

Constitution

- 1. The name of the society is: First Unitarian Church of Victoria Foundation**
- 2. The purposes of the society are:**
 - A. To promote the principles and values of the Unitarian Church by providing support to Unitarian Churches. Unitarian Fellowships and Unitarian Societies on Vancouver Island and at Powell River for education, training, organization, mutual care and fellowship.**
 - B. To support the growth and development of the Unitarian religion by facilitating educational, artistic and cultural activities on Vancouver Island.**
 - C. To provide assistance to Unitarian Churches, Unitarian Fellowships and Unitarian Societies on Vancouver Island and at Powell River for:**
 - i. The relief of poverty,**
 - ii.. The promotion of human rights.**
 - iii. The preservation of a sustainable environment and**
 - iv. Other acts of public benevolence.**

Bylaws

ARTICLE I – Interpretation

Section 1. -- In these bylaws, unless the context otherwise requires,

- a) “Bylaws” means these bylaws, unless the context otherwise requires;
- b) “Board” means the Board of Directors of the Foundation;
- c) “Church” means The First Unitarian Church of Victoria
- d) “Foundation” means the First Unitarian Church of Victoria Foundation;
- e) “Member in Good Standing” means a member of the First Unitarian Church of Victoria who is in compliance with the Church’s membership criteria. A member not in good standing is a member of the First Unitarian Church of Victoria who is not in compliance with the Church’s membership criteria;
- f) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
- g) “Registered Address” of a member means the member’s address as recorded in the register of members;

Section 2. -- The definitions in the Society Act on the date on which these bylaws become effective apply to these bylaws unless superseded by interpretations in Article 1 Section 1.

Section 3. -- Words importing the singular number include the plural number and vice versa and words importing a male person include a female person and an incorporated body.

Section 4. -- Wherever reference is made to an article or section it shall be deemed to extend and apply to any subsequent amendment to that article or section.

ARTICLE II – Membership

Section 1. -- The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.

Section 2. -- A person is a member of the Foundation if that person is a member in good standing of the First Unitarian Church of Victoria, unless that person advises to the contrary in writing to the Secretary.

Section 3 – Every member must uphold the constitution and comply with these bylaws

Section 4. – A person ceases to be a member of the Foundation:

- a) by delivering their resignation in writing to the Secretary of the Foundation or by mailing or delivering it to the address of the Foundation; or
- b) on their death; or
- c) on being expelled; or
- d) on ceasing to be a member in good standing of the First Unitarian Church of Victoria.

Section 5. -- A member in good standing may carry no more than one proxy.

Section 6. -- In matters relating to discipline or expulsion, the Board may exercise any disciplinary powers the congregation may have, following procedures that meet the requirements of natural justice and fundamental fairness, in accordance with Board policy.

ARTICLE III – General Meetings

Section 1. -- The Annual General Meeting will be held annually, at a time and place fixed by the Board.

Section 2. -- The Agenda and the Financial Statement shall be available to registered members fourteen days before the Annual General Meeting. At the Annual General Meeting all aspects of Foundation operations are open for discussion and resolution. Matters requiring a Special Resolution must be dealt with in a manner consistent with Section 7.

Section 3. -- Every general meeting, other than the Annual General Meeting, is an extraordinary general meeting.

Section 4.-- An extraordinary general meeting may be called at the discretion of the Board or shall be called on the written request of 10% or more of members in good standing. At an extraordinary meeting motions may be made only on matters identified in the distributed proposed agenda.

Section 5 -- At least fourteen days notice of the time, place, and proposed agenda of an extraordinary general meeting shall be available to registered members at the Church office and on Sunday mornings in the Sanctuary. An attempt shall be made to notify all members of an extraordinary general meeting; however, the failure of a registered member to become aware of the extraordinary general meeting does not invalidate proceedings at the meeting.

Section 6. -- A quorum for the transaction of business at a general meeting shall consist of at least seven registered members in personal attendance or represented by proxy.

Section 7. -- Special Resolutions must be included with the Notice of the general meeting made available to registered members fourteen days before the meeting.

Section 8. -- General meetings shall be chaired by the Board President, Board Vice-President or a registered member appointed by one of them.

Section 9. -- Draft minutes of all general meetings shall be posted in the Church office within two weeks of the meeting.

ARTICLE IV – Board of Directors

Section 1. -- The Board shall consist of up to 5 registered members elected at an Annual General Meeting. The elected Directors shall include a President, a Vice President, a Secretary and a Treasurer.

Section 2. -- The Directors shall hold office from the commencement of the first Board meeting following the election of the new Board at the Annual General Meeting until termination pursuant to Section 3.

Section 3. -- A Director's term of office shall terminate upon:

- a) the end of their term; or
- b) their resignation; or
- c) unless excused by the Board, absence from three consecutive Board meetings; or

d) termination of membership.

Section 4. -- In the event of a vacancy on the Board, the Board may select any registered member as a successor to serve until the next Annual General Meeting.

Section 5. -- A Director shall receive no remuneration for the performance of his/her duties, but may be reimbursed for expenses reasonably incurred while engaged in affairs of the Foundation.

ARTICLE V – Meetings of the Board of Directors

Section 1. -- A meeting of the Board of Directors may be called at any time by the President or any two members of the Board. Notice of the time and place of the meeting shall be communicated to all members of the Board.

Section 2. -- One half of the Directors shall constitute a quorum for the transaction of business.

Section 3. -- All Board meetings are open to the registered members of the Foundation.

Section 4. – The Board may meet by way of telephone conference call at such times as it sees fit for the conduct of business.

Section 5.—No Director, either directly or indirectly, may have any pecuniary or other interest in any Foundation contract or business transaction without first declaring such interest, and any such director must not be present to discuss the business item in questions and must not vote on it.

ARTICLE VI – Powers and Duties of Board of Directors

Section 1. -- The Board may exercise all of the powers and do all the acts and things that the members may exercise and do at a General Meeting, except as provided in these Bylaws and the Society Act.

Section 2 -- To manage the affairs of the Foundation and to maintain and enhance the

a) Foundation property and assets, the Board may
term, 2) resignation, 3) unless excused by the
ay hire such staff, establish such plans and
policies, create such committees and sign such contracts as it deems necessary and appropriate.

Section 3. -- The President shall be responsible for the general management and supervision of affairs and operation of the Foundation. The President is an ex-officio member, with a vote, of all committees except the Nominating Committee. At any time, the President may delegate any of his/her responsibilities to another elected member of the Board.

Section 4. -- In the absence of the President, the Vice President shall temporarily assume the duties of the President.

Section 5. -- The Secretary shall be responsible for keeping an accurate record of the transactions of the Board and general meetings and perform such other duties as may be prescribed by the Board. A permanent record of all Board documents shall be

maintained in a place of safe custody.

Section 6. -- The Treasurer shall be responsible for keeping full and accurate account of all financial receipts and disbursements and for those duties set out in Article IX (1).

Section 7. -- The Directors shall perform such duties as may be assigned by the Board.

ARTICLE VII – Financial Review Committee

Section 1.-- The mandate of the Committee is to review the year end financial statements of the Foundation with the Accountant, if any, and the Treasurer and to report to the Members at the Annual General Meeting on the accuracy and adequacy of the year end financial statements.

Section 2. -- The Committee shall consist of three members elected at the Annual General Meeting. Members who are serving on the Board or currently involved in the financial management of the Foundation may not sit on this Committee.

Section 3. -- Vacancies on this Committee may be filled by members selected by the Board.

ARTICLE VIII – Signing Officers

Section 1. -- Signing officers for any bank account operated by the Foundation, shall be any two of the following: President, Treasurer, and

any other Director or Directors appointed by the Board for that purpose.

Section 2. -- The signature of any one signing officer shall be sufficient for interaccount transfers of funds, including transactions involving Term Deposits, but this authority shall not extend to withdrawal of funds from any of the Foundation accounts.

ARTICLE IX – Foundation Finances

Section 1. -- The Treasurer is the custodian of all the Foundation financial records. The financial records of the Foundation shall be retained for at least the length of time specified in the Canadian Income Tax Legislation. The Treasurer shall oversee the destruction of old financial records in a manner which preserves their confidentiality.

Section 2. -- The financial records of the Foundation may be inspected by any member by making an appointment to do so with the Treasurer.

Section 3. -- The Board may retain an Accountant to assist the Treasurer in keeping the financial accounts and records of the Foundation. The Accountant must be a member in good standing of the Chartered Professional Accountants of Canada.

Section 4. -- Trust Funds may from time to time be established by the Board for the purposes and conditions of the funds indicated by the testator or donor of the monies to establish the fund. The Board shall ensure that all withdrawals from Trust Funds are consistent with the instructions of the testator or donor.

Section 5. -- The fiscal year begins on January 1 of each year and ends on December 31.

Section 6. -- The Board shall oversee the investment of the Foundation's funds. The Board shall determine how income from these investments shall be used or allocated.

Section 7.--No gift, donation or bequest having significant terms and conditions shall be received by or accepted by the Foundation without a prior resolution of the Board.

Section 8.—Any gift, donation or bequest may, subject to prior resolution by the Board, be declined where the nature of the asset, specified conditions attached, or identity of the donor does not fall within policies established by the Board.

Section 9. – Gifts, donations or bequests of money having a value as specified within policies established from time to time by the Board and having no terms or conditions may be designated by the donor to support a specific purpose of the Foundation's Constitution.

Section 10.—Gifts, donations or bequests of money having a value as specified within the policies established from time to time by the Board may, subject to prior resolution of the Board, be accepted as a specifically named fund within the Foundation.

Section 11.—The Board at a general meeting may designate by resolution and an agent of the Foundation who shall be authorized to manage the investments of the Foundation and to purchase, transfer, exchange, sell or otherwise dispose of or turn to account or realize upon securities, in accordance with the policies established by the Board and in accordance with the laws and statutes of the Province of British Columbia and the Government of Canada.

Section 12.--The capital of the Foundation may not be encroached upon for distribution within the purposes of the Foundation's Constitution unless done by way of special resolution passed at a general meeting. No other encroachment is permissible.

Section 13.-- In order to carry out the purposes of the Foundation, the Directors may, on behalf of and in the name of the Foundation, raise or secure the payment or prepayment of money in the manner they decide, and, in particular but without limiting that power, but the issue of a debenture. A debenture may not be issued without the authorization of a special resolution.

ARTICLE X – Indemnification of Directors and Officers

Section 1.—In accordance with the Society Act, every member and officer of the Board, and their estates and effects and the heirs, executors and administrators thereof, respectively from time to time and at all times, shall be indemnified and saved harmless by the Foundation from and against all damages, and costs, charges and expenses whatsoever which a member or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such above named individual, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the individual in good faith, in or about the execution of the duties of office.

ARTICLE XI – Limitations of Liability

Section 1.—In accordance with the Society Act, Directors or Officers of the Foundation shall not be liable for any losses which maybe incurred by the investment of the assets of the Foundation, except to the extent that such losses shall have been caused by bad faith or gross negligence. Nor Director or Officer of the Foundation shall be personally liable as long as he or she acts in good faith, provided that nothing herein shall relieve any Director of Officer of the Foundation from any liability imposed on him or her by the bylaws of the Foundation. Each Director or Officer shall be liable only for his or her own willful misconduct or omissions and shall not be liable for acts or omissions of any other Director of Officer. No Director or Officer shall engage in any self dealing or transactions with any of the assets of the Foundation, in which the Director or Officer has a direct or indirect financial interest and shall at all times refrain from any conduct in which is or her personal financial interest would conflict with the financial inters of the Foundation.

ARTICLE XII – Insurance

Section 1.—The Foundation may purchase and maintain insurance for the benefit of the Directors and Officers, or any of them, except insurance against a liability, cost, charge or expense of the Director or Officer incurred as a result of a contravention of Article X of these bylaws.

Section 2.—The Foundation shall maintain adequate third party liability insurance either directly or through an addendum to the First Unitarian Church of Victoria's policy.

ARTICLE XII – Seal of the Foundation

Section 1. – The Directors may provide a common seal for the Foundation and may destroy a seal. The seal of the Foundation shall be in the custody of the Secretary who shall ensure it is used appropriately and in conformity with Board Policy.

ARTICLE XIV – Alteration of Bylaws

Section 1. -- These bylaws may not be changed except by a Special Resolution passed at a general meeting.

ARTICLE XV– Non-Profit Status

The activities of this Society shall be carried out without the purpose of gain for its members and shall operate exclusively for charitable purposes and any profits or other accretions to the Society shall be used for promoting the purposes in the Society's Constitution.

ARTICLE XVI – Dissolution

On the winding up or dissolution of the Foundation, funds or assets remaining after all debts have been paid shall be given, transferred and distributed to shall be transferred to the First Unitarian Church of Victoria, provided the Church is then a registered charity in Canada, but if the Church is not then a registered charity, to one or more registered charities in Canada that are designated by the members of the Foundation.

ARTICLE XVIII – Place of Operation

The operation of the Society shall be carried on in British Columbia.