

WESTON KING NEIGHBOURHOOD CENTRE

Letters Patent incorporated under the existing legislation, January 17, 2003

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DEFINITIONS

By-Law	Means this by-law and all other by-laws and special by- laws of The Corporation from time to time in force and effect
Corporation	Weston King Neighbourhood Centre (WKNC)
Motion	Formal proposal made at a duly constituted meeting, normally made verbally during the meeting.
Resolution	Formal proposal presented at a duly constituted meeting, normally made in writing.
Shining Waters Regional Council	The supervisor for The United Church of Canada (UCC) for WKNC as an incorporated not for profit Ministry of UCC
The United Church of Canada (UCC)	A legal entity incorporated under The Laws of Canada

DRAFT

BY-LAW NO 1

A by-law relating generally to the transaction of the affairs of WESTON KING NEIGHBOURHOOD CENTRE.

BE IT ENACTED as a by-law of WESTON KING NEIGHBOURHOOD CENTRE (hereinafter referred to as the “Corporation”) as follows:

1. HEAD OFFICE

- 1.1. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

2. SEAL

- 2.1. The Corporation may have a corporate seal which shall be adopted and may be changed by resolution of the Board of Directors.

3. BOARD OF DIRECTORS

- 3.1. The affairs of the Corporation shall be managed by a Board of nine (9) Directors, or such greater number not exceeding fifteen (15) as may from time to time be determined by special resolution, each of whom at the time of their election or appointment or within ten (10) days thereafter and throughout their term of office shall be a member of the Corporation and a majority of whom must be approved by Shining Waters Regional Council. The Executive Minister of Shining Waters Regional Council or designate shall be ex officio a corresponding member of the Board, and as such shall receive notices of meetings and minutes of meetings and have the right to attend all meetings in a non-voting capacity.
 - 3.1.1. The whole Board shall be elected at each annual meeting of the Corporation, but if a new Board is not elected there at, the Directors then in office shall continue in office until their successors are duly elected.
 - 3.1.2. Retiring Directors shall be eligible for re-election.
 - 3.1.3. The election may be by show of hands unless a ballot is requested by any member having voting rights.

- 3.2. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of such Director's term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of such Director's term.
- 3.3. The office of a Director of the Corporation shall normally be vacated if such Director:
 - 3.3.1. becomes bankrupt or is declared insolvent,
 - 3.3.2. becomes of unsound mind,
 - 3.3.3. resigns by notice in writing to the Corporation, or
 - 3.3.4. has been absent, without being excused by resolution of the Board, for four (4) consecutive meetings of the Board.
- 3.4. No employee of the Corporation may be a Director.
- 3.5. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.
 - 3.5.1. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
 - 3.5.2. If the number of Directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.
- 3.6. A majority of Directors shall form a quorum. Directors may attend in person or by tele-conferencing for the transaction of business.
 - 3.6.1. Except as otherwise required by law, the Board of Directors

may hold its meetings at such a place or places as it may from time to time determine.

- 3.6.2. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 3.6.3. Meetings of the Directors may be formally called by the Chair or Vice-Chair or by the Secretary on the direction of the Chair or by the Secretary on direction in writing of two Directors.
- 3.6.4. Notice of such meetings shall be delivered by mail, by telephone or by electronic notification to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than seven (7) days before the meeting is to take place.
- 3.6.5. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 3.6.6. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent.
- 3.6.7. A meeting of the Directors may also be held, without notice, immediately following the annual meeting of the Corporation.
- 3.6.8. The Directors may consider or transact any business either special or general at any meeting of the Board.
- 3.7. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 3.8. Questions arising at any meeting of the Directors shall be decided by a majority of votes.
 - 3.8.1. In case of an equality of votes, the Chair shall break the tie.
 - 3.8.2. All votes at any such meeting shall be taken by ballot if so requested by any Director present, but if no request be made,

the vote shall be taken in the usual way by assent or dissent.

- 3.8.3. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 3.8.4. In the absence of the Chair, their duties may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.
- 3.9. The Board shall have power with respect to all affairs of the Corporation and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the members of the Corporation in order to become valid or to bind the Corporation, unless such confirmation or ratification is required by statute.
 - 3.9.1. Without limiting the generality of the powers of the Board as set out in this clause, the Board shall have the power to pass all necessary rules and regulations related in any way to the operation of any premises owned or leased by the Corporation, including, without limitation, eligibility requirements, occupancy guidelines, income standards for occupants, emergency assistance, subletting and all other aspects of the operation, occupation and leasing of the premises of the Corporation.
- 3.10. The Board shall be authorized to invite to its meetings, on a non-voting basis, members of the Corporation or other persons whose advice may be of assistance to the Board.
- 3.11. The Directors shall receive no remuneration, but shall be entitled to reimbursement for all reasonable expenses incurred by them in performing their duties on behalf of the Corporation.

4. VIRTUAL MEETINGS

- 4.1. A meeting of directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or telephonic or electronic means.

- 4.1.1. Directors may attend *any* meeting virtually. Notices for virtual meetings must include instructions explaining how to attend and participate in the meeting, including, if applicable, instructions for voting by electronic means at the meeting. Notices for virtual meetings do not need to include a location for the meeting.
 - 4.1.2. It must be possible for directors to communicate at virtual meetings simultaneously and instantaneously.
 - 4.1.3. Directors attending virtual meetings will be considered to be present at such meetings.
- 4.2. Meetings of the members can take place virtually. Such virtual meetings may be held by a combination of virtual and in-person attendance.

4.2.1. If the meeting of members is held by a combination of virtual and in-person attendance, the notice must include instructions for attending, participating, and voting in the meeting virtually.

4.2.2. A meeting of members taking place virtually is deemed to have been held at the location of the corporation's registered office.

4.2.3. Virtual meetings of members must enable the attendees to reasonably participate at the meeting.

4.2.4. Any member attending a virtual meeting of members is considered to be present at the meeting.

5. EXECUTIVE COMMITTEE

5.1. The Board may appoint an Executive Committee consisting of the Chair, the Vice-Chair, the Secretary and the Treasurer or in lieu of a Secretary and Treasurer the Secretary-Treasurer of the Corporation together with such additional Directors as the Board shall determine at the first meeting of the Board following the passing of this by-law and following each annual meeting, and the President shall serve as a Chair and the Vice-President shall serve as Vice-Chair.

5.1.1. A majority of the members of the Executive Committee shall

constitute a quorum.

5.1.2. The Executive Committee shall:

5.1.3. Exercise the full powers of the Board in all matters of administrative emergency, reporting every action to the next meeting of the Board.

5.1.4. Study, advise and/or make recommendations to the Board on any matter as directed by the Board.

5.1.5. Be authorized to invite to its meetings, on a non-voting basis, members of the Corporation or other persons whose advice may be of assistance to the Executive Committee.

5.2. The Board may appoint such other committees as it, from time to time, considers advisable.

5.3. Except as provided in Article 4.01, no other committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action.

5.3.1. Other committees shall only have the power to make recommendations to the Board or to the members, as the Board may, from time to time, direct.

5.4. Members of other committees shall be appointed and hold office at the pleasure of the Board

5.5. Each committee shall submit to the Board such reports as the Board may, from time to time, request.

6. OFFICERS

6.1. There shall be a Chair and a Vice-Chair, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine from time to time.

6.1.1. One person may hold more than one position except the offices of Chair and Vice-Chair.

- 6.1.2. The Chair shall be elected and the Vice-Chair, Secretary and Treasurer shall be appointed by the Board of Directors from among their number at the first meeting of the Board after each annual meeting of members, provided that in default of such an election the then incumbents, being members of the Board, shall hold office until their successors are elected.
- 6.1.3. No other officers need to be members of the Board.
- 6.1.4. The appointment, duties and terms of engagement of any other officers shall be settled from time to time by the Board.
- 6.2. There shall be an officer of the Corporation designated as Equity Officer who shall be appointed by the Board of Directors, and who shall be responsible for the determination and the administration of the anti-racism, access and equity policies of the Corporation, and shall perform such other duties as may from time to time be determined by the Board. Such person need not be a member of the Board.
- 6.3. The Board may from time to time appoint such honorary officers as the Board considers appropriate.
- 6.4. The Chair shall, when present, preside as Chair of all meetings of the members of the Corporation and of the Board of the Directors.
- 6.4.1. The Chair in consultation with the Executive Committee of the Board shall also be charged with oversight of the general management and supervision of the affairs and business of the Corporation.
- 6.4.2. The Chair with the Secretary or other officer appointed by the Board for the purpose shall sign all the by-laws.
- 6.4.3. The Chair shall perform such duties as may from time to time be determined by the Board.
- 6.4.4. During the absence or inability of the Chair their duties and powers may be exercised by the Vice-Chair, or such other Director as the Board may from time to time appoint for the purpose.

- 6.5. The Secretary shall be Clerk of the Board of Directors. They shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for the purpose.
- 6.5.1. The Secretary shall ensure that full and accurate minutes are taken and all proceedings are recorded in the books kept for the purpose. The Secretary shall ensure that all required notices be given to members and to directors.
- 6.5.2. The Secretary shall be the custodian of the seal of the Corporation and ensure that all books, papers, records, correspondence, contracts and other documents belonging to the Corporation be kept which they shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the Board of Directors.
- 6.5.3. The Board at its discretion may designate a Recording Secretary to take the minutes of a meeting or meetings. Such person need not be a member of the Board.
- 6.6. The Treasurer, or Secretary-Treasurer as the case may be, shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and that all moneys or other valuable effects in the name and to the credit of the Corporation are deposited in such bank or trust company or banks or trust companies, as may from time to time be designated by the Board of Directors.
- 6.6.1. The Treasurer shall disburse the funds of the Corporation under the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or when required of them, an account of all their transactions as Treasurer and of the financial position of the Corporation.
- 6.6.2. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.
- 6.7. The duties of all other officers of the Corporation shall be such as the terms of their engagement called for or the Board of Directors requires of them.

- 6.8. The Board may, from time to time, appoint an Administrator and may delegate to such person such authority to manage the business of the Corporation as the Board may, from time to time, determine (except for such matters and duties as must, by law, be transacted or performed by the Board or by the members.)
- 6.8.1. The Administrator shall report on the affairs of the Corporation as may be required, from time to time, by the Board.
- 6.8.2. The office of Administrator may be designated by such other name as is determined by the Board.

7. EXECUTION OF DOCUMENTS

- 7.1. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chair or Vice-Chair and one other officer or staff member.
- 7.2. Subject to Article 15.1, contracts in the ordinary course of the Corporation's business may be entered into on behalf of the Corporation by any two of the Chair, a Vice-Chair, the Secretary or the Treasurer, the Administrator or by any other persons authorized by the Board
- 7.3. Subject to Article 16.1, any two of the Chair, Vice-Chair, the Secretary or the Treasurer or any person from time to time designated by resolution of the Board may vote or transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or other-wise and may accept in the name and on behalf of the Corporation transfers of shares, 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 an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- 7.4. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

- 7.5. The Board may from time to time:
- 7.5.1. borrow money on the credit of the Corporation; or
 - 7.5.2. sell or pledge securities of the Corporation; or
 - 7.5.3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including undertakings, to secure any securities or any money borrowed, or other debt, or any other obligations or liability of the Corporation.
- 7.6. From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

8. BOOKS AND RECORDS

- 8.1. The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

9. MEMBERSHIP

- 9.1. The membership of the Corporation shall consist of such persons, not to exceed one-hundred and fifty (150), who are admitted by the Board. The Board shall admit members of the Corporation with an effort to:
- 9.1.1. establish and enhance the active participation of service users in the direction and tasks of the Corporation;
 - 9.1.2. encourage appropriate community support and involvement;
 - 9.1.3. obtain a widespread range of expertise and interest in the Corporation's objectives, purposes, and operations; and

- 9.1.4. foster positive relations with clients, volunteers, local community groups, and service providers.
- 9.1.5. reflect the diversity of the Weston-Mount Dennis community.
- 9.2. Directors are allowed to give virtual access to their records to those who have the right to ask to see them. These records could include a WKNC membership list.
- 9.3. Any member or Director may be removed upon resolution by a 51% majority vote of the members present and voting at a meeting of the members called for the purpose.
- 9.4. The annual or any other general meeting of the members shall be held at the Head Office of the Corporation or elsewhere in the City of Toronto as the Board of Directors may determine on such day as the Directors shall appoint.
- 9.5. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented, directors elected, and auditors appointed for the ensuing year.
- 9.5.1. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members
- 9.5.2. The Board of Directors or the Chair or Vice-Chair shall have power to call at any time a general meeting of the Corporation.
- 9.5.3. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to every member by sending the notice by prepaid mail or by electronic notification ten (10) days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the members of the Corporation are present thereat, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. A notice of meeting shall also be posted at each WKNC site ten (10) days before the time fixed for the holding of such meeting.

- 9.6. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had thereat.
- 9.6.1. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of any member, director or officer shall be their last address recorded on the books of the Corporation.
- 9.7. Any meeting of the Corporation or of the directors may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.
- 9.7.1. No notice shall be required of any such adjournment.
- 9.7.2. Such adjournment may be made notwithstanding that no quorum is present.
- 9.7.3. If a meeting of directors is adjourned, notice is not required for a subsequent meeting that will continue the adjourned meeting if all three of the following items have been communicated during the adjourned meeting:
- 9.7.3.1. The time of the continued meeting.
- 9.7.3.2. The place of the continued meeting (if applicable), and
- 9.7.3.3. Instructions for attending and participating electronically in the continued meeting.
- 9.8. A quorum for the transaction of business at any meeting of members shall consist of no fewer than ten (10) members or twenty percent (20%) of the actual number of members, whichever is greater.
- 9.9. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members, be entitled to one vote. By prior request and at the discretion of the Board, teleconferencing may be arranged.

- 9.9.1. Only members who have held their membership for more than 90 days before the Annual General Meeting will be able to vote at the Annual General Meeting.
- 9.10. A proxy holder of a member may demand a ballot at a meeting of members.
- 9.11. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or virtually.
- 9.11.1. Every question shall be decided in the first instance by a show of hands
- 9.11.2. unless a poll be requested by any member.
- 9.11.3. Upon a show of hands, every member having voting rights shall have one
- 9.11.4. vote, and unless a poll be requested a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or a proportion of the votes accorded in favour of or against such resolution.
- 9.11.5. The request for a poll may be withdrawn, but if a poll be requested and not withdrawn the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chair shall direct and the result of such a poll shall be deemed the decision of the members in general meeting upon the matter in question.
- 9.11.6. In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall break the tie.

10. FINANCIAL YEAR

- 10.1. Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December.

11. CHEQUES, ETC.

- 11.1. 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 any two (2) officers or agents of the Corporation, and in such a manner as shall from time to time be determined by resolution of the Board of Directors 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, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.
- 11.2. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

12. DEPOSIT OF SECURITIES FOR SAFEKEEPING

- 12.1. 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.
- 12.1.1. 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, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.
- 12.1.2. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from the deposit or the proceeds thereof.

13. NOTICE

- 13.1. Whenever under the provisions of the by-laws of the Corporation any notice is required to be given, such notice may be given either personally or by electronic means or by depositing same in a post office or public letter box in a pre-paid, sealed wrapper addressed to the Director, officer or member at such person's address as the same appears on the books of the Corporation.
- 13.1.1. A notice or other document so sent by post shall be held to have been given when deposited in a post office or public letter box as aforesaid.
- 13.1.2. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.
- 13.1.3. Any meeting of members may be held at any time and any place provided that notice of such meeting shall be delivered by mail, by telephone or by electronic notification to each director not less than two (2) days before the meeting is to take place or shall be mailed to each director not less than seven (7) days before the meeting is to take place and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

14. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 14.1. Every Director or officer and the heirs, executors, administrators, estate, and effects respectively of such Director or officer shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- 14.1.1. All costs, charges and expenses whatsoever that such Director or officer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office, and
- 14.1.2. All other costs, charges and expenses that such Director or officer sustains or incurs in or about or in relation to the affairs

of the Corporation, except such costs, charges, or expenses as are occasioned by their own wilful neglect or default.

15. INTERPRETATION

- 15.1. In these by-laws and in all other by-laws of the Corporation hereinafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number, the feminine, or neuter gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

16. INCORPORATED MINISTRY OF THE UNITED CHURCH OF CANADA

- 16.1. Weston King Neighbourhood Centre is a Category 1: Supervised Incorporated Ministry of The United Church of Canada, as described in the Incorporated Ministries policy for The United Church of Canada.

16.1.1. For the purposes of this section of the bylaws, “General Council” means the General Council of The United Church of Canada, “supervising regional council” means the Shining Waters Regional Council of The United Church of Canada or its successor, and the Incorporated Ministries policy means the version in effect at the relevant time.

16.1.2. The corporation shall 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.

16.1.3. The corporation shall determine its own manner of determining its corporate membership but in no case shall a majority of the members be members of the supervising regional council.

16.1.4. The majority of the directors shall be approved by the supervising regional council.

16.1.5. The Executive Minister of the supervising regional council or their successor shall be a corresponding member of the board

and as such shall receive notices of meetings and minutes of meetings and have the right to attend all meetings in a non-voting capacity.

- 16.1.6. Annual reporting to the supervising regional council shall include the membership of the board, the minutes of the annual meeting, financial statements, and insurance coverage (including naming The United Church of Canada as Additional Insured). Financial statements will be prepared according to Generally Accepted Accounting Principles and in compliance with provincial legislation. At minimum they will include an income statement and a balance sheet.
- 16.1.7. Insurance shall be kept in force covering fire, comprehensive liability, directors and officers, and such other insurable items in such amounts as the supervising regional council may require, with The United Church of Canada named as Additional Insured on all liability insurance policies.
- 16.1.8. Approval shall be obtained in advance from the supervising regional council for capital fundraising initiatives and appeals affecting other parts of The United Church of Canada.
- 16.1.9. Indebtedness is subject to the prescribed limits as deemed appropriate by the supervising regional council.
- 16.1.10. Any sale, transfer, mortgaging, acquisition, or leasing of land must receive the prior written consent of the supervising regional council.
- 16.1.11. Any transfer of “major assets” to an organization outside of The United Church of Canada requires the prior written approval of the supervising regional council. Major assets are to be defined by the supervising regional council.
- 16.1.12. The corporation shall not, without the prior written consent of the supervising regional council, initiate, or in any way engage in, proceedings that might result in the voluntary winding up of the corporation.
- 16.1.13. 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.

- 16.1.14. Approval from the supervising regional council and the General Council is required for changes to articles of incorporation.
- 16.1.15. The provisions of this paragraph may be changed or modified only with the prior written consent of the supervising regional council and the administrative approval of the General Council.
- 16.2. Any corporations created by Category 1 corporations shall be organized and supervised according to the Incorporated Ministries Policy.
- 16.3. In the event of any inconsistency between the United Church of Canada Incorporated Ministries' By-Laws and other By-Laws, the United Church of Canada By-Laws prevail.

17. BY-LAW NO. 1 ENACTED

- 17.1. The foregoing By-Law No. 1 as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed, and approved without variation by the affirmative vote of all members entitled to vote at a meeting duly called and regularly held at which a quorum was present on the 18th day of June, 2024. This supersedes By-Law No. 1 enacted on June 23, 2020.

Barbara Stone
CHAIR OF MEMBERS' MEETING

Kerri Lee
SECRETARY