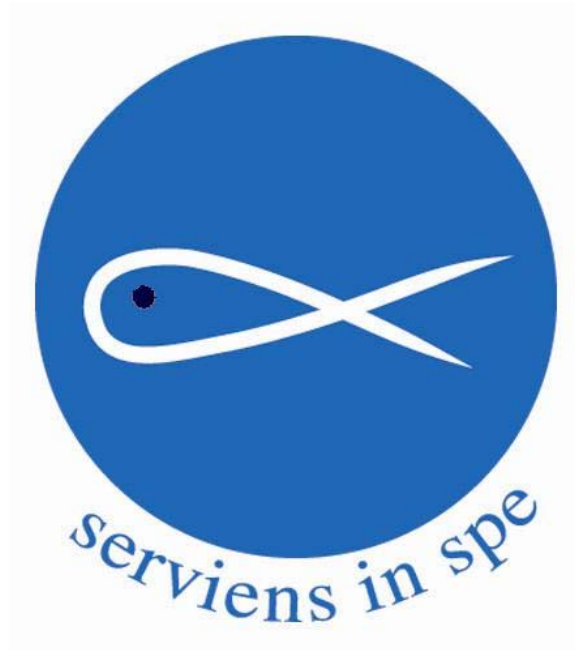


**Society of St. Vincent de Paul
Toronto Central Council**



Board Manual



SOCIETY OF ST. VINCENT DE PAUL
TORONTO CENTRAL COUNCIL
(Incorporated under the provisions of the Ontario Corporations Act)

BOARD MANUAL

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Society of St. Vincent de Paul Toronto Central Council



Mission Statement

Members of the Society of St. Vincent de Paul are committed to bringing hope, love and assistance to the poor and others in need – turning concern into action. Toronto Central Council provides the leadership, coordination, and support required by our Vincentian volunteers and our staff to succeed in that mission.

Vision Statement

Our volunteer members turn concern into action through direct, compassionate service to those in need. Toronto Central Council will support and assist them in this mission by:

- **developing and implementing recruitment strategies, aimed at attracting a diverse group of new members;**
- **supporting the work of particular councils to open new conferences and revitalize ones that are struggling;**
- **providing a variety of training and sharing opportunities for members;**
- **seeking out and responding to new opportunities to meet the ever-changing needs of the poor and others in need.**

Values Statement

Our members serve those in need. Toronto Central Council serves our members. With the example of Frederic Ozanam and St. Vincent de Paul, and with God's grace, we endeavour, like our members, to bring spirituality, respect, dedication, patience, and compassion to our service.

Approved: September, 2003

Introduction

The contents of this current manual have been approved by the Board of Toronto Central Council at its June, 2006 meeting of the Board and sanctioned by the members at the Annual General Meeting, held on the 27th day of September, 2006. It contains a number of amendments to the previous Manual, dated March 19, 1992. It includes the By-laws, the Board Operating Guidelines and Procedures (BOGP), and policies, all of which must be interpreted consistent with the Ontario Corporations Act and within the spirit of the National Rule of the Society of St. Vincent de Paul.

I am indebted to the efforts of the Chairman, Brother Vince Tremblay, and members of his Governance Committee for their assistance and recommendations.

A handwritten signature in blue ink that reads "Don Walmsley". The signature is written in a cursive style and is underlined with a blue line.

Don Walmsley
President, Toronto Central Council

**SOCIETY OF ST. VINCENT DE PAUL
TORONTO CENTRAL COUNCIL**

(Incorporated under the provisions of the Ontario Corporation Act)

PREAMBLE:

1. A VINCENTIAN ORGANIZATION

Toronto Central Council (referred to herein as TCC), is one of the Councils comprising both Ontario Provincial Council and the National Council of Canada of the Society of St. Vincent de Paul. TCC, in turn, is a member of the International Council-General of the Society of St. Vincent de Paul. The Society is a lay Catholic, worldwide, charitable organization operating in over 120 countries.

The mandate and philosophy of TCC is expressed in the Rule (1995) as follows:

“The Society of St. Vincent de Paul is an international, Catholic organization of lay persons, founded in 1833 by Frederic Ozanam and his companions. Placed under the patronage of St. Vincent de Paul, it derives its inspiration from his thinking and work, and seeks, in a spirit of justice and charity and by person-to-person involvement of its members, to help those who are suffering. No work of charity is foreign to the Society. Its work, through person-to-person contact, encompasses every form of aid that alleviates suffering and promotes the dignity and integrity of all persons. The Society strives not only to alleviate need but also to discover and redress the situations which cause it. It serves everyone, regardless of creed, opinion, origin or caste.”

In order to carry out its Vincentian mandate, TCC supports the activities of particular councils and conferences within its jurisdiction and undertakes various Special Works. The Board’s jurisdiction and the undertaking of various Operations and Special Works must follow its established Operating Objectives to carry out its Vincentian mandate. In the case of Affiliated Works, that corporation’s by-laws and procedures govern their operation, and TCC by-laws and operating procedures apply to those Affiliated Works only if specifically indicated in the TCC By-Laws or B.O.G.P.

2. AN ONTARIO CORPORATION

With respect to its operations, which are non-profit in nature, TCC has been incorporated as a charitable corporation under the provisions of the Ontario Corporations Act under the name of “Society of St. Vincent de Paul, Toronto Central Council”. Consequently, in its dealings as a Corporation, TCC must comply with all applicable Ontario and Federal legislation.

The affairs of TCC as a corporation are conducted by the Corporation’s Board of Directors. The day-to-day administration of the Corporation’s affairs is delegated by the Board to the Executive Director. The president establishes committees to support the activities of its particular councils and conferences as well as the management of its Special Works and the operations of TCC.

3. GOVERNANCE AND DIRECTION OF ACTIVITIES

The Corporation's general activities shall be governed by By-law No.1. The Corporation's activities related to the borrowing of money, the issuing of securities, and the securing of liabilities shall be governed by By-law No. 2. The proper process for implementation of the requirements of By-law No.1 and By-law No. 2 is set out in the Board Policies and Board Operating Guidelines and Procedures.

**SOCIETY OF ST. VINCENT DE PAUL,
TORONTO CENTRAL COUNCIL**
(Incorporated under the provisions of the Ontario Corporations Act)

BY-LAW No. 1

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**SOCIETY OF ST. VINCENT DE Paul,
TORONTO CENTRAL COUNCIL**

BY-LAW NO. 1

A by-law relating generally to the transaction of business and affairs of the Society of St. Vincent de Paul, Toronto Central Council (the “Corporation”).

BE it enacted as a by-law of the Corporation as follows:

PURPOSE AND PRIMARY GOALS

1. The primary goal and purpose of the Corporation and its members, staff, volunteers and benefactors, is to serve and minister to all persons in need, to help alleviate their problems and to promote their dignity, in accordance with Christian principles and the Vincentian philosophy, as articulated from time to time by the Council-General and expressed in the Rule of the Society of St. Vincent de Paul, all in a manner that complies with applicable laws and that develops and maintains the resources required to effect the foregoing.

DEFINITIONS

Note: In order to appropriately recognize that any person referred to in this document might be either male or female, and in order to avoid the awkwardness and wordiness of countless “he or she”, “they” (and appropriate variations) has been used consistently throughout the by-laws and BOGP.

2. The following definitions shall be designated to have the meaning as set forth below:
 - (a) Affiliated Work: – refers to a Vincentian Work that has been established as a separate corporation by TCC (due to funding requirements and legal considerations), and includes VincentPaul Family Homes Corporation (henceforth referred to as VPFHC). Such works, while equally important and valid as Special Works, have a unique governance and reporting relationship with TCC. Affiliated Works report to TCC regarding Vincentian matters and advise TCC regarding corporate matters.
 - (b) Conference: The conference is the basic unit of the Corporation as defined in the Rule of the Society of St. Vincent de Paul and under the heading “conference” in this by-law (see article 35 and 39).
 - (c) Conference Member: Conference Member means anyone who subscribes to the Corporation’s Purpose and Goals and has successfully completed all requirements of membership, including screening.

- (d) The Corporation – Society of St. Vincent de Paul, Toronto Central Council (herein referred to as TCC or the Corporation), incorporated under the provisions of the Ontario Corporations Act.
- (e) Council-General: Council-General means the summit organization of the Society of St. Vincent de Paul, with head office currently situated in Paris, France, and consists of the presidents of the National Councils of the Society of St. Vincent de Paul throughout the world.
- (f) Directors: The Directors of the Board of the Toronto Central Council Corporation are the presidents, from time to time, of the particular councils or the representative (where the particular council president chooses not to serve as a Director) and up to three members of the Executive Committee who are not already members of the Board by right: specifically one vice-president, the treasurer, and the secretary.
- (g) Member: The term Member shall include voting members and general members, both as hereinafter defined under the heading Membership in article 47 hereof.
- (h) Member by Right: The term Member by Right, as described in Article 46(ii), means that a member holds such position by virtue of the fact that they holds an office within another unit of the Corporation (i.e. ‘*ex officio*’)
- (i) Particular Council Representative on the Board: (henceforth referred to as “Representative”) is a person who has been duly elected by the voting members of a particular council to serve as that Council’s representative on the Board of Toronto Central Council, where the particular council president has chosen not to accept this role.
- (j) The Rule – The National Rule of the Society of St. Vincent de Paul, as revised from time to time.

CORPORATE SEAL

3. The corporate seal of the Corporation shall be such as the Board of Directors may, by resolution, from time to time, adopt and shall be entrusted to the secretary of the Corporation for its use and safe keeping.

HEAD OFFICE

4. The Head Office of the Corporation shall be in the City of Toronto, in the Municipality of Metropolitan Toronto, in the Province of Ontario at such place therein as the board of directors may from time to time by resolution determine.

BOARD OF DIRECTORS

5. The affairs of the Corporation shall be managed by a board of directors (“the Board”) consisting of the presidents from time to time of the particular councils or the particular council representative on the Board (where the particular council president chooses not to serve as a director), the President of the Corporation, and up to three members of the Executive Committee who are not already members of the Board by right: specifically, one vice-president, the treasurer, and the secretary. The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, and that are not expressly prohibited by a decision at a meeting of the members, by any statute, or in the by-laws, or any resolution, or by the letters patent and any amendments thereto of the Corporation.
6. Directors shall be individuals eighteen (18) years of age or more and shall, at the time of their election or within ten (10) days thereafter, and throughout the term of their office be voting members of the Corporation, except in the case of Executive Committee members on the board by virtue of Art. 5.
7. The director’s term of office shall be from the date of their election as president of a particular council or as particular council representative on the board until a successor is elected.
8. From time to time in the event of any vacancy, however caused, occurring on the Board, with the exception of the president of the Corporation, such vacancy shall be filled by the election of a new president or the election of a new Representative from the particular council from which such director came.

Where a particular council president chooses not to serve as a Director, the term of the particular council representative shall run concurrently and terminate at the same time as the term of that particular council president.

9. A person ceases to be a director of the Corporation if any one or more of the following apply:
 - a) they become bankrupt
 - b) they are found by a court to be mentally incompetent or of unsound mind
 - c) they resign their office in writing to the secretary of the Corporation or
 - d) they cease, for any reason, to be a particular council president or particular council representative on the Board, or the president of the Corporation, or a qualifying member of the Executive Committee, as specified in Art. 2 (f).
10. The president, and any other officer, of the Corporation may be removed by the Board by a vote of two thirds of the directors present at a special meeting called for the purpose of removing the president or officer. An officer who is not a director will be replaced by the president.
11. Directors or Officers may be removed by the Board for cause which may include situations where he/she:
 - 1) is found to be mentally incompetent or of unsound mind.

- 2) is involved in a decision where a conflict of interest was not made known to the Board.
 - 3) fails to regularly attend Board meetings.
 - 4) has committed any action that would bring the Corporation or the Society into disrepute.
12. The members of the Corporation may by resolution, passed by at least two thirds of the votes cast at a general meeting, for which notice specifying the intention to remove a named director has been given, remove any director before the expiration of their term of office. If such director is the president of the Corporation, the Board may appoint a director to replace them 'pro tempore' until a new president is formally elected by the Board.

REMUNERATION OF DIRECTORS

13. The directors of the Corporation shall serve without remuneration, and no director shall indirectly or directly receive any profits from their position as such, provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

MEETING OF DIRECTORS

14. Meetings of the Board shall be held at the Head Office of the Corporation unless agreed to otherwise by the Board. A meeting of the Board may be convened by the president or any majority of the directors at any time, and the secretary, by direction of the president or a majority of directors, shall convene a meeting of directors. The meetings will be chaired by the president or designate. The meetings will be held regularly, as determined, from time to time, by the Board.
15. Notice of any meeting of the Board shall be delivered or mailed or sent by fax or other approved electronic means to each director not less than seven (7) days before, if mailed, and not less than two (2) days before if delivered or emailed or sent by facsimile or otherwise communicated, but inclusive of the day for which notice is given; However, meetings of the Board may be held at any time without formal notice if all of the directors are present or those absent have waived notice or have signified their consent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in the notice thereof may be waived by any director.
16. The date and time for the next ensuing meeting of the Board that is to be held following any meeting of the Board shall be set at each Board meeting, and no other notice of such meeting need be given to any director or directors in order for the next ensuing meeting to be duly constituted, provided that a quorum of the directors is present.
17. The president of the Corporation shall, when present, preside at all meetings of the Board. In the absence of the president at a meeting of the Board, the president's designate, subject to the acceptance by the Board, shall be chairperson of the

meeting, otherwise the directors present shall choose one (1) of their number to be chairperson of the meeting.

18. A quorum at any meeting of the Board shall be the presence in person of at least a majority of the directors.
19. Questions arising at any meetings of the Board shall be decided by a majority of votes unless otherwise specifically provided by statute or by the Corporation's by-laws. In case of an equality of votes, the chairperson of the meeting, who will not vote normally, shall have the deciding vote.
20. At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact, without proof of the number, or proportion of votes, recorded in favour of or against the motion.

OFFICERS

21. The president shall appoint all officers (including at least one current Board member who is a particular council president or particular council representative on the Board) to the Executive Committee, once their nomination has been approved by the Board. Their term of office expires on the election of a new president, when the president requests their resignation, or as per Art. 10. Only officers who are also Directors may vote at any meeting of the Board.

DELEGATIONS OF DUTIES & AND DUTIES OF OFFICERS

22. In the case of absence or inability to act of any officer of the Corporation, or for any reason that the directors may deem sufficient, the directors may delegate all or any of the powers of any such officer to any other officer, or any director for the time being. All officers of the Corporation shall attend all meetings of the Board and of members, and shall have the right to participate thereat, but shall not have the right to vote thereat unless such officer is also a director.

PRESIDENT

23. The qualifications and process for the election of a president are as described in the edition of the National Rule in effect at the time. For the purposes of the provisions of the Ontario Corporations Act, the directors shall, by motion, approve the decision of the voting members.

Where the president, for any reason, does not complete their term of office, a new president will be chosen by the Board, from their members, to fill the role until a new president can be elected.

24. The president need not be a member by right of the Board, but upon their election or appointment as president becomes a member by Right of the Board and a voting member of the Corporation.
The president shall sign such contracts, documents or instruments in writing as require their signature. The president shall be the chief executive officer of the Corporation and shall be responsible to the Board for the coordination of all the affairs of the Corporation, and all matters affecting the Corporation. The president shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and direction of the Board or any committee thereof, as the case may be.
25. In addition to any other duties conferred by the direction of the Board, the president shall exercise general and active supervision over the following:
- (a) the day to day management of the affairs of the Corporation by the executive director and the selection of all management staff;
 - (b) the maintenance of the Head Office of the Corporation and the functioning of all committees;
 - (c) they shall chair all the meetings of the Board and members;
 - (d) the president is 'ex officio' a member of all committees of the Corporation and, whenever the Corporation has a right to have a Board member appointed in any other corporation or organization, the president shall be one of those so appointed, except in the case of Affiliated Works;

VICE-PRESIDENT

26. The vice-president, or if more than one then one of the vice-presidents, will serve as a designate to the president subject to the approval of the Board, and shall be vested with all the powers and shall perform all the duties of the president in the absence, inability or refusal to act of the president. Such designate shall sign such contracts, documents and instruments in writing that require their signature and shall have such other powers and duties as may from time to time be assigned to them by the Board.
27. The president appoints, with the approval of the Board, from members, all vice-presidents, who may or may not be directors. Their term of office expires on the election of a new president, when the president requests their resignation, or as per Art. 10.

SECRETARY

28. The secretary shall, when present, act as secretary of the meeting of directors and members, and shall have charge of the minute books of the Corporation and the documents and members' register referred to in the *Ontario Corporation Act*, R.S.O. 1990, c. C. 38. The secretary shall sign such contracts, documents or

instruments in writing as requires their signature, and shall have such other powers and duties as may from time to time be assigned to them by the Board or are incidental to their office. They need not be a member. Their term of office expires on the election, or appointment, of a new president, until the president requests their resignation, or as per Art. 10.

TREASURER

29. Subject to provisions of any resolution of the Board, the treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit the same in the name of the Corporation at such banks or banks or with such depository depositories as the Board may direct. The treasurer shall sign all contracts, documents or instruments in writing as require their signature, and shall have such other powers and duties as may, from time to time, be assigned to them by the Board or as are incidental to their office. The treasurer may be required to give such bond for the faithful performance of their duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. They need not be a member. Their term of office expires on the election, or appointment, of a new a president, until the president requires their resignation, or as per Art. 10.

PAST PRESIDENT

30. The past president is a member by right of the Executive Committee for one year after leaving office as president. The past president may attend and have input at all the board meetings in an advisory capacity.

EXECUTIVE DIRECTOR

31. The executive director shall have the responsibility for the day-to-day management of the Corporation and its staff, shall report to the president and hold office at the pleasure of the Board. They shall attend at all meetings of the Board and members of the Corporation, unless requested by the resolution of a majority of directors or voting members to absent themselves from that meeting or any part thereof. They shall have the right and obligation to participate in such meetings but shall not have any right to vote thereat by virtue of their position as executive director.

COMMITTEES

32. The Board shall establish such committees as may be necessary or desirable, to achieve its goals and objectives and to carry out the activities of the Corporation. The president shall appoint, subject to the approval of the Board, the chairperson for each committee and sub-committee.

INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

33. Every director or officer of the Corporation, or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, executors, administrators and estate and effects respectively, shall from time to time and at all times be indemnified save harmless out of funds of the Corporation from and against:
- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for and in respect to any deed, act, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their position; and
 - (b) all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

34. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board, or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any monies, securities or effects shall be lodged or deposited, or for loss, damage or misfortune whatever, which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto, unless the same shall happen by or through such director's or officer's own willful and wrongful act, or through their own wrongful and willful neglect or default.
35. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect to any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer shall be employed by or shall perform services for the Corporation otherwise than as a director or officer, or shall be a member of a firm or shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of being a director or officer of the Corporation shall not disentitle the person from proper remuneration for such services. In such a case, the director or officer shall make such association known to the Board in writing to ensure the Board can be satisfied there is no conflict or interest.

CONFERENCES

36. To give effect to the Vincentian purpose and primary goals as set forth in article 1 herein, the conference is the basic unit of the Corporation. Conference members are general members of the Corporation.
37. Conference members shall, by secret ballot, elect a conference president who shall have a term of three (3) years, renewable by re-election for a further term of three (3) years; such president shall not serve as such, under any circumstance, for a period longer than six (6) years.
38. The conference president shall, from time to time, appoint one or more conference vice-presidents, a conference secretary and a conference treasurer from the conference members and they hold office at the pleasure of the conference president. Their term automatically ends upon the election of a new conference president. The address from time to time of the conference, the name and address of the conference president and conference designate shall be updated and sent forthwith after any change to the Corporation's head office.
39. The conference president shall appoint from the conference members, a designate to act in their absence, who must be approved by vote of a majority of conference members at a conference meeting. They are called the conference designate. The conference president may select a replacement to act in their absence if the designate has not been appointed or is unable to act.
40. The Board of the Corporation has the right to submit, through the various levels, to the Council-General a proposed conference that has applied for aggregation. When such aggregation has been accepted by the Board or approved by the Council General, such conference shall be recognized as a conference of the Corporation.

PARTICULAR COUNCILS

41. The Board of Directors of the Corporation may, by resolution, designate a number of conferences in a defined area as a particular council.
42. The conferences so designated constitute the particular council and each particular council shall be given a name in such resolution of the Board.
43. The members of the particular council are all the conference presidents and conference designates of the conferences, in the specific area of each particular council. Any conference member may attend any particular council meeting, but only the particular council members may vote thereat.
44. The members of the particular council shall elect from their number a particular council president who shall have a term of four (4) years, renewable by re-election for a further term of four (4) years; such particular council president shall not serve, under any circumstances, for a period longer than eight (8) years in total.

45 The particular council president shall from time to time appoint one or more particular council vice-presidents, a particular council secretary and a particular council treasurer from the particular council or conference members from conferences within the particular council, and they hold office at the pleasure of the particular council president. Their term automatically ends upon the election of a new particular council president. The names and addresses of the particular council president (and, where one exists, the representative on the Board) shall be updated and sent forthwith after any change to the Corporation's head office.

46 The particular council president shall appoint from the particular council members a designate to act in their absence, which designate must be approved by vote of a majority of particular council members at a particular council meeting. They are called the particular council designate. Although the designate may attend Toronto Central Council Board meetings on behalf of and in lieu of the particular council president, and participate in the discussions, they do not have the right to vote.

The particular council president may select a replacement from the voting members to act in their absence if the designate has not been appointed or is unable to act.

47 Where the particular council president will not be or ceases to be the representative of that particular council on the Board, the particular council shall elect from among the particular council members a representative to serve on the Board. They are called the particular council representative on the Board. Changes in representation on the Board will be reported to the Board at the earliest opportunity.

MEMBERSHIP

48. There shall be two (2) classes of membership.

(i) **General Members:**

General members shall be those individuals who, at any given time, have been accepted as members of each and every conference within Toronto Central Council that has been aggregated by the Council General, or whose application for aggregation has been accepted by the Board. Such general members may attend the annual meeting, any general meeting of members of the Corporation, or any meeting of their particular council, but do not have any right to vote thereat.

(ii) **Voting Members:**

Voting members, also known as members by right of the Corporation, are as follows:

- (a) all the particular council presidents
- (b) all the particular council representatives on the Board, where one has been elected

- (c) all the particular council designates, where no particular council representative on the Board exists
- (d) all the conference presidents
- (e) all the conference designates
- (f) the president and designate of an Affiliated Work
- (g) the president of the Corporation, or designate as chairperson of the meeting – only when a deciding vote is required.

ANNUAL MEETINGS OF MEMBERS

- 49 The Corporation shall hold an annual meeting of its members not more than fifteen (15) months after the holding of the last preceding annual meeting and generally on or around the 27th of September of each year in or about the City of Toronto, or such other place within the Archdiocese of Toronto, as the Board may designate. At the annual meetings, there shall be presented minutes of the previous meeting, a report of the affairs of the Corporation for the previous year, the financial statements of the Corporation, the auditors' report, and such other information or reports relating to the Corporation's affairs as the directors may determine. The meeting will be chaired by the president of the Corporation or their designate acceptable to voting members or by another member chosen by the voting members.

GENERAL MEETINGS OF MEMBERS

50. Other meetings of the members, to be known as general meetings, may be convened by order of the president or by the Board to be held at any date and time and at any place within the Archdiocese of Toronto. In addition, the president shall call a general meeting of members upon receipt or written requisition to do so of not less than twenty (20) percent of the voting members.

NOTICE OF MEETING

- 51 A printed, written or typed-written notice stating the day, time and place of a meeting of the members, and the general nature of the business to be transacted, shall be served either personally or by sending such notice to each voting member of such meeting and to the auditor of the Corporation by post in a pre paid wrapper or letter, not less than fourteen (14) or more than sixty (60) days (or in the case of a members to consider any changes to by-law 1 or 2, or as amended, such minimum notice shall be forty-five days) before the date of every meeting directed to such address of each voting member and of the auditor as it appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the secretary, provided always that a meeting of the members may be held for any purpose at any date and time, at any place within the Archdiocese of Toronto without notice if all the voting members are present in person at the meeting, or if all absent voting members shall have signified their assent to such meeting being held in their absence. Notice of any meeting or any irregularity in any meetings, or in the notice thereof may be waived by any voting member or by the auditor of the Corporation.

- 52 Notice may be effectively given to general members of the Corporation by sending the notice that is required to be given to each individual voting member to the conference of such general member, at the address of the conference as it appears on the books of the Corporation.
- 53 Accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meetings of the members.

CONTENTS OF NOTICE

- 54 Notice of any meeting to the voting members shall include a statement of the right of such voting member to appoint a designate (henceforth referred to as proxy holder), who must be a member. The notice of such meeting shall contain sufficient information concerning such business to permit the voting member to form a reasonable judgment on the decision to be taken.
- 55 At any meeting of members, a proxy holder, duly appointed in writing by a voting member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such designate, the same voting rights that the voting member appointing them would be entitled to exercise if present at the meeting.

CHAIRPERSON

- 56 The president, or in their absence a designate, subject to the approval of members, shall chair all meetings of members. In the absence of the president, or the non-acceptance of their designate, the members present at any meeting of members shall choose another member to act as chairperson of the meeting.

VOTING

- 57 Every question submitted to any meeting of members shall be decided by a majority of votes of voting members given by a show of hands unless otherwise specifically provided by statute or these by-laws. In case of an equality of votes, the chairperson of the meeting shall have, both on a show of hands and on a poll, a second or casting vote. Each voting member shall be entitled to one (1) vote if present at a meeting in person or by their proxy holder. At any meeting, unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact, without proof of the number or the proportion of those recorded in favour of or against resolution.

POLLS

- 58 If, at any meeting, a poll is demanded on the election of a chairperson of the meeting or on question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once or later in the meeting or after adjournment as the

president or chairperson of the meeting directs. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

- 59 The Chairman of any meeting may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any reconvened meeting which might have been brought before or dealt with at the original meeting, in accordance with notice calling the same.

QUORUM

- 60 A minimum of 20% of the voting members (including registered designates), present in person or represented by a proxy holder, shall form the quorum for the meeting. For voting purposes, a simple majority of those present shall be required to adopt any motion, except where Art. 2 of By-law #2 applies.

ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

- 61 By-laws of the Corporation may be enacted, repealed or amended by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a two thirds majority of the voting members at a meeting of members duly called for the purpose of considering such by-law.
- 62 The text of any by-law to be sanctioned at an annual or general meeting of members, including a by-law which amends or repeals an existing by-law, shall be sent to every voting member of the Corporation and to every conference with a minimum of 45 days advance notice of such a meeting.

AUDITORS

- 63 The voting members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual general meeting, provided that directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

FISCAL YEAR

- 64 The Board may by resolution fix the fiscal year end of the Corporation, and the Board may from time to time by resolution change the fiscal year end of the Corporation.

Enacted the 14th day of June, 2006.

Witnessed the corporate seal of the Corporation;

President

Secretary

Approved at a General meeting of the voting members of the Corporation duly called for this purpose the 27th day of September, 2006.

Chairman of the Meeting

Secretary of the Meeting

SOCIETY OF ST. VINCENT DE PAUL,
TORONTO CENTRAL COUNCIL
(Incorporated under the provisions of the Ontario Corporations Act)

BY-LAW No. 2

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A By-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by the Society of St. Vincent De Paul, Toronto Central Council (the “Corporation”)

Be it enacted as a By-law of the Corporation as follows:

Authorization

1. The directors of the Corporation may, from time to time:
 - a) borrow money or otherwise obtain credit upon the credit of the Corporation in such amounts and upon such terms as may be considered advisable;
 - b) issue, reissue, sell or pledge debt obligations of the Corporation, including without limitation, bonds, debentures, debenture stock, notes or other securities or obligations of the Corporations, whether secured or unsecured for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
 - c) charge, mortgage, hypothecate, pledge, assign, transfer or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including among other things, book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any money borrowed or any other debt or liability of the Corporation;
 - d) guarantee to any lender the indebtedness and liability of any affiliated person, firm or corporation, in either a limited or unlimited amount and either with or without security; and
 - e) delegate to such one or more of the officers and directors of the Corporation as may be designated by the directors all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manner as the directors shall determine at the time of each delegation.

Enactment, Repeal, and Amendment of By-laws

- 2) By-laws of the Corporation may be enacted and by-laws of the Corporation repealed or amended by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a two thirds majority of the voting members at a meeting of members duly called for the purpose of considering such by-law.

- 3) A copy of the text of any by-law to be sanctioned at an annual or general meeting of members, including a by-law which amends or repeals an existing by-law, shall be sent to every voting member of the Corporation and to every conference, with a minimum of 45 days advance notice of such a meeting.

Enacted the 14th day of June, 2006.

Witnessed the corporate seal of the Corporation;

President

Secretary

Approved at a General meeting of the voting members of the Corporation duly called for this purpose the 27th day of September, 2006.

Chairman of the Meeting

Secretary of the Meeting