

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of:

**INTERFAITH COMMITTEE ON CHAPLAINCY IN
THE CORRECTIONAL SERVICE OF CANADA INC.**

**COMITE INTERCONFESIONNEL DE L'AUMONERIE
DU SERVICE CORRECTIONNEL DU CANADA INC.**

BE IT ENACTED as a By-law of INTERFAITH COMMITTEE ON CHAPLAINCY IN THE CORRECTIONAL SERVICE OF CANADA INC. / COMITE INTERFESIONNEL DE L'AUMONERIE DU SERVICE CORRECTIONNEL DU CANADA INC. (hereinafter referred to as the "Corporation") as follows:

CORPORATE SEAL

1. The seal of the Corporation, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

CONDITIONS OF MEMBERSHIP

2. There shall be no membership fees or dues unless otherwise directed by the board of directors.
3. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
4. Any member may be required to resign by a vote of two-thirds (2/3) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

HEAD OFFICE

5. Until changed in accordance with the Act, the Head Office of the Corporation shall be located in the City of Ottawa, Regional Municipality of Ottawa-Carleton, in the Province of Ontario.

BOARD OF DIRECTORS

6. The property and business of the Corporation shall be managed by a board of three (3) to twenty (20) directors of whom the majority shall constitute a quorum. Directors must be individuals, eighteen (18) years of age, with power under law to contract. Directors need not be members of the Corporation.
7. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected.
8. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.
9. ***Directors shall be elected for a two (2) year term at an annual meeting of members.***

[changed three (3) year term to two (2)]

10. The office of director shall be automatically vacated:
 - (a) if a director shall resign ***her/his*** office by delivering a written resignation to the Secretary of the Corporation;
 - (b) if ***she/he*** is found by a court to be of unsound mind;
 - (c) if ***she/he*** becomes bankrupt or suspends payment or compounds with ***her/his*** creditors;
 - (d) if at a special general meeting of members a resolution is passed by three-quarters (3/4) of the members present at the meeting that ***she/he*** be removed from office;
 - (e) on death.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the directors by majority vote, may, by appointment, fill the vacancy with a member in good standing of the Corporation.

11. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that forty-eight (48) ***hours*** written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least thirty (30) days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
 - 11.1. If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as

permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

- 11.2. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.
12. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from *her/his* position as such; provided that a director may be paid reasonable expenses incurred by *her/him* in the performance of *her/his* duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.
13. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which *her/his* retirement is accepted and *her/his* successor is elected.
14. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have the authority and shall perform such duties as shall be prescribed by the board of directors to the time of such appointment.
15. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

16. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against *her/him*, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by *her/him*, in or about the execution of the duties of *her/his* office or in respect of any such liability;
 - (b) all other costs, charges and expenses which *she/he* sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by *her/his* own wilful neglect or default.

EXECUTIVE COMMITTEE (OPTIONAL)

17. There shall be an executive committee composed of nine (9) directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
18. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least *thirty* (30) days prior to the meeting. The majority of members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

POWERS OF DIRECTORS

19. The directors of the Corporation may administer the affairs of the Corporation in all things and 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, may 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.
20. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms and conditions as the board of directors may prescribe.
21. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the *objectives* of the Corporation.

OFFICERS

22. *The officers of the Corporation shall be President, Vice-President, and Past President and such other officers as the board of directors may by by-law determine.*

[eliminated rest of the present text]

23. The President shall be elected at an annual meeting of the members. Officers, other than President of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the annual meeting of members in which the directors are elected.

24. The officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time. The President and Vice-President shall be eligible for re-election for one term. *A non-member may be employed by the committee to fulfil the duties of Secretary-Treasurer. This person is responsible to the officers. The officers are in turn responsible for the terms of employment.*

[last sentence eliminated and replaced by highlighted text.]

DUTIES OF OFFICERS

25. The President shall be the chief executive officer of the Corporation. *She/he* shall preside at all meetings of the corporation and the board of directors. *She/he* shall have the general and active management of the affairs of the Corporation. *She/he* shall see that all orders and resolutions of the board of directors are carried into effect.
26. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform other duties as shall from time to time be imposed upon *her/him* by the board of directors.
27. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable affects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. *She/he* shall disburse the funds of the Corporation as may be directed by proper authority

taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the board of directors, or whenever they require it, an accounting of all the transactions and a statement of the financial position of the Corporation. *She/he* shall also perform such other duties as may from time to time be directed by the board of directors.

28. The Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. *She/he* shall give or cause to be given notice of all meetings of the members and the board of directors or President, under whose supervision *she/he* shall be. *She/he* shall be custodian of the seal of the Corporation, which *she/he* shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
29. The duties of all other officers of the Corporation shall be such as terms of their engagement call for or the board of directors requires of them

EXECUTION OF DOCUMENTS

30. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the President together with any other director and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MEETINGS

31. The annual or any other general meeting of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in Canada as the board of directors may designate, on such day as the board shall appoint, but the annual meeting shall be held within three (3) months of the closing of the fiscal year being March 31. The members may resolve that a particular meeting of members be held outside Canada.
32. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and

transact any business either special or general at any meeting of the members. The board of directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than **five percent (5%)** of the voting rights. Fifty-one percent (51%) of the members, present in person at a meeting will constitute a quorum.

33. Thirty (30) days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
34. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, 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, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be **her/his** last address recorded on the books of the Corporation.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

35. The minutes of the board of directors or the minutes of the executive committee normally shall be available to the general membership of the Corporation, each of whom shall receive a copy of such minutes.

VOTING OF MEMBERS

36. At all meetings of members of the Corporation every question shall be determined by the majority of votes unless otherwise specifically provided by statute or by these by-laws.

FINANCIAL YEAR

37. Unless otherwise ordered by the board of directors the fiscal year-end of the Corporation shall be March 31.
38. The board of directors may appoint committees whose members will hold their office at the will of the board of directors.

AMENDMENT OF BY-LAWS

39. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained and before the amendment can be adopted consultation with the Correctional Service of Canada shall occur.

AUDITORS

40. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

41. 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.

RULES AND REGULATIONS

42. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and failing such confirmation at such meeting of members shall at and from that time cease to have force and effect.

INTERPRETATION

43. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, and vice versa, and references to persons shall include firms and corporations.

[references to gender have been removed as language of by-laws has been made inclusive.]

IN WITNESS WHEREOF I have hereunto set my hand at the City of Toronto, in the Regional Municipality of Metropolitan Toronto, in the Province of Ontario, this 2nd day of May 1997.

President - SALLY BOYLES

IN WITNESS WHEREOF I have hereunto set my hand at the Town of Georgina, Regional Municipality of York, in the Province of Ontario, this 2nd day of May 1997.

Secretary - EDITH SHORE