

BY-LAW NO. 1

BEING a special by-law relating
generally to the affairs of the
Corporation.

CONTENTS

Section One	Interpretation
Section Two	Business of the Corporation
Section Three	Directors
Section Four	Board Meetings
Section Five	Financial
Section Six	Officers
Section Seven	Protection of Directors and Others
Section Eight	Conflict of Interest
Section Nine	Membership
Section Ten	Members Meetings
Section Eleven	Notices
Section Twelve	Auditors
Section Thirteen	Adoption and Amendment of By-laws

NOW THEREFORE BE IT ENACTED and it is hereby enacted as a by-law of **ST. MATTHEW'S HOUSE** (hereinafter called the "Corporation") as follows:

SECTION 1 – INTERPRETATION

1.01 Definitions

- a. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- b. "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;
- c. "Board" means the board of directors of the Corporation;
- d. "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;
- e. "Chair" means the chair of the Board;
- f. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- g. "Director" means an individual occupying the position of director of the Corporation by whatever name they is called;
- h. "Member" means a member of the Corporation.
- i. "Officer" means an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

SECTION 2 – BUSINESS OF THE CORPORATION

2.01 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be at the City of Hamilton, in the Province of Ontario and at such location therein as the board may from time to time determine by resolution.

2.02 Seal

Until changed by resolution of the board, the corporate seal of the Corporation shall be in the form appearing on this page of this by-law opposite this sub-clause and impressed hereon.

2.03 Execution of Documents

Deeds, transfers, licences, contracts, engagements on behalf of the Corporation shall be signed by any two of the Chair, Vice-Chair or Executive Director, and such individuals shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations shall be entered into on behalf of the Corporation by any two of the Chair, Vice-Chair or Executive Director or by any person authorized by the Board of Directors.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which a person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

SECTION 3 - DIRECTORS

3.01 Board of Directors

1. The Corporation shall have a Board of Directors of between Nine (9) and Twelve (12) directors, one who shall be personally appointed by the Bishop of Niagara and one who shall be the Bishop of Niagara, and approved by the members by ordinary resolution. A simple majority of the Board of Directors shall constitute a quorum.

2. The whole board shall be elected at each annual meeting of members to hold office until the next annual meeting, but if a new board is not elected thereat the directors then in office shall continue in office until their successors are duly elected, but not for a term of more than four (4) years. The election may be by a show of hands or by resolution of the members unless a ballot is demanded by a simple majority of Members. The term of office of a Director shall be three years and each Director shall be eligible to serve a maximum of two successive terms after which time they must retire from the Board for a period of not less than one year.

3.02 Vacancies

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a. if the Director is a signing officer and if a receiving order is made against them or if they makes an assignment under the Bankruptcy Act;
- b. if an order is made declaring him or her to be a mentally incompetent person or incapable of managing their affairs;
- c. if they shall be removed from office by resolution of the members; or
- d. if they have violated any governance policy requiring declaration of a Conflict of Interest;
- e. if by notice in written to the Corporation they resigns the office and such resignation, if not immediately effective, become effective in accordance with its terms.

3.03 Filling Vacancies

Interim vacancies in the elected membership of the Board may be filled for the unexpired term by the Board from nominations made for that purpose by the Nominating Committee.

3.04 Committees

The Chairperson with the approval of the Board, shall appoint such special and standing committees as may from time to time be necessary and shall define their duties. Each committee shall report to and be responsible to the Chairperson.

3.05 Nominating Committee

If not already defined within the mandate of a standing committee of the Board, the Chairperson, not less than three (3) weeks prior to the Annual Meeting, shall appoint a Nominating Committee consisting of not less than three (3) members of the Board of Directors which may include ex-officio members.

The chair of the nominating committee, or of the standing committee assuming this function, shall be responsible to present:

1. the slate of Directors proposed for election at the Annual Meeting;
2. the slate of Officers proposed for election at the first meeting following the Annual Meeting;
3. any candidate(s) required to fill a vacancy on the Board of Directors.

3.06 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

SECTION 4 - BOARD MEETINGS

4.01 Calling of Meetings

Meeting of the Board shall be held from time to time at the call of the Board or the Chairperson or any two (2) Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than ten (10) 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 waive notice of or otherwise signify their consent to such meeting being held.

4.02 First Meeting of New Board

Provided that a quorum of the Directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

4.03 Errors in Notice, Board of Directors

No error or omission in giving such notice for a meeting of the directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. 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.

4.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall act as Chair, and in the absence of the Vice-Chair, the Directors present shall choose one of their number to act as the Chair.

4.06 Voting

At all meetings of the Board, every question shall be decided by a majority if the votes cast on the question. In case of an equality of votes, the Chair of the meeting shall be entitled to a deciding vote.

4.07 Participation by Telephonic or Electronic Means

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION 5 - FINANCIAL

5.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

5.02 Financial Year

Until changed by resolution of the board, the financial year of the Corporation shall end on the 31st day of March in each year.

5.03 Borrowing Power.

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to

the articles, the board may from time to time on behalf of the Corporation, without authorization of the Members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person or otherwise; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

5.04 Cheques

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and releases or verification slips.

5.05 Books and Records

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

SECTION 6 - OFFICERS

6.01 Officers

The officers of the Corporation shall consist of a Chair, Vice-Chair and Treasurer. The Officers of the Corporation shall be elected at the first meeting of the Board after the annual election of such Board of Directors at the general meeting of the members provided that in default at such election, the then incumbents shall hold office until their successors are elected, provided they are still members of the Board. The term of office of any officer of the Corporation shall be two years and shall in no event exceed the term of office of the same person as a Director as outlined herein.

6.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

6.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.04 Chairperson- The President shall act as Chairperson shall preside over all meetings of the Board. They shall be an ex-officio member of all committees.

6.05 Vice-Chairperson- The Vice-President shall act as Vice-Chairperson shall in the absence of the Chairperson preside at all meetings of the Board.

6.06 Treasurer – The Treasurer shall serve as an advisor to the board on matters related to financial policy and monitoring, ensuring appropriate controls are in place to safeguard the corporation's assets and mitigate financial risks.

6.07 Vacancy- Upon the resignation of otherwise vacancy of the Chairperson or Vice-Chairperson, the Board shall elect from the Directors a replacement to serve for the unexpired term.

6.08 Executive Director

- a. The Board of Directors of the Corporation, in consultation with the Bishop of the Anglican Diocese of Niagara, shall appoint the Executive Director. As St. Matthew's House is an affiliated ministry of the Diocese, the Executive Director may be licensed by the Bishop.
- b. The Executive Director shall be responsible for carrying out the policies and program of the Corporation. They shall act as Secretary to the Board.

- c. At the direction of the Executive Director, Minutes of all meetings of the members and directors shall be kept and entered in the appropriate books of record.
- d. At the direction of the Executive Director, full and accurate books of account shall record all receipts and disbursements of the Corporation. Further, an account of all transactions and the financial position of the Corporation shall be made available to the Board whenever required.

6.09 Variation of Duties From time to time the Board may vary, add to or limit the powers and duties of any officer.

SECTION 7 - PROTECTION OF DIRECTORS AND OTHERS

7.01 Protection of Directors and Officers

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 office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

SECTION 8 - CONFLICT OF INTEREST

8.01 Conflict of Interest

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

SECTION 9 – MEMBERSHIP

9.01 Members

1. Membership in the Corporation shall consist of individuals interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board. The Board may admit to membership in the Corporation anyone who;
 - a. Recognizes and supports the mission and values of the Corporation, and
 - b. has paid the annual membership fee which shall be determined from time to time by the Board and approved by the Members.
 - c. The Board, in its sole discretion, may admit to Membership in the Corporation Members without fee, upon with such membership to continue until terminated by the Board.

9.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the *Act*.

9.03 Resignation

Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Corporation prior to acceptance of the resignation.

9.04 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to the Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

SECTION 10 - MEMBER MEETINGS

10.01 Annual Meeting

1. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board or a virtual meeting, as determined by the Board. The Member shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the

annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

2. The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Members proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

10.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than 50% plus one. Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

10.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members meeting shall be given in the manner specified in the *Act* to the Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

10.04 Quorum

A quorum for the transaction of business at the Members' meeting is the majority Members present in person constitute a quorum at the meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

10.05 Chair of the Meeting

The Chair shall be the chair of the Member meeting; in the Chair's absence, the Vice-Chair shall chair the meeting, in the Vice-Chair's absence, the Members shall choose another Director as chair.

10.06 Voting of the Member

Business arising at any Members meeting shall be decided in the following way, unless otherwise required by the *Act* or the By-law provided that:

- (a) each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and;
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.07 Adjournments

The Chair at 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.

10.08 Persons Entitled to be Present

The only persons entitled to attend the Members meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Member present at the meeting.

SECTION 11 - NOTICES

11.01 Services

Any notice to be given shall be sufficiently given if delivered by electronic means, personally to the person to whom it is to be given or if delivered to their last address as recorded in the books of

the Corporation or if mailed by prepaid ordinary or air mail addressed to him or her said address or if sent to them at their said address by any means of wire or wireless or any form of transmitted or recorded communication. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box; and a transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

11.02 Computation of Time

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

11.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 12 – AUDITORS

12.01 Qualification. One or more auditors may be appointed by the Members at the annual meeting of the Members of the Corporation. The qualifications of the auditor must satisfy all of the requirements of the Act.

12.02 Access to Records. The auditor or auditors shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Corporation.

SECTION 13 - ADOPTION AND AMENDMENT OF BY-LAWS

13.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

PASSED by the Board of Directors this ____ day of _____, _____.

UNANIMOUSLY CONFIRMED; RATIFIED AND APPROVED by the Members this ____ day of _____, _____.

WITNESS the Corporate Seal of the Corporation.

Chair

Vice-Chair

