

BY-LAWS

CHURCH EXTENSION BOARD OF REGION 15 OF THE UNITED CHURCH OF CANADA

Interpretation

1.1 In these by-laws, unless there is something in the subject or context inconsistent therewith:

- (a) “Act” means The *Societies Act* of Nova Scotia;
- (b) “Applicant” means any Congregation, Ministry, and Community of Faith, within the bounds of Region 15, applying for a loan;
- (c) “Application” means an application made to the Board in accordance with these by-laws for a loan;
- (d) “Auditor” means the auditor or other qualified person appointed in accordance with these by-laws to conduct a “review engagement” of the financial statements of the Board;
- (e) “Board” means the governing body of the Society appointed pursuant to Article 6 and comprised as outlined in Section 5;
- (f) "Society" means the Church Extension Board of Region 15 of The United Church of Canada;
- (g) “Regional Council” means Regional Council 15 of The United Church of Canada or its successor;
- (h) “Director” means any Board Member selected in accordance with these by-laws;
- (i) “General Council” means the General Council of The United Church of Canada, including its Executive and Sub-executive;
- (j) “Handbook” means policies and procedures of the Board to administer and manage all revenues, expenses and other financial matters including banking, loans and investments;
- (k) “Manual” means The Manual of The United Church of Canada which is in effect at the relevant time;
- (l) “Meeting” means a meeting of the Board constituted in accordance with these by-laws;
- (m) "Member" means a member of the Board;
- (n) "Region 15" means all the Congregations, Ministries, and Communities of Faith of the United Church of Canada within the bounds of the Province of Nova Scotia.
- (o) “Quorum” means five (5) Members, including at least one Officer.

- (p) “Registrar” means The Registrar of Joint Stock Companies appointed under The Nova Scotia *Companies Act* and acting under the provisions of The Nova Scotia *Societies Act*;
- (q) “Special Resolution” means a resolution passed by not less than three-quarters of such Members as are entitled to vote who are present in person at a meeting of which notices specifying the intention to propose the resolution as a special resolution has been duly given.
- (r) "The Statement of Investment Policies and Goals" (the “SIP&G”) means the Board's policy statement that provides prudent and effective management of that portion of the Board’s funds that is not allocated to active loans or held as cash on hand reserves.

1.2 Words importing the singular shall include the plural and words importing the plural include the singular and words importing the masculine gender include the feminine gender and neutral genders, where the context so requires.

Mission Statement

2. The Church Extension Board, the “Society”, is an independent incorporated entity within Region 15. It is incorporated under the Nova Scotia Societies Act and is supervised by the Regional Council. The Society primarily provides loans for capital projects and while not always the main lender, the Society provides encouragement for the dreams and aspirations of our member churches through its financial support, especially when projects need additional funding support from Region 15 or The United Church of Canada and to assist in such other aspects of The United Church of Canada work as may be requested from time to time by the Regional Council and approved by the Board.

Church Extension Work

- 3.1 The Society has the sole purpose of holding funds, in Trust, for The United Church of Canada and using these funds to make loans to Applicants from within the bounds of the Region 15.
- 3.2 The specific policies and procedures for granting a loan are set out in the Handbook.
- 3.3 The funds held in trust and those not yet used to fund loans, shall be invested in the manner as outlined by the Board’s “SIP&G”.

Indebtedness

- 4.1 It is the policy of the Board not to borrow money or incur debt.
- 4.2 In the event the Board decides to borrow money, such borrowing is subject to the prescribed limits deemed appropriate by Regional Council and must be approved by a Special Resolution of the Members.

Board Membership

5.1 The Board shall be composed of nine (9) Members.

- 5.2 A majority of the Members shall be approved by the Regional Council.
- 5.3 The Executive Minister of the Regional Council shall be, *ex officio*, a corresponding Member who shall receive all notices and minutes of meetings of the Board and who has the right to attend all meetings of the Board in a non-voting capacity.
- 5.4 The Executive Minister of the Regional Council does not count as one of the nine (9) Members referred to in Section 5.1 above.

Appointments

- 6.1 The Board shall, at the Annual Meeting and prior to March 31 of each year, consider and approve the nominations as presented by the Nominating Committee, in accordance with Section 15.
- 6.2 New Members are to begin their terms on July 1st of the current year and end their term June 30th, three years hence.
- 6.3 A list of new Members is to be sent to Regional Council, for information.

Terms

- 7.1 Unless otherwise provided in these by-laws, each Member shall be elected for three (3) years beginning on July 1 in the first year of the term and ending on June 30 of the third year of the term.
- 7.2 In determining the end date of a Member's term, any Member elected mid-term shall be considered to have served the full year.

Limit

8. A person who has been a Member for three (3) consecutive three (3) year terms is not eligible for election as a Member until at least one (1) year after the end of the third term.

Membership Responsibilities

- 9.1 Members and Officers shall serve without remuneration and shall not receive any profit from their position.
- 9.2 The Board shall not make loans, guarantee loans or advance funds to any Member.
- 9.3 Subject to Section 9.4, no funds of the Board shall be paid to or be available for the personal benefit of any Member.
- 9.4 A Member or Officer may be repaid reasonable expenses incurred in the performance of his/her duties, and a yearly Honorarium may be given to the Treasurer provided that in each year a motion is made and passed and the dollar amount of the Honorarium is in the motion.

Removal of a Member

10. In its own discretion or on the recommendation of the Board, Regional Council may remove a Member and elect a replacement.

Director Insurance

11. Insurance shall be kept in force covering Director and Officer Liability in such amounts as Regional Council may require with The United Church of Canada named as an additional insured on all insurance policies.

Administration

- 12.1 Except for appointing and using Directors, the Board shall act in accordance with the Act and The Manual and shall make any returns, perform any acts and exercise any powers required by the Act and the Manual.
- 12.2 The Board shall act in accordance with all applicable policies, standards and regulations enacted by General Council or its Executive.
- 12.3 The Board is a Category 1 corporation as per the Incorporated Ministry policy and shall be organized and supervised accordingly.

Committees

13. The Board may appoint one or more of its Members to constitute a committee to perform a task assigned to it by the Board.

Investment Committee

- 14.1 The Investment Committee shall consist of three (3) Members chosen from the Board at the Annual Meeting.
- 14.2 The President may not be a Member of the Investment Committee.
- 14.3 The Investment Committee shall elect a Chair chosen from amongst its Members.
- 14.4 The Investment Committee shall meet no less than four times per year and establish its own Rules of Order.
- 14.5 The Investment Committee will have standing reporting responsibilities at each of the Board's meetings. The Investment Committee shall present at the Board's annual general meeting (the "AGM") an annual report of the Committee's activities for the past year including its annual review of the SIP&G and any recommendations for amendment of same.
- 14.6 The Board will establish a Terms of Reference statement for the Investment Committee, to be reviewed annually by the Board and will address the following -

- Investment Committee Status
- Mandate to Provide Advice & Recommendations
- Delegation of Decision-making Authority and Oversight Responsibility
- Membership
- Quorum and Meetings
- Reporting

Nominating Committee

- 15.1 The Nominating Committee shall consist of up to three (3) Members chosen from the Board at the Annual Meeting.
- 15.2 The President may not be a member of the Nominating Committee.
- 15.3 The Committee shall elect a Chair chosen from Nominating Committee members.
- 15.4 The Committee shall meet to produce a List of Nominees.
- 15.6 Each year, the number of Nominees may change but regardless, the Board's membership must be filled.
- 15.7 A List of Nominees shall be presented at the Annual Meeting each year.
- 15.8 The Nominations, once approved at the Annual Meeting, shall take effect July 1st of the current year and the list of new Members is to be sent to Regional Council for information.
- 15.9 In the event it becomes necessary for the Nominating Committee to fill a vacancy mid-term-
- (a) The Nominating Committee shall ask the Secretary to call a Meeting of the Board to this end, if no convenient meeting is scheduled.
 - (b) All regular procedures and approvals apply except mid-term nominations take effect immediately.

Business and financial year

16. The business and financial year of the Board ends on December 31.

Meetings

- 17.1 The Board may meet in an ordinary meeting, a special meeting or an annual meeting.
- 17.2 No business shall be conducted at a Meeting unless a Quorum is present at the time and place indicated in the notice of that meeting.

Notice of meetings

- 18.1 The President, Vice-President or Secretary may, on their own initiative, or shall, at the written request of two (2) Members, give notice of a Meeting.

18.2 Notice of a General or Special Meeting shall be -

- (a) given to; -
 - (1) each Board Member and
 - (2) the Executive Minister of Regional Council at least fifteen (15) days prior to the meeting;
- (b) delivered by mail, telephone, e-mail, voice/text messaging or other electronic communication; and shall include the following information -
 - (1) kind of meeting,
 - (2) date of meeting,
 - (3) time of meeting,
 - (4) place of meeting,
 - (5) in the case of a special meeting, the nature of the special business being proposed to be dealt with, including the wording of any special resolution to be placed before the Board, and
 - (6) where applicable, the names of the two (2) Members requesting the meeting.

18.3 Notice of the Annual Meeting shall be given to

- (a) each Board Member,
- (b) to Regional Council,
- (c) the Executive Minister of Regional Council.

at least fifteen (15) days prior to the meeting.

Ordinary Meeting

19.1 At an ordinary meeting, the Board shall conduct the ordinary business of the Board and shall deal with any special resolutions of which proper notice has been given.

19.2 Members who cannot be physically present at a Meeting may participate fully by phone or other electronic means.

Special Meeting

20. At a special meeting the Board shall conduct only the special business stated in the notice of that meeting. Members who cannot be physically present at the special meeting may participate by phone or other electronic means.

Annual Meeting

21.1 The Board shall hold an Annual Meeting of the Members, before March 31 of each year.

21.2 At an Annual Meeting, the Board shall deal with -

- (a) the acceptance of the agenda;
- (b) the minutes of the previous annual meeting;
- (c) the report of the President and or Secretary of the Board regarding the business conducted by the Board in the previous year;
- (d) financial statements, including -
 - (1) a balance sheet showing its assets, liabilities and equity,
 - (2) a statement of its income and expenditures in the preceding fiscal year end
 - (3) the auditor's report
- (e) the election of Officers of the Board;
- (f) the Nominating Committee Report;
- (g) the Investment Committee Annual Report;
- (h) appointment of the New Nominating Committee;
- (i) appointment of an auditor or other qualified person to review the financial statements of the Board;
- (j) any special resolutions for which notice was properly given;
- (k) Annual reports and returns prepared by the President, Secretary, Treasurer, Auditor and Nominating and Investment Committees; are to be copied to:
 - (1) Regional Council.
 - (2) The Registrar pursuant to Sections 33 and 34.

Voting

22.1 A Member may vote once on each question before the Board.

22.2 If the votes on a question are tied, the Chair shall cast the deciding vote.

22.3 If two Members demand a poll on a resolution or motion, the Chair shall conduct a poll.

22.4 Where a resolution or motion is voted on at a meeting, the Chair shall declare whether the resolution or motion has been carried or lost, and the Secretary shall make an entry to that effect in the minutes of the meeting.

Officers of the Board

23.1 The Board shall elect from among the Members the following officers: a President, a Vice-President, a Secretary and a Treasurer.

23.2 Notwithstanding Section 23.1, the Board may -

- (a) elect a Secretary-Treasurer, instead of a Secretary and a Treasurer; and
- (b) with the concurrence of Regional Council, appoint a person who is not a Member, to be a Secretary, Treasurer, or Secretary-Treasurer.

23.3 All Officers should have been a Member of the Board for a year before becoming an Officer and the President typically should have served as the Vice-President, the previous year.

President

24.1 The President shall exercise the powers and perform the duties usually pertaining to the office and *ex-officio*, be a Member of all standing committees except the Nominating Committee and the Investment Committee.

24.2 The President shall have custody of the Seal of the Board.

Vice-President

25.1 The Vice-President shall act for the President in his or her absence, illness or incapacity.

25.2 If the President and the Vice-President are not present at a meeting, the Members present shall elect one of the Members to act as Presiding Officer.

Secretary

26. The Secretary shall -

- (a) cause records to be made and preserved of all meetings of the Board;
- (b) submit returns and reports on behalf of the Board as required by The Act and The Manual;
- (c) send to the Executive Minister of Regional Council, copies of notices of meetings;
- (d) send to the Executive Minister of Regional Council, minutes of the Annual Meeting; signed Audited Financial Statements and proof of Director and Officer Liability Insurance coverage (including naming The United Church of Canada as additional insured, as per Section 12 above);
- (e) after the Annual Meeting, the list of new Members is to be sent to Regional Council for information.

- (f) establish and maintain a Register of Members and therein, in respect to each Member elected to the Board, record: name, address, occupation, and dates of the beginning and end of each term of membership; and
- (g) send notices of meeting as per Section 18 above.

Treasurer

27. The Treasurer shall -

- (a) strictly adhere to all policies and procedures as per the Handbook and the SIP&G;
- (b) collect and receive all funds and revenues, including loan repayments, and deposit into the Board's separate account at the Board's Canadian Charter Bank, "In Trust", on behalf of the Board;
- (c) invest funds on a short term basis as approved and outlined as per the SIP&G;
- (d) prepare cheques and have co-signed by two of the signing officers, for all costs and expenses as approved by the Board;
- (e) keep accurate records of all receipts and disbursements relating to the Board and its loans and investments;
- (f) ensure all approved loan funds are dispersed and repaid as per the agreed terms and conditions of the loan agreement between the Board and the Applicant;
- (g) by the 15th of each month, report to the President and Secretary on all financial matters relating to the Treasurer's responsibilities and activities including loans, disbursements, and bank account balances;
- (h) Prepare and submit to the President and Secretary, the Board's Annual Financial Statements within 45 days of the Board's year-end, Dec 31st, which include
 - (1) The Statement of Financial Position and,
 - (2) a Statement of Operations and Changes in Fund Balances, and
 - (3) records for the Board's Auditor for a "review engagement" before the Annual Meeting.

Security Bond

28. The Board may require Officers or agents having custody of funds or in other instances to furnish security by bond, the costs of which security being borne by the Board.

Signing Officers

29. The Board shall designate three (3) of its Officers, any two (2) of whom may sign on behalf of the Board, all cheques, promissory notes and other negotiable instruments authorized by the Board.

Signature of Documents

30. All documents requiring The Seal of the Board shall be signed by -
- (a) the President, or in the President's absence, the Vice President; and
 - (b) the Secretary, or in the Secretary's absence, the Treasurer.

Appointment of Auditors

31. Where an Auditor is not appointed at an Annual Meeting, the Officers shall appoint an Auditor.

Auditor's Report

- 32.1 The Board shall request the Auditor

- (a) to conduct a "review engagement" of the Statement of Financial Position and Statement of Operations and Changes in Fund Balances and to make a written report to the Board;
- (b) to state in this written report whether in their opinion the Statement of Financial Position and Statement of Operations and Changes in Fund Balances
 - (1) are a full and fair Statement of Financial Position and Statement of Operations and Changes in Fund Balances; and
 - (2) are properly drawn up so as to exhibit a true and correct view of the Board's affairs.

- 32.2 The Board shall cause the Auditor's Report to be read at the Annual Meeting.

Returns Filed

33. The Board shall file with Regional Council and The Registrar, within fourteen (14) days after the Annual Meeting, pursuant to The Act and The Manual respectively -
- (a) a copy of the Statement of Financial Position showing detailed particulars of its Assets, Liabilities and Fund Balances; and
 - (b) a copy of its Statement of Operations and Changes in Fund Balances, of the preceding fiscal year;

both reports to be audited and signed, by the Board's Auditor or by two Members of the Board;

Change of Directors Filed

- 34.1 The Board shall file annually, a list of its Directors, their addresses, occupations and dates of election, with Regional Council and The Registrar.
- 34.2 If there is a change of Directors between the Annual Meetings, the Board shall notify The Registrar and Regional Council with the information about the retiring Director and the new Director; in the manner set forth in section 34.1 above.

Surrender of Certificate of Incorporation and /or Board Ceases to Function

- 35.1 With the prior written consent of Regional Council and fifteen (15) days' notice to the Members, the Board may by special resolution, voluntarily surrender its Certificate of Incorporation.
- 35.2 In the event that the Board ceases to function and its Corporate Existence is terminated, the balance of its assets shall become vested in The United Church of Canada and used for such purposes as previously agreed upon by the Board and The United Church of Canada.

Special Resolutions Filed

36. The Board shall file with The Registrar, a copy of any Special Resolutions.

Copy of By-laws

37. By-laws shall be accessible on the Board and Regional Council web-sites.

Members and Books and Records

38. The Board shall provide the opportunity for and permit members of the Board to inspect the books and records of the Board within two (2) days prior to the Annual Meeting at the Registered Office of the Board between the hours of 10:00 a.m. and 12:00 noon and between the hours of 2:00 p.m. and 5:00 p.m. upon the prior request of a Member or Members.

Sale, Transfer, Mortgaging, Acquisition or Leasing

39. Any sale, transfer, mortgaging, acquisition, or leasing by the Board of land must receive the prior written consent of the Regional Council.

Fund Raising Initiatives

40. Approval shall be obtained in advance from Regional Council for capital fundraising initiatives affecting other parts of The United Church of Canada.

Amendments

- 41.1 If two or more members of the Board propose a Special Resolution to amend the by-laws of the Board, at a meeting of the Board, the Board shall deal with the proposed special resolution at the next meeting of the Board.

41.2 An amendment to the by-laws is not in force until it has written approval by Regional Council and administrative approval from General Council and The Registrar.

41.3 A change to the articles of incorporation is not in force until it has written approval from the Regional Council and administrative approval from General Council and The Registrar.