

**GENERAL OPERATING BY-LAW OF
CAMP CROSSROADS**

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Approved by:

Board of Directors on [●], 2022
Membership on [●], 2022

GENERAL OPERATING BY-LAW OF CAMP CROSSROADS

ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

1.1 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 General Meeting” shall have the meaning as set out in section 8.1;

“Board” means the Board of Directors of the Corporation;

“Canadian Conference of the Mennonite Brethren Churches” shall have the meaning as set out in section 3.1;

“Committee” means any committee established by the Board pursuant to Article 11;

“Conference” means the Ontario Conference of Mennonite Brethren Churches;

“Conference Member” means the individual appointed by the Conference in accordance with section 4.1.1;

“Confession of Faith” shall have the meaning as set out in section 3.2;

“Corporation” means Camp Crossroads;

“Documents” means the Corporation’s deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

“Director” means a person who has been elected to the office of Director in accordance with Article 5 and 6, or appointed to fill a vacancy in the office of Director in accordance with section 5.5;

“Director Member” means the Directors from time to time of the Corporation in accordance with section 4.1.2;

“Officer” means any person who hold the offices enumerated in Article 9;

“Extraordinary Resolution” means a resolution that is submitted to a Meeting of the Members with or without variation by at least 80 per cent (80%) of the votes cast;

“Governance Manual” means the Camp Crossroads Board Governance Manual, as from time to time updated by the Board;

“Letters Patent” means the Letters Patent incorporating the Corporation, as amended from time to time;

“Meetings of the Members” includes the Annual General Meeting and any Special General Meeting;

“Member” means a member of the Corporation;

“Special General Meeting” means a meeting called by the Board or by a Member for the transaction of any affairs, the general nature of which is specified in the notice calling the meeting; and

“Special Resolution” means a resolution passed and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a Special General Meeting called for that purpose.

1.2 Interpretations. In all by-laws and resolutions of the Corporation, the words herein importing the singular shall be construed to include the plural and vice versa.

1.3 Durability of the By-law. If any provision set forth in this by-law or the application of it in any particular circumstance shall, to any extent, be invalid or unenforceable, the remainder of this by-law or the application of such provision other than those to which it is held invalid or unenforceable shall not be affected thereby. Each such provision shall be separately valid and enforceable to the full extent permitted by law.

1.4 Not-for-Profit Corporations Act Definitions. All definitions in the Act have the same meanings in this by-law and any other by-laws and resolutions of the Corporation.

ARTICLE 2 – HEAD OFFICE

2.1. Head Office. The head office of the Corporation shall be in Town of Torrance in the Province of Ontario, and at such place as the Board may from time to time determine.

ARTICLE 3 – AFFILIATION AND CONFESSION OF FAITH

3.1 Affiliation. The Canadian Conference of Mennonite Brethren Churches is a national body incorporated by an Act passed by the Senate on November 22, 1945. It is comprised of all the Mennonite Brethren congregations in Canada, which in turn are generally organized into regional conferences on a provincial basis. The Corporation exists within the family of churches of the Conference and is committed to the faith of the Mennonite Brethren denomination as expressed in the Confession of Faith as maintained by the Canadian Conference of Mennonite Brethren Churches.

3.2 Confession of Faith. The statement guiding the faith and practice of the Corporation shall be the Confession of Faith, as adopted by the Canadian Conference of the Mennonite Brethren Churches and as changed from time to time.

ARTICLE 4 – MEMBERS

4.1 Classes of Members. There shall be two (2) classes of Members, who shall be entitled to vote in the Meetings of the Members and otherwise possess all the rights, duties and privileges of membership in the Corporation:

4.1.1 Conference Member: There shall be one (1) Conference Member appointed by the board of directors of the Conference and shall be authorized to represent the Conference at all Meetings of the Members. The Conference Member shall:

- (a) be an individual of at least eighteen (18) years of age appointed by the board of directors for the Conference;

- (b) not be an undischarged bankrupt or otherwise incapable in accordance with the Act;
- (c) uphold the Confession of Faith in their role as a Conference Member;
- (d) be a member of a church in good standing, which must be a member church of the Conference; and
- (e) have the endorsement of the pastor, or the board of the individual's church, as being a member in good standing of their congregation.

4.1.2 Director Member: The Director Members shall consist of the Directors from time to time of the Corporation. Subject to the provisions in Article 5, each Director Member shall:

- (a) be at the date of, or become within ten (10) days after the election of the person as, and thereafter remain throughout their term of office, qualified by the terms of this section 4.1.2 to hold office;
- (b) be at least eighteen (18) years of age;
- (c) not be an undischarged bankrupt or otherwise incapable in accordance with the Act;
- (d) uphold the Confession of Faith in their role as a Director Member;
- (e) be a member of a church in good standing, which must be either a member church of the Conference or another evangelical church committed to supporting the objects and ministries of the Corporation; and
- (f) have the endorsement of the pastor, or the board of the individual's church, as being a member in good standing of their congregation.

4.2 Voting. Save as otherwise provided herein, each Member shall be entitled to one (1) vote per Member at all Meetings of the Members.

4.3 Transfer of Membership. A Director Member may not transfer their membership. The board of directors of the Conference, or another duly authorized representative of the Conference, may transfer the membership of the Conference Member.

4.4 Termination of Membership. Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if the Member dies;
- (b) they cease to be a Member who meets the applicable qualifications to hold office;
- (c) they become bankrupt or otherwise incapable in accordance with the Act;
- (d) the Directors determine by a two-thirds (2/3) majority vote that a Member has acted in any way which discredits the Corporation, brings it into disrepute, or otherwise damages or potentially damages the reputation of the Corporation after first giving the Member an opportunity to address the Board concerning such allegations or concerns;
- (e) they shall be removed from office by resolution of the Members passed by at least two-thirds (2/3) of the votes cast at a Special General Meeting;

- (f) the Member resigns their office in writing provided to the Corporation and such resignation, if not effective immediately, becomes effective in accordance with the terms of the resignation; or
- (g) if the Conference terminates in writing to the Corporation the appointment of the Conference Member.

4.5 Effect of Termination of Membership. Subject to this by-law, upon any termination of membership, the rights of the terminated Member, including any rights in the property of the Corporation, automatically and immediately cease to exist.

4.6 Liability of Members. Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Number and Composition of Directors. Subject to the provisions of any Special Resolution changing the number of Directors, the affairs of the Corporation shall be managed by a Board composed of nine (9) elected Directors. The number of Directors from non-Mennonite Brethren churches shall not exceed one-third (1/3) of the total number of Directors.

5.2 Election. Candidates shall be elected as Directors in accordance with Article 6.

5.3 Qualifications. Each Director shall be qualified as a Director Member as outlined in section 4.1.2.

5.4 Quorum. A quorum for any proceedings or transactions taken at meetings of the Board shall be two-thirds (2/3) of the number of Directors of the Board, and no actions shall be taken at any meeting unless the requisite quorum is present at the commencement of such proceedings. Directors may be present in person or otherwise participate by a conference call whereby all parties are able to hear and reply to the comments of the other Directors and all Directors have consented to such meetings.

5.5 Vacancies. So long as a quorum of Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors. The person so appointed to fill the vacancy shall do so for the remainder of the term. If no quorum of the Directors exists, the remaining Directors shall forthwith call a Special General Meeting to fill the vacancies on the Board. At the Special General Meeting, the Members may, by a majority of the votes, elect any person to fill the applicable vacancy for the remainder of the former Director's term.

5.6 Termination of Directors. A Director shall be terminated from the Board if they cease to be a Director Member as outlined in section 4.4.

5.7 Remuneration of Directors. The Directors shall serve without remuneration.

5.8 Responsibility for Acts. The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

5.9 Powers of the Directors. The Directors may administer the affairs of the Corporation in 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 may delegate administrative powers to Officers and Committees and, save as herein provided, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or as otherwise authorized to exercise and do.

5.10 Conflict of Interest. Subject to the requirements in the Act, a Director shall disclose to the Corporation or request to have entered in the minutes of the meeting the nature and extent of any potential conflict of interest. A Director is presumed to have a conflict of interest if they are either a party to a proposed material contract or transaction, if they are also a director or an officer of another party involved in a proposed material contract or transaction, or has a material interest in any person or party involved with a material contract or transaction with the Corporation. The Director must disclose any conflict of interest:

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not then interested in a proposed contract or transaction, at the first meeting after they become so interested;
- (c) if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after they become so interested; or
- (d) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after they become a Director.

Subject to any exceptions in the Act, a Director with a conflict of interest shall not attend any meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve such contract or transaction.

ARTICLE 6 – ELECTION OF THE BOARD

6.1 Term of Office. Each term of office of Director shall be three (3) years, with at least three (3) Directors being elected at each Annual General Meeting. The terms of Directors shall be scheduled to provide for a staggered rotation.

6.2 Nominations. The names of candidates nominated for the office of Director shall be set out in a proposed slate of candidates to be submitted by the Personnel Committee or, if there is no Personnel Committee, by the Board at the Annual General Meeting.

6.3 Election Method. The Members shall be asked to vote on the proposed slate as a whole. The Members shall cast a single ballot to elect the proposed slate of candidates for the vacant offices. If any Member does not approve of the whole proposed slate, the election shall be done pursuant to a method which sets the names of the candidates and allows each Member to vote for

each candidate on an individual basis. The number of votes cast by a Member shall be limited to the number of vacancies to be filled.

6.4 Re-election. A Director is eligible for election for two (2) consecutive terms, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such Director; however, the Board may by Special Resolution increase the consecutive number of terms that can be served to three (3) consecutive terms in extenuating circumstances.

6.5 Forms. The Board may prescribe the form of nomination paper and the form of a ballot.

ARTICLE 7 – MEETINGS OF DIRECTORS

7.1 Location. Meetings of the Board may be held at any place within or outside the Province of Ontario, as designated in the notice calling the meeting.

7.2 Calling Meetings. Meetings of the Board may be called by the Chairperson or Vice Chairperson, Secretary, or any two (2) Directors.

7.3 Notice of Meetings. Notice of meetings shall be delivered, emailed, faxed or telephoned to each Director not less than two (2) days before the meeting is to take place. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.4 Recurring Meetings. The Board may appoint one (1) or more days in each year for recurring meetings of the Board at a place and time named. No further notice of the recurring meetings is required.

7.5 Election of Officers and Committee Members. At the first meeting following the Annual General Meeting, the Board shall include in its agenda the election and/or appointment of its Officers and Committee members for the coming year.

7.6 Participation by Alternative Means. Any person entitled to attend the meetings of the Board or Committees may participate by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed for the purposes of this by-law to be present at the meeting.

7.7 Voting. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands or by verbal affirmation. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

7.8 Written Resolutions. Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or a Committee meeting is as valid as

if it had been passed at a meeting of the Board or a Committee called, constituted and held for that purpose.

ARTICLE 8 – MEETINGS OF THE MEMBERS

8.1 Annual General Meeting. The Annual General Meeting shall be held each year within the Province of Ontario, not later than fifteen (15) months after holding the preceding Annual General Meeting, at a time, place and date determined by the Board, for the following purposes:

8.1.1 Reports and Financial Statements. The Members shall hear and receive the reports and financial statements required by the Act to be read at and laid before the Members at an Annual General Meeting;

8.1.2 Election of Directors. The Members shall elect such Directors to be elected at such Annual General Meeting;

8.1.3 Auditor. The Members shall appoint the auditor and determine, or authorize the Board to determine, the auditor's remuneration; and

8.1.4 Miscellaneous. The Members shall hear the transaction of any other miscellaneous affairs properly brought before the meeting.

8.2 Special General Meeting. The Board may at any time call a Special General Meeting for the transaction of any affairs, the general nature of which is specified in the notice calling the meeting. A Special General Meeting may also be called by the Members as provided in the Act.

8.3 Notice of Meetings. Notice of the time, place, and date of Meetings of the Members and the general nature of the affairs to be transacted shall be given not less than ten (10) days and not more than fifty (50) days before the date of the meeting to each Member (and in the case of an Annual General Meeting shall also be given to the auditor of the Corporation) by sending notice by prepaid mail to the last address of the addressee shown on the Corporation's records, or, if the Member or auditor has consented to have the notice sent by email, it shall be sent to the email address on file at the office of Corporation.

8.4 Participation by Alternative Means. Any person entitled to attend the Meetings of the Members may participate by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed for the purposes of this by-law to be present at the meeting.

8.5 Quorum. A quorum at a Meeting of the Members shall be at least two-thirds (2/3) of the total number of Members entitled to vote at the meeting. No affairs of the Corporation shall be transacted at any Meeting of the Members unless the requisite quorum is present at the commencement and throughout the meeting.

8.6 Voting by Members. Unless otherwise required by the provisions of the Act or this by-law of the Corporation, all questions proposed for consideration at a Meeting of the Members shall be

determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

8.7 Proxies. Votes at the Meetings of the Members may be given either personally or by proxy. The appointed proxyholder need not be a Member. The proxyholder shall represent no more than one (1) Member at such meeting. A Member present at a meeting shall nullify the vote of that Member's proxyholder. A proxy shall be executed by the Member or the Member's attorney authorized in writing.

A proxy may be in the following form or substantially similar form:

The undersigned Member of Camp Crossroads hereby appoints _____, or failing the person appointed above, _____ as the proxy of the undersigned to attend and act at the Meeting of the Members of Camp Crossroads to be held on _____, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournments thereof.

Signature

The Board may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned Meeting of the Members is to be held and to determine particulars of such proxies communicated in writing through email, fax, or by prepaid letter post before the meeting or adjourned meeting. The Chairperson may, subject to any requirements herein, accept written communication through email, fax, or by prepaid letter post as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been lodged with the Corporation, and any votes given in accordance with such written communication accepted by the Chairperson shall be valid and shall be counted.

8.8 Show of Hands. At all Meetings of the Members every question shall be decided by a show of hands unless otherwise required by this by-law of the Corporation. Upon a show of hands, every Member entitled to vote and present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.9 Chair. The Chairperson shall act as chair of the Meeting of the Members.

8.10 Adjournments. Any Meeting of the Members may be adjourned to any time and from time to time, and any matter or action may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. If a Meeting of the Members is adjourned for less than thirty (30) days, no notice is required other than by announcement at the Meeting of the Members that is adjourned. If a Meeting of the Members is

adjourned by one or more adjournments for an aggregate of thirty (30) days or more, the Corporation shall give notice in accordance with Article 20.

8.11 Written Resolutions. Subject to the Act, a resolution in writing, signed by all the Members entitled to vote on that resolution at a Meeting of the Members or Committee of Members, is as valid as if it had been passed at a Meeting of the Members or a meeting of a Committee called, constituted and held for that purpose.

ARTICLE 9 – OFFICERS

9.1 Officers. The Board shall elect the Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The Chairperson and the Vice Chairperson must be two (2) different Directors. The Secretary and the Treasurer may be the same individual and, if they are not a Director, must meet the same qualifications as the Director Members outlined in section 4.1.2.

9.2 Election of Officers. Officers shall be elected by resolution of the Board at the first meeting of the Board following the Annual General Meeting.

9.3 Chairperson and Vice Chairperson. The Chairperson shall be the President of the Corporation and, when present, preside at all meetings of the Board and of the Meeting of the Members. The Chairperson shall supervise the affairs and operations of the Corporation, sign all Documents requiring the signature of the President, and have the other powers and duties from time to time prescribed by the Board or incident to the office. In the absence of the Chairperson, the Vice Chairperson shall act as temporary acting Chairperson. In the absence of both the Chairperson or the Vice Chairperson, those entitled to vote at the meeting shall choose another Director or Member as a temporary acting Chairperson.

9.4 Secretary. The Secretary shall act as secretary of all meetings of the Board and Meetings of the Members (or delegate those duties to another person); shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all required notices to Members and Directors; shall be the custodian of all books, papers, records, correspondence and Documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

9.5 Treasurer. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board; shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor; shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

9.6 Additional Officers. The Board may appoint other Officers with such titles as the Board may prescribe from time to time. Such Officers shall have the authority and perform the duties

prescribed by the Board. Such Officers must have the same qualifications as Director Members as outlined in section 4.1.2. The duties of all other Officers appointed by the Board shall be determined by the written terms of their engagement or as the Board otherwise prescribes.

9.7 Termination. The Board may by resolution remove any Officer.

9.8 Disclosure of Conflict of Interest. Subject to the requirements in the Act, an Officer shall disclose to the Corporation the nature and extent of any potential conflict of interest. An Officer is presumed to have a conflict of interest if they are either a party to a proposed material contract or transaction, if they are also a director or an officer of another party involved in a proposed material contract or transaction, or has a material interest in any person or party involved with a material contract or transaction with the Corporation. The Officer must disclose any conflict of interest:

- (a) forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered by the Directors;
- (b) if the Officer becomes interested after a contract is made or a transaction is entered into, forthwith after they become so interested; or
- (c) if a person who is interested in a contract or transaction later becomes an Officer, forthwith after they become an Officer.

ARTICLE 10 – EXECUTIVE DIRECTOR

10.1 Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation and, subject to the directions of the Board from time to time, shall perform all duties incident to the office. The Executive Director shall be appointed by resolution of the Board. The Executive Director shall receive notice of all meetings of the Board and its Committees and shall have the right to attend and to speak to any issue placed before the Board or any of its Committees, but shall not be a Director or a Member, and shall not have the right to vote at any meeting.

ARTICLE 11 – COMMITTEES

11.1 Establishing Committees. The Board may by resolution establish any Committee as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The number and composition of Committee members on each Committee and the mandate of such Committee may be determined by resolution of the Board from time to time. Any such Committee may formulate its own rules of procedure, subject to any applicable legislation or regulations and in accordance with the Governance Manual. Any member of a Committee may be removed by resolution of the Board.

11.2 Electing Committee Members. At its first meeting after each Annual General Meeting, the Board shall elect the members of any standing Committees. The Board may establish additional Committees, either on an ad hoc basis or permanent basis, or such purposes and with such powers as the Board may determine.

11.3 Finance Committee. At its first meeting after each Annual General Meeting, the Board shall appoint no fewer than three (3) Directors to the Finance Committee. Until otherwise ordered by the Board, the Finance Committee shall meet at least four (4) times annually to plan and review the annual financial statements to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis, to assist the Corporation's auditor or review engagement (if applicable), negotiate the auditor's remuneration for the ensuing year (if authorized by the Members), and provide reports to the Board as required.

11.4 By-law Review Committee. A By-law Review Committee may be appointed by the Board, as required, consisting of at least three (3) members. At least one (1) member must be either the Conference Member or a proxy chosen by the Conference Member. Unless otherwise ordered by the Board, the By-law Review Committee shall have power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

ARTICLE 12 – LIABILITY AND INDEMNIFICATION

12.1 Liability of Directors and Officers. Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any applicable law, no present or past Director or Officer shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent and accidental conduct), receipts, neglects, omissions or defaults of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may happen in the execution of the duties of the Member, the Director, or the Officer's respective office or trust or in relation thereto; and
- (f) loss, damage, arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

12.2 Pre-Indemnity Considerations. Before giving approval to the indemnities provided in section 12.3 herein, or purchasing insurance provided in Article 13 herein, the Board shall consider:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;

- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

12.3 Indemnification. Every person (including their respective heirs, executors and administrators, estate, successors, and assigns) who is either a Director, an Officer, a member of a Committee, an individual who has undertaken or about to undertake under the direction of the Corporation any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in their personal capacity or as an Officer or Director or employee or volunteer of such Corporation, shall upon approval of the Board from time to time be indemnified and saved harmless out of the funds of the Corporation from and against costs, charges, and expenses which such person sustains or incurs. This includes in relation to any demand, action, suit or proceeding which is brought, commenced, or prosecuted against them in respect of any act, deed, matter, or thing whatsoever made, done, or permitted or not permitted by them, in relation to the execution of the duties of such office or in respect of any such liability; or, in relation to the affairs of the Corporation generally, save and except that such costs, charges or expenses are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default. The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or laws permit or require.

12.4 Additional Relief. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by any legislation or law.

ARTICLE 13 – INSURANCE

13.1 Insurance. The Corporation shall purchase and maintain appropriate liability insurance which shall provide coverage for each person acting or having previously acted in the capacity of a Director, Officer, or such other capacity on behalf of the Corporation. This insurance coverage shall include:

- (a) comprehensive general liability insurance;
- (b) Directors and Officers insurance; and
- (c) such other insurance as may be recommended from time to time by the insurance broker retained by the Corporation to advise it and procure coverage on its behalf specifying coverage amounts of a minimum of \$5 million per claim (\$10 million in the aggregate).

13.2 No Coverage. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

13.3 Obligations. It shall be the obligation of those seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim

or suit made against it, and to make no admission of responsibility or liability to any third party without the prior agreement of the Board.

ARTICLE 14 – EXECUTION OF DOCUMENTS

14.1 Signature. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or person in the manner from time to time prescribed by the Board.

14.2 Execution of Documents. Documents requiring execution by the Corporation requires two (2) signatures. Any two (2) of the Chairperson, Vice Chairperson, Secretary, and Treasurer are authorized to execute Documents, provided one signatory is a Director. Documents may also be signed by any of the foregoing together with any Director, or the Board may appoint any person to sign Documents generally or to sign specific Documents. All Documents signed are binding upon the Corporation without any further authorization or formality.

14.3 Corporation Records. The Board shall prepare and maintain the records of the Corporation containing:

- (a) the Corporation's articles, by-laws, and amendments to them;
- (b) the minutes of Meetings of the Members and of any Committee;
- (c) the resolutions of the Meeting of the Members and of any Committee;
- (d) the minutes of meetings of the Directors and of any Committee;
- (e) the resolutions of the Directors and of any Committee;
- (f) a register of Directors;
- (g) a register of Officers;
- (h) a register of Members;
- (i) accounting records adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis; and
- (j) a register of ownership interests in land complying with section 92 of the Act.

ARTICLE 15 – BANKING ARRANGEMENTS AND SECURITIES

15.1 Banking Arrangements. The Board shall designate, by resolution, the Officer or other person authorized to handle the banking transactions of the Corporation, or any part thereof, with the bank, trust company, credit union, or other Corporation carrying on a banking arrangement that the Board has designated as the Corporation's banker, to have the authority set out in the resolution including, unless otherwise restricted, the power to:

- (a) operate the Corporation's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Corporation;

- (d) execute any agreement relating to any banking affairs and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking arrangements.

15.2 Deposit of Securities. The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such authorized Officer or other person authorized by the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 16 – BORROWING BY THE CORPORATION

16.1 Authority to Borrow. Subject to the limitations set out in this by-law or in the Letters Patent of the Corporation, the Board may borrow money on the credit of the Corporation. The Board may also issue, sell or pledge securities of the Corporation, as well as charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; provided, however, if the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

16.2 Specific Borrowing Authority. From time to time the Board may authorize any Director, Officer, employee of the Corporation, or any other person to make arrangements with reference to the money so 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.

ARTICLE 17 – FINANCIAL YEAR

17.1 Financial Year. The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

ARTICLE 18 – DISSOLUTION

18.1 Remaining Net Assets. In the event of the dissolution of the Corporation, any assets remaining after the satisfaction of its debts and liabilities shall be transferred to the Conference provided the Conference is a registered charity pursuant to the Income Tax Act. In the alternative,

the Board will transfer the net assets to another registered charity consistent with the Corporation's objects.

ARTICLE 19 – AUDITING

19.1 Auditor. The Members at each Annual General Meeting shall appoint an auditor to audit the books of the Corporation. The auditor shall hold office until the next Annual General Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor.

19.2 Review Engagement in Lieu of Audit. The Members may pass an Extraordinary Resolution to have a review engagement instead of an audit in respect of the Corporation's financial year if the Corporation had annual revenue in that financial year of more than \$100,000 or such other prescribed amount and less than \$500,000.

19.3 Waiver of Audit and Review Engagement. Members of the Corporation may pass an Extraordinary Resolution to not appoint an auditor and to not have an audit or a review engagement in respect of the Corporation's financial year if the Corporation had annual revenue in that financial year of \$100,000.

ARTICLE 20 – NOTICE

20.1 Method of Notice. Except where otherwise provided in this by-law, notice shall be provided not less than ten (10) days and not more than fifty (50) days in advance of a meeting and will be considered validly given if provided by telephone or, if in writing, by prepaid letter post, by fax, by email, or by other electronic method, addressed to the person for whom intended at the last address shown on the Corporation's records.

20.2 Computation of Time. In computing the date when notice must be given under any provision of this by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

20.3 Omissions and Errors. The accidental omission to give notice of any meeting of the Board, a Committee, or Meeting of the Members, or the non-receipt of notice by any Member or the auditor, or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Member or the auditor may at any time waive notice of any meeting and may ratify and approve any or all of the proceedings taken at the meeting.

ARTICLE 21 – BY-LAWS AND AMENDMENTS

21.1 Amendments. The Directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the Corporation, subject to the limitations in section 17 of the Act. Any Member may initiate a proposed amendment to the by-laws by submitting it in writing to the Board. The By-law Review Committee may also propose amendments to the by-laws by submitting it in writing to the Board.

21.2 Review. The By-law Review Committee shall review any proposed by-law or amendment before presenting to the Board for a vote. The By-law Review Committee may work with the initiating Member to make revisions to their proposal, or they may present an alternative proposal regarding the amendment being considered.

21.3 Notice. Notice to make or amend the by-laws, along with a complete copy of the applicable by-law with the proposed amendments, must be provided to the Board at least thirty (30) days before the meeting at which it is to be considered.

21.4 Meeting of the Members. Upon a resolution passed by the Board, the Members must approve the amendments to the by-laws with or without variation at a subsequent Meeting of the Members by Special Resolution, which must include an affirmative vote by the Conference Member.

21.5 Effective Date. Amendments shall be effective from the date of the resolution of the Board. The by-law, amendment, or repeal ceases to have effect if the Directors do not submit them to the Members, or if it is rejected by the Members.

The foregoing by-law has been passed by the Board on the ___ day of _____, 2023.

[Title of Signatory]

[Title of Signatory]

The foregoing by-law is ratified and approved in accordance with the Act on the on the ___ day of _____, 2023.

[Title of Signatory]

[Title of Signatory]