by the Nomination Committee at least three (3) months prior to the Annual Board Meeting. The Incumbent Officers shall shadow the current Officer of their respective position to learn the role prior to the Annual Board Meeting. The Board shall formally appoint the Incumbent Officers to their respective Officer Position at the Annual Board Meeting. Any Incumbent Officers whose respective office bears the right to be an ex-officio Director shall not be deemed as such until they are formally appointed as Officer at the Annual Board Meeting.

- 5.18 **Waiver of Notice.** Whenever notice to Directors is required by the Act, the Articles or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board or committee of the Board need be specified in any waiver of notice.
- 5.19 **Organization.** At each meeting of the Board, the Chair or, in their absence, the Designate President or, in both their absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, the person presiding as Chair at the meeting may appoint any person present at the meeting to act as secretary.
- 5.20 **Quorum of Directors.** The presence, physically or by electronic means prescribed in the By-laws, of at least fifty percent (50%) of the Directors elected to the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.
- 5.21 **Majority Vote.** Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The Chair shall not have a right to vote at a meeting of the Board; however, the Chair shall have a casting vote should there be an equality of votes.
- 5.22 **Resolution in Writing of Board.** Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.
- 5.23 **Committees of the Board.** Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time. Subject to any other Committees to be established and in addition to any restrictions, policies, or duties prescribed thereon from time to time by the Board, the following Committees are hereby permitted:
- (a) *Ad Hoc Committees.* "**Ad Hoc Committees**" may also be appointed for a specific task and for a specific period of time by the Board. Any such committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority vote of those present. A report from each Ad Hoc Committee shall be delivered at each Board meeting, unless otherwise directed by the Board.
 - (b) *Nomination Committee.* The Board shall appoint a "**Nomination Committee**" of at least three (3) individuals, which must include at least one current or past Director,

to prepare a slate for selection of Incumbent Officers, and to suggest replacements of Officers when vacancies occur. The Nomination Committee shall prepare a selection ballot of proposed Incumbent Officers at least one (1) month prior to the Incumbent Officer Meeting. Notice of selection slate and date shall be sent by mail or such other electronic means prescribed in the By-laws and permitted under the Act to all Directors.

- (c) *By-Law Review Committee.* The Board shall appoint a “**By-law Review Committee**” to review and revise the By-laws annually. The President shall ensure that this annual review takes place.

5.24 **Limitations on Delegation Powers.** Subject to any other restrictions imposed under the Act, the Board shall not delegate the following responsibilities to any individual Director, officer, or committee of Directors or officers:

- (a) seeking Member approval on a decision;
- (b) filling a vacancy among the Directors, the auditor, or the person appointed to conduct a review engagement;
- (c) appointing additional Directors;
- (d) issuing debt obligations except as authorized by the Directors;
- (e) approving financial statements;
- (f) approving any change to the by-laws of the Corporation; or

Any other responsibility of the board shall only be delegated to a Director, officer, or committee that consists of one or more individuals who are a Director.

5.25 **Limitation of Liability.** No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee of the Corporation, or for joining in any receipt or other act for conformity, or for any loss, damage 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 the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default.

5.26 **Conflict of Interest.** It shall be the duty of every Director of the Corporation who is any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Rule and Conflict of Interest Guidelines contained therein.

- 5.27 **Charitable Corporations.** No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.
- 5.28 **Indemnity.** Every director and officer of the Corporation, former Director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a member or creditor, his/her heirs, executors and administrators, and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless from and against all costs, charges, and expenses, including an amount paid to settle an action or proceeding or satisfy a judgement, that s/he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office; and all other costs, charges and expenses that s/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the By-law.
- 5.29 **Agents and Attorneys.** The Board shall have power to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 5.30 **Insurance.** Subject to the *Charities Accounting Act*, the Corporation may purchase and maintain such errors and omissions insurance with respect to Directors and Officers.
- 5.31 **Validity of Actions.** No act or proceeding of any Director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board of Directors.
- 5.32 **Directors Reliance.** Directors may rely upon the accuracy of any statement or report prepared by the Corporation's accountants and/or bookkeeper. Directors shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
- 5.33 **New Conferences.** In accordance with the Rule, after completion of the appropriate time period, the Board has the right to submit, through the Regional Council of Ontario and National Council of Canada to the Confederation, a proposed new Conference that has applied for aggregation. When such aggregation has been accepted by the Board and approved by the Confederation, such Conference shall be recognized as a Conference of the Corporation. Upon the dissolution of a Conference the certificate of aggregation is returned to the National Council of Canada until the Conference again becomes functional.

ARTICLE 6

OFFICERS

- 6.1 **Appointment of Officers.** The Board shall appoint from its Directors a Chair as is required by the Act. The Board may also designate additional offices of the Corporation, such as President (who shall also be appointed to the office of Chair), Vice President(s),

Secretary, and Treasurer to be held by such other Directors, Members, or individuals as they so choose. The Board may specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the matters described in Section 5.12(a) through Section 5.12(g)). A Director may be appointed to any office of the Corporation subject to the restriction that they shall not receive compensation related to the duties of such appointment. An officer shall be a Director unless this By-law specifies otherwise. Two or more offices may be held by the same individual.

6.2 **Description of Offices** Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict, or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following qualifications, duties and powers associated with their positions:

(a) **Chair.** The office of Chair shall be held by the Director appointed to the office of President. The Chair shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.

(b) **President.** The President shall:

- (i) be Roman Catholic; and
- (ii) be a Director

The President shall be the chief executive officer of the Corporation and shall be responsible to the Board for the coordination of all affairs of the Corporation, and all matters affecting the Corporation. The president shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and direction of the Board or any committee thereof. The President shall sign such contracts, documents or instruments in writing as require his or her signature and have such other duties and powers as the Board may specify from time to time. The President shall be permitted to serve for one (1) additional two (2) year term after the initial four (4) year term and shall be restricted from being re-elected for any term thereafter.

(c) **Vice President of Conferences** The Vice President of Conferences shall:

- (i) be a Director;
- (ii) act as liaison with the Conferences and support them with record-keeping, training, and recruitment; and
- (iii) have such other powers and duties as may from time to time be assigned by the Board.

(d) **Vice President of Store.** The Vice President of Store shall:

- (i) be a Director;
- (ii) monitor store operations;

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- (iii) be the direct report of the store manager;
- (iv) report regularly to the President and the Board; and
- (v) have such other duties and powers as the Board may specify.

(e) **Vice President of Youth.** The Vice President of Youth shall:

- (i) be a Director;
- (ii) encourage the youth in the community to be active in the works of the Corporation and its affiliates; and
- (iii) have such other powers and duties as may from time to time be assigned by the Board.

In addition to the above, the Board may designate from the Vice President of Conferences, Vice President of Store, or Vice President of Youth who meets all of the qualifications of President, to serve as the “**Designate President**” and shall be vested with all powers and shall perform all the duties of the President and Chair in the absence, inability or refusal of the President to act as President. Such Designate President shall sign such contracts, documents and instruments in writing that require his or her or their signatures, shall be an ex-officio Director, and shall have such other powers and duties as may from time to time be assigned by the Board.

(f) **Secretary.** The Secretary:

- (i) need not be a Director;

It shall be the duty of the Secretary to oversee the safe keeping of the records of membership, record the attendance at meetings, send out notices of meetings of the Members and Board, record and preserve the minutes of such meetings, make any reports to membership or the Board as may be required by the Board, be responsible for overseeing custody of all books, papers, records, documents and other instruments belonging to the Corporation, and shall have such other powers and duties as the Board may specify from time to time.

(g) **Treasurer.** The Treasurer:

- (i) need not be a Director;

Subject to provisions of any resolutions of the Board, the Treasurer shall have the care and custody of all funds and securities of the Corporation and monitor deposits the same in the name of the Corporation at such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall deposit and monitor all financial affairs of the Corporation including the recording of receipts and disbursements, deposit of money and the safekeeping of securities. Among such other powers and duties prescribed by the Board from time to time, the Treasurer shall:

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- (ii) render to the Board at the regular meetings thereof or whenever required of him or her, an account of all monetary transactions and of the financial position of the Corporation;
- (iii) prepare and submit an annual budget to the Board for approval;
- (iv) prepare and present an annual financial report;
- (v) be one of the signatories of the cheques, as well as other financial instruments, along with the president and/or another officer;
- (vi) ensure that a financial review of the Corporation is conducted annually, according to recognized accounting rules, and as required by the Articles and By-law; and
- (vii) have such other duties as may be from time to time assigned to him or her by the Board.

The Treasurer shall sign all contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or are incidental to his or her office.

The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

- (h) **Director of Social Justice.** The Director of Social Justice shall:
 - (i) be a Director;
 - (ii) possess special expertise desired by the Board; and
 - (iii) have such duties as may be from time to time assigned to him or her by the Board.
- (i) **Director of Community Outreach.** The Director of Community Outreach shall:
 - (i) be a Director;
 - (ii) possess special expertise desired by the Board; and
 - (iii) have such duties as may be from time to time assigned to him or her by the Board.
- (j) **Spiritual Advisor.** The Spiritual Advisor;
 - (i) shall not be a Director;

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- (ii) may be a priest, permanent deacon, or a member of a religious order. The Board may consult with the local bishop or the head of the religious order, as appropriate, to identify an individual suited to act as Spiritual Advisor;
 - (iii) if no individual with such qualifications is available, after consultation with the Members, the Board may appoint a Roman Catholic Vincentian, as defined in the Rules, to act as Spiritual Advisor; and
 - (iv) shall promote the spirit of the Rule in its entirety as the basis for any program of spiritual development;
 - (v) shall attend all meetings of the Board and Members; and
 - (vi) shall participate in discussions at all meetings of the Board and Members.
- (k) **Past-President.** Past President shall:
- (i) not be a Director;
 - (ii) be the most recent past-President;
 - (iii) shall attend all meetings of the Board and Members;
 - (iv) shall participate in discussions at all meetings of the Board and Members; and
 - (v) have such duties as may be from time to time assigned to him or her by the Board.
- 6.3 **Other Officers** The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.12(a) through Section 5.12(g).
- 6.4 **Term.** All officers so appointed shall serve in such capacity for a term of four (4) years or until their successors are elected or appointed. In the absence of a written agreement to the contrary, the Board may remove any officer of the Corporation by special resolution. Unless so removed, an officer shall hold office until the earliest of the officer's:
- (a) successor being appointed;
 - (b) resignation; or
 - (c) death
- 6.5 **Vacancy in Office.** A vacancy in the position of any officer shall be filled for the unexpired portion of the term by appointment made by the Board.
- 6.6 **Duties of Officers May Be Delegated.** In case any officer is absent, or for any other reason that the Board may deem sufficient, the President may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

- 6.7 **Restriction of Office.** Priests, permanent deacons and members of religious orders are not eligible to be appointed to any office of the Corporation other than that of the Spiritual Advisor. His or her term of office expires on the election or appointment of a new President or when the Board requests their resignation.

ARTICLE 7
NOTICE

- 7.1 **Method of Giving Notice.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) under the Act, the Articles, the By-laws or otherwise to a Member, Director, officer, or Member of a committee of the Board or to the public accountant shall be sufficiently given if:

- (a) in the case of notice to the Corporation, if delivered to the President, the Secretary or office of the Corporation as designated by the Board from time to time;
- (b) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation;
- (c) mailed to such person at such person's recorded address by prepaid ordinary mail; or
- (d) sent to such person by electronic means in accordance with the *Electronic Commerce Act, 2000, S.O. 2000, c. 17.*

7.2 **Deemed Receipt of Notice**

- (a) A notice:
 - (i) delivered in accordance with Section 7.1(a) and 7.1(b) shall be deemed to have been given when it is delivered personally or to the recorded address of the Corporation or such Member;
 - (ii) mailed in accordance with 7.1(c) shall be deemed to have been received on the fifth day after it was sent; and
 - (iii) sent by any means of transmitted or recorded communication in accordance with Section 7.1(d) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (b) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor/public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given under this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten, or printed.

- (c) Members who are temporarily absent from their usual place of residence or business may, pursuant to this ARTICLE 7, designate a temporary address for service of notice. The Corporation shall make reasonable efforts to serve any notice to the Member at such address, but failure to do so for any purpose, other than qualifications for membership or termination of membership of such Member, shall not invalidate service given pursuant to this ARTICLE 7.

- 7.3 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, or Officer, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law 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.

ARTICLE 8
DISPUTE RESOLUTION

- 8.1 **Dispute Resolution.** If a dispute or controversy among the Corporation, its Members, Directors, officers or members of a committee of the Board arising out of or related to the Articles or the By-laws or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution pursuant to the Rule.

ARTICLE 9
SECURITIES

- 9.1 **Custody of Securities.** The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by such officer or officers, agent or agents of the Corporation in such manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 10
GENERAL PROVISIONS

- 10.1 **Fiscal Year.** The fiscal year of the Corporation shall end on the 31st day of December in each year. Notwithstanding this Section 10.1, the financial year may be determined by the Board from time to time.
- 10.2 **Annual Financial Review.**
- (a) Subject to the Act or any other legislation governing the financial review of the Corporation, a review engagement or an audit by an independent chartered accountant shall be made once each year of all the Corporation's accounts.

- (b) An independent chartered accountant shall be appointed at the Annual Member Meeting for the following year.
- 10.3 **Annual Financial Statements.** Not less than 21 days before each Annual Member Meeting, the Corporation shall send a copy of the annual financial statements and other documents referred to in section 84(1) (Presentation of Annual Financial Statements to Members) of the Act to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- 10.4 **Execution of Documents.**
- (a) *Signing Authority Generally.* Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation shall be signed by the President, or a designated Vice President, and by the Treasurer or Secretary. Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by any two of the following: President, Secretary, Treasurer or any other person authorized by the Board.
- (b) *Securities.* Any two of the President, Treasurer, Secretary or any person or persons authorized by the Board of Directors may transfer any and all securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers or shares of stock, bonds or other securities from time to time transferred to the Corporation and may make, execute and deliver, any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of securities on the books of any company or Corporation
- (c) *Direction of Board.* Notwithstanding any provisions to the contrary contained in the By-Law of the Corporation, and subject to the Act, the Board of Directors may at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy.
- 10.5 **Payments.** Upon receipt of proper authorization, only payments authorized or signed by such individuals contemplated in Section 10.4 shall be distributed to as payment for any obligation.
- 10.6 **Budget.** Each fiscal year the Treasurer shall present to the Board, a budget of estimated income and estimated expenditures for the year, which, when approved by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.
- 10.7 **Banking Arrangements.** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the

Corporation's bankers for the credit of the Corporation. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Regional Council and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

- 10.8 **Records.** The Treasurer shall maintain records, or cause records to be maintained, as reasonably necessary for the purposes of the review, Canada Revenue Agency requirements, reports to the board, and all other applicable requirements.
- 10.9 **Borrowing Powers.** Subject to any restrictions in the Rule, the Board may, without authorization of the Members, from time to time:
- a) borrow money on the credit of the Corporation; or
 - b) issue, sell or pledge securities of the Corporation; or
 - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or their debts, or any other obligation or liability of the Corporation.

From time to time, the Board may authorize any director, or officer of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize and generally, to manage, transact and settle the borrowing of money by the Corporation.

- 10.10 **Conflict with Applicable Law or Articles.** This By-law is enacted subject to the Act, the Articles, and the Rule. In the event this By-law conflicts with the Act, the Articles, or the Rule, such conflict shall be resolved in favour the Act, the Articles, or the Rule.
- 10.11 **Funds.** Funds received from Conferences or collected directly by the Corporation are to be used exclusively for the normal pursuit of the Society's aims and objectives. No surplus, other than a reasonable reserve fund, according to the Rule, should be accumulated, and all surpluses, over and above such reserve, should be shared with the Regional Council (as the next higher council) for the maintenance and expansion of the Society.
- 10.12 **Funds from Conferences.** If a conference of the Corporation ceases to exist, all monies and goods collected in the name of the Society of Saint Vincent de Paul are to be forwarded to the Corporation (as the next higher council) subject to any requirements in the Rule.
- 10.13 **Fidelity Bonds.** The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

- 10.14 **General Liability Insurance.** The Corporation shall maintain general liability insurance and such other insurance policies deemed necessary by the Board to limit liability related to the activities of the Corporation.

ARTICLE 11
AMENDMENT AND REPEAL

- 11.1 **Amendment.** Subject to the Articles, the Board may, by resolution, make, amend, or repeal any by-laws. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution and approved by the Regional Council and the National Council of Canada. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, the Regional Council, and the National Council of Canada, it remains effective in the form in which it was confirmed. This By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting, the Regional Council, or the National Council.
- 11.2 **By-laws Requiring Special Resolution** Section 11.1 does not apply to a by-law that requires a special resolution of the Members according to section 103(1) (Amendment of Articles) of the Act. A special resolution is required to make any amendment to Section 3.1 (Membership Conditions), Section 3.3 (Transfer of Memberships), Section 4.6 (Notice of Meetings), 4.11(c) (Conduct of Meetings), Section 4.13 (Absentee Voting, and this Section 11.2. A copy of any By-law to be sanctioned at meeting of the Members including any By-law which amends or repeals an existing By-Law, shall be sent to every Member of the Corporation with a minimum of 45 days advance notice of such meeting.
- 11.3 **Repeal.** All previous by-laws or sections thereof of the Corporation in conflict with this By-law are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

(Signature Page to follow immediately)

ENACTED the _____ day of _____, 2024

President

Secretary

Confirmed by a majority of the Members of the Corporation at a meeting of the Members on the _____ day of _____, 2024.

Secretary

Approved by Society of Saint Vincent de Paul Ontario Regional Council on the

_____th day of _____, 2024.

President

Approved by Society of Saint Vincent de Paul – National Council of Canada on the _____th

day of _____, 2024.

President