

CONSTITUTION

Lutheran Urban Ministry Corporation

(hereinafter called the "Corporation")

Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada

(hereinafter sometimes called the "Synod")

Evangelical Lutheran Church in Canada

(hereinafter sometimes called the "Church")

Subject always to the provisions of *The Corporations Act (Manitoba)*, as amended, and the Articles (hereinafter called the "Articles") and the By-laws (hereinafter called the "By-laws") of the Corporation, the Constitution of the Corporation is as follows:

Article 1

Name and Incorporation

Section 1. The name of the Corporation shall be the, **Lutheran Urban Ministry Corporation** (hereinafter called the "Corporation").

Section 2. The Corporation shall be incorporated under the laws of Manitoba.

Article 2

Territory of Operation

The Corporation shall operate primarily in the inner city neighbourhoods of Winnipeg, Manitoba, Canada, which are generally defined by Balmoral and Arlington Streets, and by Portage and Notre Dame Avenues, and nearby areas as mission needs dictate.

Article 3

Confession of Faith

The Corporation shall operate under the mission of the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada and shall adhere to the Synod's and Church's Confession of Faith.

Article 4

Mission

Section 1. Within the purposes set out and described in the Articles, the mission of the Corporation shall be to meet the physical, emotional and spiritual needs of the individuals and families in the area served. This shall be done by such actions as, holding religious services and studies, providing food and clothing assistance, standing with them and supporting them in relation to issues of poverty, abuse and exploitation, immigration, ethnic diversity, racial and other prejudice, and assisting them with the acquisition of skills, education and experience in order to better their living situations.

Section 2. In carrying out its mission, the Corporation may carry out such other activities which shall further the mission of the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada, and the wider Church of Christ.

Section 3. The Corporation shall operate on a religious non-contingent model, in that it shall offer direct religious programming, but such programming shall not be explicitly tied to the provision of services to su inner city residents.

Section 4. The ministry of the Corporation shall be a mutual ministry that responds to the critical needs of people in the inner city and shall also reorient Lutheran congregations to a ministry of social justice within the inner city. Ideally, the mission of the Corporation will flow reciprocally.

Article 5

Membership

The Directors of the Corporation shall enact By-laws of the Corporation that shall establish the classes and rights of the members of the Corporation, including without limitation, any classes of membership and t e specific voting and other rights of each and all of such members of the Corporation.

Article 6

Annual Meeting

Section 1. The annual meeting of the members of the Corporation shall be its highest legislative authority.

Section 2. The annual meeting date shall be set each year by the Board of Directors.

Section 3. Adequate notice of the date, time, and place of the annual meeting shall be given to each and all members of the Corporation by the Board.

Section 4. The quorum at the annual meeting shall be at least fifty-one (51%) per cent of the serving Boa.d of Directors .

Article 7

Board of Directors

Section 1. The Board of Directors of the Corporation (herein called the "Board") shall consist of its Chairperson, Vice-Chairperson, Secretary, Treasurer, and five (5) to nine (9) members at large. A majority of the Board shall be members of congregations of the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada.

Section 2. Members of the initial Board shall be appointed by the Synod. Beginning with the first Annu. l Meeting, the Board will be elected by the Annual Meeting, for a term of two (2) years. A person shall be eligible to serve two (2) terms on the Board consecutively.

Section 3. Duties of the Board will be as follows:

- a) Oversee all programs of the Lutheran Urban Ministry Corporation.
- b) Appoint a Ministry Leader and Manager
- c) Supervise the employees and contractors of the Corporation.
- d) Set the budget of the Corporation, which will be reviewed by the Synod Council
- e) Monitor and approve the expenditure and investment of funds within the budget.
- f) Supervise the operation of any committees established.
- g) Report to the Synod through the Synod Council and at Synod conventions.
- h) Attend to all other matters which are properly the province of the Directors.

Article 8

Committees

Section 1. The Board of Directors may carry out its functions by the use of committees chaired by members of the Board and reporting to the Board.

Section 2. The establishment and specific duties and responsibilities of standing and other committees shall be set out in the By-laws.

Article 9

Financial Matters

Section 1. The fiscal year and the budget year of the Corporation shall be from the beginning of April until the end on March in the following year.

Section 2. The annual budget and financial reports of the Corporation shall reflect the entire range of its activities and be prepared in accordance with generally accepted accounting principles and all applicable law.

Section 3. The financial accounts of the Corporation shall be submitted annually for audit to a professional accountant registered to practice in Manitoba and appointed by the Board. The audited statements shall be forwarded to the Synod Council for review.

Article 10

By-laws

Section 1. The Corporation may adopt such By-laws, which are not in conflict with this Constitution, as may be necessary and appropriate. Such By-laws may be amended in accordance with the applicable provisions of the By-laws.

Section 2. By-laws relating to annual meeting procedure may be suspended by a two-thirds vote of members present and voting.

Article 11

Amendments

Section 1. Amendments to this Constitution shall only be made in accordance with the By-laws, and may be proposed by:

- a) The Board of Directors,
- b) The Synod, or
- c) Five (5) members of the Corporation.

Section 2. All such proposed amendments shall be sent to the Board in accordance with the By-laws for review before the Annual Meeting and put on the agenda at the beginning of such meeting. The Board shall review and make recommendations concerning any such proposed amendments. Adoption of any such amendment shall be in accordance with the By-laws.

BYLAW NO. 1 OF
LUTHERAN URBAN MINISTRY CORPORATION

A BYLAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS AND
BUSINESS OF LUTHERAN URBAN MINISTRY CORPORATION

PART 1 - INTERPRETATION OF BYLAWS

1. (a) In the Bylaws of the Corporation, unless the context or subject matter otherwise specifies or requires:

- (i) **"Articles"** means the Articles of Incorporation of the Corporation, and any other Articles of the Corporation duly filed by the Corporation under the **Corporations Act** from time to time;
- (ii) **"Bylaws"** means the Bylaws of the Corporation from time to time in force and effect;
- (iii) **"Constitution"** means the Constitution of the Corporation as enacted, amended or supplemented from time to time by the regular members of the Corporation by way of Special Resolution;
- (iv) **"Corporation"** means **Lutheran Urban Ministry Corporation**;
- (v) **"Corporations Act"** means The Corporations Act of the Province of Manitoba from time to time in force, and all amendments thereto and re-enactments thereof;
- (vi) **"Council"** means the Board of Directors of the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada Inc., and **"Councilor"** means one of such Directors, and **"Councilors"** means more than one of such Directors;
- (vii) **"Directors"** means the Directors of the Corporation from time to time.
- (vii) **"general meeting"** means a general meeting of the members of the Corporation;
- (viii) **"members"** includes both the "regular" and "honourary" members of the Corporation, as such classes are hereinafter described;
- (ix) **"Officers"** means those Officers of the Corporation authorized from time to time by these Bylaws;
- (x) **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast by the regular members of the Corporation who voted in respect of that resolution;
- (xi) **"registered address"** of a member means his or her

address as recorded in the register of members of the Corporation;

(xii) "**Special Resolution**" means a resolution passed by a majority of not less than Two-thirds (2/3) of the votes cast by the regular members of the Corporation who voted in respect of that resolution or signed by all the regular members entitled to vote on that resolution; and,

(xiii) "**Synod**" means the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada Inc.

(b) The definitions set forth in the **Corporations Act** on the date on which these Bylaws become effective apply to these Bylaws.

2. (a) Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include natural persons, bodies corporate, corporations, companies, partnerships, syndicates, unincorporated associations, trusts and any number or aggregate of persons.

(b) The headings used in these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

PART 2 - MEMBERSHIP IN THE CORPORATION

Admission of Members:

3. The members of the Corporation are the applicants for incorporation of the Corporation, and those persons who subsequently become members of the Corporation in accordance with these Bylaws and, in either case, have not ceased to be members. A member of the Corporation may be a natural person or a body corporate, and may exercise such membership in his, her, or its own right, or through a duly appointed delegate of an incorporated congregation of the Evangelical Lutheran Church in Canada belonging to the Synod.

Eligibility:

4. (a) Following the incorporation of the Corporation, only those persons who are approved by the Directors from time to time shall be eligible to become members of the Corporation. An eligible person may apply to the Directors for membership in the Corporation and on admission by Resolution of the Directors shall be either a regular or an honorary member (as hereinafter described).

(b) Notwithstanding anything to the contrary which may be expressed or implied in these Bylaws, the Directors shall always approve and admit to membership, as regular members upon the receipt of their applications along with any required membership fee:

(i) The then current Directors of the Corporation; and,

- (ii) Each congregation of the Synod, and each such congregation of the Synod shall from time to time appoint one delegate to represent it at all meetings of the members of the Corporation, provided that any such congregation having more than three hundred (300) baptized congregants (called the "Base" in this Bylaw 4 (b) (ii)) shall also appoint an additional delegate for each 300 baptized congregants (or portion thereof in excess of 150 baptized congregants) over and above the Base.

(c) Notwithstanding anything to the contrary which may be expressed or implied in these By-laws, the Directors shall always approve and admit to membership, as an honorary member upon the receipt of his or her application and the required membership fee:

- (i) The then current Bishop of the Synod, and the Bishop of the Synod may from time to time appoint one delegate to represent him or her at all meetings of the members of the Corporation.

(d) Each new member shall be promptly informed by the Secretary of his, her or its admission as a member.

Classes of Members:

5. (a) Every member shall uphold the Articles and the Constitution of the Corporation and comply with these Bylaws.

(b) There is no limit on the number of members of the Corporation.

(c) Membership in the Corporation shall be divided into the following classes:

- (i) Regular members, who shall be the voting members, vested with the right to vote on the affairs and business of the Corporation by virtue of their membership as provided by By-law 22 hereof; and,
- (ii) Honorary members, who by virtue of their membership shall be entitled to attend general meetings, but shall not be entitled to vote at such meetings or on the affairs and business of the Corporation. At no time shall the number of honorary members exceed the number of regular members.

Membership Charges:

6. The amounts of any membership dues and subscriptions shall be determined by the Directors in their discretion from time to time.

Status of Members:

7. A person shall cease to be a member of the Corporation:

- (a) By delivering his, hers or its resignation in writing to the Secretary of the Corporation, or by mailing or delivering it to the address of the Registered Office of the Corporation;
- (b) In the case of a natural person, on his or her death;
- (c) In the case of a body corporate, on its winding up or dissolution;
- (d) On his, her or its being expelled pursuant to these Bylaws; or,
- (e) On his, her or its being a member not in good standing for more than thirty (30) consecutive days.

Suspension, Etc.:

8. (a) A member may be suspended by or expelled from the Corporation by a Special Resolution passed in a general meeting, of which notice specifying the intention to pass such Special Resolution as special business has been given.

(b) The member who is the subject of the proposed Special Resolution for suspension or expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

Fees:

9. All members are in good standing except any member who has failed to pay his, her or its current membership fee or any other subscription or debt due and owing by him, her or it to the Corporation, and he, she or it is not in good standing so long as such debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

General Meetings:

10. General meetings of members shall be held at the times and places that the Directors may deem fit from time to time in accordance with the **Corporations Act**.

11. Every general meeting of members, other than an annual general meeting of members, is an especial general meeting of members.

12. (a) The Directors may, when they deem fit, convene an especial general meeting of members.

(b) The Directors shall convene a general meeting of members without delay on the requisition of ten (10%) percent or more of the regular members.

Notice of Delegates and Meetings:

13. (a) Each congregation of the Synod, being a regular member of the Corporation, shall give to the Directors at least a Forty-

five (45) Day notice in writing identifying the name, address, telephone number, facsimile number and/or email address of its delegate or delegates, as the case may be, to the next ensuing general meeting or special meeting of members of the Corporation, each such notice to be addressed to the Secretary of the Corporation.

(b) Notice of a general meeting of members shall be in writing and specify the place, day and hour of the meeting. Such notice shall also state the general nature of the business to be transacted and shall be given to each member, each Director and the auditor of the Corporation at least twenty-one (21) days before the date of such meeting. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in detail sufficient to permit members to form a reasoned judgment thereon, and the text of any Special Resolution to be submitted to the meeting.

(c) The accidental and unintended omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive such notice shall not invalidate any business or proceeding done or taken at that meeting.

(d) Notwithstanding anything to the contrary expressed or implied in these Bylaws but subject to the **Corporations Act**, the regular members may by Ordinary Resolution proceed to consider and transact any business, special or otherwise, without any notice thereof, at any meeting of the members.

Annual Meetings:

14. (a) The first annual meeting of the members of the Corporation shall be held not more than fifteen (15) months after the date of incorporation, and after that an annual meeting shall be held at least once every calendar year, and not later than the last day of the fifteenth (15th) month next following the holding of the last preceding annual meeting.

(b) The annual meeting of the members shall be held at any place within Manitoba on such day in each year and at such time as the Directors may by Resolution determine.

(c) At annual meetings there shall be presented a report of the Directors as to the affairs and business of the Corporation for the previous year, a financial statement of the Corporation and the auditor's report thereon as required by the **Corporations Act**, and such other information and reports relating to the affairs and business of the Corporation as the Directors may determine.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

Special Business:

15. Special business shall be:

(a) All business transacted at an especial general meeting, except the adoption of rules of order; and,

(b) All business transacted at an annual general meeting,

except:

- (i) Consideration of the financial statements;
- (ii) The report of the auditors;
- (iii) The election of Directors; and,
- (iv) The appointment of the auditors.

Quorum:

16. (a) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at any time when a quorum is not present.

(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(c) A quorum for the purposes of holding a valid general meeting is fifty-one (51%) per cent of the Directors who must be present at a general meeting of members.

Adjournment:

17. If within the thirty (30) minutes next following the time appointed for a general meeting of members a quorum is not present, the meeting, if convened on the requisition of regular members, is terminated; but in any other case, it shall stand adjourned to the same day in the next following week, at the same time and place, and if, at the continued meeting, a quorum is not present within the thirty (30) minutes next following the time appointed for the meeting, then the regular members present shall constitute a quorum.

Meeting Chair:

18. Subject to Bylaw 19, the Chair of the Corporation, and failing him or her the Vice-Chair or, in the absence of both, one of the other Directors present, shall preside as the Chair of a general meeting of members.

Designations by Members:

19. If at a general meeting of members:

(a) The Chair, Vice-Chair and no other Directors are present within the fifteen (15) minutes next following the time appointed for the meeting; or,

(b) The Chair, Vice-Chair, and all the other Directors present are unwilling to act as Chair of the meeting;

the regular members present shall choose one of their number to be the Chair of the meeting.

Adjournment:

20. (a) A general meeting of members may be adjourned from time to time and from place to place, but no business shall be transacted at a continued meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a general meeting of members is adjourned for fifteen (15) days or more, notice of the continued meeting shall be given as in the case of the original meeting.

(c) Except as provided in this Bylaw 20, it is not necessary to give notice of an adjournment, or of the business to be transacted at a continued general meeting of members.

Voting Procedure:

21. (a) Any Resolution proposed at a general meeting of members shall be seconded.

(b) Notwithstanding anything to the contrary contained in this Bylaw, the Chair of such meeting is impartial and may not take part in the debate nor vote, save that in the case of an equality of votes on an Ordinary Resolution, the Chair of the general meeting of members shall have a casting or deciding vote.

(c) Unless a poll is demanded, a declaration by the Chair of a general meeting of members that a Resolution has been carried or carried unanimously or by any particular majority, or lost or not carried by any particular majority, shall be conclusive evidence of the fact. If a poll is at the time demanded by a regular member forming part of the meeting quorum, it shall be taken in such manner, either at once or after adjournment, as the Chair of the meeting directs. The result of the poll shall be deemed to be a Resolution of the general meeting of members at which the poll was demanded.

Voting Rights:

22. (a) A regular member in good standing, when present at a general meeting of members, either in person, or by way of its delegate or delegates, as the case may be, shall be entitled to: if a regular member who is a natural person, one vote; and, if a regular member, which is a congregation of the Synod, one vote for each delegate to which it is entitled under Bylaw 4 hereof.

(b) Voting shall be by show of hands, or by secret ballot if so directed by the Chair of the meeting.

(c) A regular member, which is a body corporate, may exercise all its rights and privileges, and acquit all its duties and obligations as such member, by and through its duly authorized delegate to the purpose. The Chair of a general meeting of members may accept such evidence as to the authority of such delegate as he or she may deem fit, for the purposes of such meeting.

(d) Honourary members in good standing are entitled to notice of and attendance at any meeting of members but shall not be entitled to any vote thereat.

PART 5 - DIRECTORS AND OFFICERS

Powers of the Directors:

23. (a) The Directors shall direct the management of the affairs and business of the Corporation and exercise all the rights, powers and privileges, and do all the acts and things that the Corporation may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Corporation in general meeting of members, but subject nevertheless to:

- (i) All laws affecting the Corporation;
- (ii) The Articles of the Corporation;
- (iii) The Constitution of the Corporation;
- (iv) These Bylaws; and,
- (v) Any Rules of the Corporation, including without limitation, those which may from time to time embody policies of the Corporation that are not inconsistent with these Bylaws, made from time to time by the Corporation in general meeting of its members.

(b) No Rule made by the Corporation in general meeting of members invalidates any prior act of the Directors that would have been valid if that policy had not been made.

Board of Directors:

24. (a) The Chair, Vice-Chair, Secretary, Treasurer and up to eleven (11) other natural persons shall be the Directors of the Corporation, as described in these Bylaws.

(b) The number of Directors shall be not less than three (3) and not more than fifteen (15) natural persons, and they shall constitute the Board of Directors of the Corporation.

(c) Subject to the restrictions set out in By-Law 24(b) hereof, the number of Directors shall be such number as may from time to time be designated by Resolution of the Directors, provided that the first Board of Directors shall be constituted as provided in By-Law 26(a) hereof.

(d) Each and every Director shall be a regular member.

Appointing and Electing Directors:

25. (a) All Directors on the Board shall be elected by the regular members in a separate election or elections.

(b) An election may be by acclamation, otherwise it shall be by secret ballot.

(c) If no successor is appointed or elected, the person previously elected or appointed shall continue to hold office as Director, provided that he or she has not expressly resigned from

the Board.

(d) At each annual meeting, an appointment will be made or an election held, as the case may be, to fill any vacancy on the Board of Directors.

Terms on the Board:

26. (a) Save as expressly provided in these Bylaws, each Director shall retire from Office at the second (2nd) annual general meeting next following his or her appointment or election as Director, at which meeting the successor to such retiring Director shall be appointed or elected. The initial Board of Directors to be constituted under these Bylaws shall consist of the First Directors of the Corporation, as set out in its Articles of Incorporation, two (2) of whom shall be appointed for a regular two (2) year term as aforesaid, and the last of whom shall be appointed for a special three (3) year term only. As soon as possible after the incorporation of the Corporation, the said First Directors shall elect the balance of the initial Board, including three (3) other Directors for a regular two (2) year term, and three (3) other Directors for a special three (3) year term only. All subsequent terms of Directors, whether appointed or elected, shall be two (2) years as aforesaid.

(b) Subject to a Special Resolution relative to a particular Director exempting that Director from the provisions of this By-law 26(b), no Director shall serve more than two (2) consecutive terms of Office.

Interim Appointments:

27. (a) The Directors shall forthwith appoint a regular member as a Director to fill any vacancy on the Board of Directors.

(b) A Director so appointed holds Office only until the conclusion of the next following annual general meeting of members of the Corporation, but is eligible for re-appointment or election at that meeting.

Validity:

28. No act or proceeding of the Directors is invalid solely by reason of there being fewer than the prescribed number of Directors then in Office.

Removal of Directors:

29. The regular members may by Special Resolution remove a Director before the expiration of his or her term of Office, and may appoint a successor to complete that term of Office. If a Director ceases to be a resident in the geographical territory of the Synod, or if a Director is absent from two (2) consecutive regular meetings of the Board of Directors without excuse, such person shall, *ipso facto*, cease to be a Director.

Expenses:

30. No Director shall be remunerated for being or acting as a

Director but a Director may, with the prior approval of the Directors, be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs and business of the Corporation.

Honourary Directors:

31. (a) The Directors may, at their discretion, appoint a natural person or natural persons to be an Honourary Director or Honourary Directors of the Corporation.

(b) An Honourary Director may or may not be a member.

(c) An Honourary Director is entitled to attend meetings of the Directors, but shall not be entitled to vote at such meetings.

(d) The Directors may seek the advice of any Honourary Director and may authorize an Honourary Director to act on behalf of the Corporation in specified and limited capacities.

(e) Notwithstanding the foregoing, the Bishop of the Synod shall be an Honourary Director, ex officio.

(f) Notwithstanding the foregoing, an Honourary Director shall not have the status, powers, authority or capacity of a Director.

PART 6 - PROCEEDINGS OF DIRECTORS

Meetings of Directors:

32. (a) The Directors may meet together at the places they think fit to dispatch business, and adjourn and otherwise regulate their meetings and proceedings as they deem fit.

(b) The Directors may from time to time fix the quorum necessary to transact their business, and unless so fixed the quorum shall be a majority of the Directors then in Office.

(c) The Chair shall be the Chair of all meetings of the Directors, but if at a meeting the Chair is not present within the thirty (30) minutes next following the time appointed for the meeting, the Vice-Chair shall act as Chair; but if neither is present the Directors present may choose one of their number to be Chair at that meeting.

(d) A Director may at any time, and the Secretary on the request of a Director shall, convene a meeting of the Directors.

Board Committees:

33. (a) The Directors may delegate any, but not all, of their powers to Committees consisting of a Director or Directors and any other person or persons as they deem fit. The Directors may from time to time impose such rules on and for the proceedings of any such Committee as they deem fit.

(b) Any Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors and report every act or thing done in the exercise of those powers

to the earliest meeting of the Directors to be held next after it has been done.

(c) A Committee shall elect a Chair of its business and meetings; but if no Chair is elected, or if at a meeting the Chair is not present within the thirty (30) minutes next following the time appointed for the meeting, the Directors present who are members of the Committee shall choose one of their number to be Chair of the meeting.

(d) The members of a Committee may meet and adjourn as they deem fit.

Investment Committee:

34. The Directors shall establish and maintain an Investment Committee consisting of at least three (3) Directors, two (2) of whom shall be the Vice-Chair and the Treasurer. The Investment Committee shall be responsible for assessing and developing the financial and investment policy, strategy and tactics of the Corporation and reporting thereon to the Directors, with recommendations where they deem it appropriate. The Investment Committee must always proceed with due consideration for the proper management of risk while endeavoring to achieve financial growth, the interests of the Corporation and the Synod, and the practices of other leading institutions having purposes similar to those of the Corporation.

New Directors:

35. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors in order for the meeting to be constituted, if a quorum of the Directors is present.

Election of Officers:

36. (a) At the first meeting of the Directors which follows an annual general meeting of members, the Directors shall elect the following Officers from among their number:

- (i) A Chair;
- (ii) A Vice-Chair;
- (iii) A Secretary; and,
- (iv) A Treasurer;

each to serve such term as the Directors may in their discretion decide. The Directors may at any time and from time to time appoint or elect the aforesaid or such other Officers and agents of the Corporation as they may deem necessary in their discretion, which Officers and agents shall have such authority and perform such duties as may from time to time be determined by the Directors, subject to these Bylaws as the case may be. All such special appointees shall be

subject to removal by Resolution of the Directors at any time and may not expend the funds of the Corporation without the prior consent of the Directors.

(b) Notwithstanding anything to the contrary which may be expressed or implied in these By-laws, the Chair of the Council of the Synod shall not be eligible to become the Chair of the Directors.

(c) In the case of the absence of any Officer of the Corporation, or for any reason that the Directors may deem sufficient, the Directors may by Resolution delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

Voting by Directors:

37. (a) Questions arising at a meeting of the Directors, or a Committee of Directors, shall be decided by a majority of votes.

(b) Any Director or Directors may attend a meeting of the Directors, or a Committee of Directors via telephone and in any such event shall form part of the quorum and be entitled to vote thereat.

(c) No Resolution proposed at a meeting of the Directors or a Committee of Directors need be seconded, and the Chair of any such meeting may move or propose a Resolution.

(d) Notwithstanding anything to the contrary contained in this Bylaw, the Chair of such meeting is impartial and may not take part in the debate nor vote, save that in the case of an equality of votes at any such meeting, the Chair of the meeting shall have the casting or deciding vote.

(e) A Resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed and enacted at a meeting of the Directors.

Absent Directors:

38. A Director who may be absent temporarily from Manitoba may send or deliver to the address of the Corporation a waiver of notice, which may be by letter, telegram, telex, facsimile transmission or other written communication, of any meeting or meetings of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

(a) No notice of any meeting of Directors shall be sent to that Director; and,

(b) Any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors was in each case present, be valid and effective.

PART 7 - DUTIES OF OFFICERS

Chair:

39. (a) The Chair shall preside at all meetings of the members of the Corporation and of the Directors.

(b) The Chair is the Chief Executive Officer of the Corporation and shall supervise the other Officers in the execution of their duties.

Vice-Chair:

40. The Vice-Chair shall carry out the duties of the Chair during his or her absence or inability to act, and shall sit on the Investment Committee.

Secretary:

41. The Secretary shall be responsible for:

- (a) Conducting the correspondence of the Corporation;
- (b) Issuing notice of meetings of the members of the Corporation and of the Directors;
- (c) Keeping minutes of all meetings of the members of the Corporation and of the Directors;
- (d) Keeping and holding all records and documents of the Corporation except those required to be kept by the Treasurer;
- (e) Holding the corporate seal of the Corporation; and,
- (f) Maintaining the registers of members and Directors.

Treasurer:

42. The Treasurer shall:

- (a) Be the Financial Officer of the Corporation and be responsible for keeping the financial records, including without limitation books of account, necessary to comply with careful and prudent financial practice and the **Corporations Act**;
- (b) Render financial statements to the Directors, members and others when required;
- (c) Sit on the Investment Committee; and,
- (d) Open, operate and maintain an account or accounts with a chartered bank or trust company to be approved by the Directors, and receive and deposit all the moneys of the Corporation not immediately required for investment or other purposes of the Corporation therein, and make disbursements therefrom subject to such rules as may be determined from time to time by the Directors, or make the necessary arrangements therefor and administer the same.

43. The offices of Secretary and Treasurer may not be held by one (1) person.

44. (a) In the absence of the Secretary from a meeting, the Chair of that meeting shall appoint another person to act as secretary at the meeting.

(b) The Secretary and/or the Treasurer, as the case may be,

shall permit members to inspect the books and records of the Corporation at all reasonable times.

PART 8 - SEAL

Seal:

45. The Directors may provide a corporate seal for the Corporation, and may destroy a seal and substitute a new seal in its place.

Use:

46. The corporate seal shall be affixed only when authorized by a Resolution of the Directors and then only in the presence of the persons prescribed in the Resolution, or if no persons are prescribed, in the presence of the Chair and the Secretary, or the Chair and the Treasurer.

PART 9 - BORROWING

Power:

47. In order to carry out the purposes of the Corporation, the Directors may, on behalf of and in the name of the Corporation, borrow or raise money and in so doing may secure the payment or repayment of such money, all in the manner that they decide, and in particular but without limiting the generality of the foregoing, may issue promissory notes, mortgages or debentures.

Authorization:

48. No such promissory note, mortgage, debenture or other debt instrument shall be so issued without the sanction of a Special Resolution.

Restriction:

49. The regular members may by Special Resolution restrict or alter the borrowing powers of the Directors, but a restriction so imposed expires at the next annual meeting.

PART 10 - AUDITOR

Auditor:

50. The Corporation shall have an auditor, who will perform the functions prescribed by the Directors, which functions may include a review engagement or audit of the Financial Statements of the Corporation from time to time.

51. The first auditor shall be appointed by the Directors, who shall also fill any vacancy occurring in the Office of auditor.

52. At each annual meeting the Corporation shall appoint an auditor to hold Office until he is re-elected or his successor is elected at the next annual meeting.

53. An auditor may be removed by Ordinary Resolution.

54. An auditor shall be promptly informed in writing of his appointment or removal.

55. No Director and no employee of the Corporation shall be its auditor.

56. The auditor may attend any general meeting of members.

PART 11 - NOTICES TO MEMBERS

Procedure:

57. A notice may be given to a member, either personally or by prepaid mail to him or her at his or her registered address.

Posting:

58. A notice sent by mail shall be deemed to have been given on the seventh (7th) day next following that on which the notice is posted, and in proving that such notice has been given, it is sufficient to prove that the notice was properly addressed and put prepaid into a Canada Post receptacle.

Eligibility:

59. (a) Notice of any general meeting of members shall be given to:

(i) Every member and Director respectively shown on the registers of members and Directors on the day such notice is given; and,

(ii) The auditor.

(b) No other person is entitled to receive a notice of any general meeting of members.

PART 12 - BYLAWS

Distribution:

60. On being admitted to membership, each member is entitled to and the Corporation shall give to him or her, without charge, copies of the Articles, the Constitution and the Bylaws of the Corporation.

Amendment:

61. These Bylaws may only be altered, amended, changed, added to or subtracted from by Special Resolution.

PART 13 - FINANCIAL AND LEGAL MATTERS

Fiscal Year:

62. The fiscal year of the Corporation shall end on the day set by the Directors.

Cheques:

63. Any cheque or bill or exchange drawn or endorsed by the Corporation shall require the signatures of the Treasurer and one (1) other person appointed by the Directors as an authorized signatory to the purpose.

Contracts:

64. Any contract, document or other instrument in writing to be executed by the Corporation may be signed by the Chair or Vice-Chair together with the Secretary or Treasurer or, by any one of the foregoing and another Director, and all contracts, documents and instruments in writing so signed shall, subject to the **Corporations Act**, be binding upon the Corporation without any further authorization or formality. The Directors may from time to time by Resolution appoint any Officer or Officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally, or to sign specific items. The corporate seal of the Corporation may, when required, be affixed to any such instrument in accordance with Bylaw 46.

Ratification of Contracts:

65. The Directors may in their discretion submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the members, or at any general meeting of members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by an Ordinary Resolution (unless any different or additional requirement is imposed by the **Corporations Act** or these Bylaws) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified and confirmed by every member of the Corporation.

Indemnity:

66. Subject to the **Corporations Act**, the Directors are hereby authorized from time to time to cause the Corporation to give an indemnity to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any subsidiary of it, and any action from time to time taken by the Directors under this Bylaw 66 shall not require approval or confirmation by the regular members.

Liability:

67. Subject to the **Corporations Act**, no Director or Officer for the time being of the Corporation shall be liable for the acts, omissions or defaults of any other Director, other Officer, employee, servant, agent or contractor of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Directors 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 tortuous or willful act or omission of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of

the duties of his or her respective Office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Director or Officer.

Insurance:

68. The Directors may cause the Corporation to purchase and maintain insurance for the benefit of a Director and/or Officer against personal liability incurred by him or her as such Director and/or Officer.

Rules:

69. Bourinot's Rules of Order, where not inconsistent with these Bylaws, shall apply in so far as applicable to all meetings of the members of the Corporation, the Directors, and Committees of Directors.

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