

DIACONAL MINISTRIES CANADA

BY-LAW NO. 1

BEING a general operating by-law relating to the affairs of the Corporation

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Whereas “Diaconal Ministries in Eastern Canada” was incorporated by way of Letters Patent under the Ontario *Corporations Act* on January 11, 1995, with the following objectives as stated in Article 6 of the Letters Patent:

- a. To preach, promote and advance the spiritual teachings of the Christian Reformed faith by the establishment of deacon training providing instruction in the religious observances, tenets and doctrines associated with that faith.
- b. To gather and disseminate information pertinent to diaconal work by means of annual meetings and conferences, the publication of magazines and newsletters, the publication of magazines and newsletters, a diaconal information centre and other relative vehicles.
- c. To work co-operatively with the deacons of other churches, other diaconal conferences, all agencies of the Christian Reformed faith and all other organizations relating to the work of the deacons.

And Whereas the Diaconal Ministries in Eastern Canada’s name was changed to “Diaconal Ministries Canada” by way of Supplementary Letters Patent on January 25, 2002;

And Whereas Diaconal Ministries Canada first adopted these By-laws effective February 22, 2003;

And Believing that it is in the best interest of the Corporation to update By-law No. 1, and that all things should be done decently and in order, the following By-Law amendments are hereby adopted for the continued regulation, management and governance of this Corporation.

NOW THEREFORE BE IT ENACTED and it is hereby enacted as the amended By-law No. 1 of Diaconal Ministries Canada (hereinafter called the "Corporation") as follows:

SECTION ONE - INTERPRETATION

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

"Act" means the *Corporations Act*, Revised Statutes of Ontario, 1990, c.C.38 as from time to time amended, and every statute that may be substituted therefor, including the *Not-for-Profit Corporations Act*, 2010 (Ontario) upon being proclaimed and coming into force, and, in the case of such substitution, any reference in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes. Where the context requires, the word 'Act' includes the regulations made under it, as amended or re-enacted from time to time;

“Bankrupt” means, subject to applicable law, a person who has made an assignment into bankruptcy or against whom a bankruptcy order has been made or the legal status of that person; to be an “undischarged bankrupt” means to still be under the jurisdiction of the applicable bankruptcy and insolvency legislation, and includes people whose assets are being administered for the benefit of creditors.

"Board" means the Board of Directors of the Corporation;

"By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation from time to time in force and effect;

"Christian Reformed Church of North America" and "CRCNA" refer to both (i) an ecclesiastical body and governance structure that includes local church councils, regional classes, and a denomination-wide synod (i.e., as set out in the denomination's Church Order); and (ii) to a collection of charitable organizations in the United States and Canada where the ministries of the Christian Reformed Church of North America are governed by various independent corporate boards, including for example the CRCNA Canada Corporation, the Corporation, and the CRCNA U.S. Corporation. In this by-law the term CRCNA generally refers to the ecclesiastical body unless the context requires that it refer to ministries carried out by a Canadian charitable entity.

"Classis Diaconal Representative" generally means the individual appointed or elected by the Diaconates within a particular Classis, in whatever manner, and at such time, as determined by the Diaconates within a particular Classis;

"Corporation" means the Corporation incorporated by Letters Patent issued pursuant to the *Corporations Act* of the Province of Ontario and now named: *Diaconal Ministries Canada*. While the Corporation's mission is to serve the Canadian Diaconates of the Christian Reformed Church of North America, it is independent of the Christian Reformed Church of North America and any other CRCNA related entity;

"Diaconate" refers to the group or collective of individuals elected/selected and installed as deacons within each Canadian Christian Reformed Church, whether referred to as a collectively within a particular Church as the 'Diaconate' or some other term, including for example, the 'Board of Deacons'.

"Diaconates in a Classis " means the Canadian regional cluster of Diaconates within a Classis, with the Churches within each Classis being determined by the Synod of the Christian Reformed Church of North America from time to time;

"Diaconate" means the recognized body of deacons in a Christian Reformed Church in Canada;

"Director" means an individual holding the position of Director of the Corporation, ex-officio (by virtue of) holding the position of a "Classis Diaconal Representative";

"Letters Patent" means the original or restated "Letters Patent", supplementary letters patent, and as applicable, any articles of continuance, articles of incorporation or articles of amendment, amalgamation, arrangement, reorganization or revival of the Corporation.

"Member" or "Member of the Corporation" refers to a Canadian Diaconate as more fully set out in this By-law;

"Member Representative" refers to a Member Diaconate's chair or other individual appointed by a particular Diaconate, to represent, attend and vote on behalf of the Member Diaconate;

"Recorded Address" and/or "address as recorded" means, in the case of a Member, its address as recorded in the register of Members and, in the case of a Director, Officer, Public Accountant(s) or member of a committee of the Board, his/her address as recorded in the records of the Corporation;

1.02 Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

1.03 Other than as specified in the Definitions section, all terms contained in this By-law that are defined in the Act will have the meanings given to them in the Act, and if not defined in either the Definitions Section or the Act, then the Corporation shall be guided, but not bound by, the meaning given to such terms as defined in the Church Order, as it may be amended from time to time.

1.04 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.

1.05 If any of the provisions contained in this or any of the Corporation's By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act will prevail.

SECTION TWO - BUSINESS OF THE CORPORATION

2.01 Head Office. Until changed in accordance with the Act, the head office of the Corporation shall be at the City of Burlington in the Province of Ontario and at such location therein as the Board may from time to time determine by resolution.

2.02 Corporate Seal. The seal of the Corporation, if any, will be in the form determined by the Board.

2.03 Financial Year. Until changed by resolution of the Board, the financial year of the Corporation shall end on the 30th day of June in each year.

2.04 Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two of the Directors and Officers.

In addition to the foregoing, the Directors are authorized from time to time by resolution to appoint any Officer or Officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing for and on behalf of the Corporation. It is specifically provided that contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any one of the Chair, the Vice-Chair, the National Director, and the Treasurer or by any other person authorized by the Board of Directors.

Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

The term “contracts, documents or instruments in writing” as set out above shall include, without limitation, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all other paper writings.

2.05 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution.

The banking business or any part of it (including the signing of cheques and authorizing/making payments/transfers or receiving funds, by whatever means including electronic means) may be transacted by an Officer or Officers of the Corporation and/or other person(s), and in such manner, as the Board may by resolution from time to time designate, direct or authorize.

2.06 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 a person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

SECTION THREE - DIRECTORS

EX-OFFICIO DIRECTORS ONLY

3.01 Board of Directors. The affairs of the Corporation shall be managed by a board of twelve (12) Directors, which is a number that is equivalent to the number of Canadian Classis. The Corporate Members may increase or decrease the number of Directors by resolution, including for example, if and when there is a change in the number of Canadian Classis.

Classis Diaconal Representatives as ex-officio Directors. The Diaconates within each Classis will elect or appoint one individual who meets the eligibility requirements for a Director of the Corporation, as their “Classis Diaconal Representative”. The appointment or election shall occur by whatever manner, and at such time, with such effective date, as determined by the Diaconates within each Classis. Subject to Section 3.02, each individual holding the position of “Classis Diaconal Representative” shall become ex-officio a Director of the Corporation. In other words, each individual holding the position of “Classis Diaconal Representative” is, by virtue of being in that position, a Director for as long as they hold the position of Classis Diaconal Representative.

A majority of Diaconates within a Classis have the authority and discretion to remove their local Classis Diaconal Representative and elect or appoint another individual as their local Classis Diaconal Representative.

For clarity, there shall be no elections of individuals to the position of Director, as each Director is ex-officio a Director of the Corporation by virtue of holding the position of “Classis Diaconal Representative”.

3.02 Eligibility Criteria for Directors

Notwithstanding an individual's appointment or election as a Classis Diaconal Representative, each individual serving as a Director of the Corporation:

- a) Must consent to being a Director of the Corporation, ideally at the time of his/her appointment or election as a Classis Diaconal Representative or within ten days thereafter;
- b) Should demonstrate a desire to advance the purposes of the Corporation;
- c) Must be a member of a Christian Reformed Church within the Classis of which they are the Classis Diaconal Representative;
- d) May not serve as a Director for more than six (6) consecutive years, provided that in exceptional circumstances where the Board believes it to be in the best interest of the Corporation, as indicated by a resolution of the Board, an individual may serve as a Director in excess of six (6) consecutive years;
- e) Must meet the qualifications set out in the Act, and as such must be at least 18 years of age, must not have the status of a bankrupt, and must not have been found incompetent by an authorized representative of the government; and
- f) Must not be ineligible under the Income Tax Act or other applicable law.

Subject to the Act, Letter Patent and By-laws, the Board may provide suggested procedures to its Members regarding the election or appointment of the Classis Diaconal Representatives, however the Diaconates in each Class may determine their own process and rules for electing or appointing their local Classis Diaconal Representative.

3.03 Term. The Members shall make their best efforts to elect or appoint their local Classis Diaconal Representatives in rotation, so that four local Classis Diaconal Representatives will be elected and will retire each year. The Members shall also make their best efforts to elect or appoint their local Classis Diaconal Representative for a term of three years. The Corporation shall provide the Members with a suggested rotation schedule from time to time,

3.04 Ceasing to be a Director. Further to the Act, an individual ceases to be a Director of the Corporation if he or she:

- a) is removed from office or otherwise ceases to be a Classis Diaconal Representative pursuant to the decision of the appointing or electing Classis ;
- b) is deemed "ineligible" under the *Income Tax Act*;
- c) has the status of a bankrupt;
- d) is found by a court of competent jurisdiction to be incapable;
- e) if by notice in writing to the Secretary of the Corporation (or to such other person as the Board may direct), he or she resigns his/her office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- f) dies.

3.05 Vacancy in a Classis Diaconal Representative Position.

- a) The Diaconates within the Classis having a vacant Diaconal Representative position shall within six months of the vacancy arising, make reasonable efforts to elect or appoint an individual who meets the eligibility requirements for a Director of the Corporation (as set out in Section 3.02), as their "Classis Diaconal Representative". The appointment or election of this individual

shall be pursuant to Section 3.01. The Diaconates shall inform the Secretary of the Board (or such other individual as the Board may direct) of the appointment or election of an individual to the Classis Diaconal Representative position for the Diaconates within that Classis.

- b) Appointment by the Corporation. In the event there is a vacancy in one of the “Classis Diaconal Representative” positions for greater than six months, or in the event the Diaconates in a Classis fail to elect or appoint a local Classis Diaconal Representative within six months after their last Representative’s term ended, the Board may appoint an eligible individual to that position for such term as may be reasonably determined by the Board. The Board shall notify all of the Canadian Diaconates of the appointment. The Board may develop a Board policy regarding the implementation of its authority under this Section. The Board’s authority under this Section remains subject to the authority of the Diaconates within a particular Classis to remove and appoint a “Classis Diaconal Representative” as set out in Section 3.01.

BOARD MEETINGS

3.06 Quorum and Meetings of the Board of Directors. A majority of the Directors shall form a quorum for the transaction of business.

3.07 Place. Except as otherwise provided by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

3.08 Calling a Meeting. Directors' meetings may be called by the Chair, or Vice-Chair, or by the Secretary on direction of the Chair or Vice-Chair, or by the Secretary on direction in writing of two Directors.

3.09 Notice. Ordinarily Notice of Board meetings shall be given to each Director not less than fifteen days before the meeting is to take place.

- a) Notwithstanding 3.09 (Notice) and 3.11 (Agenda), in cases of emergency and/or urgent matters, the Chair, the Vice-Chair, or the Secretary on direction in writing of two Directors, may call a meeting upon 24 hours’ Notice;
- b) Regular Meetings. 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 meetings no notice need be sent.
- c) A Directors' meeting may be held without notice immediately following the annual meeting of the Members of the Corporation.
- d) No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.
- e) Errors in Notice, Board of Directors. No error or omission in giving such notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void 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.

3.10 Electronic and Phone Meetings. 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 telephone or electronic means, or any other means permitted by the Act. The telephone, electronic or other permitted means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. Board meetings may also be held entirely by phone, electronic or other means authorized by the Act.

3.11 Agenda. An Agenda and supporting documents will be circulated to the Directors at least 15 days prior to the date of the meeting. The Agenda will be set by the Board executive (i.e. the Chair, Vice-Chair, Secretary and Treasurer) with input from the National Director. Additions to the circulated Agenda will be at the discretion of the Chair.

3.12 Voting, Board of Directors. Questions arising at any meeting of the Directors shall be decided by a majority of votes. All votes at any 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 as determined by the Chair, and may for example be by voice or show of hands. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the event of a tie vote, the motion shall fail.

In the absence of the Chair his/her duties may be performed by the Vice- Chair, or such other Director as the Board may from time to time appoint for the purpose.

3.13 Business of Meetings. The Directors may consider or transact any business of the Corporation at any meeting of the Board.

POWERS

3.14 Powers of Directors. The Directors of the Corporation may administer the affairs of the Corporation in all things that 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 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.

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, or other properties, movable or immovable, real or personal, or any right or interest owned therein by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

BOARD COMMITTEES

3.15 General. Subject to the Act, applicable law, the By-laws or Board Policy, the Board of Directors may from time to time appoint any standing or ad hoc committee or committees, as it deems necessary or appropriate for such length, purposes and with such powers as the Board shall see fit.

3.16 Executive Committee. Subject to the Act and By-laws, the Board may delegate by Resolution any or all of their powers and duties to an Executive Committee (or however called from time to time), consisting of at least four members of the Board of Directors, one of which shall be the Chair of the Board. All members of the Executive Committee must be Directors.

- a) As the Board remains responsible for, and will generally be held generally liable for, the conduct and decisions of the Executive Committee, the Board shall clearly define the extent of the powers being delegated, receive and review the reports of the Executive Committee. The Board retains the authority to terminate or amend the terms of the Executive Committee.

- b) The Board shall review for information the decisions of the Executive Committee at the immediately following Board meeting, and address any business arising as necessary.
- c) The powers delegated to an Executive Committee must conform to any other regulations which may be imposed on the Executive Committee by the Board or By-laws.

3.17 Subject to the Act, the Board may not delegate the following powers generally, including to the National Director or an Executive Committee:

- a) The decision to submit to the Members any question or matter requiring the approval of the Members.
- b) To fill a vacancy among the Directors or in the position of Public Accountant.
- c) To appoint additional Directors.
- d) To issue debt obligations except as authorized by the Directors.
- e) To enter into contracts except as authorized by the Directors.
- f) To grant indemnities or to authorize the purchase of insurance.
- g) To approve any financial statements.
- h) To adopt, amend or repeal by-laws.
- i) To establish contributions to be made, or dues to be paid, by Members
- j) To accept individuals into Membership.

CONFLICT OF INTEREST

3.18 The Corporation, as a Christian ministry, has a mandate to conduct all of its affairs decently and above reproach both in the sight of God and man. That accountability includes a commitment to operate with the highest level of integrity and to avoid conflicts of interest.

3.19 The Corporation, its Directors and Officers have a fiduciary and trustee-like duty which carries with it a broad and unbending duty of honesty, loyalty, care, diligence, skill and prudence. Since the Board delegates the carrying out of the policies and affairs of the Corporation to the National Director, the Board also requires senior employees to respect the legal duties imposed on the Directors and Officers. The Directors, Officers, and Employees have the duty and responsibility to administer the affairs of the Corporation in accordance with the Act, the Letters Patent, this By-law and trust law, and to exercise their respective tasks in furthering the objects of the Corporation for the sole benefit of its public purpose. Directors, Officers, and Employees shall exercise good faith in all of their transactions and not use their position or knowledge gained from their position for any personal gain or advantage received or given as consideration resulting from covert or overt bartering. There should ever be a question of, or even an appearance of, a gain or advantage being received or given without the individual concerned fully disclosing the facts that could give rise to a question of real or perceived conflict to the Chair.

3.20 Conflict of interest arises in a transaction or significant relationship between the Corporation's Directors, Officers, senior employees, and other persons where an individual or a person who does not deal at "arm's length" (defined below) with such individual:

- a) Realizes a direct or indirect gain of a commercial nature;
- b) Receives money or property in an amount or having a value in excess of \$50.00, or
- c) Receives a direct or indirect significant advantage or privilege because of any action agreed to by the other party in consideration or a transaction with the Corporation, which privilege may be available to any person regardless of whether the beneficiary deals at arm's length with both the Corporation, its Directors, Officers, senior employees, and the other party, in connection with any such transaction or significant relationship.

3.21 Conflict areas may include but are not limited to:

- a) The acquisition or supply of goods and services,
- b) The acquisition or granting of property and equipment leases
- c) The investments made by the Corporation
- d) Dealings with donors, and
- e) Dealings with any other agencies, organizations, companies, governments or associations that affect the purpose or operation of the Corporation.

3.22 A conflict of interest described above will be considered inappropriate where any gain, advantage or privilege to be received or enjoyed by the individual or a person who does not deal at arm's length with such individual, or any other person would, in the opinion of the Board, influence or would have the appearance of influencing the conduct or judgement of any Director, Officer, senior employee in connection with any transaction or relationship. Examples of conflicts of interest are where the individual or a person who does not deal at arm's length with such individual:

- a) Has a direct or indirect control of more than 10% in any business which deals with the Corporation;
- b) Is engaged in a professional practice which provides services to the Corporation,
- c) Is a Director or employee, while serving on the Board of Directors, or holding an office in any entity that had dealings with the Corporation;
- d) Provides goods or services to the Corporation for consideration, while serving as a Director, Officer or Employee,
- e) Receives any compensation, whether cash, goods or services, from any business, or individual where such compensation is provided as a direct or indirect result of a relationship established through the Corporation,
- f) Uses the Corporation's personnel, equipment, supplies, name, publications, or other resources for non-Corporation purposes;
- g) Receives personal gifts or loans from any third parties having dealings with the Corporation given as a direct or indirect result of a relationship with the Corporation, except in the case of non-cash gifts with a nominal value (less than \$50) or Corporation-related entertainment having similar value,
- h) Has an interest in real estate, securities or other property that the Corporation has an interest in buying or leasing, or
- i) Using work time during normal business hours for non-Corporate purposes.

3.23 Persons who are not considered to deal at arm's length with each other include an individual and:

- a) Related persons (as defined in the Income Tax Act),
- b) An estate or trust (whether incorporated or not) of which the Director, Officer, senior employee, or family member of any of them is a beneficiary, personal representative, or trustee,
- c) A business or not-for-profit entity of which the individual or related person is an Officer, Director, senior employee, or a business in which the Director, employee, or a business in which the Director, Officer or senior employee has a significant interest, and
- d) A law firm, accounting firm or other professional entity of which the individual or related person is a partner or employee.

3.24 There will be other areas and situations that could also be considered a conflict of interest. The examples above are based on the basic principles stated above and Directors, Officers and senior employees are to use these principles to recognize a conflict of interest when it arises.

3.25 It shall be the continuing responsibility of all Directors, Officers, and senior employees to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest and to immediately make such disclosures to the Chair. Even if a Director, Officer, or senior employee is invited to enter into a transaction which may be a conflict, but refuses, the Director, Officer, or senior employee should notify the Chair of the offer. The Chair shall bring these matters to a meeting of the Board. The Board shall then determine whether a conflict exists and whether it is material, and where, in the opinion of the Board, a material conflict exists, decide whether the contemplated transaction may be authorized as just, fair and reasonable having regard to the fiduciary and trustee-like duties of the Corporation, its Directors and Officers. The primary concern must always be the welfare of the Corporation and the advancement of its purpose.

3.26 The fact that a conflict exists does not necessarily mean that the conflict is objectionable, or material enough to be of practical importance, or that it is necessarily adverse to the interests of the Corporation or its charitable purpose. However, the existence of any conflict as defined and described above must be disclosed before any transaction is consummated. If a Director, Officer, or senior Employee has any doubt, or has questions of interpretation, the Chair should be consulted.

3.27 Violations of Section 3.17.8 by a Director or Officer may constitute grounds for dismissal at the exclusive discretion of the Board, particularly if the Director or Officer has failed to disclose relevant information to the Board in a timely manner. Violations of Section 3.17.8 by a senior employee may constitute grounds for dismissal upon a resolution of the Board.

REMUNERATION

3.28 Remuneration of Directors. Directors of the Corporation shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his or her position as such, provided that Directors may be paid for reasonable expenses incurred in the performance of their duties.

Except as authorized and transacted in accordance with applicable law, the Letters Patent, and the By-laws (e.g., the Conflict of Interest provisions), and approved by resolution of the Board, Directors shall not receive, either directly or indirectly, in any manner whatsoever, any wages, fees, commissions or other amount for services rendered to the Corporation.

SECTION FOUR - OFFICERS OF THE CORPORATION

4.01 Election or Appointment. At the fall meeting of the Board, the Board shall elect a President (to be known as the Chair), a Vice-Chair, a Secretary and a Treasurer and may from time to time appoint such other Officers as the Board may determine. The Offices of Secretary and Treasurer may be filled by a Secretary-Treasurer. The Chair and Vice-Chair shall be Directors. The Secretary, Treasurer and any other Officers appointed by the Board, except the National Director, may, but need not be Directors. One Director may hold more than one Office, save that the Office of Chair cannot be held concurrently with any other office other than President, and the office of Vice-Chair cannot be held concurrently with any other office.

In default of the annual election of Officers, the then incumbents shall hold office until their successors are elected or appointed, provided the Chair and Vice-Chair remain Directors of the Corporation.

4.02 Duties of the Chair/President and Vice-Chair. The Chair/President shall when present preside at all meetings of the Members of the Corporation and of the Board of Directors. The Chair shall sign all documents requiring the signature of the chair, and shall have the other powers and duties from time to time prescribed by the Board or incident to the office. At the request of and in the absence of the Chair, the Vice-Chair shall preside at all meetings of the Board or the Members and shall be answerable only to the Board. If the Vice-Chair exercises any of those duties or powers, the absence or inability of the Chair shall be presumed with reference thereto. The Vice-Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office.

4.03 Duties of the Secretary. The Secretary or person performing the usual duties of the Secretary, shall attend all meetings of the Board of Directors and of the Members, shall ensure minutes of the proceedings at such meetings are recorded, and shall ensure that these minutes are presented at the next ensuing meeting of the Board or Members as the case may be. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or incident to the office.

4.04 Duties of the Treasurer. The Treasurer or person performing the usual duties of the Treasurer shall ensure that the Corporation keep full and accurate accounts of all receipts and disbursements, proper books of account, and deposit all money or other valuable effects in the name and to the credit of the Corporation in such bank or banks as they may from time to time be designated by the Board of Directors. He/she shall oversee the disbursement of the funds of the Corporation under the direction of the Board of Directors, the taking of proper vouchers therefor and shall render to the Board of Directors at the regular meeting thereof whenever required of him/her an account of all transactions as Treasurer, and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors

4.05 Duties of Other Officers. 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.

4.06 Term/Termination. The term of an Officer who is a Director shall expire at the next annual meeting following the election, or when the individual's successor is elected or appointed or when the individual ceases to be a Director. The term of an Officer who is not a Director shall expire after a term established by the Board. Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

4.07 Variation of Duties. The Board may vary, add to or limit the powers and duties of any Board elected or appointed office.

4.08 Vacancy. The Board may fill any vacancy in the Offices by resolution.

SECTION FIVE - NATIONAL DIRECTOR

5.01 The National Director shall be appointed by the Board.

5.02 The Board may at any time revoke or suspend the appointment of the National Director, provided the Board shall implement any decision to revoke or suspend the appointment in compliance with applicable employment or other laws.

5.03 The National Director shall be entitled to notice of all Board meetings, and to attend and participate in all Board meetings, but is not a Director and as such may not vote at Board meetings. The Board is entitled to request that the National Director excuse himself/herself at their discretion, and in particular for purposes of performance evaluation and other employment related matters

5.04 The National Director shall:

- a) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- b) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees;
- c) ensure structures and systems for the development, review and recommendation of new programmes, programme expansion or changes;
- d) ensure effective human resources planning and identify resource implications;
- e) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Corporation;
- f) develop, recommend and foster the values, culture and philosophy of the Corporation;
- g) communicate with related agencies to promote co-ordination and/or planning of services;
- h) represent the Corporation externally to the community, government, media and other organizations and agencies;
- i) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- j) notify the Board if necessary, of:
 - (i) any failure of any member of the staff to act in accordance with statute law or regulations thereunder, or the Corporation's By-law and rules,
 - (ii) any belief that a member of the staff is unable to perform the person's duties with respect to the Corporation,
 - (iii) any other matter about which they should have knowledge; and
- k) perform such other duties as directed from time to time by the Board.

SECTION SIX - MEMBERSHIP

- 6.01 Membership in the Corporation shall consist of one (1) class of Members.
- 6.02 Eligibility for Membership. Membership shall be granted automatically to the Diaconates of each Christian Reformed Church congregation in Canada recognized as a fully organized and instituted Church by the Christian Reformed Church of North America.
- 6.03 Dues. Dues or fees shall be payable by the Members as shall from time to time be fixed by a vote of the Board of Directors.
- 6.04 Each Member of the Corporation is entitled to receive notice of and to attend all Members Meetings by way of an appointed representative, and all Members shall be entitled to one vote on each question arising at any Members Meeting of the Members.
- 6.05 Membership in the Corporation is not transferable.

MEETINGS

- 6.06 Annual Meeting and Other Meetings of Members. The Annual Meeting or any other meetings (referred to as "Special Meetings") of the Members shall be held at the Head Office of the Corporation, or elsewhere in Canada as the Board of Directors may determine, and on such day as the Directors appoint.
- 6.07 Subject to the Act, the business at the Annual Meeting shall typically include: the approval of the agenda; a report of the Directors and of the National Director; the presentation of the audited financial statements for the previous year together with the report of the public accountant(s) appointed to review the finances; the appointment or reappointment of the public accountant(s) to do an audit for the ensuing year; and any new or special business that was included on the Agenda for the meeting.
- 6.08 The Board of Directors, or the Chair, or the Vice-Chair, shall have power to call a Special Members Meeting, at any time.
- 6.09 The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request with the Chair of the Board.
- 6.10 Quorum. The quorum for the transaction of business at any meeting of Members is not less than 10% of the Members entitled to vote at such meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 6.11 The Chair shall be the chair of the Members' Meeting. In the Chair's absence the Vice-Chair shall be chair of the Members' Meeting. However, in the absence of both the Chair and the Vice-Chair the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

NOTICE

6.12 Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any Annual or Special Members' Meeting must be given in the manner specified in the Act and the Notice Sections of this By-law, to each Member and to the Public Accountant(s) appointed to conduct an audit.

6.13 The Notice is to include the Agenda and enough information to permit the Members to form a reasoned judgement on the decision(s) to be taken. If a summary of the financials and the public accountant's report was provided, any Member, upon request, shall be provided with a copy of the approved audited financial statements and the Public Accountant's report.

Financial Statements. Any Member, upon request, shall be provided, not less than 21 days (or other number of days if permitted under the Act) before the annual meeting, with a copy of the approved audited financial statements and the Public Accountant's report.

VOTING AT MEMBERS' MEETINGS

6.14 Voting of Members. Each voting Member will be entitled to one vote at any Members' Meeting.

6.15 Member Representatives. Members shall exercise their votes through a representative appointed in accordance with any requirements set out in the Act (e.g. written notice of representative appointment by resolution of the Member.). Unless otherwise prescribed by the Act, the Diaconate shall inform the Board Secretary in writing of the name, address and contact information of their appointed representative.

6.16 The Chair of the meeting, if a Member Representative, will be entitled to exercise a vote.

6.17 Business arising at any Members' Meeting will be decided by a simple majority of the votes cast unless otherwise required by the Act or the By-laws. If there is a tie vote, the Chair of the meeting has to call for a written ballot. If the written ballot results in a tie, the motion does not pass.

6.18 An abstention will not be considered a vote cast.

6.19 Every question shall be decided in the first instance by a show of hands unless otherwise required by the Act, and/or unless the Chair of the meeting demand, or any Member demand, that a ballot vote be taken. Upon a show of hands, and unless a ballot 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 recorded in favour of or against such resolution. The demand for a ballot may be withdrawn, but if a ballot be demanded and not withdrawn the question shall be decided by a majority of the votes given by the Members on the matter. A ballot shall be taken in such manner as the Chair of the meeting shall direct and the result of such ballot shall be deemed to be the decision of the Corporation upon the matter in question.

6.20 Telephonic or Electronic Meetings. A Member may participate in a Members' Meeting by telephone or electronic means, or alternatively, and at the Board's discretion, a Members Meetings may be held entirely by telephonic or electronic means. In either case the telephone or electronic means must allow all participants to communicate adequately with each other during the meeting.

A Member participating in the above ways is deemed to be present at that meeting.

6.21 Subject to the Act and By-laws, Members may also vote by mail and/or by telephonic or electronic means provided the Board determines in advance of the Members Meeting that it can ensure a procedure or process where:

- a) the votes may be verified as having been made by Members entitled to vote; and
- b) the Corporation is not able to identify how each Member voted.

Subject to the Act and By-laws, the Board shall determine the process and procedures for voting by mail, by telephonic or electronic means.

6.22 Attendance at Members Meetings. The only persons entitled to attend a Members' Meeting are:

- a) the Members' Representative
- b) a Member's Proxy if applicable
- c) the Directors
- d) the Public Accountant(s) of the Corporation, and
- e) others who are entitled or required under any provision of the Act, the Letters Patent or the By-laws to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (51%) of the Members present (via their representatives) at the meeting consent to their being there.

6.23 Adjournments. The Chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.

6.24 Resolutions In Lieu Of Meeting. Pursuant to the Act, a resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members, or committee of Members, is as valid as if it had been passed at a meeting of Members or a committee of Members.

ABSENTEE VOTING

6.25 Proxy Voting. Subject to the Act, voting by proxy is permitted. As such, Members may by proxy appoint a proxyholder or one or more alternate proxyholders as the Member's nominee, to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

A proxyholder is required to be an individual. Ideally a proxyholder will be an individual who has some familiarity of the Corporation, such as another Member Representative, a Director on the Board of Directors, or the National Director.

A proxy must be signed on behalf of the Member Diaconate by an authorized Officer of the Member Diaconate, typically the Member Diaconate's chair, vice-chair or clerk/ secretary.

Provided the requirements of the Act and its Regulations are met, the Board may at its discretion determine its own procedures and form from time to time, in lieu of the following guidelines:

- a) the form of proxy must be deposited with the Chair or Secretary of the Corporation, in the manner they direct, no later than the beginning of the Members meeting in question.

- b) The form of Proxy may include the following text:

Diaconal Ministries Canada Waiver & Proxy

For the Annual General Meeting of Members TO BE HELD ON _____, 20__

The undersigned Member of Diaconal Ministries Canada pursuant to the Corporation's By-law hereby waives regular notice of and consents to the conduct of the Annual General Meeting to be held on _____, 20__ and appoints _____ [Name] or failing that person, _____ [Name] as proxyholder of the undersigned to represent the undersigned at the annual general meeting of Members to be held at: the office of Diaconal Ministries Canada, _____ [location] on _____, 20__ at approximately ___ [time: a.m./p.m.] (Eastern Daylight Time) or at any adjournment or adjournments of said meeting [Please select one of the following]:

[] and at such meeting to vote for the undersigned upon any and all matters which may come before the meeting, and to do any can all acts and things which the undersigned might or could do if represented by their own representative at the meeting. The undersigned hereby undertakes to ratify and confirm all that the said proxyholder of the undersigned may do or cause to be done by virtue hereof.

OR

[] and at such meeting to vote for the undersigned as follows:

- (i) in favour of Motion(s) # _____ [e.g., 1, 2, 3, etc.];
- (ii) against Motion(s) # _____ [e.g., 1, 2, 3, etc.]; and/or
- (iii) to withhold the vote in regard to Motion # _____ (e.g., 1, 2, 3, etc.)

The undersigned has executed this Proxy the ___ day of _____ 20__

By: _____

Signature of the Member Diaconate's authorized officer

[Print Name & Office]: _____

SECTION SEVEN - NOTICES

7.01 Notice. Any notice required to be sent to any Member, Director, Officer, or to the Public Accountant, may be delivered in any way permitted by the Act, including:

- a) In person;
- b) By Prepaid mail;
- c) By Fax;
- d) By Email;
- e) By Other electronic means; or
- f) By such other means as the Directors determine.

7.02 Address. A notice or other document sent to any Member, Director, or Officer, will be sent to their latest address as shown in the records of the Corporation and to the Public Accountant(s) who has been appointed to conduct an audit, at its business address, or if no current address be given to the Corporation, then to the last address as recorded on the books of the Corporation.

7.03 Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of every person entitled to the notice.

7.04 Counting Days. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period. When counting days for the purpose of giving notice under these By-laws, the term "day(s)" shall refer to "calendar days" and not "business days".

7.05 Error or Omission in Notice. No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify approval, confirm any or all proceedings taken or had thereat.

SECTION EIGHT – PUBLIC ACCOUNTANT AND AUDITS

8.01 Qualification. One or more Public Accountants may be appointed by resolution of the Members at the Annual Meeting of the Members of the Corporation. The qualifications of the Public Accountant must satisfy all of the requirements of the Act.

8.02 Notwithstanding the various thresholds and levels of review that may be set out in the Act from time to time, the level of the annual financial review and related statements required pursuant to these By-law shall be an audit.

8.03 Access to Records. The Public Accountants shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Corporation.

SECTION NINE - BOOKS AND RECORDS

9.01 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 are regularly and properly kept.

SECTION TEN - INSURANCE AND INDEMNITIES

10.01 Insurance. The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other similar capacity at the request of or on behalf of the Corporation, which insurance may include:

- a) property and public liability insurance;

- b) Directors' and Officers' insurance; and
- c) may include such other insurance as the Board of Directors sees fit from time to time.

10.02 Good Faith. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

10.03 Co-operation. It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defense of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

10.04 Board Considerations. Before purchasing insurance provided for in this Section, the Board should consider:

- a) the degree of risk to which the Director or Officer is or may be exposed;
- b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

10.05 Indemnification of Directors and Officers. Every person including the respective heirs, executors and administrators, estate, successors and assigns of the person, who is a Director, Officer, or in a similar role, who has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation, shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) out of the funds of the Corporation from and against all costs, charges and expenses which such Director, Officer, or person sustains or incurs:

- a) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or of any such liability; or
- b) in relation to the affairs of the Corporation generally, save and except such costs, charges or expenses as are occasioned by the willful neglect or default or failure of such protected person to act honestly and in good faith in the performance of the duties of office.

10.06 Indemnity to Others. The Corporation shall also, upon approval of the Board from time to time, indemnify any such persons as described above in such other circumstances as the Act or law permits or requires.

10.07 Other Indemnity. Nothing in this By-law shall limit the right of any person entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

SECTION ELEVEN – AMENDMENTS

11.01 The Board may from time to time, in accordance with the Act, pass new By-laws and/or amend the existing By-laws.

11.02 - The Board must submit any new By-laws it passes, as well as any changes it has made to existing By-laws, to the Members at the next Members’ Meeting, and unless confirmed by the Members, with a two-thirds majority of the votes cast at that Members Meeting, the new and/or amended By-laws shall cease to have effect.

11.03 Members may from time to time amend the By-laws with two-thirds of the votes cast at a Members’ Meeting.

Certified this _____ day of _____ 2021, that the above amended By-law was PASSED by the Board of Directors on _____ 2021, and was CONFIRMED; RATIFIED AND APPROVED by the Members on _____, 2021,

Per:

Chair

Secretary