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RESOLUTION

Bylaws

WHEREAS the *St. Teresa's Mundy Pond Corporation* was incorporated on March 25, 2022;

AND WHEREAS the new Board of the *St. Teresa's Mundy Pond Corporation* met for the first time on April 4, 2022 and approved the By-Laws of the new Corporation;

AND WHEREAS under By-law 57, the By-Laws may be affirmed, rejected, or amended by the members at a meeting of members;

AND WHEREAS on April 5, 2022 notice was given that a Special Meeting of members to ratify the By-laws was to be held on April 20, 2022;

AND WHEREAS on April 20, 2022 the Special Meeting was convened for the purpose;

THEREFORE BE IT RESOLVED that the By-Laws as amended be adopted as follows:

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St. Teresa's Mundy Pond Corporation

BY-LAW No. 1

- 1) In these By-Laws, unless there be something in the subject or context inconsistent therewith,
- a) "Board" or "board", or Board of Directors" means the Board of Directors of the Corporation, and Director or director means a member of the board,
 - b) "Member" means those individuals described under the caption "MEMBERSHIP" herein, in their own right,
 - c) "Parish" means the Parish of St. Teresa's, Mundy Pond, as more fully described by the Roman Catholic Episcopal Corporation of St. John's,
 - d) "Parishioner" means a Member as defined herein,
 - e) "Registrar" means the Registrar of Companies appointed under the Newfoundland and Labrador *Corporations Act*, and
 - f) "Special Resolution" means a resolution passed by not less than two thirds of the Board who are present at a meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

2) Purpose and Objects

The Corporation has been incorporated to fulfill the following purposes:

- a) To advance religion by establishing and maintaining a house of worship with services conducted (or held) in accordance with the tenets and doctrines of the Roman Catholic faith,
- b) To provide pastoral, educational and charitable works to those in need, and
- c) To make gifts to qualified donees, as defined under the *Income Tax Act* (Canada), as amended from time to time.

Provided that the Corporation:

- d) Shall not undertake any activity that would result in the revocation of its status as a registered charity, for purposes of the *Income Tax Act* (Canada),
- e) Shall not permit a majority of its directors, officers or employees to be compromised so that a majority of same are related or do not deal with each other at arm's length, for purposes of the *Income Tax Act* (Canada), and

- f) Shall not make non-qualified investments as defined by Section 149.1 of the *Income Tax Act* (Canada).

The Corporation will achieve its objectives by receiving and maintaining a fund or funds and applying all or part of the principal and income therefrom, from time to time, to its religious activities and charitable activities (as that term is defined in subsection 149.1(1) of the *Income Tax Act* (Canada) within Newfoundland and Labrador and will do all such things as are incidental or ancillary to the attainment of the above purposes.

3) Head Office

- The head office of the Corporation shall be at 120 Mundy Pond Road, St. John's, NL A1E 1V1 or at such place as the Board may from time to time determine.

MEMBERSHIP

4) Membership

The Membership of the Corporation shall consist of:

- a) The Incorporators,
- b) All persons (Parishioners) who are followers of Jesus Christ and who live within the boundaries of the Parish, as defined herein,
- c) All persons who live outside the aforementioned boundaries who wish to contribute to the spiritual advancement of the Parish, as defined herein, and
- d) Any registered parishioners.

5) Membership Dues

There shall be no dues payable by members for membership in the Corporation.

ANNUAL AND SPECIAL MEETINGS

6) Annual Meetings

An annual meeting of the Corporation shall be held within four (4) months after the end of each fiscal year of the Corporation on such date and as may be determined by the Board of Directors, and the Secretary shall give notice by publication in the parish bulletin, announcement from the pulpit and by electronic means of the annual meeting to all members of the Corporation at least one month before the date on which the meeting is to be held.

7) Annual Business

At each annual meeting of the Corporation, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- a) Minutes of the previous general meeting,
- b) Consideration of the annual report of the Corporation,
- c) Consideration of the financial statements, including the balance sheet and operating statements and the report of the auditors thereon,
- d) Appointment of directors for the ensuing year, if required, and
- e) Election of officers.

8) Special Meetings

Special meetings of the Corporation shall be called upon the request of the Chair, to be held within thirty days of such request. Notices of special meetings shall be given by the secretary to the members by electronic notice at least two weeks in advance and shall include the date, place, and time of the meeting and in the case of special business, the nature of such business shall be stated in the notice.

9) Quorum

No business shall be transacted at a meeting of the Corporation unless a quorum of members is present at the commencement of such business; such quorum shall be twenty-five (25) members.

10) No Quorum

If within one-half hour after the time appointed for the meeting, a quorum of members is not present, or at any time a quorum ceases to be present during a meeting, the meeting shall stand adjourned to such time and place as a quorum is present.

11) President

- a) The position of President shall be held at all times by a member of the board of directors of the Corporation.
- b) The President of the Corporation shall preside as Chair at every annual and special meetings of the Corporation.

12) Vice-President

- a) If there is no Chair, or if at any meeting the Chair is not present at the time of holding the same, the Vice-President shall preside as Chair, and

- b) If there is no President or Vice-President in office or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the meeting shall stand adjourned to such time and place as the majority of the board then present shall direct.

13) Adjournment

The Chair may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members as aforesaid.

14) Declaration

At any annual meeting, unless a poll is demanded by at least two (2) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes of the proceedings shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

15) Poll

If a poll is demanded as aforesaid, the same shall be taken in such manner as the Chair may prescribe.

VOTES OF MEMBERS

16) Vote

Each member of the Corporation is entitled to one vote on a motion, resolution or question put to a meeting. Voting may be by voice, by show of hands, by poll, or by secret ballot, as the meeting may determine by voice vote.

17) Members' Meeting Held by Electronic Means

If the directors or members call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and Regulations, entirely or partially by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

18) Majority Vote

Majority vote shall carry a motion, resolution or question put to the meeting.

19) Casting Vote

The Chair shall have a vote and in the event of a tie vote the Chair shall have in addition a casting vote.

DIRECTORS

20) Board

There shall be a board of directors whose officers shall include the President and Vice-President. The number of directors shall not be less than three (3) nor more than ten (10) members.

21) Initial Directors

The Incorporators named in the Articles of Incorporation, shall be the initial directors of the Corporation.

22) Election of Directors

The Chair, at the first meeting of directors, shall appoint a Committee to establish the process of electing additional and succeeding directors, following the appointment of the initial directors. The Committee will report to the board as directed; the board's approval being required for acceptance of the process.

23) Executive Director

The Chair may appoint an Executive Director and the board shall determine his/her duties and responsibilities. The Executive Director will report to the Board.

24) Term of Office

Directors shall be elected by the members of the Corporation. Directors shall have a term of three (3) years and shall be eligible for re-election.

25) Termination

A director may be relieved of his or her position as director by a vote of two-thirds (2/3) of the directors at a properly convened board meeting in any one or more of the following circumstances:

- a) if the director is absent without leave of the Board from three meetings of the board within any consecutive twelve (12) month period,
- b) if the director becomes unable to serve for any reason,
- c) if the director violates the By-Laws or the objects of the Corporation,
- d) if, in the opinion of the board, the director has failed to fulfil satisfactorily his or her obligations as director, or
- e) for any other reason deemed sufficient by the board.

26) Ceasing to Hold Office

In the event that a director dies or resigns the office or is relieved of the office, whereupon the office shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term of the former director by a person appointed by the Board.

27) Remuneration

The Board of Directors and the Officers of the Corporation shall serve the Corporation without remuneration and no member of the Corporation shall benefit personally from their membership, provided that the directors and officers may receive compensation for reasonable expenses incurred by them in the performance of their duties.

28) Participation

Officers and directors shall not be deemed ineligible, due to their status as Officers or Directors, to avail themselves of any program that may be offered or undertaken by the Corporation for the benefit of the general public, or any segment thereof, unless expressly excluded by a majority vote of the Directors.

29) Conflict of Interest

Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the Corporation, shall declare such interest. Such a declaration is to be made by the directors upon nomination or, if serving as a director, when the possibility of a conflict is realized. A conflict of interest does not preclude a person from serving as a director provided that he/she withdraws from discussion and voting on matters related to that interest, and that such withdrawal is duly recorded in the minutes of the meeting.

30) Delegation of Powers

The board may establish and delegate any of its powers to committees consisting of such directors, members, and/or such other persons as the board thinks fit and the board may from time to time revoke such delegation. Any committee so formed shall be in the exercise of the powers so delegated, conform to any regulation or directions that may from time to time be imposed upon it by the board. Any decision and or recommendation proposed by a committee shall be referred to the board for decision and final approval.

31) Board Meetings

Meetings of the board shall be held as often as the business of the Corporation may require, or upon written requisition by at least two (2) board members and shall be called by the Chair. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Corporation, without notice. Notice of all other board meetings, specifying the time and place thereof, shall be given either orally, by facsimile, electronic, or in writing or by hand delivery to each director not less than three (3) days, and in the case of mail not less than seven (7) business days, before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the board. Meetings may be held in person, or through

any form of electronic media.

32) Chair

The President or, in the President's absence, the Vice-President shall preside as Chair at meetings of the board. In the absence of both the President and Vice-President the meeting shall stand adjourned to such time and place as a majority of the board then present shall direct.

33) Voting

Each director, including the Chair, shall be entitled to one vote on a motion, resolution or question put to a meeting. Voting may be by voice, by show of hands, by poll, or by secret ballot, as the meeting may determine by voice vote. In the event of a tie vote, the Chair shall have in addition a casting vote.

34) Regulations

The board may make such regulations as it sees fit for the governing of its own proceedings and functions.

35) Resolutions

A resolution signed by all directors, or all members of any committee appointed by the Board of Directors, shall be of the same force and effect as if it had been passed at a regularly constituted meeting of the Board of Directors or of the Committee. The Corporation shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

DUTIES OF DIRECTORS

36) Management

The general oversight of the activities of the Corporation shall be vested in the directors who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not hereby or by statute expressly directed or required to be exercised or done by the Corporation in general meeting. The board in the exercise of these powers shall conform to any regulation or direction that may from time to time be imposed upon it by the membership at an annual or special meeting. The board and each of its members shall at all times adhere to approved governance policies of the Corporation.

37) Borrowing Powers

The directors of the Corporation may from time to time:

- a) Borrow money on the credit of the Corporation,
- b) Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation, and

- c) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt interest of the Corporation.

38) Public Communication

The Chair of the board or his/her delegate shall at all times communicate on behalf of the Corporation. No other director shall communicate to the public on matters pertaining to any business of the Corporation unless otherwise expressly authorized by the Chair.

39) Execution of Documents

To be valid, all disbursements, contracts, deeds, bills of exchange and cheques or other instruments and documents representing amounts greater than \$5,000.00 made on behalf of the Corporation shall first be specifically authorized by the board and shall be executed on behalf of the Corporation by such person(s) as the board may from time to time designate. Any expenditures under \$5,000.00 shall also be approved by the board as general day-to day operating expenses as approved in the operating budget.

40) Directors' Liability Insurance

The Corporation shall provide, at its cost, indemnity and liability insurance for Directors respecting all activities of the directors in relation to the Corporation. The amount and particulars of such insurance shall be as determined by the board from time to time.

41) Annual Report

The board shall provide an Annual Report describing the financial and other activities and progress of the Corporation and any other matters deemed appropriate by the Board, and such report shall be given to the members at the annual meeting.

OFFICERS OF THE CORPORATION

42) Officers

The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. The first directors shall appoint from their own number the officers of the Corporation who shall hold office until their successors are appointed. Officers shall be eligible for reappointment.

43) Other Administrative Positions

The board may appoint from among the members of the Corporation or from such other persons as the board shall in its discretion deem appropriate persons to hold to various other administrative positions as shall be deemed advisable, and such person(s) shall hold such position at the pleasure of the board; one person may hold more than one such position. The duties of such other position(s) shall be such as the terms of the position created shall call for. Any of the powers and duties of an

officer to whom an assistant has been appointed under these provisions may be exercised and performed by such assistant, in the case of the unavailability of the officer, unless the board directs otherwise.

44) General Duties of The Chair

The President shall oversee the general operations of the Corporation.

45) Vice-President

The Vice-President shall, in the absence of the President, exercise the authority and fulfil the duties of the President, and shall perform such other duties as are assigned by the President.

46) Secretary and Treasurer

The Secretary shall act as Secretary at all meetings of the board and at the annual meeting and special general meetings of the Corporation and shall prepare minutes of the proceedings at all such meetings. The Secretary shall have custody of the Minute Books and shall perform all such other duties as shall be assigned from time to time by the board. The Treasurer shall have custody of all accounts of the Corporation, and shall maintain complete and accurate books of accounting, and shall:

- a) report when directed by the board, the financial position of the Corporation,
- b) sign documents and instruments that properly require the signature of the Treasurer, and
- c) at each annual meeting of the Corporation, present to the meeting a true account of the Corporation's finances.

FINANCIAL REVIEW OF ACCOUNTS

47) Fiscal Year

The fiscal year of the Corporation shall be the annual period ending December 31st, or such other date as the board may determine from time to time.

48) Financial Report

At every annual meeting the board shall make a written report as to the financial position of the Corporation and the report shall contain a Balance Sheet and Statement of Operations. The board will appoint an independent auditor for a review engagement annually. The Auditor shall then make a written report to the members upon the Balance Sheet and Statement of Operations, and in every such report, the Auditor shall state whether, in his/her opinion, the Balance Sheet is a full and fair Balance Sheet containing the particulars required by the Corporation and properly drawn up, and such report shall be read at the annual meeting. Notwithstanding the foregoing the Board may require an audit and or report at any time in addition to the report at the annual meeting.

MISCELLANEOUS

49) Committees of the Board

The board may from time to time appoint any committee or any advisory body as it deems necessary or appropriate for such purposes, and subject to the Act, with such powers as the board may see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time require. Any committee may be disbanded, and any committee member may be removed, by resolution of the board of directors.

50) List of Directors

The Corporation shall file with the Registrar a list of its directors with their addresses, occupations and dates of appointment or election, as required by law.

51) Access to Documents

The Corporation shall electronically furnish to any member upon request a copy of its Articles of Incorporation and By-Laws.

52) Inspection of Records

The books and records of the Corporation may be inspected at the registered office of the Corporation by any Member at any reasonable time within two days prior to the annual general meeting.

53) Amendment of By-Laws

Any additions, amendments, deletions or alterations to these by-laws shall require two-thirds majority vote of members present at a meeting for such purpose. Notice in writing of any such change(s) shall be given at the previous regular meeting of the Members. Such changes shall come into effect immediately following adoption.

54) Invalidity of Provisions of this By-Law

The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions.

55) Omissions and Errors

The accidental omission to give notice to any member, director, officer, or committee of the board, or to a public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

56) Dissolution

In the event of dissolution of the Corporation, all accumulated funds and property of the Corporation shall be paid over, conveyed and transferred to such registered charitable organization as shall be deemed proper by the Board of Directors and in compliance with the CRA's regulations under the *Income Tax Act* (Canada) and the Corporation's constating documents.

57) By-Laws and Effective Date

This by-law is effective from the date it is approved by the resolution of directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If this by-law is confirmed by the members, it remains effective in the form in which it was confirmed. This by-law ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at such meeting.

CERTIFICATION

Certified by the Secretary of the Corporation to be a true and correct copy of By-Law # 1 passed by a majority of the Members of the Corporation at a General Meeting thereof held in St. John's on April 20, 2022.



Margie Janson
Secretary and Recording Secretary