

# UNICAMP OF ONTARIO INCORPORATED

## BY-LAWS

**Approved by the Members of the Corporation September 21, 2024**

### DEFINITIONS

"Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"Annual Meeting" (formerly known as the Annual General Meeting) means the annual meeting of the Members;

"Articles" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;

"Board" means the board of Directors;

"By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Chair" means the chair of the Board;

"Corporation" means Unicamp of Ontario, Incorporated, duly incorporated under the Ontario Corporations Act;

"Ex officio" means "by virtue of their office";

"Executive Committee" means those Directors delegated by the Board to carry forward the programs and plans of the Members and Board, and exercise the powers and duties of the Board, when necessary, between meetings of the Board;

"Member" means a member of the Corporation;

"Officer" means an officer of the Corporation, and includes the Chair, Vice-Chair, Treasurer and Secretary;

"Ordinary resolution" means a motion that requires a simple majority (greater than 50%) of the votes cast at a members' meeting to pass;

"Representative" (formerly "delegate") means an individual appointed by a Member to attend, and vote on their behalf at, any meeting of Members;

"Special business" means all business transacted at a special meeting and all business transacted at an annual meeting of the Members except for the following:

1. Consideration of the financial statements.
2. Consideration of the audit or review engagement report, if any.
3. An extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.
4. Election of directors.
5. Reappointment of the incumbent auditor or person appointed to conduct a review engagement;

"Special meeting" means any meeting of the Members other than the annual meeting;

"Special resolution" means a resolution that, (a) is submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (b) 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.

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**ARTICLE 1 - GENERAL****HEAD OFFICE**

1.1 The head office of the Corporation, deemed to be the registered office, shall be at 638159 Prince of Wales Rd., Mulmur, ON, L9V 0C5, provided that:

- (a) the Corporation may change the location of its registered office within its present municipality or geographic township by resolution of the Directors; and
- (b) the Corporation may change the municipality or geographic township in which its registered office is located to another place in Ontario by special resolution.

**FISCAL YEAR**

1.2 The fiscal year of the Corporation shall end on the 30th day of November in each year, or on such other date as the Board may from time to time determine by resolution.

**UNITARIAN UNIVERSALIST PRINCIPLES****1.3 Unitarian Universalist Principles**

The corporation adopts the principles of the Canadian Unitarian Council to affirm and promote:

- The inherent worth and dignity of every person;
- Justice, equity, and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth in our congregations;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of the democratic process within our congregations, and in society at large
- The goal of world community with peace, liberty, and justice for all;
- Respect for the interdependent web of all existence of which we are a part;
- Individual and communal action that accountably dismantles racism and systemic barriers to full inclusion in ourselves and our institutions.

**ARTICLE 2 - MEMBERS****COMPOSITION OF MEMBERS**

2.1 The membership shall consist of a single class of Members.

2.2 Any Church, Congregation or Fellowship that is a member in good standing of the Canadian Unitarian Council shall, upon written notice to the Board and payment of the applicable annual dues, be eligible to be a Member for that term of membership.

2.3 Furthermore, the Canadian Unitarian Council shall be a Member of the Corporation without the payment of any dues.

**VOTING REPRESENTATIVES**

2.4 Upon payment of its annual dues, if any, each Member shall, consistent with the Articles, be represented by two (2) Representatives, each of whom shall have one (1) vote at any annual or special meeting of the Corporation.

- 2.5.a) All voting Representatives shall be members in good standing of their respective Member organizations.
- b) Each Member is expected to provide the Corporation with the names and contact details of its Representatives at least thirty (30) days prior to a meeting of the Members.

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c) Where a voting Representative resigns or is removed or replaced, notice thereof shall forthwith be given in writing to the Secretary.

## APPLICATION FOR MEMBERSHIP

2.6 An application for membership shall be approved by the Secretary when all requirements of by-law 2.2 have been met.

## TERM OF MEMBERSHIP

2.7 Unless terminated in accordance with these by-laws, the term of membership shall run from the end of one Annual Meeting to the end of the following Annual Meeting.

## DUES

2.8 a) Subject to 2.3 above, annual dues are payable by Members and shall from time to time be fixed by the Board and confirmed by the Members at an annual or special meeting.

b) The Secretary shall notify the Members in writing at least sixty (60) days before the date of an annual meeting to remind them of the dues payable by them, and, if:

- i) any are not paid before the annual meeting for the fiscal year for which the dues are payable, the voting privileges of Members in default are automatically suspended.
- ii) the dues are not paid within 30 days after the annual meeting, the Members in default shall thereupon automatically cease to be Members, but any such Member, upon payment of all unpaid dues shall be reinstated as a Member.

## MEMBERSHIP LIST

2.9 The Secretary, or such other Officer as may be designated by the Board, shall keep and maintain an up-to-date list of all Members, together with their addresses, telephone numbers, and e-mail addresses. Additionally, the Secretary shall keep a record of the payment of their dues, if any.

## CONDITIONS OF CONTINUED MEMBERSHIP

2.10 A Member shall continue to be a Member with all accruing rights and privileges until:

- a) the Member's resignation, or
- b) the Member's termination in accordance with the provisions of the Act, the Articles, and the By-laws, or
- c) annual dues payable by the Member are unpaid thirty (30) days after notice of default has been sent to the Member in accordance with by-law 2.8, above.

## RESIGNATION OF MEMBERS

2.11 Members may resign by resignation in writing given to the Secretary.

## TERMINATION OF MEMBERSHIP

2.12 A Member may be expelled from the Corporation and thereby cease to be a Member, in a manner consistent with the Act, upon the majority decision of the Members at a special meeting called for that purpose. The notice of special meeting shall set out the reasons for the proposed termination of membership, respecting confidentiality. Such meeting may be called by either the Board or Members in a manner consistent with section 3.2 (Special Meetings) herein when they, in their sole discretion and acting reasonably, consider that the Member is:

- a) in breach of any of the Corporation's Articles, By-laws, Resolutions, Policies, or Regulations; or
- b) conducting, or has conducted, activities detrimental to the Corporation.

The reasons for the proposed termination of membership shall be communicated separately to the Member pending expulsion in writing at least fifteen (15) days prior to the meeting. The Member receiving the notice shall be entitled to give the Board and Members a written submission opposing the disciplinary action or termination not less than five (5) days before the meeting.

Upon expulsion, the Member's membership is terminated and all rights and privileges therewith, and the Member shall not be eligible to rejoin the Corporation while the expulsion is in effect.

At any time following the expulsion, the Board or Members may re-consider the expulsion in the light of current circumstances and call a special meeting, in a manner consistent with by-law 3.2 (Special Meetings) herein, to consider ending the expulsion. If the expulsion has ended, the Member may re-apply for membership pursuant to by-law 2.2.

### **ARTICLE 3 - MEETINGS OF MEMBERS**

#### **ANNUAL MEETING**

3.1 The annual meeting of the Members shall be held at such place within the Province of Ontario, at such time and on such date as the Board of Directors may from time to time determine, and not later than six (6) months following the end of the previous fiscal year and not later than fifteen (15) months from the previous annual meeting of the Members.

The meeting shall be for the purpose of:

- a) hearing and receiving the reports and statements required by the Act to be read at and laid before the Members at the Annual Meeting,
- b) deciding whether to undertake a financial review ("review engagement") rather than an audit, where permitted by the Act. Such decision requires an 80% majority vote,
- c) electing Directors, appointing the Auditor or person to conduct a review engagement for the Corporation and fixing or authorizing the Board to set their remuneration, if any, and
- d) transaction of such other business as may be properly brought before the meeting.

#### **SPECIAL MEETING**

3.2 A special meeting may be called either by the Board or within thirty (30) days of receiving written notice from at least ten percent (10%) of Members eligible to vote.

Such meetings shall be held at such time and at such place within the Province of Ontario as may be determined by the Board, or the Members calling the meeting, as the case may be, for the transaction of such business of the Corporation as shall be specified in the notice of the meeting.

#### **PARTICIPATION BY ELECTRONIC MEANS**

3.3 Any meeting of the Members may, at the discretion of the Board, be held in whole or in part, by electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting.

#### **NOTICES**

3.4 a) Written notice of the time and place of each meeting of the Members shall be sent at least ten (10) days and no more than fifty (50) days prior to the meeting to each Director and each Member and their

Representatives at their last known post office address or e-mail address as recorded in the Corporation's records, and to the Auditor or the person appointed to conduct a review engagement of the Corporation.

b) Notice of a special meeting of the Members shall state the nature of the business which is to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgment on the business and shall state the text of any special resolution to be submitted to the meeting.

c) Public advertisement of the date of the annual meeting of the Members shall be distributed through a mailing list maintained for this purpose not more than fifty (50) days and not less than thirty (30) days prior thereto.

#### QUORUM

3.5 a) Representatives from twenty-five percent (25%) of the number of Members shall constitute a quorum for the transaction of business at any meeting of Members.

b) In the absence of a quorum, the meeting shall be adjourned from time to time, and at any such adjourned meeting, providing that a quorum is present, any business may be transacted which might have been transacted had the meeting been held as originally called.

#### SCRUTINEERS

3.6 At each annual or special meeting, two (2) or more scrutineers may be appointed by a resolution of the meeting or by the chair with the consent of the meeting to serve at the meeting.

#### VOTES TO GOVERN

3.7 At all annual and special meetings, every question shall, unless otherwise required by the Act, the Articles or By-laws, be decided by the majority of the votes duly cast on the question.

#### SHOW OF HANDS

3.8 a) At all annual and special meetings of Members, every question shall be decided by a show of hands or alternative electronic means unless a vote by ballot be required by the chair or be demanded by any Representative. Upon a show of hands, every Representative shall have one (1) vote.

b) After a show of hands has been taken upon any question, the chair may require, or any Representative present may demand, a ballot thereon.

c) Whenever a vote by show of hands shall have been taken upon a question, unless a ballot be so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the meeting of the Members upon the question.

d) A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

#### BALLOTS

3.9 a) If a ballot be required by the chair of the meeting or be duly demanded by any Representative and the demand not withdrawn, a ballot upon the question shall be taken in such manner as the chair of the meeting shall direct.

b) Upon a ballot, each Representative shall be entitled to one (1) vote and the result of the ballot shall be the decision of the meeting of the Members upon the question.

### CASTING VOTE

3.10 Whereas the chair of the meeting is not a Representative of a Member, they shall not have a vote. In the case of a tied vote, the motion fails.

### CONDUCT OF MEETING

3.11 a) All annual and special meetings shall be conducted by a chair who shall be either the Chair or Vice-Chair or a designate approved by the Board. The Secretary or a designate approved by the Board shall be the secretary of the meeting.

b) In the absence of the Chair, Vice-Chair, and Board-approved designate, the Representatives may select a chair from among the Directors then present, failing which, one of the Representatives then present. In the absence of the Secretary and a Board-approved designate, the Members may select any individual to act as secretary of the meeting.

### NOMINATING COMMITTEE

3.12 a) The Board shall appoint a Nominating Committee to identify qualified candidates to serve as Directors. The Nominating Committee shall present its recommended candidates to the Board prior to the annual meeting of the Members or a special meeting called for the purpose of electing one or more Directors, and upon approval of the candidates by the Board, the Members shall be given notice of the Board's recommended candidates, provided that nothing herein shall prevent the Members from making nominations from the floor of the meeting in the manner provided by the Act.

b) At the first meeting of the Board following each annual meeting of Members, the Directors shall appoint a Nominating Committee consisting of two (2) to four (4) persons (one of whom shall be a Director) from at least two (2) different Members, and such nominating committee shall be appointed to serve for a term of up to two (2) years, and shall be eligible for re-election for one subsequent term for a maximum of three (3) consecutive years. Following such re-election, such persons shall not be eligible for re-appointment to the Nominating Committee in the following year.

c) Subsequent to the meeting at which the nominating committee was elected, the committee will hold a meeting for the purpose of electing a chairperson.

### NOMINATION FOR ELECTION

3.13 a) Not more than sixty (60) days prior to the date of the annual meeting of the Members, and not less than twenty (20) days, the Nominating Committee established by these by-laws shall nominate a slate of at least one (1) candidate for each position to be filled on the Board.

b) The Nominating Committee shall request from the Members the name or names of a qualified person or persons as candidates to serve on the Board. Additional candidates may be identified by the Nominating Committee. An announcement of the slate of candidates selected by the Nominating Committee shall be included in the notice for the annual meeting.

c) Nothing herein, however, shall preclude any Representative from making a nomination for a Director at any annual meeting, provided, however, that the nominee is qualified as defined at article 4.2.a and consents their willingness to act as a Director if elected.

### ADJOURNMENTS

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

Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

#### **ARTICLE 4 - BOARD OF DIRECTORS**

##### **POWER OF DIRECTORS**

- 4.1 a) The affairs of the Corporation shall be managed by the Board.
- b) Until changed by special resolution of the Members and amendment to the Articles, the number of Directors of the Corporation shall, consistent with the Articles, be no fewer than seven (7) and no more than nine (9) of whom four (4) shall constitute a quorum for the transaction of business at any meeting of the Directors. In addition, there may be a non-voting youth representative on the Board, who is not a director, representing Unicamp youth staff and the youth of Members.
- c) Notwithstanding vacancies, a quorum of the Directors may exercise all the powers of the Board.

##### **QUALIFICATIONS**

- 4.2 a) Each Director must be:
- i) at least 18 years of age.
  - ii) a person who is not bankrupt or in bankruptcy proceedings.
  - iii) a member in good standing of a church, congregation or fellowship recognized by the Canadian Unitarian Council or the Church of the Larger Fellowship.
  - iv) present at the meeting where they are elected or appointed and consent to act as a Director or, when not present at such meeting, consent in writing to act as Director before acting as a Director.

##### **CONSENT TO SERVE**

- v) In addition to 4.2.iv, within ten (10) days following the election or appointment of a Director, the Secretary shall obtain written consent from the Director regarding their consent to serve as a Director.
- b) i) Not more than three (3) Directors shall be elected from any one Member or the Church of the Larger Fellowship.
- ii) Should a fourth Member come to represent a Member due to a change of affiliation during their term of office, they shall continue to serve as a Director until the end of their present term.

##### **ELECTION AND TERM**

- 4.3 a) The elections of Directors shall be by ballot for all contested seats or by resolution in the case of acclamation.
- b) Each Director shall be elected to hold office for a term of two (2) years by the Representatives at an annual or special meeting. For greater certainty, regarding the terms served by Directors, a "year" shall mean the time between one annual meeting and the next. The term of office of the Directors shall continue until the later of the second annual meeting following their election or appointment and their successor being elected or appointed.
- c) If otherwise qualified, a Director is eligible for re-election for two (2) further consecutive terms of office to a maximum of six (6) years and thereafter shall not be eligible for re-election or appointment until the expiration of one (1) further consecutive year.

d) At each annual meeting the number of Directors to be elected shall be such as to restore the total current number of Directors.

#### REMOVAL OF DIRECTORS

4.4 a) The Members may, by ordinary resolution at a special meeting, remove from office any Director or Directors, except persons who are Directors by virtue of their office. The vacancy so created may be filled in the manner prescribed by bylaw 4.5.

b) The Board may by ordinary resolution recommend to the Members that any Director who fails to attend, without reasonable cause as determined by the Board, three meetings of the Board in one fiscal year, shall, if the Board by resolution so decides, be removed from being a Director in the manner described in 4.4a above. The vacancy so created may be filled in the manner prescribed by bylaw 4.5.

#### VACANCIES

4.5 a) A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

#### ADDITIONAL DIRECTORS

b) The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual meeting of the Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the Members.

#### CALLING OF MEETINGS

4.6 a) The Board shall meet regularly at least once each calendar quarter either inside or outside Ontario. The Board may appoint a date for regular meetings at a place and hour to be named.

b) A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

c) For additional or alternative meetings, written notice of every meeting so called shall be given to each Director not less than five (5) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

d) Any meeting of the Directors may, at the discretion of a majority of the Board, be held in whole or in part, by electronic means that permits all participants to communicate adequately with each other during the meeting. Any Director participating by telephonic or electronic means is deemed to be present at that meeting.

e) In the spirit of inclusivity, accountability and transparency, all meetings of the Board shall be open to guests and observers upon request, except for personnel and other matters deemed confidential by the Board.



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## FIRST MEETING OF NEW BOARD

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

## VOTES TO GOVERN

4.8 a) At all meetings of the Board, every question shall be decided by a majority of the Board.

b) All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no such demand be made, the vote shall be taken in the usual way by a show of hands.

c) The chair shall refrain from voting with a show of hands unless there is a tie vote, in which case the chair may cast their vote. The chair may vote in the event of a ballot.

d) The Corporation shall keep a copy of every resolution raised at a meeting of the Board and the Executive Committee as part of the minutes of the meeting.

e) A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible as evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

f) In the absence of the Chair, the duties of the Chair shall be performed by the Vice-Chair and, in the absence of the Vice-Chair, such other Director as the Board may from time to time appoint for the purpose.

## POWERS

4.9 a) The Directors:

i) shall, subject to the Act, manage or supervise the management of the activities and affairs of the Corporation,

ii) ensure communication with Members, Representatives and other stakeholders.

iii) may do all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and,

iii) may, save as hereinafter provided, generally exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.

b) Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of buildings and other property, movable or immovable, excluding lands, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable provided that any major acquisition or disposition of such property shall not be made without the approval of the Members at a Members' meeting.

## REMUNERATION OF DIRECTORS

4.10 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

(a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

(b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

(i) considered reasonable by the Board;

(ii) approved in advance by Board resolution before such payment is made;

(iii) in compliance with all conflict of interest provisions of the Act; and

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(iv) compliant with the provisions of the Act, and Ontario Regulation 4/01 made under the Charities Accounting Act.

## CONFLICT OF INTEREST

4.11 a) i) A conflict of interest exists for every Director or Officer who:

(A) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or

(B) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation.

ii.) It shall be the responsibility of any Director to determine whether such a conflict of interest does or might exist for themselves or on the part of any other Director and to disclose such to the Board.

b) i) A Director who is a party to a material contract or transaction, or proposed material contract or transaction, with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

ii) Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the matter creating the conflict of interest is discussed or vote on any resolution to approve any such contract or transaction.

iii) No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is then a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

c) It is not considered a conflict of interest for a Director to purchase goods or services from the Corporation in its ordinary course of business, so long as the amount paid is the same as any other purchaser would pay, and there are no special privileges for Directors.

## PROTECTION OF DIRECTORS AND OFFICERS

4.12 No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective position or trust provided that they have:

(a) complied with the Act, the Articles, and the By-laws; and

(b) exercised their powers and discharged their duties in accordance with the Act.

## INDEMNITY OF DIRECTORS AND OFFICERS

4.13 a) Every Director or Officer, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

i) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against 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;

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- ii) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by their willful neglect or default.
- b) Subject to the Act, the Corporation shall maintain sufficient insurance coverage to protect the Corporation against any loss incurred by the Corporation by reason of this article.

**4.14 COMMITTEES**

The Board may not delegate the following powers:

1. To submit to the Members any question or matter requiring the approval of the Members.
2. To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation.
3. To appoint additional Directors.
4. To issue debt obligations except as authorized by the Directors.
5. To approve any financial statements pursuant to the Act.
6. To adopt, amend or repeal by-laws.
7. To establish contributions to be made, or dues to be paid, by Members pursuant to the Act.

**COMMITTEES OF THE BOARD**

- 4.15 a) Subject to the restrictions listed above, the Board may delegate its powers to a managing Director or a committee made up of Directors only.
- b) Each Board committee shall keep records and report to the Board at regular intervals and at any time upon request.
- c) There shall be an Executive Committee of the Board.

**ALL OTHER COMMITTEES**

- 4.16 a) The powers and duties of all other committees, groups and task forces (Other Committees) shall be prescribed by the Board in a written Terms of Reference pertaining to that committee.
- b) Such Other Committees shall keep records and report to the Board at regular intervals and at any time upon request.
- c) The Board may, at its discretion, appoint the chair of any committee commissioned by the Board.

**EXECUTIVE COMMITTEE**

- 4.17 a) The Executive Committee shall consist of the Chair, Vice-Chair, Secretary and Treasurer. The Executive Director shall be an ex officio non-voting member of the Executive Committee.
- b) A majority of the Executive Committee constitutes a quorum for the transaction of business at a meeting of the Executive Committee and, whenever a vacancy exists in the Executive Committee so long as a quorum remains, the remaining members may exercise all the powers of the Executive Committee.

4.18 The Executive Committee shall carry forward the directives of the Corporation and Board. It shall exercise the powers and duties of the Board, when necessary, between meetings of the Board, except as proscribed in 4.14 (Committees).

4.19 Minutes of the meetings of the Executive Committee shall be submitted to the Board for approval at the next Board meeting following the meeting of the Executive Committee or at any time upon request by the Board.

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**ARTICLE 5 - OFFICERS**

5.1 a) The Officers of the Corporation shall be appointed by the Directors from among the Directors as provided by Bylaw 4.7 and shall consist of the Chair, Vice-Chair, Secretary and Treasurer.

b) In the absence of the Chair the duties of the Chair shall be performed by the Vice-Chair, and in the absence of the Vice-Chair, such other Director as the Board may from time to time appoint for the purpose.

**TERM OF OFFICE AND REMUNERATION**

5.2 a) Following each Annual Meeting, the Board shall elect the Officers of the Corporation.

b) All Officers shall serve for a term of one year unless the term is shortened by resignations or removals.

c) The Officers shall serve without compensation, and no Officer shall directly or indirectly receive any profit from their position as such. Reasonable expenses incurred by any Officer in the performance of their duty may be paid.

**RESIGNATIONS AND REMOVALS**

5.3 a) Any Officer may resign at any time by giving written notice to the Board, the Chair or the Secretary, and such resignation shall take effect at the time specified therein.

b) The Board may remove any Officer of the Corporation from office by majority vote of the Directors.

c) Any vacancy in any office at any time may be filled by the Board by electing or appointing a qualified individual for the unexpired term.

**OFFICER RESPONSIBILITIES**

5.4 a) The Corporation shall maintain descriptions of duties for each Officer position, subject to the mandates below.

**CHAIR**

5.4 b) The Chair shall, when present, preside at all meetings of the Members and of the Board.

b) The Chair shall discharge such other duties as from time to time shall be assigned to them by the Board and shall cause a report of the Board's proceedings for the year to be made at each annual meeting.

**VICE-CHAIR**

5.5 a) During the absence or inability of the Chair, their duties shall be performed, and their powers shall be exercised, by the Vice-Chair.

b) If the Vice-Chair exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

c) The Vice-Chair shall also perform such duties and exercise such powers as the Chair may from time to time delegate to them or as the Board may prescribe.

**SECRETARY**

5.6 The Secretary shall give, or cause to be given, all notices required to be given to Members, Directors, auditors (or persons retained to conduct a review engagement) and members of committees, and they shall:

a) attend all meetings of the Directors and of the Members and shall enter or cause to be entered in books kept for the purpose, minutes of all proceedings at such meetings.

b) ensure the preparation and maintenance of records in the form required by the Act and all applicable legislation from-time-to-time.

## UNICAMP OF ONTARIO INCORPORATED

## TREASURER

5.7 The Treasurer shall:

- a) oversee the financial aspects of the Corporation, working collaboratively with the executive and senior management to support the Board in achieving its fiduciary responsibilities.
- b) ensure the Board is regularly apprised of the financial position of the Corporation, and that an annual audit or “review engagement”, as may be required, is conducted; and that Members receive a report on the financial condition of the Corporation at each annual meeting.
- c) perform such other duties as may from time to time be prescribed by the Board.

## ASSISTANTS TO OFFICERS

5.8 a) The duties of all assistants to Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

b) Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Board otherwise directs.

**ARTICLE 6 - STAFF**

6.1 The Corporation shall employ such staff or employees, upon such terms, conditions and compensation as the Board of Directors may from time to time determine.

6.2 An employee may not serve as a Director.

6.3 Vacancies in the Board of Directors as the result of a Director becoming a paid employee shall be filled by the Board of Directors as prescribed in bylaw 4.5.

**ARTICLE 7 - BANKING ARRANGEMENTS, CONTRACTS, ETC.**

## BANKING ARRANGEMENTS

7.1 The banking business of the Corporation, or any part thereof, shall be transacted:

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

## BORROWING OF MONEY AND SECURING OF LIABILITIES

7.2 The Directors of the Corporation may from time to time, and according to resolutions and policies determined by the Board:

- a) borrow money on the credit of the Corporation up to the amount of \$50,000 total indebtedness without the prior approval of the Members;

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

#### EXECUTION OF DOCUMENTS

7.3 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by one or more Officers, Directors, or other person or persons as the Board may determine. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

#### ARTICLE 8 - PROPERTY AND ASSETS

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

8.2 The Board shall not sell, mortgage or otherwise encumber the land owned by the Corporation without prior approval of the Members.

#### DISSOLUTION

8.3 The Corporation may be dissolved upon a vote of two-thirds (2/3) of the Members present at a special meeting called for that purpose.

8.4 Consistent with the Act and the Articles, upon the dissolution of the Corporation, and after the payment of all debts and liabilities, the remaining assets of the Corporation shall be assigned to The Canadian Unitarian Council.

#### ARTICLE 9 - MISCELLANEOUS PROVISIONS

##### NOTICES – METHOD OF GIVING

- 9.1 a) Any notice, communication or other document to be given by the Corporation to a Member, Representative, Director, Officer, or auditor of the Corporation under any provision of the Articles or By-laws shall be sufficiently given if
- i) delivered personally to the person to whom it is to be given, or if
  - ii) delivered to their last address as recorded in the books of the Corporation, or if
  - iii) mailed by prepaid, ordinary or air mail in a sealed envelope addressed to them at their last address as recorded in the books of the Corporation, or if

iv) sent by any means of wire or wireless or any other form of transmitted or recorded communication. These include but are not limited to telephone, fax and the internet, and shall be deemed to have been given when delivered.

b) The Secretary may change the address on the books of the Corporation of any Member in accordance with any information believed by them to be reliable.

c) A notice, communication or document so delivered shall be deemed to have been given when

i) delivered personally or at the address aforesaid, or

ii) deposited in a post office or public letter box, or

iii) sent by any means of wire or wireless or any other form of transmitted or recorded communication or when delivered to the appropriate communication company or agency or its representative for dispatch or on the date that the telephone call is made, or the date that the fax or electronic document is sent.

#### COMPUTATION OF TIME

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

#### ERRORS AND OMISSIONS

9.3 The non-receipt of any notice by any Member, Director, Officer, or auditor, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

#### AMENDMENTS

9.4 These by-laws may only be amended by a resolution of the Board confirmed by a majority vote of the Representatives voting at any annual or special meeting. .

#### RULES OF ORDER

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

#### INTERPRETATION

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

a) words importing the singular number shall include the plural and vice-versa;

b) words importing persons include companies, corporations, partnerships and any number or aggregate of persons.

**CERTIFICATE**

The undersigned authorized signing officers of **UNICAMP OF ONTARIO INCORPORATED** (the **Corporation**) hereby certify that the foregoing is a true copy of the By-laws of the Corporation, as enacted by the board of directors on the 6<sup>th</sup> day of September, 2024, and confirmed by the members of the Corporation on the 11<sup>th</sup> day of September, 2024, and that the said by-law has not been rescinded or further amended or otherwise varied, and is now in full force and effect as of the date hereof.

10/11/2024

DATED this \_\_\_\_ day of October , 2024.

Signed by:

*Theresa Marks-Grant*

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Name: Theresa Marks-Grant

Title: Chair

Signed by:

*Dianne Heise*

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Name: Dianne Heise

Title: Vice-Chair