

SCHEDULE “A”

BY-LAW NO. 1

CENTRE FOR CHRISTIAN STUDIES CANADA INC.

(Herein called the “Centre”)

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## 1. INTERPRETATION

**1.01 Definitions** In this by-law, unless the context otherwise requires:

- (i) words importing the singular include the plural and vice versa;
- (ii) Act means the Corporations Act, C.C.S.M. c. C225 of Manitoba, and amendments thereto and includes the regulations made pursuant thereto;
- (iii) The Corporation is the Centre for Christian Studies ("the Centre")
- (iv) "Friends" means the members of the Centre
- (v) "Central Council" means the board of directors of the Centre;

## 2. MISSION OF THE CENTRE

**2.01 Mission Statement** - Educating leaders for compassion justice and transformation.

## 3. BUSINESS OF THE CENTRE

**3.01 Head Office**- The Head Office of the Centre shall be in the City of Winnipeg, Province of Manitoba.

**3.02 Corporate Seal** The Centre may adopt and use such form of corporate seal as is approved by the Central Council from time to time.

**3.03 Financial Year** - Until changed by the Central Council, the financial year of the Centre shall end on the 31st day of December each year.

**3.04 Execution of Instruments** - Contracts, deeds, transfers, assignments, obligations, certificates and other instruments in the ordinary course of the operations of the Centre may be entered into on behalf of the Centre by any two of the following persons: either or both of the Co-Chairs, the Treasurer, another elected director as assigned by Central Council. The Central Council may from time to time by resolution direct the manner in which, and the persons by whom any particular instrument or class of instruments may or shall be signed.

**3.05 Books, Records and Reports**- The Central Council shall see that all necessary books and records of the Centre that are required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. A report and audited financial statement shall be submitted annually to The United Church of Canada and the Primate of the Anglican Church of Canada or the delegate of the Primate for review.

**3.06 Cheques and Accounts**- All cheques, bills of exchange or other payments of indebtedness issued in the name of the Centre shall be signed by two of the officers or agents duly authorized by the Central Council. For withdrawals, transfers and other transactions. Two signatures of authorized officers or agents are needed.

**3.07 Deposit of Securities for Safekeeping** - The securities and financial assets of the Corporation shall be deposited for safekeeping with one or more financial institutions to be selected by resolution of the Central Council. Any and all securities deposited to accounts other than the Operating Accounts may be withdrawn, from time to time, only upon the written order of the Central Council signed by such officers or agents of the Centre, and in such manner as shall from time to time be determined by resolution of the Central Council and such authority may be general or confined by specific instances.

**3.08 Borrowing**- The Central Council may from time to time:

- (a) borrow money on the credit of the Centre;
- (b) issue, sell or pledge securities of the Centre;

- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Centre, including book debts, rights, powers, franchises and undertakings to secure any money borrowed, or other debt, or any other obligation or liability of the Centre.

No money can be borrowed on behalf of the Centre without a motion from Central Council authorizing the loan.

#### **4 FRIENDS - MEMBERS OF THE CENTRE**

**4.01 Friends-** The membership of the Centre shall consist of Friends of the Centre The number of Friends of the Centre shall be unlimited. The role of Friends is to support the work of the Centre and to attend the Annual or Special General Meetings.

#### **4.02 Qualifications for Friends :**

- (a) current students in a diploma or certificate program of the Centre;
- (b) current staff persons of the Centre;
- (c) those appointed by Central Council as a member of a Committee;
- (d) graduates of the Diploma Program of the Centre or one of its predecessors;
- (e) graduates of the Western Field Based Diaconal Ministry Program of the United Church of Canada;
- (f) Companions of the Centre
- (g) persons who have donated to the Centre in the two fiscal years prior to the Annual Meeting of the Centre;
- (h) members of the Central Council;
- (i) persons who are admitted as a Friend by the Central Council or by resolution at an Annual or Special General Meeting

Friends may indicate their desire to be involved in the life of the Centre in various ways, and in particular by their participation in the Annual or Special General Meetings of the Centre.

#### **5. MEMBERS OF CENTRAL COUNCIL**

**5.01 Election -** The affairs of the Centre shall be managed a Central Council (the Board) of up to 17 members, up to 12 of whom shall be voting members. Each member shall be, at the time of election a Friend of the Centre, two of whom shall be approved representatives of The Anglican Church of Canada (the "Anglican Representatives") and two of whom shall be approved representatives of The United Church of Canada (the "United Representatives") and two of whom shall be Centre for Christian Studies' students (the "Student Representatives"). The Anglican Representatives shall be elected by the Friends from the list of names provided to the Friends by the Central Council in consultation with the Primate of The Anglican Church of Canada or the delegate of the Primate. No further nominations will be accepted for the Anglican Representatives. The United Representatives shall be elected by the Friends from the list of names provided by the Central Council, in consultation with The United Church of Canada. No further nominations will be accepted for the United Representatives. The Student Representatives shall be elected by the Friends from the list of names provided to the Friends by the Central Council after consultation with the student body. No further nominations will be accepted for the Student Representatives. Up to six members will be representatives of Central Council Committees. The Anglican Representatives, the United Church Representatives, the Student Representatives, and the Central Council Committee Representatives shall be voting members of the Central Council.

**5.02 Term** The members of Central Council shall be elected to hold office for a term of three years. A member shall hold office until the end of the annual meeting when that member's term expires. A member whose term has expired shall be eligible for re-election for one further term. A member may be eligible for reelection after the expiry of not less than one year from the date of retiring from the Central Council after the second term if otherwise qualified.

**5.03 Ex Officio Non-Voting Members** The Principal of the Centre plus one other staff member, chosen by the staff, shall be entitled to attend all meetings of the Central Council except when the Council shall direct the

Principal and other staff member not to attend a particular meeting or portion thereof. The Principal and other staff member shall have voice but no vote.

**5.04 Secretary** A non-voting secretary shall be appointed by Council to record the minutes of its meetings and perform all such other duties from time to time prescribed by the Central Council.

**5.05 Corresponding Members** The Anglican Church of Canada and The United Church of Canada may appoint denominational staff members as Corresponding Members of the Council.

**5.06 Vacating** - A member of the Central Council shall be removed from the Council if such member:

- (a) resigns office by notice in writing to the Central Council;
- (b) has been absent, without valid reason, from four consecutive meetings of the Central Council.

**5.07 Vacancies** - Vacancies on the Central Council, or vacancies in the position of Officers however caused, may, so long as a quorum of members remains in office, be filled by the Central Council if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Friends of the Centre or by a special meeting of the Friends of the Centre as described in section 9.02. Any vacancy among the Anglican Representatives or the United Representatives shall be filled by the same procedure as such persons were originally nominated and elected.

**5.08 Place of Meetings** - Except as otherwise required by law, the Central Council may hold its meetings at such place or places as it may from time to time determine.

**5.09 Calling of Meetings** - Meetings of the Central Council may be formally called by either of the Co-Chairs.

**5.10 Notice of Meetings** - Notice of meetings shall be delivered by telephone, fax or email to each member of Central Council not less than three (3) days before the meeting is to take place, or shall be mailed to each member of Central Council not less than ten (10) days before the meeting is to take place

**5.11 Errors in Notice** - No error or accidental omission in giving notice for a meeting of the Central Council shall invalidate such meeting or invalidate any proceedings taken at such meeting

**5.12 Quorum** - Five voting members shall form a quorum for the transaction of business, at least two of whom shall be "Anglican", and at least two of whom shall be "United".

**5.13 Powers** - The Central Council shall have full power with respect to all affairs of the Centre and no by-law or resolution passed or enacted by the Council or any other action taken by the Central Council requires confirmation or ratification by the Friends in order to become valid or to bind the Centre. unless such confirmation or ratification is required by the Act . *(Note: the Act requires amendments to by-laws to be ratified by the next annual meeting, although they are effective from the time the Council passes them)*

**5.14 Chairperson** - The chairperson of any meeting of the Central Council shall be one of the Co-Chairs, or if neither is present, the members of the Council shall choose one of the members of the Council to be chairperson of that meeting.

**5.15 Voting** - Decisions at any meeting of the Central Council shall be decided by a majority of votes cast on the matter. Both co-chairs shall be entitled to a vote. In the event of a tie the chairperson shall not have a second or casting vote and the matter shall be considered lost. Any vote may be held by means of telephone, electronic or other communication facility as determined in the meeting announcement. Any person participating in a meeting of Council and entitled to vote at that meeting may vote by means of the telephone, electronic or other communication facility. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 5.16 Conflict of Interest** - A member of the Central Council or officer who is a party to, or who is a member or officer of a party to, or has a material interest in a party to, any contract with the Centre shall disclose the nature and extent of such interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Central Council for approval even if such contract is one that in the ordinary course of the Centre's business would not require approval by the Central Council and a member interested in a contract so referred to the Central Council shall not vote on any resolution to approve the same except as provided by the Act. In addition, the Central Council may pass a conflict of interest policy by resolution of the Council.
- 5.17 Remuneration** - The members shall receive no remuneration for acting as such but shall be entitled to compensation for expenses incurred by them upon proof of such expenses.

## **6 COMMITTEES**

- 6.01 Committees** - The Central Council may appoint such committees as it considers advisable. Members of committees shall be appointed by, and hold office for a term determined by the Central Council.
- 6.02 Executive** - There shall be an Executive consisting of the Co-Chairs, Treasurer and any two members of Council (one Anglican and one United Church), the Principal or designate. The Principal, or designate, shall have voice but no vote. The conduct of the business by the Executive shall be governed by the applicable provisions of these by-laws. The membership of the Executive shall be named by the Central Council at its first meeting following the Annual Meeting of Friends. A quorum consists of three voting members of the Executive.
- 6.03 Powers** - The Executive shall have the power to act for or on behalf of the Centre or otherwise commit or bind the Centre to any course of action, with these exceptions: within the financial limitation determined by the Central Council; and shall not appoint new Central Council members. All business conducted by the Executive shall be minuted and reported to the Central Council at its next meeting. Committees, with the exception of the Executive, shall have the power only to make recommendations to the Central Council, or such members of the Central Council, as the Council may, from time to time, direct.
- 6.04 Procedure**- Unless otherwise determined by these by-laws, or by the Central Council, the quorum for Committees shall be at least half of its members. Each committee shall have the power to regulate its procedures. The chairperson of the Committee shall be elected at the Annual Meeting of Friends or, if between meetings of Friends, by the Central Council. Committees may have Working Groups to carry out specific tasks related to Committees and are accountable to their Committee.
- 6.05 Reports** - Each Committee shall submit to the Central Council such reports as the Central Council may, from time to time, request, but, in any event, each Committee shall submit an annual report to the Annual Meeting of Friends.

## **7. OFFICERS**

- 7.01 Appointment** : The Friends at the Annual Meeting shall appoint: Co-Chairs, (with the approval of the Anglican and United Churches), a Treasurer and such other officers as the Central Council may determine from time to time. No person may hold more than one office. The terms of office for the Officers shall be 3 years, renewable once.
- 7.02 Duties of Co-Chairs** - The Co-Chairs shall, subject to the authority of the Central Council, have general supervision of the affairs and business of the Centre. The Co-Chairs shall, with any other officer appointed by the Central Council for the purpose, sign all by-laws. The Co-Chairs shall, when present, preside at all meetings of the Friends of the Centre and the Central Council, normally dividing responsibility for chairing different sections of the meeting between themselves. One or both of the Co-Chairs shall, ex officio, be a member of all committees of the Central Council. The Co-Chairs shall have such other powers and duties as the Central Council may specify from time to time.

During the absence or inability of one of the Co-Chairs, the duties and powers of the Co-Chairs may be exercised by the other, or in the absence of the Co-Chairs, such other member of the Central Council as the Council may from time to time appoint for the purpose.

- 7.03 Powers and Duties of Other Officers** - The powers and duties of any other officers shall be as the terms of their engagement call for or as the Central Council may specify from time to time.
- 7.04 Variation of Powers and Duties** - The Central Council may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

## **8. PROTECTION OF MEMBERS OF THE CENTRAL COUNCIL, OFFICERS, AND OTHERS**

- 8.01 Limitation of Liability** - Members of the Central Council or officers shall not be liable for the acts, receipts, neglects or defaults of any other member of the Central Council or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Centre through the insufficiency or deficiency of title to any property acquired for or on behalf of the Centre, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Centre shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Centre shall be deposited, or for any loss occasioned by an error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own willful neglect or default; provided that nothing herein shall relieve any Member of Central Council or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
- 8.02 Indemnity** - Every member of the Central Council, and the heirs, executors and administrators and estate and effects of that member of the Central Council shall be indemnified and saved harmless out of the funds of the Centre, from and against:
- (a) all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person, in or about the execution of the duties of the office; and
  - (b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of such person.
- 8.03 Insurance** - Subject to the limitations contained in the Act, the Centre may purchase and maintain such insurance for the benefit of members of the Central Council and officers as the Central Council may from time to time determine.

## **9. ANNUAL AND OTHER MEETINGS OF FRIENDS OF THE CENTRE**

- 9.01 Annual Meetings** - The Friends of the Centre shall meet at least once annually. The annual meeting of Friends shall be held at such time as the Central Council may determine, for the purposes of considering the financial statements and reports required by the Act, electing the Central Council, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.
- 9.02 Special Meeting** - Meetings of the Friends may be formally called by the Co-Chairs, or any two Members of Central Council, or on the request of 10 Friends made in writing to one of the Co-Chairs.
- 9.03 Place of Meetings** - Meetings of Friends shall be held in the City of Winnipeg, Manitoba at such place as the Central Council may from time to time determine, and be made accessible by telephone or other electronic means as deemed appropriate by the Central Council.
- 9.04 Notice of Meetings** - Notice of the time and place of each meeting of Friends shall be given not less than ten (10) nor more than one hundred and twenty (120) days before the date of the meeting. Notice of a meeting shall state the

nature of such business in sufficient detail to permit Friends to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

- 9.05 Error or Omission in Notice** - No error or omission in giving notice of any annual or special meeting or any adjourned meeting, annual or special, of the Friends of the Centre shall invalidate such meeting or invalidate any proceedings taken thereat
- 9.06 Business to be Conducted** - At every annual meeting, the report of the Central Council, financial statements and report of the auditors shall be considered, members and Officers shall be elected, the auditors shall be appointed, and such other business as may properly be brought before the meeting shall be transacted.
- 9.07 Chairperson and Scrutineers** - The chairperson of any meeting of Friends shall be one of the Co-Chairs or, if the Co-Chairs are absent, the persons present and entitled to vote shall appoint one of their number to be chairperson. If the Secretary appointed by the Central Council is absent, the persons present and entitled to vote shall appoint some person to act as recorder of the meeting. If desired, one or more scrutineers may be appointed by a resolution or by the chairperson with the consent of the meeting.
- 9.08 Quorum** - A quorum for the transaction of business at any meeting of Friends shall be fifteen persons who are present, each being a Friend entitled to vote, and at least five of the quorum shall be members of The Anglican Church of Canada and at least five of the quorum, shall be members of The United Church of Canada.
- 9.09 Right to Vote** - Subject to the provisions, if any, contained in the Act, at any meeting of the Friends each Friend of the Centre shall be entitled to one vote.
- 9.10 Votes to Govern** - At any meeting of Friends every question shall, unless otherwise required by the articles or by-laws, be determined by the majority of the votes cast on the question. The chairperson shall be entitled to a vote. In the event of a tie the chairperson shall not have a second or casting vote and the matter shall be considered lost.
- 9.11 Show of Hands, Oral or Electronic Declaration** - Any vote may be held in person and/or by means of a telephone, electronic or other communication facility as determined in the meeting announcement. No proxies are permitted.
- 9.12 Ballots** - On any question proposed for consideration at a meeting of Friends, and whether or not a show of hands oral or electronic declaration has been taken thereon, any three Friends entitled to vote at a meeting may demand a ballot. A ballot demanded shall be taken in such manner as the chairperson shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each Friend present shall be entitled to one vote and the result of the ballot so taken shall be the decision of the members of the Centre upon the said question.

## 10. NOTICES

**10.01 Method of Giving Notice** - Any notice pursuant to the Act, the regulations thereunder, the articles, the by-laws to a Friend of the Corporation, member of the Central Council, officer, auditor or member of a committee of the Central Council shall be delivered by mail or by electronic means.

## 11. SPECIAL CLAUSES

- 11.01 Insurance** - The Centre will place and keep in force insurance covering fire (including extended coverage), public liability and such other risks as the Central Council may require.
- 11.02 Consent to Disposition of Real Property** - Any sale, transfer, leasing for a term exceeding five years (including all rights of renewal) or mortgaging or acquisition of any real or personal property shall not occur without the prior written consent of the Primate of The Anglican Church of Canada or the delegate of the Primate and the appropriate body of the General Council of The United Church of Canada, but any lease for a term not exceeding five years may be made without such consent.

**12. AMENDMENT**

**12.01 Amendment** - The provision of 3.05, 5.01, 9.08, 11.02 and 12.01 of this by-law may not be amended in any way without the prior written consent of the Primate of The Anglican Church of Canada or the delegate of the Primate and of the General Council of The United Church of Canada.

Enactment Date: xx xx 2014

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Jim Boyles  
Co-Chair

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Carolynne Bouey Shank  
Co-Chair