

RATTIFIED BY-LAW CLAUSES FOR INCLUSION IN AMENDED BY-LAWS

Section 2.01 – Membership Classes

The Corporation shall have three classes of membership:

- **Class A – Lifetime Voting Members**
- **Class B – Annual Voting Members**
- **Class C – Non-Voting Members**

The rights and responsibilities of each class shall be as set out in these by-laws and any membership policy approved by the Board of Directors.

Section 2.02 – Voting Eligibility

Only individuals who have attained the age of eighteen (18) years may qualify as voting members of the Corporation.

Section 2.02.02 – Membership Cut-Off Date

The annual cut-off date for receipt of membership dues and qualification for voting privileges shall be October 31 of each year.

Section 2.03 – Non-Voting Members

Non-voting members shall not be entitled to vote or receive notices of meetings but may attend as observers, at the discretion of the appointed Meetings Officer.

Section 2.08 – Special Meetings

Upon receipt of a request for a Special Meeting, the Board of Trustees may consult the Board of Directors within fourteen (14) days. If the meeting is deemed necessary, it must be held within sixty (60) days of the request. If this timeline cannot be met, a written explanation must be provided to members.

Section 2.15 – Submission of Proxies

Duly executed proxy forms must be submitted to the Corporation no later than seven (7) days prior to any meeting of members.

Section 3.01 – Composition of the Board of Directors

The Board of Directors shall consist of nine (9) duly elected directors.

Section 3.04 – Term of Directors

Directors shall serve staggered three-year terms, with three (3) directors elected each year.
(Section 3.05 is hereby removed.)

Section 3.02 – (2 amendments)

Director Eligibility

To be eligible for election to the Board of Directors, an individual must be an eligible voting member for the current year and at least two (2) consecutive years immediately prior to the Annual General Meeting.

Self-Declaration

Nominees must self-declare that they have not been declared bankrupt and have no criminal convictions in the nomination applications. Should such information be discovered post-election, the individual's position as director/trustee, shall be automatically vacated, and the next highest-voted eligible candidate may be appointed.

Section 3 – Duties and Evaluation of Directors

Directors shall act in the best interests of the Corporation, upholding their duties of care, loyalty, and obedience. Directors shall undergo an annual performance review after one (1) year of service, with a focus on development and good governance.

Section 3.02 & 6.09 – Officer Qualifications

Chairs and Vice-Chairs of both Boards shall possess demonstrated skills in charitable governance, knowledge of religious organizations, and a proven track record of leadership in nonprofit environments.

Section 5.01 – Committees

(Sections 5.02 – Finance Committee, 5.03 – Audit Committee, and 5.04 – Executive Committee are hereby repealed.)

The Board may establish any committees as required.

Section 6 – Succession Planning

As part of strategic planning, the Board of Trustees shall be responsible for identifying, training, and mentoring suitable candidates for future Board positions, in support of long-term organizational sustainability.

Section 6.03 – Term of Trustees

Trustees shall be elected for five-year terms by the Membership at the Annual General Meeting. If a Trustee is appointed to fill a vacancy, they shall complete only the unexpired portion of the vacated term.

Section 6.05 – Trustee Quorum and Vacancies

A quorum shall consist of a majority of Trustees. If vacancies inhibit quorum, the remaining Trustees and the Board of Directors shall immediately convene a Special Meeting of Members to elect new Trustees to fill existing vacancies.

New Section – Trustee Election Procedures

Trustee elections shall follow procedures similar to those for the election of Directors, with the exception that the existing Board of Trustees shall appoint a Nominations Committee prior to the election, consisting of individuals who are not current Trustees.

Section 6.01 – Temporary Governance Control

In the event that the Board of Trustees is unable to function by operation of law, the Board of Directors may appoint an individual to preside over any required members' meetings. (**This replaces the prior requirement for an independent lawyer or chartered accountant**).

Section 7.03 – Repealed and replaced with the staggered approach:

The terms of sitting Officers shall cease immediately at an Annual General Meeting where an election of the Board of Directors takes place.

Section 13.02 – Dispute Resolution

To minimize arbitration costs, only unresolved disputes between the Board of Directors and the Board of Trustees shall be referred to an independent arbitrator appointed by the Board of Trustees. All other disputes shall first be reviewed by the Board of Directors; if resolution is not achieved, the decision of the Board of Trustees shall be final.