

BY-LAW NO. 1

BEING a by-law relating generally to the transaction
of business and Affairs of the Corporation.

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NOW THEREFORE BE IT ENACTED and it is hereby enacted as a by-law of
the **CANTERBURY HILLS CONFERENCE CENTRE** (herein call the
“Corporation”) as follows:

SECTION ONE
INTERPRETATION

1.01 **Definitions.** In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the Corporations Act of Ontario, and any Act that may be substituted for it, as from time to time amended;

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

“**By-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“**Corporation**” means the corporation incorporated as a Corporation without share capital under the Act by Letters Patent dated the 2nd day of March 2001, and named:

CANTERBURY HILLS CONFERENCE CENTRE

“**Letters Patent**” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“**Meeting of Members**” includes an annual meeting of members and a special meeting of members;

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

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

SECTION TWO
BUSINESS OF THE CORPORTION

- 2.01 **Head Office.** Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Hamilton, in the Province of Ontario.
- 2.02 **Corporate Seal.** Until changed in accordance with the Act, the Corporate Seal of the Corporation shall be in the form impressed on this page.
- 2.03 **Financial Year.** Until otherwise ordered by the Board, the financial year of the Corporation shall end of the last day of December in each year.
- 2.04 **Execution of Instruments.** Any two of the following shall sign on behalf of the Corporation in regard to legal contracts:

Chairperson
Vice-Chairperson
Executive Director

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal to it.

- 2.05 **Banking Arrangements.**
- (a) The funds of the Corporation shall be kept in an account with a Chartered Bank or Trust Company and all cheques upon such account or accounts shall be signed by any two (2) of the following:

Executive Director
Chairperson
Vice-Chairperson

or, where the amount of the cheque is \$5,000 or less, it may be signed by the:

Executive Director and the Office Supervisor

- (b) The securities of the Corporation shall be deposited with the Synod of the Diocese of Niagara, or a Chartered Bank or Trust Company or shall be kept in a Safety Deposit Box and shall be delivered only to not less than two (2) members of the signing officers.
- (c) Any borrowing shall require resolution of the Board.

2.06 **Voting Rights in Other Companies.** The proper signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing them or arranging for their signing. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION THREE
MEMBERS

- 3.01 **Members.** The members shall consist of such individuals who have been admitted to membership in the Corporation in accordance with the requirements of Section 3.02. The Secretary shall maintain a list of all members of the Corporation.
- 3.02 **Membership.** The Board may admit to membership in the Corporation anyone who:
- (a) recognizes and supports the mission and values of the Canterbury Hills Conference Centre, and
 - (b) is a staff member of the Canterbury Hills Conference Centre or a member of a parish in the Diocese of Niagara eligible to vote at their respective Annual Vestry Meeting, and
 - (c) has been approved as a Member by resolution of the Board, and
 - (d) has paid the annual membership fee which shall be determined from time to time by the Board and approved by the members.
- 3.03 **Term of Membership.** The interest of a member in the Corporation is not transferable and shall be renewed each year upon payment of the prescribed fee.
- 3.04 **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 to him or her to the Corporation prior to acceptance of the resignation.
- 3.05 **Removal.** Upon thirty (30) days' notice in writing to a member of the Corporation, the Board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such persons shall cease to be a member of the Corporation.

SECTION FOUR **DIRECTORS**

- 4.01 **Number of Directors and Quorum.** The Corporation shall have a Board of Directors of twelve (12); two (2) of whom shall be ex officio members of the Board of Directors, being the Bishop of the Diocese of Niagara and the Executive Officer of the Diocese of Niagara. One (1) shall be personally appointed by the Bishop of the Diocese of Niagara, and the remaining nine (9) shall be elected. Any six (6) members of the Board of Directors shall constitute a quorum.
- 4.02 **Qualification.** No person shall be qualified as a director unless he or she shall be eighteen (18) or more years of age and shall at the time of election and throughout the term in office be a member of the Corporation.
- 4.03 **Election and Term.** Subject to the provisions of this by-law, those Directors to be elected shall be elected at an annual meeting of members, but if a new Board is not elected thereat the Directors then in office shall continue in office until their successors are duly elected. The election may be by show of hands or by resolution of the members unless a ballot is demanded by any member.
- (a) The term of office of an elected or appointed Director shall be three (3) years and each elected or appointed Director shall be eligible to serve a maximum of two successive terms after which time he/she must retire from the Board for a period of not less than one year.
- 4.04 **Removal of Directors.** The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of the members called for the purpose, remove any Director before the expiration of the term of office and may, at that meeting, elect the appropriate person in his or her stead for the remainder of the term. Members of the Board who miss three (3) consecutive meetings or four (4) meetings in any twelve (12) month period may be asked to re-consider his/her membership on the Board, and may be dropped after proper notice unless one or more absences have been excused by the Board of Directors.
- 4.05 **Vacation of Office.** The office of a director shall be vacated upon the occurrence of any of the following events:
- (a) if the Director becomes an undischarged bankrupt;
- (b) if an order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
- (c) if he or she ceases to be qualified as provided in Section 4.02;

- (d) if he or she shall be removed from office by resolution of the members as provided in Section 4.04; or
 - (e) if he or she has violated any governance policy requiring declaration of a Conflict of Interest;
 - (f) if by notice in writing to the Corporation he or she resigns the office and such resignation, if not immediately effective, becomes effective in accordance with its terms.
- 4.06 **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.
- 4.07 **Change in Number of Directors.** The Corporation may from time to time in General Meetings, increase or reduce the number of Directors by special resolution. Any resolution providing for the increase in the number of Directors shall specify the manner in which the vacancy created by the increase in number shall be filled.
- 4.08 **Calling of Meetings.** Meetings of the Board shall be held from time to time at the call of the Chairperson or any two 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.
- 4.09 **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.
- 4.10 **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.
- 4.11 **Place of Meeting.** Meetings of the Board shall be held at the Head Office of the Corporation or elsewhere in Ontario.
- 4.12 **The Chair.** At each Director's meeting, the Chair shall preside over all meetings of the Board. The Chair shall not be entitled to vote on any issue or resolution.
- 4.13 **Votes to Govern.** At all meetings of the Board, every question shall be decided by a majority of 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.

- 4.14 **Disclosure by Directors of Interests in Contracts.** Every Director of the Corporation who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare his or her interest at a meeting of the Board.
- 4.15 **Time of Declaration.** In the case of a proposed contract, the declaration required shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract, at the next meeting of the Directors held after he or she becomes so interested, and, in a case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board held after he or she becomes so interested.
- 4.16 **Effect of Declaration.** If a Director has made a declaration of his or her interest in a proposed contract or contract in compliance with this section and has not voted in respect of the contract, the Director is not accountable to the Corporation or to any of its creditors for any profit realized from the contract, and the contract is not voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby.
- 4.17 **Powers and Duties of the Board.** The affairs of the Corporation shall be managed by the Board.
- (a) This Corporation has adopted a modified model of policy governance in the operation of the business of the Corporation.
 - (b) The Board may make such policies as it deems necessary for the conduct of its affairs.
- 4.18 **Remuneration.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profits from his or her position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.
- 4.19 **Other 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 of the Board shall report to and be responsible to the Chairperson.
- 4.20 **Nominating Committee.** The Board, 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 committee may include one (1) ex-officio member of the Board. This nominating committee shall present to the Annual Meeting the slate of members and officers proposed for election.

SECTION FIVE **OFFICERS**

- 5.01 **Officers & Election.** The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson and a Secretary. The Chairperson and Vice-Chairperson 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. A Secretary shall be appointed by the Board.
- 5.02 **Term of Office.** The term of office of any officer of the Corporation shall be one year and each officer shall be eligible to serve a maximum of two successive terms after which time he/she must retire from said office for a period of not less than one year. The term of office of any officer shall in no event exceed the term of office of the same person as a Director as outlined herein.
- 5.03 **Remuneration.** The terms of employment and remuneration of officers elected or appointed by the Board shall be settled by it from time to time. The Board may remove at its pleasure any officer of the Corporation, without prejudice to such officers rights under any employment contract. Otherwise each officer elected or appointed by the Board shall hold office until a successor is elected or appointed, except that the term of office of the Chairperson shall expire if and when he or she shall cease to be a Director.
- 5.04 **Chairperson.** The Chairperson shall preside over all meetings of the Board. He/she shall be an ex-officio member of all committees of the Board.
- 5.05 **Vice-Chairperson.** The Vice-Chairperson shall in the absence of the Chairperson preside at all meetings of the Board. In the event of a vacancy and until an election can be held, the Past-Chairperson shall act as presiding officer of all meetings in the absence of both the Chairperson and Vice-Chairperson.
- 5.06 **Executive Director.**
- (a) On recommendation of the Board of Directors of the Canterbury Hills Conference Centre, the Executive Director shall be appointed by the Bishop of the Diocese of Niagara. As the Canterbury Hills Conference Centre is a ministry of the Anglican Church of Canada and the Diocese of Niagara, the Executive Director must be eligible and willing to be licensed by the Bishop of the Diocese of Niagara.
 - (b) The Executive Director shall be responsible for carrying out the policies and programs of the Corporation as established by the Board. He/she shall act as counsel (non-voting) 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.
- 5.07 **Variation of Duties.** From time to time the Board may vary, add to or limit the powers and duties of any officer.
- 5.08 **Fidelity Bonds.** The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

SECTION SIX
PROTECTION OF DIRECTORS AND OFFICERS

- 6.01 **Limitation of Liability.** No Director or Officer of the Corporation shall be liable for the acts, receipts, neglect or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happenings to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same are occasioned by his or her own willful neglect or default.
- 6.02 **Indemnity.** Every Director and Officer of the Corporation and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- (a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
 - (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- 6.03 **Validity of Actions.** No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board of Directors.
- 6.04 **Directors' Reliance.** Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

SECTION SEVEN
MEETINGS OF MEMBERS

- 7.01 **Annual Meetings.**
- (a) The Annual Meeting of the Corporation shall take place no later than June 30th of each year and within fifteen (15) months of the preceding Annual Meeting. Notice of the time and place of such meeting shall be sent to every member at least ten (10) days before the date of the meeting.
 - (b) Annually, there shall be an election of Directors in accordance with Section 4.03.
 - (c) The Books of account of the Corporation shall be audited yearly by an Auditor. The Auditor's report shall be presented at the Annual Meeting following the date of the report.
- 7.02 **Special Meetings.** Special General Meetings of the Corporation may be called by the Board or at the request in writing by twenty-five (25) members. Upon receipt of such written request, the Chairperson shall within twenty (20) days send notice of the time, place and object of the special meeting to the members at least ten (10) days before the date of such meeting.
- 7.03 **Business at Special General Meetings.** At Special General Meetings of the Corporation, no business shall be transacted except that defined in the notice calling the meeting.
- 7.04 **Place of Meetings.** Meetings of members shall be held at the Head Office of the Corporation or elsewhere in the municipality in which the Head Office is situated or, if the Board so determine, at some other place in Ontario.
- 7.05 **Notice of Meetings.** Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than ten (10) days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive.
- 7.06 **Persons Entitled to be Present.** The only persons entitled to attend a meeting of the members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

- 7.07 **Quorum.** A quorum for the transaction of business at any meeting of the members shall be twelve (12).
- 7.08 **Right to Vote.** At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member. No member whose annual fee is in arrears shall be qualified to vote at any meetings.
- 7.09 **Proxies.** All votes shall be cast personally and no member shall appoint a proxy.
- 7.10 **Votes to Govern.**
- (a) At any meeting every question shall, unless otherwise required by the Letters Patent or by-laws of the Corporation or by law, be determined by the majority of the votes duly cast on the question.
 - (b) An extension, reduction or variation of the objectives of the Corporation shall be amended by a vote of two-thirds (2/3) of the votes cast.
- 7.11 **Show of Hands.** Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.
- 7.12 **Polls.** At the Annual Meeting or any Special General Meeting unless a poll is demanded a declaration by the Chairperson when a resolution has been carried and an entry to that effect in the minutes of proceedings of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. If a poll is demanded, the same shall be taken in such manner as the Chairperson directs and the results shall be deemed to be the resolution of the Corporation.
- 7.13 **Casting Vote.** The Chair shall be entitled to vote at any meeting of members and in case of an equality of votes at any such meeting of members either upon a show of hands or upon a poll, the Chair of the meeting shall not be entitled to an additional or casting vote.

7.14 **Adjournment.** 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.

SECTION EIGHT
NOTICE

- 8.01 **Method of Giving Notices.** Any notice (which term in this Section 8 includes any communications or document) to be given (which term in this Section 8 includes sent, delivered or served) pursuant to the Act, the Letters Patent, the by-laws or otherwise to a Member, Director, Officer or Auditor shall be sufficiently given or if delivered to his or her last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him or her at his or her said address or if sent to him or her at his or her said address by means of wire or wireless or any form of transmitted or recorded communication. The Secretary may change the address on the Corporation's books of any Member, Director, Officer or Auditor in accordance with any information believed by him or her to be reliable. 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.
- 8.02 **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.
- 8.03 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer or Auditor, or the non-receipt of any notice by any Member, Director, Officer or Auditor, or the error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 8.04 **Waiver of Notice.** Any Member, Director, Officer or Auditor may waive notice required to be given under any provision of the Act, the Letters Patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION NINE
AUDITORS

- 9.01 **Auditors.** The members shall at each Annual Meeting appoint an Auditor to audit the accounts of the Corporation, to hold office until the next Annual Meeting, provided that the Directors may fill any causal vacancy in the office of the auditor. The Auditor shall be an accredited accountant authorized to conduct audits in the Province of Ontario. The remuneration of the Auditor shall be fixed by the Board of Directors.

SECTION TEN
AMENDMENTS

- 10.01 **By-Laws.** The Directors of the Corporation may pass by-laws, by two-thirds (2/3) majority vote, not contrary to the Corporations Act or to the Letters Patent or Supplementary Letters Patent to regulate the conduct and affairs of the Corporation.
- 10.02 **Confirmation.** A by-law passed under Section 10.01 or an amendment thereof is effective only until confirmed at a General Meeting called for that purpose or until confirmed, by two thirds (2/3) majority vote, at the next Annual Meeting of the members.
- 10.03 **Amendments.** The members, at a General Meeting or at the Annual Meeting, may confirm, reject or otherwise deal, by two-thirds (2/3) majority vote, with any by-law passed by the Directors and submitted to the meeting for confirmation.

PASSED by the Directors this 13th day of June, 2001.