

Bylaws of the Unitarian Church of Vancouver

PART 1 INTERPRETATION

1. In these Bylaws, unless the context otherwise requires,
 - (a) **"the Board"** means the Board of Trustees of the Society for the time being;
 - (b) **"Board Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (i) in person at a duly constituted meeting of the Board,
 - (ii) by Electronic Means in accordance with these Bylaws, or
 - (iii) by combined total of the votes cast in person and by Electronic Means;
or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by a simple majority of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
 - (c) **"the Church"** means The Unitarian Church of Vancouver, B.C.,
 - (d) **"Electronic Means"** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
 - (e) **"Ordinary Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (i) in person at a duly constituted General Meeting, or
 - (ii) by Electronic Means in accordance with these Bylaws, or
 - (iii) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by at least 75% of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

- (f) **“Special Resolution”** means:
- (i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least 75% of the votes cast in respect of the resolution by those Members entitled to vote:
 - (i) in person at a duly constituted General Meeting,
 - (ii) by Electronic Means in accordance with these Bylaws, or
 - (iii) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
- and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and
- (g) **“registered address”** of a member means the address as recorded in the Church record of addresses.

2. Words imparting the singular include the plural and vice versa.

PART 2 MEMBERSHIP

3. The Church shall consist of

- (a) all persons who are members at the time these Bylaws become effective;
- (b) all other persons at least 16 years of age who make known their sympathy with the purposes of the Church by undertaking a course of membership information meetings or an acceptable alternative and by signing the Membership Book of the Church in the presence of a Minister of the Church or a member of the Board.

4.

- (a) The Membership Book may be signed at meetings convened and publicly announced for this purpose.
- (b) Persons in sympathy with the purposes of the Church who are unable to sign the Membership Book in person may become members or associate members by applying in writing to the Board Secretary, who may cause the names of such persons to be entered into the Membership Book on their behalf.

5. Persons who have passed their 12th but not their 16th birthday may become associate members of the Church by making known their sympathy with the aims and objectives of the Church and signing a roll provided for the purpose in the presence of a Minister of the Church or a member of the Board.

Associate membership shall carry with it the right to be elected to represent the Church at conferences and assemblies, and to participate in meetings of the Church, but not the right to vote at such meetings.

6.
 - (a) All persons shall be eligible to apply for membership without discrimination, including, but not limited to, discrimination based on race, colour, nationality, sex, gender, sexual orientation, marital status, or other religious affiliation.
 - (b) No subscription to creed or participation in ceremony shall be required of any person joining the Church.
 - (c) No person shall be denied admission to membership except upon the vote of at least 2/3 of the Board.
7. In order to be eligible to vote or petition as a member for any purpose, a person shall have been a member for at least 90 days preceding the date of such vote or petition. This provision shall not, however, apply to
 - (a) persons reinstated after a lapse of membership; or,
 - (b) persons transferring their membership directly from a Unitarian or Universalist Church or Fellowship elsewhere and who shall have produced satisfactory evidence of such membership.
8. Every member shall uphold the Constitution of the Church and comply with these Bylaws.
9. Every member shall make an annual financial or other contribution of record to the Church in accordance with their ability to pay or contribute. The Board may make policies for the implementation of this Bylaw.
10. All members are in good standing except a member who has failed to make a financial or other contribution of record to the Church for a 12 month period, or who has failed, following a request by the Board to do so, to pay a debt due and owing to the Church for 6 months or more, and such a person shall not be in good standing as long as the debt remains unpaid.
11. A person shall cease to be a member of the Church:
 - (a) on receipt by the Church of the member's written resignation;
 - (b) on death; or,
 - (c) on express resolution of the Board recognizing the member's failure to make a financial or other contribution of record to the Church for a 12 month period, or to pay a debt due and owing to the Church for 6 months or more, following a request by the Board to do so. The Board may establish policies for the implementation of this provision.
12. A member may be expelled from the Church by Special Resolution.

13. Upon the recommendation of the Board, a general meeting of the Church may confer:
 - (a) honorary membership upon a non-member of the Church in recognition of outstanding service to the community as a whole; or,
 - (b) life membership upon a member of the Church in recognition of exceptional and/or long service to the Church.
 - (c) Life members but not honorary members shall have the right to vote at a general meeting of the Church.
14. The Board may make policies for the implementation of other aspects of Bylaw 13.

PART 3 MEETINGS OF MEMBERS

15. General meetings of the Church shall be held in accordance with these Bylaws, and at such time and place as the Board may decide.

Notice

16. Notice of an Annual General Meeting or an Extraordinary General Meeting shall be provided to the membership of the Church. The notice shall specify the place, date and hour of meeting and shall be delivered at least 21 days and not more than 60 days before the meeting pursuant to one of the following procedures determined by the Board:
 - (a) the notice is mailed or delivered by courier to members at the latest address provided by them to the Church in writing; or
 - (b) so long as the Church has at least 250 members, the notice is sent to every member who has provided an email address to the Church, by email to that email address, and is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Church and is accessible to all of the members.
17. The notice of the Annual General Meeting or Extraordinary General Meeting shall describe the general nature of the ordinary business and special business to be transacted at the meeting and shall include the text of any Special Resolution to be considered at the meeting. If the Board decides to hold an Annual General Meeting or an Extraordinary General Meeting by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.
18. Where several members of a single family reside together, one notice delivered to their common address in a manner pursuant to procedures determined by the Board shall satisfy the requirement of notice to each, unless a written request for an individual notice has, before the date of delivery, been filed with the Board Secretary.
19. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting. The Board may make policies for the implementation of this Bylaw.

Annual General Meeting

20. The Annual General Meeting shall be held within 5 months of the Church's fiscal year end at an hour, day, and place designated each year by the Board; such designation to be made not fewer than 42 days prior to the designated date.

Extraordinary General Meeting

21. Every general meeting other than an Annual General Meeting shall be an Extraordinary General Meeting.
22. An Extraordinary General Meeting may be convened by the Board as it deems appropriate, in accordance with these Bylaws.
23. The Board, on the requisition of 10 percent or more of the members of the Church (the "Requisition"), shall convene an Extraordinary General Meeting of the Church.
24. The Requisition shall:
- (a) state the purpose of the Extraordinary General Meeting to be convened and the wording of any Special Resolution the requisitionists wish to have considered at the meeting;
 - (b) contain the names of and be signed by the requisitionists; and
 - (c) be personally delivered or sent by registered mail to the Board Secretary.
25. If, within 21 days after the date of the delivery of the requisition, the Board does not convene an Extraordinary General Meeting and send out a notice in accordance with Bylaws 16 and 17, the requisitionists or a majority of them may themselves convene a general meeting to be held within 60 days after the end of the 21 day period specified in this Bylaw.
26. Notice of an Extraordinary General Meeting convened pursuant to Bylaw 25 shall be delivered by the requisitionists to the membership in accordance with Bylaw 16.

The Board Secretary shall provide the requisitionists with membership contact information for the purpose of compliance with this Bylaw.

Electronic Participation in Meetings

27. The Board may decide, in its discretion, to hold any general meeting in whole or in part by Electronic Means.

When a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the general meeting.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

28. Ordinary business to be transacted at an Annual General Meeting is:
- (a) the consideration of the financial statements;
 - (b) the report of the Board;
 - (c) the report of the auditor;
 - (d) the election of members of the Board;
 - (e) the appointment and mandate of the auditor; and,
 - (f) the other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
29. At an Annual General Meeting, the Board shall present an annual report and financial statements, which shall be available to members of the Church 14 days before the meeting.
30. Special business is all business to be transacted at an Extraordinary General Meeting, and all business to be transacted at an Annual General Meeting except that specified in Bylaw 27 and Bylaw 28.
31. The annual budget for the Church shall be adopted at an Extraordinary General Meeting of the Church.
32. Quorum
- (a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (c) A quorum is 10 percent of the members of the Church present in person but shall not be fewer than 3 members.
33. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present will constitute a quorum.
34. The President of the Board, the Vice-President, or in the absence of both, one of the other Board members present, shall preside as chair of a general meeting.

35. If at a general meeting
- (a) there is no President, Vice-President or other Board member present within 15 minutes after the time appointed for holding the meeting; or,
 - (b) the President and all the other Board members present are unwilling to act as chair, the members present shall choose one of their number to be chair.
36. Adjournment of a general meeting
- (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
37. Each member shall have one vote. Votes shall be cast either in person, by Electronic Means or by written proxy. A person may cast at most one proxy vote, and all persons appointed as proxyholders must be qualified by membership to vote in the meeting at which they act as proxy.
38. A proxy appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the form specified in Appendix I or in any other form containing substantially the same information and manifesting an intention to appoint the proxyholder.

PART 5 BOARD OF TRUSTEES

Board Composition

39. The Board shall consist of the officers of the Church, the immediate Past-President, and 6 members-at-large or such greater number as may be determined from time to time by a general meeting.
40. Members of the Board shall have been members of the Church for a period of at least 6 months prior to the date of their election.
41. Members of the church who are 16 or 17 years of age are eligible to become members of the Board so long as a majority of the members of the Board are at least 18 years of age.
42. Officers of the Church shall consist of a President, Vice-President, Secretary and Treasurer.
43. The terms of office of an officer shall expire upon the election of a person to the position at the next following Annual General Meeting.
44. Officers shall be eligible for re-election to the same position except that officers who have held a position for 3 consecutive terms shall be ineligible for reelection to that position until at least 2 years have elapsed from the date they last ceased to hold the office.

45. The members-at-large shall serve a term of 2 years each.
 - (a) The term of office of a member-at-large shall last until the conclusion of the second Annual General Meeting following the election of the member-at-large.
 - (b) The terms of office of 3 of the 6 members-at-large shall expire in odd-numbered years, and the terms of office of the other 3 shall expire in even-numbered years.
46. Members-at-large shall not serve more than 2 consecutive terms and shall not be eligible for re-election as such until at least 2 years have elapsed from the date they last ceased to hold the office of member-at-large.
47. In the event of the death, written resignation, removal from the vicinity of Vancouver, or expulsion from the Church, of a member of the Board, or of the inability or failure of the member of the Board to participate in Board meetings for a continuous period of 3 months without excused absence, the Board may declare the position vacant and appoint a successor to that position until the next Annual General Meeting, when a successor shall be elected by the members to serve the unexpired portion of the term.

Nominations for the Board

48. The Board shall appoint a Nominating Committee within 90 days of the preceding Annual General Meeting. Whenever possible the Nominating Committee shall be chaired by a Past-President of the Board and, whenever possible, shall have 3 to 5 members. No member of the incumbent Board other than the immediate Past- President may be a member of the Nominating Committee.
49. The Nominating Committee shall prepare a report nominating candidates for the roles of President, Vice-President, Secretary, Treasurer and for member-at-large positions that are vacant or becoming vacant.
50. The Nominating Committee should not necessarily restrict itself to one nomination for each officer or member-at-large position.
51. The Nominating Committee shall deliver to the membership a slate of recommended nominations (the “Nominating Committee Slate”) at least 35 days prior to the Annual General Meeting. The Nominating Committee Slate shall be delivered to the membership as provided by Bylaw 16.
52. Members may make additional nominations for officers or members-at-large by preparing a petition for each nomination (a “Nomination Petition”).
53. A Nomination Petition shall:
 - (a) be signed by not fewer than 10 voting members in good standing,
 - (b) include the written consent of the nominee, and
 - (c) be filed with the chair of the Nominating Committee at least 7 days prior to the Annual General Meeting.
54. The Nominating Committee shall deliver to the Secretary and cause to be posted on a website maintained by the Church that is accessible to all members at least 6 days prior to the Annual General Meeting a report of the Nominating Committee Slate and all nominations duly made by

petition (the “Nominating Committee Report”), and shall deliver it to every member who has provided an email address to the Church, by email to that email address.

55. The Secretary shall cause copies of the Nominating Committee Report to be available for review by members at the Annual General Meeting.

Elections to the Board

56. Polls shall be held for each Board position, irrespective of whether there is or is not a contest. One poll shall be held for members-at-large as a group and separate polls shall be held for each officer position. All nominees shall have an opportunity to speak briefly to the meeting regarding their nomination in accordance with procedures determined by the Board.
57. The polls shall be by secret ballot. At least 3 scrutineers shall be appointed by the membership to oversee the counting of ballots, report the results of the poll, and arrange for the destruction of the ballots following a motion by the membership to do so.
58. In order to be elected to the Board, each nominee must receive a majority of the votes of the congregation present. When there is more than one nominee for a vacant position, the election of Board members shall be accomplished through the use of slated ballots or individual ballots pursuant to procedures established by the Board. If more than one nominee for a member-at-large position receives a majority of the votes, the nominees with the largest number of votes shall be considered elected. In the event of a conflict between the provisions of this Bylaw and Bylaws 43-45, this Bylaw shall govern.
59. Following election, a nominee who was not present during the election at the Annual General Meeting shall only take office as a Board member on signing and delivering to the Secretary a written consent to act as a Board member.

Powers of the Board

- 60.
- (a) The Board may exercise all the powers and do all the acts and things that the Church may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Church in general meeting, but subject, nevertheless, to
 - (i) all laws affecting the Church;
 - (ii) these Bylaws; and,
 - (iii) rules, not being inconsistent with these Bylaws, which are made from time to time by the Church in general meeting.
 - (b) No rule, made by the Church in general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.
61. More particularly, and without limiting the generality of the foregoing, the Board shall have general charge of the property of the Church, the conduct of all its business affairs, and the employment of such persons other than the Minister(s) as it may deem appropriate at such salaries or such remuneration as it may determine.

62. The Board may at any time raise or borrow or otherwise obtain or secure any sum or sums of money for the purposes of the Church, subject to the provisions of the Societies Act and may authorize such officers as they may designate to execute any mortgage or bill of sale, promissory note or other security, whether on real or personal property of the Church and to sign, seal and deliver the same. In the case of any amounts in excess of \$20,000, prior approval of such borrowing shall be obtained from a general meeting of the Church.

PART 6 REMOVAL OF A MEMBER OF THE BOARD

63. A member of the Board may be removed by Special Resolution and the membership may by Ordinary Resolution elect a successor to complete the unexpired portion of the term of the outgoing Board member.

PART 7 PROCEEDINGS OF THE BOARD

- 64.
- (a) The Board shall hold regular monthly meetings except in July and August, and may otherwise meet at the call of the President.
 - (b) A meeting of the Board may be convened at any time upon 48 hours' notice by the President, and shall be so called upon the written request of 3 members of the Board.
 - (c) If a meeting of the Board permits participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.
 - (d) The Board may pass a Board Resolution in person, by Electronic Means or in writing (including by email) upon the consent of a simple majority of the Board, provided in counterparts.
65. A majority of the Board shall constitute a quorum at any meeting.
66. The President shall be chair of all meetings of the Board but if at a meeting the President is not present within 15 minutes after the time appointed for the meeting, the Vice-President shall act as chair; if neither is present, the Board members present may choose one of their number to be chair.
67. The Board may determine, in its discretion, to hold any meeting of the Board in whole or in part by Electronic Means.
68. The Minister(s) and such other persons in the employ of the Church as the Board may determine, may participate in meetings of the Board, but the President of the Board may request their absence from meetings at such times as the President deems appropriate.
69. Members of the Board shall not be entitled to any remuneration in respect of their work in this capacity, but a member may be reimbursed for such out-of-pocket travelling, living and other expenses reasonably incurred by the member in connection with the affairs of the Church, as the Board may from time to time authorise.
70. Every Board member who is any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Church shall declare such interest to

the extent, in the manner and at the time required by the applicable provisions of the Societies Act, and shall refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Societies Act. Such member shall refrain from participating in any Board discussion of the matter and from any action intended to influence the discussion or vote.

Subject to the foregoing, no Board member shall be disqualified from contracting with the Church nor shall any contract or arrangement entered into by or on behalf of the Church with any Board member or in which any Board member is in any way interested be liable to be avoided, nor shall any Board member so contracting or being so interested be liable to account to the Church for any profit realized under any such contract or arrangement by reason of such Board member holding that office or of the fiduciary relationship thereby established.

71. Subject to the Societies Act, the Church indemnifies and saves harmless every member of the Board and all their heirs, executors, administrators, estates, and effects respectively, from and against all costs, charges, expenses, liabilities, obligations, demands, or actions, whether at law or equity, they may sustain or incur in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, or failed or omitted to be done by them, in or about the execution of their duties, except where same are occasioned by their own wilful neglect or default.

The indemnity for Board members under this Bylaw shall be provided out of all funds and assets of the Church from time to time, as a first and permanent charge thereon, including assets held in reserves, except to the extent that such indemnity shall be provided, in whole or in part, by or under any insurance owned and maintained by the Church for that purpose.

Subject to any limitation contained in the Societies Act, the Board may from time to time arrange for the issue, at the expense of the Church, of one or more policies of insurance indemnifying the Church, its Board members, or any class of them, from any matters provided for in this Bylaw.

72. No Board member shall be liable for the acts, receipts, neglects or defaults of any other Board member or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Church shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any monies, securities or effects of the Church shall be deposited, or for any loss occasioned by any error of judgement or oversight or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Board member's office or in relation thereto unless the same shall happen by or through wilful neglect or default.

Board members may rely upon the accuracy of any statement or report prepared by any actuaries retained by the Church or by the Church's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

73. No act or proceeding of any Board member or of the Board 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 Board member or members.

PART 8 COMMITTEES OF THE CHURCH

74. In addition to the committees expressly required by these Bylaws, the Board may establish such committees, including financial and personnel committees, and a Coordinating Council, as it considers appropriate.
75. Such committees shall be re-appointed by the Board at its first meeting following the Annual General Meeting.
76. The chairs of all committees shall be members of the Church but non-members are eligible to serve on committees in other capacities. The Board President shall be an ex-officio member of all committees but without the right to vote.

PART 9 OFFICERS

77. The President shall:
- (a) normally preside at all general meetings of the Church and the Board,
 - (b) represent the congregation on special occasions,
 - (c) assist in the promotion of the welfare of the congregation,
 - (d) preside at meetings of the executive committee, which committee is composed of the officers, and
 - (e) assist other officers in the performance of their particular roles, as required.
78. The Vice-President shall carry out the duties of the President during the absence of the President.
79. The Secretary shall be responsible for:
- (a) the conduct of the correspondence of the Church,
 - (b) the issuance of notices of meetings of the Church and of the Board,
 - (c) the keeping of minutes of the meetings of the Church and of the Board,
 - (d) the custody of all records and documents of the Church except those required to be kept by the Treasurer,
 - (e) the custody of the common seal of the Church, and
 - (f) the maintenance of the register of members of the Church.
80. The Treasurer shall be responsible for:
- (a) the custody and maintenance of the financial records, including books of account, necessary to comply with the Societies Act, and
 - (b) the rendering of financial statements to the Board, to members of the Church and to others when required.

PART 10 ORGANIZATIONS

81.

- (a) The Board may admit to affiliated status those independently constituted and operated organizations whose purposes and intentions it finds to be in sympathy with the principles of the Church, and may terminate such affiliations upon deciding that the organization no longer meets the foregoing qualifications or is not in compliance with the Societies Act or such other requirements as relate to such organizations.
- (b) The Board shall make rules for the implementation of a) above and more particularly for admission to and retention of affiliate status, and for an annual financial contribution to the Church.

PART 11 MINISTER

- 82. A Minister of the Church, other than an interim Minister, will be called by a simple majority of the members of the Church voting at a duly called general meeting.
- 83. The terms of a Minister's contract of employment shall be negotiated by the Board with the Minister and will include a term that either party will give at least 3 months' notice of termination of the Minister's contract.
- 84. Only a general meeting of the Church, acting by a simple majority, is authorised to terminate the Minister's contract, whether by giving notice under the contract, terminating the contract for just cause or otherwise, or accepting the Minister's resignation tendered under the contract.
- 85. A Minister shall make a full report to the Annual General Meeting and bring to the attention of the Board any matters which seem to the Minister to be pertinent to the general welfare of the Church, together with such recommendations as may seem proper to the Minister, but the final decision in matters of policy and procedure shall remain with the Board or the membership.
- 86. The Board shall ensure the establishment of a Committee on Ministry.
- 87. The Board shall ensure that a ministerial performance review is conducted at least once a year.

PART 12 ASSOCIATE AND/OR OTHER MINISTERS

- 88. In the event of the departure or disability of a settled Minister of the Church, the Board may hire an interim Minister to carry out such of the duties of the former Minister as may be appropriate.

PART 13 DENOMINATIONAL AFFILIATIONS

- 89. The Church shall be a member of the Canadian Unitarian Council/Conseil unitarien du Canada, or its successor. Other affiliations shall be such as the membership shall from time to time determine at a general meeting.

PART 14 SEAL

- 90. The seal of the Church shall remain in the control of the Board Secretary and shall not be used except by authority of a resolution of the Board previously given, and then in the presence of the officers prescribed in such resolution.

PART 15 FISCAL YEAR

91. The fiscal year of the Church shall close on the 30th day of June in each year.

PART 16 AUDITOR

92. The accounts of the Church shall as soon as practicable, after the end of each fiscal year, be sent to a person or persons duly qualified to conduct public audits (the “auditor”).

93. The auditor shall be instructed to perform a full audit of the accounts when:

- (a) more than 2 years have passed since a full audit was performed;
- (b) the Board directs that a full audit be performed; or
- (c) a general meeting directs, by Ordinary Resolution, that a full audit be performed.

94. In circumstances in which a full audit is not required, the auditor will be instructed to conduct a review engagement.

95. The auditor shall not be a member of the Board.

PART 17 INSPECTION OF BOOKS AND RECORDS

96. Subject to claims of legal professional privilege, the Church's legal obligations to limit the dissemination of private information in its possession, and the provisions of Bylaw 96, the books and records of the Church under the control of the Board Secretary may be inspected at the Church office by any member in good standing, at such convenient time as may be arranged with the Board Secretary, or failing arrangement, upon 4 days' written notice to the Board Secretary.

97. Subject to claims of legal professional privilege, the Church's legal obligations to limit the dissemination of private information in its possession, and the provisions of Bylaw 96, the books and records of the Church under the control of the Treasurer may be inspected by any member in good standing, at such convenient time as may be arranged with the Treasurer, or failing arrangement, upon 4 days' written notice to the Treasurer.

98. Except as required by law, the following categories of records shall not be subject to inspection by members under Bylaws 94 and 95:

- (a) records disclosing the financial contributions of individual persons to the Church; and
- (b) records disclosing the remuneration received by individual employees of the Church.

99. Except as required by law, no records of the church shall be subject to inspection by non-members.

PART 18 AMENDMENTS

100. The Bylaws may be amended or repealed by Special Resolution.

PART 19 RULES OF PROCEDURE

101. The rules of procedure set out in “Robert's Rules of Order” shall be followed at all meetings save where the provisions of the same are inconsistent with the Societies Act or with the Constitution or Bylaws of the Church.

PART 20 LOCATION

102. The operations of the Church are to be chiefly carried on in the City of Vancouver, British Columbia and its vicinity.

PART 21 DISSOLUTION

103. The purposes of the Church shall be carried on without purpose of gain for its members, and any profits or other accretions to the Church shall be used to promote its purposes. In the event of dissolution or winding-up of the Church, all its remaining assets, after payment of liabilities, shall be distributed to the Canadian Unitarian Council.

APPENDIX 1

A proxy appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the following form or in any other form containing substantially the same information and manifesting an intention to appoint the proxyholder:

Unitarian Church of Vancouver - Proxy

The undersigned hereby appoints

_____ of
or as an alternative

_____ of
as proxyholder for the undersigned to attend at and vote for and on behalf of the undersigned at the general meeting of the Unitarian Church of Vancouver to be held on the ___ day of _____, 20___, and at any adjournment of that meeting.

Signed this ___ day of _____, 20___.

(Signature of Member)
