

**AMENDED AND RESTATED BYLAW NO. 1
A BYLAW RELATING GENERALLY TO THE AFFAIRS OF**

**UKRAINIAN CATHOLIC FOUNDATION OF SASKATCHEWAN CORPORATION
(Hereinafter called “the Corporation”)**

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1. DEFINITIONS AND INTERPRETATION

Unless the context otherwise requires, in this Bylaw and in all other Bylaws of the Corporation:

- 1.1 “Act” means *The Non-Profit Corporations Act, 1995* (Saskatchewan), as amended from time to time, and any statute that may be substituted therefor;
- 1.2 “Appointed Director” means a Director appointed by the Eparch Member pursuant to section 7.3.2b);
- 1.3 “Annual General Meeting” means an annual meeting of Members as provided in section 6.1;
- 1.4 “Auditor” means the Auditor appointed pursuant to section 11;
- 1.5 “Articles” means the Articles of Continuance of the Corporation, as they may be amended from time to time;
- 1.6 “Board”, “Board of Directors”, “Directors” mean the Directors of the Corporation such as they may be from time to time;
- 1.7 “Bylaw” means this Bylaw and any other Bylaw of the Corporation that may be in force
- 1.8 “Consultors” means the advisory group by the same name composed of clergy selected by the Eparch;
- 1.9 “Corporation” means the Ukrainian Catholic Foundation of Saskatchewan Corporation;
- 1.10 “Elected Director” means a Director elected by the Members pursuant to section 7.3.2c);
- 1.11 “Eparch” means the Ukrainian Catholic Eparch who is appointed by the synod of the Ukrainian Greek Catholic Church and approved by the Holy Roman See to have authority in the Ukrainian Catholic Eparchy of Saskatoon, or, in circumstances where there is no Eparch, the administrator appointed according to canon law to act in his stead;

- 1.12 “Eparchy” means the Ukrainian Catholic Eparchy of Saskatoon;
- 1.13 “Eparch Member” has the meaning set out in section 5.1.1a);
- 1.14 “Eparchial Pastoral Council” means the council of individuals established by the Eparch to advise the Eparch on pastoral matters concerning the Eparchy;
- 1.15 “Finance Council” means the council of individuals established by the Eparch according to canon law to provide guidance and advice regarding the financial administration of the Eparchy;
- 1.16 “Finance Officer” means the individual appointed by the Eparch to hold the position of Finance Officer for the Ukrainian Catholic Eparchy of Saskatoon;
- 1.17 “Member” means a person who has become a member of the Corporation in accordance with section 5.1;
- 1.18 “Mission” has the meaning set out in section 3
- 1.19 “Ordinary Member” has the meaning set out in section 5.1.1b);
- 1.20 “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- 1.21 “Person” shall include bodies corporate, partnerships, trusts, and any number or aggregate of persons;
- 1.22 “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who is a Director of the Corporation, is an Officer of the Corporation, is a member of a committee of the Corporation, or has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;

- 1.23 “Resident Canadian” means a Canadian citizen or an individual who has been granted permanent resident status in Canada;
- 1.24 “Special General Meeting” includes any meeting of Members that is not an Annual General Meeting;
- 1.25 “Special Resolution” means a resolution requiring a two-thirds majority vote of the persons entitled to vote on the resolution;
- 1.26 Unless the context otherwise requires, expressions defined in the Act or any statutory amendment or modification thereof, or any substitution therefore, shall have the meaning so defined;
- 1.27 The headings used throughout this Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the meaning of the terms or provisions of the Bylaw; and
- 1.28 Words importing the singular number shall include the plural and vice versa, as the context may require.

2. NAME OF CORPORATION

The name of the Corporation is Ukrainian Catholic Foundation of Saskatchewan.

3. MISSION STATEMENT

The Mission of the Corporation is restricted to:

- a) promoting the cultural, social, educational and spiritual initiatives, policies, and objectives of the Eparchy among Ukrainian Catholics in the Province of Saskatchewan; and
- b) assisting, financially or otherwise, any organizations that propagate the cultural, social, educational and spiritual well-being of Ukrainian Catholics in the Province of Saskatchewan in accordance with the initiatives, policies, and objectives of the Eparchy.

4. OBJECTIVE/PURPOSE

The primary objective of the Corporation is to develop, organize, and implement fundraising initiatives and programs for the purpose of raising monies that will be used to further the initiatives, policies, and objectives of the Eparchy as directed by the Finance Council.

5. MEMBERSHIP

5.1 Classes of Membership

5.1.1 Subject to the Articles, membership of the Corporation shall consist of the follow two (2) classes of membership:

- a) the Eparch Member, consisting of the Eparch from time to time, who shall cease to be a Member immediately upon ceasing to be the Eparch; and
- b) Ordinary Members, which shall consist of every individual, 18 years of age or older and a Resident Canadian who is a member in good standing of a Ukrainian Catholic parish or mission within the Eparchy.

5.1.2 Membership terminates upon the Member's ceasing to be a member of a Ukrainian Catholic parish or mission within the Eparchy, the resignation in writing of a Member, or the death of a Member.

5.2 Transfer of Membership

A membership interest of a Member in the Corporation is not transferable.

6. GENERAL MEETINGS OF MEMBERS

6.1 Annual General Meetings

6.1.1 Annual General Meetings shall be held within fifteen (15) months of the previous year's Annual General Meeting at such time and place within the Province of Saskatchewan as may be determined by the Board.

6.1.2 Annual General Meetings shall be held for the purpose of:

- a) electing Directors;
- b) approving the Financial Statements of the Corporation;
- c) approving the Auditor's Report.
- d) appointing an Auditor;
- e) transacting special business as may properly come before an annual general meeting;
- f) reporting activities and motions of the Board to the general membership.

6.1.3 Notice of the time and place of each Annual General Meeting shall be published no more than 50 days and no fewer than 15 days prior to the date of the Annual General Meeting. Notice shall be sent by ordinary mail, e-mail or FAX to:

- a) the Eparch Member;
- b) each Ordinary Member, unless the Corporation publishes notice of the Annual General Meeting using either of the methods set out in section 6.1.4;
- c) each priest actively serving within the Eparchy along with a request that notice be displayed on parish bulletin boards, published in the parish bulletins and announced orally to parishioners;
- d) the Auditor;
- e) each Director;
- f) the Finance Officer; and
- g) each member of the Finance Council.

6.1.4 Notwithstanding section 6.1.3b) and in the alternative thereto, where the Corporation has more than 250 Members, notice of the Annual General Meeting may also be:

- a) published at least once in each of the three consecutive weeks preceding the meeting in a newspaper or newspapers circulated in the municipalities in which the majority of the Members reside, as shown by their addresses on the books of the Corporation; or
- b) published, not more than 50 nor less than 15 days before the meeting, at least once in a publication that is sent to all the Corporation's Members.

The Notice of the Annual General Meeting shall also be posted on the Corporation's website and/or the Eparchial website.

6.1.5 The Notice of the Annual General Meeting shall include a reference to the Corporation's website and/or the Eparchial website where the following information shall be posted:

- a) the agenda for the meeting;
- b) a list of any candidates that have been nominated for election to the office of Director at the meeting;
- c) the Financial Statements of the Corporation for the last fiscal period, together with the Auditor's Report;
- d) the text of motions relating to any special business to be considered at the Annual General Meeting, including, if applicable, the text of any proposed amendments to the Articles or Bylaws.

6.1.6 The Board shall appoint a Nominating Committee at the last Board meeting preceding the Annual General Meeting. The Nominating Committee shall be composed of four Members of the Corporation, at least one of whom must be a Director. The Nominating Committee shall select a Chair from among themselves provided that the Chair must be a Board Member. The Nominating Committee shall recommend candidates for election to the Board at the next Annual General Meeting within the parameters established in the Articles of Continuance, as amended, and this Bylaw. The term and mandate of the Nominating Committee shall expire at the Annual General Meeting or upon the election of a full Board, whichever occurs later.

6.1.7 Nominations will also be accepted from the floor at the Annual General Meeting.

6.2 **Special General Meetings**

6.2.1 Special General Meetings may be called to deal with urgent or unusual business or Special Resolutions.

6.2.2 The Directors may convene a Special General Meeting of the Corporation at such time and place within Saskatchewan as they may determine.

6.2.3 Special General Meetings shall also be convened by the Directors on the written request of at least 10 Members of the Corporation.

6.2.4 No business shall be presented or transacted at a Special General Meeting other than business specified in the written notice of the meeting.

6.2.5 Notice of the time and place of each Special General Meeting of the Members of the Corporation shall be given no fewer than 15 and no more than 50 days before the date of the meeting. Such notice shall be given in the same manner specified in Articles 6.1.3 to 6.1.5.

6.3 **Waiver of Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of or otherwise consent to the holding of a meeting of Members. Attendance of any individual who is a Member or any other person entitled to attend the meeting of Members shall be a waiver of notice unless the person attends specifically for the purpose of objecting to the meeting being held on the ground of improper or inadequate notice having been given. The Chair shall rule on the validity of the notice where such objection is made.

6.4 **Irregularities**

Subject to the express provisions of the Act or this Bylaw, irregularities in the notice of any meeting of Members, or in the giving thereof, or the accidental omission to give notice of any meeting to any person, or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any meeting and shall not prevent the holding of such meeting.

6.5 **Adjournments**

Any meeting of the Members of the Corporation may be adjourned from time to time to a fixed time and place and no notice of the time and place for the holding of an adjourned meeting need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling it.

6.6 **Quorum**

The quorum at any meeting of the Members shall be the Eparch Member and at least one Ordinary Member in person.

6.7 **Chair**

The Chair, or if the Chair is absent, the Vice-Chair shall be entitled to be Chair at every meeting of Members of the Corporation. If neither of the named persons is present, then the Members present shall choose any one of the Directors as Chair of the meeting, and if no Director is present, then the Members shall choose one of their number to be Chair.

6.8 **Voting**

6.8.1 Subject to section 6.8.2, and anything otherwise stated in this Bylaw, every Member is entitled to one vote provided the Member is present in person at the meeting, has signed the register and indicated the home parish to which he or she belongs.

6.8.2 The following matters shall be subject to a class vote and shall require the approval of each class of Members in the Corporation:

- a) any amendments to the articles or bylaws of the Corporation;
- b) any fundamental changes, being:
 - (i) sale or disposition of all or substantially all of the Corporation's assets;
 - (ii) amalgamation with another corporation;
 - (iii) continuance into another jurisdiction;
- c) any decision to dissolve or wind-up the Corporation; and
- d) the disposition of the Corporation's assets on dissolution of the Corporation.

6.9 **Proxy Voting**

No Member shall be entitled to be represented by proxy at a meeting of Members.

6.10 **Voting Procedure**

6.10.1 Voting at a meeting of Members shall be by show of hands except where a ballot is demanded by a Member entitled to vote at the meeting. Unless a ballot is demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the Minutes shall be sufficient evidence of that fact without proof of the number of votes recorded in favour of or against such resolution.

6.10.2 The Chair of the meeting shall be entitled to one vote by virtue of his or her being a Member of the Corporation. He or she shall not be entitled to a second or casting vote. In the event of an equal number of votes for and against a particular motion, the motion shall be deemed to have failed to pass.

6.10.3 Questions arising at any meeting of Members shall be determined by Ordinary Resolution of the Members present unless the Act, the Bylaws, or the Articles of the Corporation require a greater number of votes for a resolution to pass.

6.11 **No Vote in Absentia**

No Member entitled to vote at a meeting of Members shall be entitled to vote by mail or e-mail. The Member must be present at the meeting of Members in order to exercise the right to vote.

7. **BOARD OF DIRECTORS**

7.1 **Qualifications**

7.1.1 Any Member of the Corporation is qualified for election as a Director provided he or she is 18 years of age or older, has not been found lack capacity by a court of Canada or elsewhere and provided that he or she does not have the status of a bankrupt.

7.2 **Number of Directors**

7.2.1 Article 5 of the Articles of the Corporation provides that there shall be no fewer than 3 and no more than 15 Directors.

7.3 **Composition of Board**

7.3.1 The number of Directors, including the number of Appointed Directors and Elected Directors, may be fixed from time to time by Ordinary Resolution of the Eparch Member.

7.3.2 Subject to section 7.3.1, immediately following confirmation of this Bylaw, the Board shall be comprised of nine (9) Directors, consisting of:

- a) the Eparch Member, who shall be an *ex officio* Director at all times;
- b) four (4) Appointed Directors, who shall be appointed by the Eparch Member and who shall, insofar as possible, consist of the following individuals:
 - (i) One representative from the Finance Council of the Eparchy;
 - (ii) One representative from the Consulters;
 - (iii) One representative from the Eparchial Pastoral Council; and
 - (iv) One Director at large.
- c) four (4) Elected Directors, who shall be elected by the Members of the Corporation and who shall, insofar as possible, include one representation from each of the deaneries presided over by the Eparch and within the Eparchy.

7.4 **Election by Ordinary Resolution**

The Elected Directors of the Corporation shall be elected by Members of the Corporation by Ordinary Resolution at the Annual General Meeting.

7.5 **Term**

7.5.1 Each Appointed Director and Elected Director shall be appointed or elected at the Annual General Meeting for a two-year term, to expire at the second Annual General Meeting

following their appointment or election or until their successor has been appointed or elected.

7.5.2 An effort shall be made to ensure that the terms of one-half of the Directors expire each year so that one-half of the Board is elected at each Annual General Meeting.

7.6 **Number of Terms**

There is no limitation on the number of terms for which an Appointed Director may be re-appointed to be a Director of the Corporation. An Elected Director may be re-elected for a maximum of five (5) consecutive terms, after which the Elected Director is ineligible for election to the Board until at least eleven months after the Director's third term ended.

7.7 **Filling Vacancies**

7.7.1 Subject to the Act, vacancies on the Board shall be filled as follows:

- a) a vacancy in the office of an Appointed Director shall be filled by the Eparch Member; and
- b) a vacancy in the office of Elected Director may be filled by a quorum of the Board of Directors.

7.7.2 In all cases, the new Director shall serve only until the expiration of the term of the Director who was replaced.

7.8 **Removal of Directors**

7.8.1 Subject to the Act, Directors may be removed at any time before the expiration of their term of office, as follows:

- a) an Appointed Director may be removed by ordinary resolution of the Eparch Member, and the Eparch Member may appoint another qualified person to fill the office so vacated; and

- b) an Elected Director may be removed by Special Resolution of the Members of the Corporation, who may elect by Ordinary Resolution another qualified person to fill the office so vacated. If the Members do not elect another qualified person to fill the office so vacated, the vacancy may be filled in the manner set out in section 7.7.

Any person appointed or elected to fill the vacancy created by the removal of a Director shall hold office only until the expiration of the term of the Director that was removed.

7.9 **Vacancy**

The office of a Director shall be vacated ipso facto:

- a) if the Director is found by a Court to lack capacity by a court of Canada or elsewhere;
- b) if the Director dies or if by notice in writing to the Corporation, the Director resigns;
- c) if the Director is removed as provided in this Bylaw;
- d) if the Director has the status of a bankrupt; or
- e) if the Director ceases to be a Member of the Corporation.

7.10 **Indemnification**

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such Protected Person sustains or incurs:
 - (i) 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 person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of his or her duties of office.

- (b) Such indemnity will only be effective:
 - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 7.10 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 7.10.

7.11 **Reimbursement**

All Directors of the Corporation shall be entitled to reimbursement for all reasonable costs, charges, and expenses sustained or incurred in or about or in relation to the affairs of the Corporation.

7.12 **Remuneration for Board of Directors**

No Directors shall be entitled to remuneration for attending Board meetings or meetings of the Members of the Corporation.

8. MEETINGS OF DIRECTORS

8.1 Powers and Duties of the Board

- 8.1.1 The activities and affairs of the Corporation shall be managed by the Board of Directors who may exercise all of the powers of the Corporation which are not by Bylaw, statute, or

Articles directed or required to be done by resolution of the Members of the Corporation or which are not otherwise limited by Bylaw.

8.1.2 The Board shall formulate policies for the management of the Corporation.

8.1.3 The Board shall be responsible for developing and implementing fundraising initiatives and programs for the purpose of raising monies that will be used to further the Mission of the Corporation.

8.1.4 The Directors may, without authorization of the Members:

- a) borrow money upon the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation to secure an obligation of the Corporation.

8.1.5 The Directors may authorize any expenditures they may consider appropriate for purposes of the management and administrative operations of the Corporation. However, disbursements in the way of grants or distributions to persons, parishes, charities, or other organizations shall only be made upon the direction of the Finance Council.

8.1.6 The Directors shall provide periodic reports to the Finance Council.

8.2 **Resolutions**

The powers of the Board may be exercised by Ordinary Resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Directors. Where there are one or more vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

8.3 **Quorum**

8.3.1 A majority of the total number of Directors must be present to constitute a quorum at a meeting of Directors. A meeting of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions in or exercisable by the Directors generally.

8.3.2 if there is no quorum at a meeting of directors which has been duly called in compliance with this Bylaw, then the meeting shall be adjourned to another date. Notice of the adjourned date shall be given to all of the directors. If there is no quorum present on the adjourned date, the directors present shall constitute a quorum for the purpose of transacting the business that was to have been dealt with on the initial meeting date.

8.4 **Canadian Majority**

The Board shall not transact business at a meeting, other than to fill a vacancy on the Board, unless the majority of Directors present are Resident Canadians.

8.5 **Time and Place of Meeting**

Meetings of the Board of Directors may be held at such times and at such places within Saskatchewan as the Board of Directors may determine. A meeting of the Board shall be convened by the Chair or Secretary upon the written request of any 2 or more Directors.

8.6 **Notice**

Notice of a meeting of the Board of Directors shall be given in writing or by electronic or telephone communication to each Director no fewer than four (4) days before the meeting date.

8.7 **Waiver of Notice**

Meetings of the Board of Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing, or by electronic or by telephone communication to the meeting being held in their absence.

8.8 **Telephone Participation**

Where all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director

participating in such meeting by such means shall be deemed for the purposes of the Act to be present at the meeting.

8.9 **Voting at Meetings of Directors**

8.9.1 All Directors, whether they be *ex-officio*, representative, or elected, shall be entitled to vote at a meeting of Directors.

8.9.2 Unless a ballot is requested, voting at a meeting of the Board of Directors shall be by show of hands or by verbal assent. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of the Directors present.

8.9.3 If a vote is by ballot, the Chair of the meeting shall be entitled to one vote by virtue of his or her being a Member of the Board of Directors. He or she shall not be entitled to a second vote.

8.9.4 Where a vote is by show of hands (whether the vote requires a simple majority or a two-thirds majority vote), the Chair shall not vote in the first instance. He or she may, however, cast a vote where his or her vote would change the result. For example, the Chair may vote to create the majority vote required for a motion to pass, or the Chair may vote with the minority to cause a motion to fail. In no event shall the Chair vote twice (i.e. to create a tie and then to give the casting vote).

8.10 **No Conflict with Canon Law**

Notwithstanding section 8.2, the Directors shall have regard to advice received from the Eparch Member (as *ex officio* director) on all matters to be decided by the Directors so as to ensure no conflict with canon law.

8.11 **Passing of Resolution**

A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes is *prima facie* evidence of that fact without proof of the number of votes recorded in favour or against such resolution.

8.12 **Chair of the Meeting**

8.12.1 The Chair, and in his or her absence the Vice-Chair, shall chair meetings of the Board.

8.12.2 In the absence of the Chair and Vice-Chair, the Past-Chair shall chair the meeting. In the absence of all 3 individuals, the Directors may appoint one of their numbers to chair the meeting.

9. **EXECUTIVE OFFICERS**

9.1 **Officers**

The officers of the Corporation shall be the Past-Chair, Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Directors may from time to time select. The Board may specify the duties of and, subject to the Act, delegate to such Officers powers to manage the business and affairs of the Corporation, subject to the Board's continued supervision and oversight.

9.2 **Qualifications**

Officers shall be selected of the Corporation by the Directors. The Chair, Vice-Chair and Past-Chair shall be selected from among the Directors of the Corporation. Other Officers may be, but are not required to be, Directors of the Corporation.

9.3 **Term**

The term of office for the officers is one year and the officers shall be selected by the Directors of the Corporation at the first meeting of Directors immediately following each Annual General Meeting.

9.4 **Organizational Meeting**

The meeting of Directors at which the officers are selected shall be held within 30 days of the Annual General Meeting.

9.5 **Remuneration**

9.5.1 Officers of the Corporation shall not be entitled to any remuneration.

9.5.2 Officers of the Corporation shall be entitled to reimbursement for all reasonable costs, charges, and expenses sustained or incurred in or about or in relation to the affairs of the Corporation.

9.6 **Past-Chair**

The Past-Chair shall perform the duties of the Chair if the Chair and/or Vice-Chair are absent or unable to act. The Past-Chair shall also have such powers and perform such duties as the Board of Directors may determine from time to time.

9.7 **Chair**

The Chair shall chair all Board meetings and all meetings of Members at which he or she is present. The Chair is also an *ex officio* Member of all committees established pursuant to Article 10. Subject to the authority of the Board, the Chair shall possess and may exercise such powers and shall perform such duties as may from time to time be assigned to him or her by the Board.

9.8 **Vice-Chair**

The Vice-Chair shall perform the duties of the Chair if the Chair is absent or unable to act. The Vice-Chair shall also have such powers and perform such duties as the Board of Directors may determine from time to time.

9.9 **Secretary**

The Secretary shall, when present, record all acts and minutes of meetings of Members, meetings of the Board, and committees of the Board. He or she shall give all notices required to be given to Members, Directors, officers, and Members of committees. He or she shall also be the custodian of the Corporate seal and of all books, papers, records, correspondence, contracts, and other documents of the Corporation. The Secretary shall also perform such other duties as may from time to time be specified by the Board.

9.10 **Treasurer**

The Treasurer shall keep full and accurate accounting records in compliance with the Act of the assets, liabilities, receipts, and disbursements of the Corporation. He or she shall be responsible for the deposit of all money and other valuables in the name of and for the credit of the Corporation in such financial institutions as may from time to time be designated by the Board. He or she shall disburse funds of the Corporation under the direction of the Board of Directors and shall, whenever required, render to the Board an account of all his or her transactions and of the financial position of the Corporation. If any of the Treasurer's tasks are delegated to an employee or agent of the Corporation, the Treasurer shall supervise the work of the employee or agent and shall be ultimately responsible to ensure that the Corporation maintains accurate financial records in compliance with the Act. The Treasurer shall prepare the annual Financial Statements of the Corporation and provide to the Auditor and the Audit Committee such information as they may require to perform an audit or review of the Corporation's financial records. The Treasurer shall also present the audited Financial Statements to the Members at the Annual General Meeting.

9.11 **Agents and Employees**

9.11.1 The Board of Directors may from time to time appoint, employ and remove such agents, employees, or other persons as are deemed necessary to carry out the aims and objectives of the Corporation, to prescribe their duties, to fix their compensation, and to require from them security for due performance of their services.

10. **COMMITTEES**

10.1 **Creation**

The Board of Directors may, from time to time, constitute such standing or ad hoc committees as it deems necessary to assist it in carrying on the affairs of the Corporation and shall prescribe the duties and authority of the committees. The Board may discontinue any committees in its discretion.

10.2 **Standing Committees**

There shall be the following standing committees, unless otherwise determined by the Board:

- (a) Audit and Finance Committee;
- (b) Nominations Committee; and
- (c) Executive Committee.

10.3 **Composition of Committees**

The Board of Directors may appoint no fewer than 3 and no more than 5 Members of the Corporation to be members of any committee constituted pursuant to section 10.1 of this Bylaw. At least one Director shall sit on each committee. The Executive Committee shall be composed of the Officers of the Corporation. The Chair of each committee must be a Director. The Chair is an *ex officio* member of each committee constituted pursuant to section 9.7.

10.4 **Procedure**

The committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of the committee shall be decided by a majority of votes and in the case of an equality of votes, the Chair shall have a second or casting vote.

11. **AUDIT REQUIREMENTS**

11.1 **Auditor**

11.1.1 At each Annual General Meeting, the Members of the Corporation shall, by Ordinary Resolution, appoint an Auditor to hold office until the next annual meeting.

11.1.2 The Auditor must be an independent individual who is not a Director, Officer, or employee of the Corporation, nor a business partner or relative of any Director, Officer, or employee of the Corporation. He or she shall cease to hold office upon death or resignation, or upon removal in accordance with the provisions of the Act.

11.1.3 The Auditor is entitled to receive notice of and to attend every Annual General Meeting of Members of the Corporation, and every meeting of the audit committee.

11.1.4 The Auditor shall make a report to the Members and to the Board on the accounts examined by him or her and on every Balance Sheet and Statement of Income and Expenditures laid before the Members at any Annual General Meeting held during his or her term of office. The report shall state:

1. Whether or not he or she has obtained all of the information and explanations that he or she has required; and
2. Whether, in his or her opinion, the Balance Sheet is properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs as at the date of the Balance Sheet and the result of its operations for the year ended on that date according to the best of the information and of the explanations given to him or her and as disclosed in the books and records of the Corporation.

11.1.5 Where permitted by the Act and authorized by the Members, the Auditor may conduct a review rather than a full audit of the Corporation's financial records.

11.2 **Audit Committee**

The Directors of the Corporation shall appoint an audit committee composed of no fewer than three Directors of the Corporation, a majority of whom are not executive officers of the Corporation. The Auditor of the Corporation or a member of the Audit Committee may call a meeting of the committee.

12. **BUSINESS OF THE CORPORATION**

12.1 **Registered Office**

Until changed in accordance with the Act, the registered office of the Corporation shall be situated in the municipality specified in the Articles and at such location therein as the Board may from time to time determine.

12.2 **Corporate Seal**

The Corporate Seal of the Corporation shall be in such form as the Board may from time to time determine.

12.3 **Fiscal Year**

The fiscal year of the Corporation shall terminate on December 31st in each year.

12.4 **Banking Arrangements**

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, credit unions, trust companies or other bodies corporate, organizations, or individuals as from time to time may be designated by or under the authority of the Board.

12.5 **Execution of Instruments**

The Board of Directors may, from time to time, direct the manner in which and the individual by whom particular instruments or class of instruments may be signed. Unless such delegation is made, deeds, transfers, assignments, contracts, obligations, cheques, bills of exchange, orders for payment of money, and all other instruments required to be executed on behalf of the Corporation shall be signed any two of the following officers: Chair, the Treasurer, and the Secretary. All instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Any signing officer may affix the Corporate Seal to an instrument requiring it.

12.6 **Borrowing Powers**

12.6.1 Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, without authorization of the Members:

- a) borrow money upon the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) issue notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation to secure an obligation of the Corporation.

Nothing in this Section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

13. **BOOKS & RECORDS**

13.1 **Books & Records**

The Board of Directors shall cause all books and records required to be kept by the Act and by the Bylaw of the Corporation to be regularly and properly kept.

13.2 **Contents of Minute Book**

The Minute Book of the Corporation shall contain copies of the Articles of Continuance and any amendments thereto, Notices of Directors, Notices of Registered Office, the Bylaws of the Corporation as they may be from time to time, all special and ordinary resolutions of Members' meetings, a register of Members, copies or originals of all documents, registers, and resolutions as required by law, and copies of each annual Financial Statement presented to the Members at the annual general meetings.

13.3 **Accounting Records**

The accounting records of the Corporation shall include a record of all monies received and expended by the Corporation and the matters in respect of which the monies are

received or expended, and a record of all assets and liabilities of the Corporation, as well as all other transactions affecting the financial position of the Corporation.

13.4 **Inspection**

The Minute Book of the Corporation shall be open to inspection by the Directors, Auditor, Officers, and all Members of the Corporation. No Member who is not a Director shall have any right to inspect any account, book, or document of the Corporation except as such right is conferred by law or is authorized by the Directors.

13.5 **Annual Financial Statements**

The Directors shall ensure that the annual financial statements together with the report of the Auditor and any further information respecting the financial position of the Corporation and the results of its activities, are published on its website not more than four months after the end of each fiscal year.

The Corporation shall publish a notice stating that the financial statements together with the report of the Auditor and any further information respecting the financial position of the Corporation are available at the registered office of the Corporation to be examined during usual business hours of the Corporation by any person and that person may make extracts therefrom free of charge.

At each Annual General Meeting, the Directors shall present the annual financial statements and the report of the Auditor to the Members. The financial statement shall:

1. be approved by the Board of Directors and be signed by at least one of them;
2. cover a period that ended not more than four months before the Annual General Meeting;
3. be a comparative statement (except in the case of the first statement) relating separately to the latest completed fiscal year and the fiscal year next preceding it;
4. be made up of:
 - a) a statement of income and expenditures for each period;
 - b) a balance sheet at the end of each period; with each Statement containing the information required by the Act to be disclosed in such Statement.

14. GENERAL

14.1 Notices

14.1.1 Unless otherwise provided in this Bylaw, any notice or other document required to be given or sent by the Corporation to any Member, Director, Auditor, or other person shall be delivered personally or sent by prepaid mail or by FAX or e-mail addressed to such person at the last address appearing in the books of the Corporation, or, if no address is given there, then addressed to the last address of such person known to the Secretary of the Corporation.

14.1.2 Any document sent by mail shall be deemed to have been served at the time it would have been delivered in the ordinary course of the mail. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope containing the notice was properly addressed and delivered to the Post Office or placed in a Post Office letter box.

14.1.3 Where a given number of days' notice or notice extending over any period is required to be given, the day of personal service, the day of delivery to the courier, the day of FAX transmission, the day of the e-mail transmission, or the day of posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be included in counting such number.

14.2 Amendment of Bylaws

All Bylaws shall be made, amended or repealed by Special Resolution of each class of Members at a meeting at which a quorum is present. The Board may propose the making, amendment or repeal of bylaws to the Members, but no such bylaw, or amendment or repeal of a bylaw, shall be effective until approved by each class of Members.

14.3 Dissolution/Winding Up

14.3.1 Subject to the Act, the Corporation may be liquidated or dissolved by Special Resolution of each class of Members at an Annual General Meeting or at a Special General Meeting of Members called specifically for that purpose. At that meeting, the Members shall appoint five (5) administrators which shall be tasked, together with the Eparch Member, with the administration of the process of dissolution and distribution of assets.

14.3.2 Subject to the provisions of the Act, upon liquidation or dissolution of the Corporation, the Administrators shall:

- a) pay the liabilities of the Corporation;
- b) transfer all remaining assets to the Ukrainian Catholic Episcopal Corporation of Saskatchewan for the continued promotion of the Mission of the Corporation.

15. REPEAL

All previous Bylaws passed by the Corporation are hereby repealed.

Secretary _____

This Bylaw was ratified by the membership of the Corporation at an Annual General Meeting on September 22, 2018.

Secretary _____

Approved by the Eparch Member on _____

Most Rev. Bryan Bayda, C.Ss.R.
Eparch of the Ukrainian Catholic Eparchy
Of Saskatoon