

ST. JOHN'S UNITED CHURCH SPIRIT PLACE INCORPORATED

GENERAL BY-LAWS

WHEREAS St. John's United Church Spirit Place Incorporated (hereinafter called the "Corporation") was incorporated under the provisions of the *Canada Corporations Act* of Canada by Letters Patent issued on February 22, 2010; and

WHEREAS the Corporation is a corporation to which the provisions of section 429 of The Manual 2007 of The United Church of Canada are applicable;

NOW THEREFORE BE IT ENACTED THAT the following shall become the General By-Laws of the Corporation, namely:

DEFINITION

1. In these By-Laws the following terms shall have the following meanings, namely:
 - (a) "Board of Directors" means the board of directors elected as set out in clause 23 hereof;
 - (b) "Church" means St. John's United of The United Church of Canada in the City of Halifax, in the County of Halifax, in the Province of Nova Scotia;
 - (c) "Complex" means that building or buildings erected at or near the corners of Windsor and Willow Streets in Halifax, County of Halifax, Province of Nova Scotia previously identified as the St. John's United Church property, and in addition, that property also known as civic address 6233 Willow Street recently referred to as Church House. The building complex contains among other things, apartments for seniors, facilities for the use of St. John's United Church, Church and Corporation offices;
 - (d) "Corporation" means St. John's United Church Spirit Place Incorporated, incorporated under the *Canada Corporations Act*, R.S.C. 1970, c. C-32;
 - (e) "Director" means a person elected as a director of the Corporation as set out in Clause 23 hereof;
 - (f) "General Council" means the General Council of The United Church of Canada;
 - (g) "Supervising Conference" means the Maritime Conference of The United Church of Canada or its successor;
 - (h) "Members" shall include any person admitted to the membership of the Corporation in accordance with clause 5 hereof;

- (i) "Officers" mean those persons appointed by the Board of Directors to manage the business and affairs of the Corporation under powers delegated to them by the Board of Directors;
- (j) "Service Provider" means that corporation hired by the Board of Directors to administer and run on a day to day basis the operations of the Corporation. In addition, the Service Provider will provide services to the seniors in accordance with a negotiated contract between the Board of Directors and the Services Provider; and
- (k) "The Manual" means the edition of The Manual published by The United Church of Canada which is in effect at the relevant time.

INTERPRETATION

- 2. In all by-laws of the Corporation, the singular shall include the plural and the plural the singular, the word "Person" shall include firms and corporations, and the masculine shall include the feminine.

HEAD OFFICE

- 3. The head office of the Corporation shall be at the City of Halifax in the County of Halifax and Province of Nova Scotia at such address as the Board of Directors may, by resolution, determine.

SEAL

- 4. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The seal shall be kept by the secretary of the Board.

MEMBERS

- 5. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone who is a member whose name is on the roll of the Church and, with the consent of the Members, shall include any adherents who contribute regularly to the support of the Church (hereinafter referred to as the "Members").
- 6. There shall be no membership fees or dues.
- 7. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

MEMBERS' MEETINGS

8. The annual meeting of the Members shall be held at any place within the Province of Nova Scotia within 90 days after the fiscal year end of the Corporation in each year on such day and at such time as the Board of Directors may by resolution determine
9. At every annual meeting, in addition to any other business that may be transacted, the financial statements of the Corporation, the auditors' report and such other information or material relating to the Corporation's affairs as may be of interest or importance shall be presented and the auditors shall be appointed for the ensuing year and the Members shall elect the number of Directors they are required to elect for the ensuing year.
10. The Members may consider and transact any business either special or general at any meeting of the Members.
11. Each voting Member present at a meeting shall have the right to exercise one vote.
12. A general or special general meeting of the Members may be convened by order of the Chairperson or President or by the Board of Directors at any date and time and at any place within the Province of Nova Scotia. A meeting of Members shall be convened within 30 days after the receipt by the Secretary of the Corporation of an application for a meeting signed by ten (10) Members of the Corporation specifying in such application the purposes for such meeting.
13. Twenty-five (25) Members present in person at a meeting will constitute a quorum.
14. Notice of the annual or any special general meeting of the Members shall be given by means of written notice to each voting Member fourteen (14) days prior to the date of the proposed meeting, or, three (3) consecutive weekly notifications appearing in the Church's Sunday Service Bulletin. The non-receipt of any notice to or by any Member or Members shall not invalidate any resolution passed or any proceeding taken at any meeting and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The notice of any meeting of the Members shall state in general terms the nature of the business to be transacted thereat.
15. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his last address recorded on the books of the Corporation.
16. Unless the *Canada Corporations Act* or these by-laws otherwise provide, every question submitted at any meeting of the Members shall be decided by a simple majority (50% plus 1) of votes of Members present at the meeting and in case of an equality of votes the Chairperson shall have the deciding vote.
17. At any meeting unless a poll is demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

18. The Members present at each meetings shall choose any one of their numbers to be Chairperson. The Chairperson shall preside over the meeting and operate within the authority, policies and procedures of the Board of Directors as set from time to time.
19. If at any meeting a poll is taken on the election of Chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any question it shall be taken in such manner and either at once or after adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. There shall be no voting by proxy.
20. The Chairperson may, with the consent of two (2) of the Members present at any meeting of Members, adjourn the meeting and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any reconvened meeting, which might have been brought before or dealt with at original meeting in accordance with the notice calling the same.
21. The following order of business at the meeting of Members shall be observed:
 - (a) Election of Chairperson and Secretary (if necessary);
 - (b) Reading of minutes of last meeting;
 - (c) Reports of Directors and Officers;
 - (d) Unfinished business and business arising out of report;
 - (e) Election of Directors and appointment of auditors (at annual meeting); and
 - (f) New Business.
22. The following actions of the Corporation shall require the approval of the Members by a resolution passed by not less than Two-Thirds (2/3rds) of such Members entitled to vote as are present in person at a general or special general meeting of which notice specifying the intention to propose the resolution has been duly given:
 - (a) Amendments to the Letters Patent or By-laws;
 - (b) Adding or changing restrictions on the admission of Members to the Corporation;
 - (c) Amending the number of directors to be appointed in accordance with clause 11;
 - (d) Amalgamation of the Corporation with another entity; and
 - (e) Sale of all or substantially all the assets of the Corporations.

Except for the above actions of the Corporation, the Members must rely on the Board of Directors to do their job to the best of their abilities and in compliance with the law, Letters Patent and By-laws.

BOARD OF DIRECTORS

23. The affairs of the Corporation shall be managed by a board of eleven (11) Directors to be elected or appointed as follows:
- (a) five (5) Directors shall be elected from the Members at the annual meeting of the Members of the Corporation;
 - (b) one (1) Director shall be the senior minister of St. John's United Church, or in the event that the senior minister does not wish to serve, the Members may elect an alternate;
 - (c) one (1) Director shall be the Executive Secretary of the Maritime Conference as an ex-officio corresponding member of the Board of Directors;
 - (d) two (2) Directors shall be elected by a majority vote of the Board of Directors and be considered on the basis of affiliation, support or knowledge concerning the aims, goals and vision of the Corporation;
 - (e) one (1) Director shall be an ex-officio Member without voting privileges and shall be a representative of the then current Service Provider; and
 - (f) one (1) Director shall be elected at the annual meeting of the Members of the Corporation to be chosen from applications received from the community at large, specifically, and for greater certainty, the Halifax Regional Municipality.

Directors must be individuals, 18 years of age, with power under law to contract.

24. The following Members are not eligible to serve as a Director on the Board of Directors:
- (a) an employee of the Corporation working full or part-time for the Corporation;
 - (b) the spouse, child, parent, brother or sister of an employee of the Corporation working full or part-time for the Corporation;
 - (c) a health care professional delivering health care services to the clients of the Corporation; and
 - (d) a person receiving a retainer from the Corporation, with the exception of the ex-officio Member elected as Director to represent the then current Service Provider.
25. The Board of Directors shall be approved annually of the Supervising Conference of the United Church of Canada and each Director shall retain office for a term of three (3) years. A Director shall be eligible for re-election for two (2) additional terms after which he must automatically retire. After retirement, a Director will not be eligible for re-election for a period of one (1) year. The Directors shall be listed in the record of proceedings of the Supervising Conference.

26. Vacancies occurring on the Board of Directors between annual meetings may be filled by appointment by a majority of Directors present and voting at a meeting of the Board of Directors.
27. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation. For the purpose of ensuring the staggering of the election of Directors the following provisions apply for the year 2010/2011:
 - (a) Four (4) Directors will be elected to the Board of Directors for a term of three (3) years; at the end of such term, such Directors shall then be eligible for re-election, provided they did not exceed the nine (9) year maximum;
 - (b) Three (3) Directors will be elected to the Board of Directors for a term of two (2) years; at the end of such term, such Directors shall then be eligible for re-election, provided they did not exceed the nine (9) year maximum; and
 - (c) Two (2) Directors will be elected to the Board of Directors for a term of one (1) year; at the end of such term, such Directors shall then be eligible for re-election, provided they did not exceed the nine (9) year maximum.
28. The office of a Director of the Corporation shall be automatically vacated:
 - (a) If he becomes a person falling within the prohibited classes set out in clause 24;
 - (b) If he becomes bankrupt or suspends payments or compounds with his creditors or makes an authorized assignment or is declared insolvent;
 - (c) If he is convicted of any indictable criminal offence, for which a pardon has not been obtained;
 - (d) If at a special general meeting of Members, a resolution is passed by a majority of the votes cast in favour of the removal of the Director;
 - (e) If by notice in writing to the Corporation he resigns his office; or
 - (f) If, without justification acceptable to a majority of the Board of Directors he fails to attend three consecutive meetings of the Board of Directors or any committee of which he is a member within any one fiscal year.
29. Five voting Directors shall form a quorum at a meeting of the Board of Directors.
30. The Board of Directors will, so far as is practicable, adhere to normal practices and procedures for boards of directors of public and private corporations.
31. The Board of Directors may by resolution direct the manner in which, and the person or persons by whom, any particular deed, transfer, contract, obligation or other instrument in writing or any class thereof requiring signature by the Corporation may or shall be signed.

32. The Directors will serve without remuneration and no Director will directly or indirectly receive any profit from their position as such, provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.
33. The powers and duties of the Board of Directors with respect to any building, land, property or premises, owned, leased, managed or maintained by the Corporation, without limitation, shall be as follows:
 - (a) To formulate and implement policies suited to the needs of the Complex and the community in which it is situated;
 - (b) To hire a Service Provider, who shall be responsible for managing the facilities and providing negotiated services to seniors within the Complex, according to the policies established by the Board of Directors;
 - (c) To ensure that sufficient competent personnel are employed by the Service Provider; and
 - (d) To ensure the keeping and maintenance of proper books of account.
34. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
35. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

MEETINGS OF DIRECTORS

36. Within ninety (90) days of the annual meeting of the Members in each calendar year, a meeting of the Directors shall be held for the election and/or appointment of Officers and the transaction of such other business as may come before them.
37. Meetings of the Board of Directors may be held at the head office of the Corporation or at any place within the Province of Nova Scotia as determined by the Board of Directors.
38. A meeting of the Board of Directors may be convened at any time by order of the Chairperson, the President, or any two Directors, and notice specifying the place, day and hour of each such meeting shall be served upon each Director or left at his or her residence or place of business, or mailed, or sent by facsimile or other electronic method of transmission, addressed to each of the Directors at his or her address as it appears in the records of the Corporation at least ten (10) days prior to the date fixed for the meeting. If the address of any Director does not appear in the records of the Corporation then the notice shall be mailed to such Director at such address as the person sending the notice considers to be the most likely to result in such notice being received by such Director.

39. Any meeting of the Board of Directors may be held at any time and place and for any purpose, without notice, when all Directors are present, or when all Directors not present and have in writing or by facsimile or other electronic means waived notice of meeting.
40. For a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly appointed Director.
41. Each Director is authorized to exercise one (1) vote at any meeting of the Board of Directors.
42. Unless the *Canada Corporations Act* or these by-laws otherwise provide, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The Chairperson shall only have a vote in the case of a tie.

DIRECTOR CONTRACTING WITH CORPORATION

43. A Director shall declare a conflict to the Board of Directors in writing and is precluded from voting in respect of any matter relating to a contract or proposed contract between the Corporation and any entity in which the Director, directly or indirectly, has a significant interest. A significant interest shall include an ownership of 10% or more of the voting power and fair market value of the entity.

INDEMNITY TO DIRECTORS AND OTHERS

44. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and all times be indemnified and saved harmless, out of the funds of the Corporation, from and against:
 - (a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which 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 in or about the execution of the duties of his office or in respect of any such liability;
 - (b) All other costs, charges and expenses which 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 own wilful neglect or default.
45. No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or 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 of Directors 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the

bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be ledged or deposited or for any other loss, damage or misfortune whatever, which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or his own wilful default.

46. The Directors of the Corporation are hereby authorized from time to time to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any Corporation controlled by it. Action from time to time taken by the Board of Directors under the authority of this By-Law shall not require approval or confirmation by the members.

OFFICERS

47. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, to be appointed annually by resolution of the Board of Directors. None of the said Officers except the President and the Vice-President need be a member of the Board of Directors. The President of the Corporation must at all times be a member in good standing of the Corporation. The same person who may but need not be known as the Secretary Treasurer may at the discretion of the Board of Directors hold the offices of Secretary and Treasurer. The Board of Directors may appoint such other Officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors. No Director shall hold the same office for more than six (6) consecutive years.
48. The Board of Directors may fix the remuneration (if any) to be paid to Officers of the Corporation who are not Directors.
49. The Officers of the Corporation shall hold office for three (3) years from the date of appointment or election or until their successors are elected or appointed in their stead. All Officers and employees in the absence of agreement to the contrary shall be subject to removal by resolution of the Board of Directors at any time with or without cause.
50. If the office of the President, Vice-President, Secretary or Treasurer, one or more, shall be or become vacant by reason of death, resignation, disqualification or otherwise the Board of Directors by resolution duly passed at any meeting duly called and held, may elect or appoint an Officer to fill such vacancy until a successor is elected or appointed in their stead.
51. In case of the absence or inability to act of the President, the Vice-President or any Officer of the Corporation 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 such Officer to any other Officer or to any Director for the time being, provided that a majority of the Board of Directors present at a duly constituted meeting concur therein.
52. (a) The President shall sign all instruments which require his signature and shall have a general care, direction and supervision of the affairs of the Corporation and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the Board of

Directors.

- (b) The President shall submit an annual report of the business and affairs of the Corporation to the Board of Directors as soon as such report may conveniently be prepared after the closing of each fiscal year, and to the Members at the ensuing annual meeting; and, from time to time, he shall report to the Board of Directors all matters within his knowledge which the interests of the Corporation may require to be brought to their notice.
- 53. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. Any act of the Vice-President in exercising the powers conferred upon him by this section shall be conclusive proof and evidence that the President was absent, disabled or refused to act.
- 54. It shall be the duty of the Secretary to attend all meetings of the Members and Board of Directors and keep the minutes of their proceedings and make a proper record thereof. He shall also do and perform generally such duties as may be required of him by the Board of Directors; and in the performance of his duties generally he shall be subject to and shall obey the directions and orders from time to time given to him by the Board of Directors.
- 55. The Secretary shall also keep or cause to be kept a book or books or records wherein shall be kept recorded:
 - (a) A copy of the letters patent incorporating the Corporation, and of any supplementary letters patent and of the preliminary memorandum of agreement and of all by-laws of the Corporation; and
 - (b) The names, addresses and callings of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such Director.
- 56. The Secretary shall also give or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision he shall be. In the event of the Secretary being absent or unable to act for any reason whatsoever, another Officer shall be vested by the Board with all the powers and shall perform all the duties of the Secretary. The Secretary shall, to the extent that it is feasible, familiarize himself or herself with the by-laws of the Corporation and advise the Board of Directors in respect of the same as is necessary from time to time.
- 57. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct and shall perform such other duties as the Board of Directors require of him. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may 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. The Treasurer shall also ensure the maintenance of the non-profit and/or charitable status of the Corporation.

ADMINISTRATION

58. The Board of Directors may from time to time, and in accordance with clause 33 employ the services of a Service Provider. The duties, functions and levels of services provided to the complex and services to seniors shall be the subject of a contract negotiation.

VOTING SHARES AND SECURITIES

59. All of the shares or other securities carrying voting rights of any other corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture and in such manner and by such person or persons as the Board of Directors of stock holders or holders of other securities (as the case may be) of such other corporation the Corporation shall from time to time determine.

CHEQUES, DRAFTS AND NOTES

60. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate.

EXECUTION OF INSTRUMENTS

61. (a) Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed, when authorized by the Board of Directors, by the President, or the person acting in that capacity and role, and one of the following officers: the Vice-President, the Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- (b) The seal of the Corporation shall be kept in the custody of the Secretary and may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.
- (c) The term contracts, documents and instruments in writing as used herein shall include deeds, mortgages, hypotheses, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, leases, concessions, franchises, agreements, releases, receipts and discharges for the payment of money or other securities and all paper writings.

- (d) In particular without limiting the generality of the foregoing the President, or the person acting in that capacity and role, and one of the following officers: the Vice-President, the Secretary or the Treasurer shall have authority, when authorized by the Board of Directors to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation other otherwise) all assignments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

FISCAL YEAR

62. The fiscal year of the Corporation shall terminate on the thirty-first (31st) day of December (or on any other day that the Board of Directors may choose before the preparation of the first financial statement) in each year.

RESOLUTIONS

63. All resolutions moved at meetings of the Members of the Corporation or the Board of Directors, shall, if requested by the Chairman, be in writing and contain the names of the mover and seconder.

BANK ACCOUNT

64. Bank accounts may be kept in the name of the Corporation with any incorporated Bank, Trust Corporation or Credit Union in Canada or elsewhere, and all bills of exchange, cheques, promissory notes and hypothecations shall be made, drawn, signed, accepted, endorsed or executed by such officers or other persons as may be designated by resolution of the Board of Directors.

BORROWING BY-LAWS

65. Subject to the restriction in the Letters Patent or Supplementary Letters Patent of the Corporation, or any other obligations or constraints, particularly as prescribed by The United Church of Canada, as it applies to mortgaging of any real property of the Corporation, the Board of Directors of the Corporation may from time to time:
- (a) borrow money upon the credit of the Corporation;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue bonds or debentures of the Corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient;
 - (d) hypothecate, mortgage or pledge the real or personal property or both including book debts and unpaid calls, rights, powers, undertakings and franchises of the

Corporation to secure any such bonds, debentures, debenture stock or other securities and any money borrowed or any other liability of the Corporation, and

- (e) delegate to such Officers or Directors of the Corporation as may be designated by resolution of the Board of Directors, all or any of the powers hereby conferred upon the Directors, and in particular:
 - (i) The Board of Directors may from time to time borrow money from a Chartered Bank or other financial institution of Canada upon the credit of the Corporation, limit or increase the amount to be borrowed, hypothecate, mortgage or pledge the real or personal property of the Corporation or both, give promises and agreements to give security to secure any money borrowed for the purpose of the Corporation, and, may give additional security at any time for any money borrowed or remaining due by the Corporation.
 - (ii) The Board of Directors may from time to time authorize any Director or Directors, Officer or Officers, employee of the Corporation, or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the money 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 therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board of Directors of the Corporation may authorize, and generally to manage, transact and settle the banking business of the Corporation.
 - (iii) The Board of Directors may from time to time authorize any Director or Directors, Officer or Officers, employee of the Corporation, or other person or persons, whether connected with the Corporation or not, to sign, execute and give on behalf of the Corporation all documents, agreements and premises necessary or desirable for the purpose aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments, and the same and all renewals thereof or substituted therefore so signed shall be binding upon the Corporation.
 - (iv) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purpose of the Corporation possessed by its Directors or Officers independently of a borrowing By-Law.
 - (v) The borrowing of money from such financial institutions from time to time under the authority of the Board of Directors, and the giving of securities therefore under Section 178 of the Bank Act, or otherwise, are hereby ratified and confirmed.

- 66. (a) The Board of Directors may from time to time by resolution establish such

committees and name persons to act thereon as the Board of Directors shall deem proper, necessary or requisite; the persons named to act on such committees may but need not necessarily be members of the Board of Directors.

- (b) The Board of Directors may from time to time constitute such other committees as it may deem necessary or desirable to carry out any special work or enquiry and shall concurrently prescribe their duties and responsibilities. The provision of the By-Law concerning the membership in and the rules of procedure of standing committees shall apply to special committees.

FEES FOR USE OF CORPORATION FACILITIES

67. The Board of Directors shall from time to time by resolution set, change, repeal, vary or waive such fees or charges for the use of the Corporation's facilities as the Board of Directors may deem proper, necessary or requisite.

PROTECTION OF INTERESTS

68. The congregation of St. John's United Church, a member of the United Church of Canada, in consideration of providing land, buildings, other assets and nominal annual rent toward the operating costs of the Corporation, shall be guaranteed the use of the church facilities including but not limited to worship, church meeting and office space. This permitted use of the Corporation's facilities by the congregation of St. John's United Church shall continue for as long as the facility is in existence, the St. John's congregation continues on in its ministry, and as long as the congregation of St. John's United Church is financially able to meet the annual rental commitment set by the Directors. The annual rent paid by the congregation of St. John's United Church may from time to time be increased, provided that any increase in the annual rent shall not exceed the aggregate percentage increase in the Consumer Price Index since the immediately preceding increase in the annual rent, if any. In the event of a dispute between these two parties, a mediation process will be established whereby the Executive Secretary of Maritime Conference would be asked to appoint a mediator, whose decision will be final and binding on both parties. The aggregate costs of such mediation process will be paid equally by both parties.

ACQUIRED SURPLUS

69. In subsequent years, as mortgages, debts and other liabilities are eliminated, any surplus over and above necessary sinking funds and reserves, will be placed in a trust account from which the Board of Directors will have authority to undertake investments, to make disbursements, loans and grants, or to assist in providing living accommodation within the complex in the form of assisted or subsidized rent and services so long as any such action is in furtherance of the objects of the Corporation.

AUDITOR

70. An Auditor shall be appointed by the Members and shall make such examination as they consider necessary of the Corporation's books and accounts and vouchers in support thereof annually, and at such other times as the Board of Directors may require, and shall make and sign a certificate of such examination as attached to the annual financial statements which shall be recorded in the record book. The Board of Directors of the Corporation may fill any casual vacancy in the office of the auditor. The auditor shall not be a Director or Officer of the Corporation.

AMENDMENT TO BY-LAWS

71. (a) Subject to subclause 71(b) hereof, the by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of Members duly called for the purpose of considering the said by-law, provided that, the repeal or amendment of any such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
- (b) The provisions of clauses 5, 6, 25, 27, 28, 29, 30, 65, 67, 69, 69, 70, 71, and 72, hereof may only be amended with the prior written consent of the Supervising Conference and the administrative approval of all courts above the Supervising Conference.
- (c) This By-law may be amended after written notice is given at any regular meeting of the Board of Directors; such notice shall contain the content and the rationale of the proposed amendment, and shall be tabled until the next regular meeting of the Board of Directors. An amendment shall require an affirmative vote by two-thirds (2/3rds) of the Members for adoption at a special general meeting of the Members duly called for that purpose.

RELATIONSHIP TO THE UNITED CHURCH OF CANADA

72. (a) For the purposes of this section of the By-laws, "General Council" means the General Council of The United Church of Canada, "Supervising Conference" means the Maritime Conference of The United Church of Canada or its successor, and "The Manual" means the edition of The Manual published by The United Church of Canada which is in effect at the relevant time.
- (b) The Corporation will determine its own manner of determining its membership but in no case shall a majority of the members of the Corporation be members of the Supervising Conference. In the event that the Supervising Conference delegates to another court its supervising role, the majority of the incorporated ministry membership shall not be members of that supervising court.
- (c) The Corporation will adhere, at all times, to the applicable policies, standards and regulations as they may be enacted by the General Council or its Executive from time to time.

- (d) Any corporations created by Category 1 corporations shall be organized and supervised according to The Manual section 429;
- (e) The majority of the Directors shall be approved by the Supervising Conference and the Executive-Secretary of the Supervising Conference shall be ex-officio a corresponding member of the board and as such shall receive notices of meetings, minutes of meetings, have the right to attend all meetings in a non voting capacity.
- (f) Annual reporting to Supervising Conference will include: the membership of the Board of Directors, the minutes of the annual meeting, financial statements (audited/independently reviewed by a qualified person) and insurance coverage (including confirmation of the naming of The United Church of Canada as additional insured on all policies of insurance).
- (g) Insurance shall be kept in force covering fire, comprehensive liability, and such other insurable items in such amounts as the Supervising Conference may require, with The United Church of Canada as an additional named insured on all policies of insurance.
- (h) Approval is required in advance from Supervising Conference for capital fundraising initiatives and appeals affecting other parts of The United Church of Canada.
- (i) Indebtedness is subject to the prescribed limits as deemed appropriate by the Supervising Conference.
- (j) Any sale, transfer, mortgaging, acquisition or leasing of land must receive the prior written consent of the Supervising Conference.
- (k) The Corporation shall not, without the prior written consent of the Supervising Conference, initiate, or in any way engage in, proceedings that might result in the voluntary winding up of the corporation.
- (l) The assets of the Corporation shall be vested in The United Church of Canada in the event that the Corporation ceases to function or its corporate existence is terminated.
- (m) The provisions of each of the provisions of this paragraph may be changed or modified only with the prior written consent of the Supervising Conference and the administrative approval of the General Council.
- (n) Approval from the Supervising Conference and General Council is required for changes to articles of incorporation, and changes to corporate by-laws.