

**BY-LAW NO. 1**  
**A by-law relating generally to the transaction**  
**of the administrative affairs of**

**ST. MATTHEWS (KITCHENER) LUTHERAN CHURCH**

BE IT ENACTED as a by-law of ST. MATTHEWS (KITCHENER) LUTHERAN CHURCH (the "Corporation") as follows:

**HEAD OFFICE**

1. The Head Office of the Corporation is in the City of Kitchener, in the Province of Ontario, and at such place as the Directors may determine.

**SEAL**

2. The seal, an impression of which is stamped in the margin, is the corporate seal of the Corporation.

**BOARD OF DIRECTORS**

3. The affairs of the Corporation shall be managed by a board of three to ten (3-10) Directors. The exact number of Directors must be set from time to time by Special Resolution (must pass by a  $\frac{2}{3}$  majority) that may be presented and voted-on at a Special Congregational Meeting or presented and voted-on with unanimous consent of members that are present at a General Congregational Meeting. It is suggested that the number of directors is set between seven to ten (7-10). Each of the Directors shall be at the time of their election or within ten days thereafter and throughout their term of office a member of the Corporation. Each Director shall hold office until the third annual meeting after they shall have been elected or until their successor shall have been duly elected and qualified. The Directors to be retired at each annual meeting shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

- 1) Rostered minister(s) under call to the congregation shall not be a member of the Board of Directors, but shall be entitled to receive notice of, attend and speak at all regular or special meetings of the Board of Directors and all its committees.
- 2) In order to be considered for election to the Board of Directors, a member must: be a voting member in good standing; be in full agreement with Bylaw 2, Article II, Confession of Faith, and Bylaw 2, Article III, Purpose and Objectives; be at least 18 years of age; be mentally competent; not be an undischarged bankrupt; and, not hold a paid position with the congregation and not enter a contract for services with the congregation.

Each member of the Board of Directors shall act honestly and in good faith with a view to the best interests of the corporation, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and comply with the Act and its regulations and with the congregation's Articles and Constitution and Bylaws.

## **VACANCIES, BOARD OF DIRECTORS**

4. Vacancies on the board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members, or the meeting of members in which a director is removed, at which Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

- 1) The office of a Director shall be vacated immediately:
  - a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
  - b) if the Director dies or becomes bankrupt;
  - c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
  - d) If the Director ceases to be a voting member in good standing;
  - e) If the Director is asked to leave by a majority of directors due to failing to attend meetings of the Board, provided that: The Director was notified of such a possibility after missing 2 consecutive meetings, and the Director has missed a third consecutive meeting of the Directors; or
  - f) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

## **DUTIES OF THE BOARD OF DIRECTORS**

5. The Board of Directors shall:
- 1) Lead the congregation in stating its mission, in doing long-range planning, in setting goals and priorities, and in evaluating its activities in the light of its mission and goals;
  - 2) Exemplify for the congregation the life that is worthy of the high calling in Christ;
  - 3) Promote congregational unity and good will, fostering mutual understanding in times of conflict and exercising discipline, when necessary, under the provision of the Articles of Incorporation and Bylaws;
  - 4) Arrange for pastoral service during the sickness or absence of the pastor;
  - 5) Provide support for the pastor(s) and other professional leaders, assist them to review and evaluate their ministry and review annually their financial compensation making adequate adjustments;
  - 6) Appoint or elect all staff, voluntary or salaried, for the effective administration of all aspects of parish life;
  - 7) Appoint such committees as may be necessary or advisable;
  - 8) Normally meet once a month;
  - 9) Review, approve and recommend annually a budget proposed by the Ministry of Support to the a meeting of the members;
  - 10) Ensure that the annual budget includes adequate support for the church at large and that regular monthly benevolence monies are forwarded;
  - 11) Emphasize the partnership of the congregation with the synod and the Evangelical Lutheran Church in Canada and encourage support for the work of the church at large.
  - 12) Attend a retreat for all members to review and renew its roles and missions.
  - 13) Be responsible for maintaining and protecting the property of the congregation;

- 14) Obtain insurance protection that:
  - a) provides coverage for fraud committed by an employee or volunteer of the congregation; and
  - b) limits the liability of the members of the Board of Directors
- 15) Have general oversight of the life and activities of the congregation ensuring that everything is done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in Canada. The Board of Directors shall exercise such authority as is delegated to it by the Letters Patent, the bylaws and the resolutions of the members.
- 16) Be installed by the pastor according to the prescribed order of the church at the next public service following their election or as soon thereafter as convenient.

### **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

6. A majority of the Directors then in office shall form a quorum for the transaction of business. Except as otherwise required by law, the board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be given. Special Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned or e-mailed to each Director not less than three (3) days before the meeting is to take place. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. A Directors' meeting also may be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any regularly scheduled meeting of the board. At special meetings the Directors may consider or transact only business for which the meeting was called.

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

### **ERRORS IN NOTICE, BOARD OF DIRECTORS**

7. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting provided a majority of the Directors then in office have voted in favour of any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **VOTING, BOARD OF DIRECTORS**

8. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima fascia* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, their duties may be performed by the Vice-President or such other Director as the board may from time to time appoint for the purpose.

## **POWERS**

9. The Directors of the Corporation shall have the following powers:
- 1) The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
  - 2) Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable, provided, however, that any action proposed by the board of Directors to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of land, buildings or other real property, or any right or interest therein owned by the Corporation, shall be subject to the prior approval of a two-thirds majority vote of the members present and voting at a regularly called and properly constituted meeting of the members called to consider such proposed action.
  - 3) The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers or committee of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of Directors may prescribe.
  - 4) The board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

## **REMUNERATION OF DIRECTORS**

10. The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from their position as such; provided that they may be paid reasonable expenses incurred in the performance of their duties.

## **OFFICERS OF CORPORATION**

11. There shall be Pastors, a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President, Vice-President, Secretary and Treasurer shall be elected by the board of Directors from among their number at the first meeting of the board after the annual election of such board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

## **DUTIES OF PRESIDENT AND VICE-PRESIDENT**

12. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of Directors. The President in consultation with the Pastors, shall be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the President, their duties and powers shall be exercised by the Vice-President, and if the Vice-President, or such other Director as the board may from time to time appoint for the purpose, exercises any such duty or power,

the absence or inability of the President shall be presumed with reference thereto.

#### **DUTIES OF SECRETARY**

13. The Secretary shall be clerk of the board of Directors. They shall attend all meetings of the board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to Directors. They shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the board of Directors to do and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the board of Directors.

#### **DUTIES OF TREASURER**

14. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the board of Directors. They shall disburse the funds of the Corporation under the direction of the board of Directors, taking proper vouchers therefor and shall render to the board of Directors at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the board of Directors.

#### **DUTIES OF OTHER OFFICERS**

15. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of Directors requires of them.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

16. No Director, Officer, rostered minister, committee member of the Corporation, or their heirs, executors or administrators and estate and effects, is liable for the acts, neglects or defaults of any other Director, Officer, committee member rostered minister, or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

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

#### **EXECUTION OF DOCUMENTS**

17. The following rules concerning the execution (signing) of documents shall be in place.

- 1) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President and any one of the Vice-President, the Secretary or the Treasurer and the Secretary shall affix the

seal of the Corporation to such instruments as require the same.

- 2) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and any one of the Vice-President, the Secretary or the Treasurer or by such persons as are so authorized by the board of Directors from time to time.
- 3) The President, Vice-President, Secretary, Treasurer, or any person or persons from time to time designated by the board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as Director or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- 4) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

### **BOOKS AND RECORDS**

18. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law, (The Act and other applicable statutes) are regularly and properly kept.

### **MEMBERSHIP**

19. United in one Lord, one faith and one baptism, the members of the congregation are to be constant in worship and in the study of the Holy Scriptures, regularly nourishing their life in Christ in the partaking of the Sacrament of Holy Communion, presenting their children for Holy Baptism and providing for their Christian instruction. The members are called by the Spirit to lead godly lives, to promote the unity and welfare of this congregation in the bond of peace, to proclaim the Gospel and to renounce the evil one. The commitment of each baptized member to this call is to be expressed through the ELCIC, its synods and this congregation by a life of repentance, faith, prayer and the sharing of resources.

- 1) Members of this congregation are identified either as non-voting members or voting members.
- 2) The non-voting membership of this congregation consists of those persons who:
  - a) have been baptized in this congregation; or,
  - b) having been previously baptized in the name of the Triune God, have been received by:
    - i) transfer from another Lutheran congregation, or another congregation of a church in full communion with the ELCIC,
    - ii) confirmation, or
    - iii) affirmation of faith.
- 3) In addition to the criteria in Subsection 19. 2), the eligibility of voting membership of this congregation consists of those persons who:
  - a) having been confirmed in this congregation, or have attained the age of 18 and transferred from another Lutheran congregation, or another congregation of a church in full communion with the ELCIC, or having attained the age of 18 and received by affirmation of faith; and
  - b) have been admitted into voting membership by application to the Board of Directors, who in its sole discretion, may receive the person into membership by a Board resolution. Anyone so received shall be given written notice of the Board's action.
- 4) Lists of voting members and non-voting members shall be continuously maintained on a membership roster.
- 5) Voting members and non-voting members, who have not, for a period of one (1) year, partaken of the Sacrament of Holy Communion, supported and participated in the life and worship of the congregation

- will, when practicable, be contacted by the rostered minister and/or a Congregational Board member who will encourage the member to active membership.
- 6) Prior to each annual meeting of the congregation, the Board of Directors shall review the voting membership roster to ensure that:
    - a) changes have been recorded; and
    - b) voting members and non-voting members who have not, for a further period of two (2) years, returned to active participation may, at the sole discretion of the Board of Directors, be removed from membership or be reclassified from voting to non-voting. Anyone so removed shall be given written notice of the Board's action.
  - 7) Voting or non-voting membership in the congregation shall be terminated by any of the following:
    - a) death;
    - b) resignation;
    - c) transfer or release;
    - d) exclusion as a result of discipline; or
    - e) removal from membership (Subsection 19. 6) b ).
  - 8) It is understood that any withdrawal from membership includes the resignation from any position, if applicable, as a Director or an Officer.
  - 9) Church Membership shall carry the following privileges and rights:
    - a) the right to attend, speak and participate at all Meetings of Members; and
    - b) the right for those Members classified as Voting Members, to a single vote.

#### **ANNUAL AND OTHER MEETINGS OF MEMBERS**

20. The annual or any special meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of Directors may determine and on such day as the said Directors shall appoint, provided that day complies with the Act (S. 52(1)(b), not 15 months after holding the preceding annual meeting). The bishop of the synod or their designate shall be entitled to attend and speak at any meeting of the members.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the report of the ministers, the financial statement, including the budget and the report of the auditors, shall be presented and a board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any such annual meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a special meeting of the members of the Corporation. A special meeting of the members of the Corporation shall be called at the written request of one-tenth of the active members. Written notice of all congregational meetings shall be sent by mail or electronic transmission, including email, at least ten (10) days in advance of the date of the meeting to all voting members and the rostered minister(s) under call to the congregation, to the last address of the addressee as shown on the congregation's records **and** announced during the worship services on the two (2) Sundays preceding the time fixed for the holding of such meeting. At any such special meeting only business for which the meeting was called may be transacted.

Bourinot's Rules of Order, latest edition, shall be the governing parliamentary law of this Corporation, except as otherwise provided in the bylaws of the Corporation, or in the constitution or bylaws of the Evangelical Lutheran Church in Canada.

#### **ADJOURNMENT**

21. Any meetings of the Corporation or of the Directors may be adjourned at any time and from time to time such business may be transacted at such an adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, if the time and place of the continued meeting is announced at the meeting that is adjourned. Such adjournment may be made notwithstanding that no quorum is present.

## **QUORUM OF MEMBERS**

22. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-five (25) members present in person or online (by electronic or telephonic means), and in no case can any meeting be held unless there are twenty-five (25) members present in person or online (by electronic or telephonic means).

## **VOTING OF MEMBERS**

23. Subject to the provisions, if any, contained in the Articles of the Corporation, votes at congregational meetings may be given personally.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or online (by electronic or telephonic means) unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or online (by electronic or telephonic means), and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

## **FINANCIAL YEAR**

24. Unless otherwise ordered by the board of Directors, the fiscal year of the Corporation shall terminate on December 31<sup>st</sup> in each year.

## **AUDITORS**

25. 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. The remuneration of the auditor shall be fixed by the board of Directors. The members may, by a majority of votes cast at such annual meeting, elect to replace the appointment of an auditor with the appointment of a reviewer to complete a review engagement, via passing an extraordinary resolution for the current year, provided that the annual revenue of the past financial year is less than \$500,000, or as current laws (ONCA Section 76 (1)) dictate, as they may change from time to time.

## **CHEQUES, ETC.**

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



## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

27. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of Directors shall be fully protected in acting in accordance with the directions of the board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **NOTICE**

28. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Articles, the by-laws or otherwise to a member, Director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at their recorded address by prepaid air or ordinary mail, or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, officer or auditor in accordance with any information believed by them to be reliable.

## **BORROWING**

29. The Directors of the Corporation shall have the following powers regarding borrowing:

- 1) The Directors may from time to time
  - a) borrow money on the credit of the Corporation; or
  - b) issue, sell or pledge securities of the Corporation; or
  - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation, provided, however, that any action proposed by the board of Directors to charge, mortgage, hypothecate or pledge all or any of the real property of the Corporation to secure any securities or other money borrowed, or any other obligation or liability of the Corporation, shall be subject to the prior approval of a two-thirds majority vote of the members present and voting at a regularly called and properly constituted meeting of the members called to consider such proposed action.
- 2) From time to time the Directors may authorize any Director, officer or employee of the Corporation or any other person to make arrangements, subject to approval by the board, with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation, all as the Directors may authorize.

## INTERPRETATION

30. Other than as specified in the definitions in Section 30, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

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

- 1) "Act" means the Ontario *Not-for-Profit Corporations Act, 2010* (ONCA) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- 2) "Board" means the board of directors of the Corporation;
- 3) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- 4) "Chair" means the chair (chairperson) of the Board;
- 5) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- 6) "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- 7) "Member" means a member of the Corporation and may refer to a voting member or a non-voting member; when this document uses the term "member", in the context of a vote or voting, it is to be inferred as "voting member";
- 8) "Members" means the collective membership of the Corporation, also referred to as the congregation;
- 9) "Officer" means an officer of the Corporation.
- 10) "Articles" means the articles of incorporation, the articles of amendment, or equivalent corporate document filed with the Government of Ontario;
- 11) "Voting member" means a member who is a Confirmed Member who is in good standing. A Member in good standing is one who partakes of the Sacrament of Holy Communion, supports the church with offerings and participates in the life and worship of the congregation, and is faithful in carrying out the responsibilities of membership;
- 12) "Non-voting member" means all members that do not meet the conditions for being a voting member but remain members without voting privileges;
- 13) "Synod" means the Eastern Synod of the Evangelical Lutheran Church in Canada (ELCIC);
- 14) "Rostered minister" means a person whose soundness in the faith, aptness to teach and educational qualifications have been examined and approved by the ELCIC, and who has been properly ordained or consecrated, who accepts and adheres to the Confession of Faith of the ELCIC, and who strives in life and conduct to be above reproach; and
- 15) "Church" means the one, holy, catholic, and apostolic Church when used in general terms. When used in specific terms referencing the administration of the institution governed by the Corporation and the Synod it is taken to mean the particular institution being referenced.

## **PROCESS TO AMEND, AND OBLIGATION TO INITIATE AMENDMENTS**

31.

1) Amendments to the bylaws of St. Matthews (Kitchener) Lutheran Church may be proposed by the Board of Directors, and shall be proposed by the Board of Directors at the request of five or more voting members. Such proposed amendment(s) shall be:

- a) read at one (1) public service of the congregation and mailed (or emailed, if a member has provided their email address) to the voting members not less than thirty days before the special meeting at which the amendment(s) are to be considered;
- b) Approved with or without change by a 2/3 majority vote of those present and voting;
  - i) amendments to the proposed amendment may only be considered in order to clarify the intent of the proposed amendment and require a two-thirds (2/3) vote of those voting members present and voting for approval;
  - ii) any changes to the basic intent of the proposed amendment shall require an additional meeting with at least 30 days' notice; and
- c) Become effective upon official notice and approval by Synod Council.

2) The Confession of Faith, as stated in ARTICLE II of Bylaw No. 2 shall be that of the Evangelical Lutheran Church in Canada.

3) If in the judgment of the Synod Council an amendment to the constitution or bylaws of the Evangelical Lutheran Church in Canada, to the Approved Constitution for Synods or to the Approved Constitution for Congregations ought to entail related amendments of this Bylaw, receipt of an official communication to that effect from the secretary of the synod enclosing a draft of the amendment recommended by the Synod Council shall constitute proper proposal and notice thereof. Adoption of such an amendment shall then be in order at the next following meeting of the Members.

## **SEVERABILITY AND PRECEDENCE**

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

## **DELEGATION OF DUTIES AND COMMITTEES**

33. Committees may be established by the Board of Directors as follows:

The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

**CONFLICT OF INTEREST**

34.

- 1) A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- 2) No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

THIS BY-LAW is passed by the Directors of the Corporation pursuant to the *Ontario Not-for-Profit Corporations Act* (2010), as evidenced by the signatures of the President and Secretary hereto.

DATED as of December 17, 2024

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

THIS BY-LAW is confirmed by the members of the Corporation pursuant to the *Ontario Not-for-Profit Corporations Act* (2010) , by a motion passed at a meeting held the 12<sup>th</sup> of January, 2025.

\_\_\_\_\_  
President

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Secretary

THIS BY-LAW is approved by the Evangelical Lutheran Church in Canada Eastern Synod Council, by a motion passed by e-vote on the 11<sup>th</sup> day of February, 2025.