

## Centre for Christian Studies

### By-Law Changes that Require Approval by Anglican and United Churches

| Section | By-Law 2010  | Proposed By-Law 2014   |
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| 2.05    | <p><b>Books, Records and Reports</b> - The Central Council shall see that all necessary books and records of the Corporation 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.</p>  | <p>Continue to require churches' approval for amendment</p> <p><b>(New: 3.05)</b><br/> <b>Books, Records and Reports</b>- 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.</p>  |
| 3.01    | <p><b>Election</b> - The affairs of the Corporation shall be managed by a board of up to 17 members (the "Central Council"), each of whom shall be, at the time of election or within ten (10) days thereafter, a Friend of the Corporation, two (2) of whom shall be approved representatives of The Anglican Church of Canada (the "Anglican. Representatives") and two (2) of whom shall be approved representatives of The United Church of Canada (the "United Representatives") and two (2) of whom shall be a 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</p> | <p>Continue to require churches' approval for amendment</p> <p><b>(New: 5.01)</b><br/> <b>Election</b> - 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</p> |

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 members shall be elected to hold office for a term of three (3) 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 (1) further term. A member may be eligible for reelection after the expiry of not less than one (1) year from the date of retiring from the Central Council after the second term if otherwise qualified. The election may be by a show of hands or an oral declaration, unless a ballot be demanded by any Friend of the Corporation.

The Principal of the Centre for Christian Studies 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.

A non-voting secretary shall be appointed by Council. The Anglican Church of Canada and The United Church of Canada shall appoint denominational staff members as Corresponding Members of the Council.

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.

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| 3.02 | <p><b>Vacating</b> - A member of the Central Council shall be removed from the Central Council if such member:</p> <ul style="list-style-type: none"> <li>(a) becomes of unsound mind;</li> <li>(b) resigns office by notice in writing to the Corporation;</li> <li>(c) has been absent, without being excused by resolution of the Central Council, from four (4) consecutive meetings of the Central Council; or</li> <li>(d) in the case of a United Representative or an Anglican Representative, ceases to be approved by the body or person nominating such member.</li> </ul>   | <p>Written consent of churches no longer required</p> <p><b>(New 5.06 )</b><br/> <b>Vacating</b> - A member of the Central Council shall be removed from the Council if such member:</p> <ul style="list-style-type: none"> <li>(a) resigns office by notice in writing to the Central Council;</li> <li>(b) has been absent, without valid reason, from four consecutive meetings of the Central Council.</li> </ul>   |
| 3.03 | <p><b>Vacancies</b> - 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 Corporation or by a special meeting of the Friends of the Corporation as described in section 8.02. Notwithstanding the forgoing provisions of this section 3.03, 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</p> | <p>Written consent of churches no longer required</p> <p><b>5.07 Vacancies</b> - 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.</p> |
| 3.08 | <p><b>Quorum</b> - Five members shall form a quorum for the transaction of business, at least two of whom shall be Anglican Representatives, and at least two of whom shall be United Representatives.</p>  | <p>Written consent of churches no longer required</p> <p><b>5:12 Quorum</b> - 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".</p>   |

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| 3.13 | <p><b>Remuneration</b> - 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.</p>  | <p>Written consent of churches no longer required</p> <p><b>5.17 Remuneration</b> - 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.</p>   |
| 7.02 | <p><b>Qualifications for Friends</b> - Any Friend (other than a member of the Central Council) must have at least one (1) of the following qualifications:</p> <ul style="list-style-type: none"> <li>(a) be a current student in a diploma or certificate program of the Corporation;</li> <li>(b) be a current staff person of the Corporation;</li> <li>(c) be appointed by Central Council as a member of a Committee;</li> <li>(d) be a graduate of the Diploma Program of the Corporation or one of its predecessors;</li> <li>(e) be a graduate of the Western Field Based Diaconal Ministry Program of the United Church of Canada;</li> <li>(f) be a person who has donated to the Corporation in the two fiscal years prior to the Annual Meeting of the Corporation;</li> <li>(g) be an honorary member of the Corporation, admitted by the annual meeting of the Friends for the period commencing with the date of admission to membership of the Corporation by the Central Council and ending at the termination of the next annual meeting of Friends;</li> <li>(h) be admitted as a Friend by the Central Council;</li> </ul> <p>and who has indicated a wish to be a Friend of the Corporation.</p> | <p>Written consent of churches no longer required</p> <p><b>4.02 Qualifications for Friends :</b></p> <ul style="list-style-type: none"> <li>(a) current students in a diploma or certificate program of the Corporation;</li> <li>(b) current staff persons of the Corporation;</li> <li>(c) those appointed by Central Council as a member of a Committee;</li> <li>(d) graduates of the Diploma Program of the Corporation or one of its predecessors;</li> <li>(e) graduates of the Western Field Based Diaconal Ministry Program of the United Church of Canada;</li> <li>(f) Companions of the Centre</li> <li>(g) persons who have donated to the Centre in the two fiscal years prior to the Annual Meeting of the Centre;</li> <li>(h) members of the Central Council;</li> <li>(i) persons who are admitted as a Friend by the Central Council or by resolution at an Annual or Special General Meeting</li> </ul> <p>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.</p> |

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| 8.09  | <p><b>Quorum</b> - A quorum for the transaction of business at any meeting of Friends shall be fifteen (15) persons who are present, each being a Friend entitled to vote thereat, and at least five (5) of the quorum shall be members of The Anglican Church of Canada and at least five (5) of the quorum, shall be members of The United Church of Canada.</p>  | <p>Continue to require churches' approval for amendment</p> <p><b>(New: 9.08)</b><br/> <b>Quorum</b> - 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.</p>         |
| 10.01 | <p><b>Insurance</b> - The Corporation will place and keep in force insurance covering fire (including extended coverage), public liability and such other risks as the Primate of The Anglican Church of Canada or the delegate of the Primate, and the General Council of The United Church of Canada may from time to time require. Such insurance will be at least in the larger of the two amounts so required, or, if there be no such requirement, in such amounts as would be placed by a prudent owner of the assets of the Corporation</p> | <p>Written consent of churches no longer required</p> <p><b>(New 11.01 )</b><br/> <b>Insurance</b> - 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.</p>   |
| 10.02 | <p><b>Limit on Indebtedness</b> - At no time shall the total indebtedness of the Corporation exceed the lesser of the two amounts fixed for it, from time to time, by 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.</p>   | <p>Written consent of churches no longer required</p> <p>(This section is deleted from the proposed revised By-Law.)</p>  |
| 10.03 | <p><b>Consent to Disposition of Real Property</b> - Any sale, transfer, leasing for a term exceeding five (5) 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</p>   | <p>Continue to require churches' approval for amendment</p> <p><b>(New: 11.02)</b><br/> <b>Consent to Disposition of Real Property</b> - 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</p> |

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|       | <p>exceeding five (5) years may be made without such consent.</p>  | <p>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.</p>   |
| 11.01 | <p><b>Amendment</b> - The provision of clauses 2.05, 3.01, 3.02, 3.03, 3.08, 3.13, 7.02, 8.09, 10.01, 10.02, 10.03, and 11.01 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.</p> | <p>Continue to require churches' approval for amendment</p> <p><b>(New: 12.01)</b><br/> <b>Amendment</b> - 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.</p> |

Jan.3, 2014