



Society of Saint Vincent de Paul

Toronto Central Council
240 Church Street, Toronto, Ontario M5B 1Z2

NOTICE OF ANNUAL GENERAL MEETING

Composed of:

- DURHAM
Particular Council
 - ETOBICOKE
Particular Council
 - HUMBER VALLEY
Particular Council
 - PEEL
Particular Council
 - PEEL NORTH
Particular Council
 - SCARBOROUGH EAST
Particular Council
 - SCARBOROUGH WEST
Particular Council
 - TORONTO EAST
Particular Council
 - TORONTO NORTH
Particular Council
 - TORONTO WEST
Particular Council
 - YOEK SOUTH
Particular Council
- Operates:
- AMÉLIE
HOUSE
 - CAMP OZANAM
 - COURT SERVICES
 - DEPAUL, MARTINEAU
& VINCENT
HOUSE
 - ELISA
HOUSE
 - MARYGROVE
CAMP
 - MARY'S
HOME
 - OZANAM
HOUSE
 - PRISON
APOSTOLATE
 - ST. CLARE
RESIDENCE
 - ST. FRANCIS
RESIDENCE
 - ST. VINCENT DE PAUL
COMMUNITY STORES
 - VINCENPAUL
COMMUNITY HOMES

Date: Saturday, September 29, 2018

Time: 9:30 am Mass at Blessed Sacrament Parish
 Celebrant: The Most Reverend Bishop Robert Kasun
 Con-celebrant: Monsignor Samuel Bianco

Meeting to follow in Blessed Sacrament Hall
 24 Cheritan Avenue; Yonge St., south of Lawrence Ave

A G E N D A

1. Opening Prayers
2. Keynote Address:
His Excellency, The Most Reverend Bishop Robert Kasun, Auxiliary Bishop of Toronto
3. Chair's Opening Remark
4. Introduction and Confirmation of the Board of Directors
5. Approval of the Agenda
6. Approval of the Minutes of the 2017 AGM
7. Executive Director's Report - *enclosed*
8. Treasurer's Report
9. Auditor's statement and Approval of Audited Financial Statements - *enclosed*
10. Motion to Appoint Auditors
11. Governance Committee
 - a) Motion to Apply for Continuance under the Canada Not-for-Profit Corporations Act
 - b) Motion to Approve proposed By-laws for future adoption – *material enclosed*
12. President's Address
13. Members' Forum - question and answers
14. Closing prayers

Robert Greenaway
President

Telephone: (416) 364-5577 * Fax: (416) 364-2055 * Email: info@ssvptoronto.ca
 Registered Charity # 11915 5133 RR002
www.ssvptoronto.ca

ANNUAL GENERAL MEETING

Minutes of a meeting held on Tuesday, September 19, 2017
at Our Lady of Sorrows Parish Hall, Toronto, Ontario

ATTENDANCE:

Blessed Sacrament	Elisa Wever	St. Pius X	David Tomlin
Christ the King	Jolanta Galazka	St. Roch	Joan Bass
	Dianne Nowakowski		Peter Satterfield
	Joan Green-Simon	St. Theresa Shrine	Patrick Devine
Epiphany	Joe Rodrigues		Carol Devine
Holy Family	Rose Cusack		Danny Bourne
Holy Name	Pauline Robert,		Rebecca O'Reilly
	Antoinette Giles		Stephen Quinn
Holy Rosary	Neil Louis	St. Thomas Aquinas	Hilda Martin
Nativity	Mary Foran		Helen Caguioa
	Carolyn Melady		
	Tonia Gonsalves	Toronto Central Council Board	
	Emmanuel Vidal	President	Rob Greenaway
O/L of Sorrows	Michael Baranyai	Treasurer	John Sidle
St. Andrew	Connie Dias	Durham P.C.	Maurice Cusack
St. Basil	Rev. Leo Burns,	Etobicoke P.C.	Mike McGinnis
	Gord Barthos	Humber Valley P. C.	Margaret Moday
	Barbara Bobb	Peel P. C.	Anita Fernandes
St. Benedict	Josephine Muscat	Peel North P. C.	Omar Ellis
St. Bernard	Merle Cheekock	Scarborough East P.C.	John Rochford
St. Cahterine of Siena	Anthony Vaz	Scarborough West Board	Rocco Di Serio
St. Clement	Lois Walsh	Toronto East P.C.	Pamela Cobham
St. Dunstan	Paula Quintal	York South P. C.	John De Schutter
St. Francis of Assisi	Tina Fallico		
	Josie Vinci	Executive Director	Louise Coutu
St. Francis Xavier	Stephen Harvey	Finance Director	Joseph McCalmont
St. Gregory the Great	Pat Wynne		
	Donna Marks	Toronto Central Council Staff	
St. Ignatius Loyola	Steven Chin-Cheong	Mary's Home	Bola Oluwole-Rotimi
	Peggy Schreader		Veronica Lopez
St. Joan of Arc	Rosanne Kelly	Elisa House	Laura Kiss
	Mary Collins		Karen Fairweather
St. John XXIII	Brigitte Majoko	St. Clare Residence	Carolyn Young
St. Joseph H.C.	Tom Deluca		Ashley Hwang
	Bill Murray	St. Francis Residence/	Tayo Dada
St. Joseph the Worker	Fred Conway	Amelie House	
St. Lawrence	Giovanna Di Serio	Vincent, DePaul,	Martha Craig
	Graziella Carnemolla	Martineau House	
St. Maria Goretti	Lillian D'Souza	Head Office	Pedro Ostia-Perez
	Virginia (Gina) Tabat		
St. Mary Immaculate	Pauline McLaughlin		
St. Michael's	Andrew Wells		
	Larry Baker		
St. Michael	Marg Baker		
	Fr. Favin Alehao		

The meeting was preceded by mass celebrated in the Parish by His Eminence, Archbishop Thomas Cardinal Collins

OPENING PRAYERS: Led by Fr. Burns

KEYNOTE SPEAKER: His Eminence addressed the membership and spoke on the importance of the Vincentian vocation and outreach to societies most vulnerable. He acknowledged the work we do is not without its challenge, yet despite difficult times, the Society and its membership continues to grow which is a true testament to our faith.

The Archbishop left the meeting at this time and receiving sincere thanks from President Rob Greenaway on behalf of the membership.

CHAIR'S OPENING REMARKS: Bro. Rob Greenaway welcomed everyone present. He thanked Father Nino Cavuto for welcoming us to celebrate at Our Lady of Sorrows and the cantor and organist for leading us in song.

The notice of the meeting and supporting material was duly emailed to all members on August 10, 2017.

INTRODUCTION OF THE BOARD OF DIRECTORS OF TORONTO CENTRAL COUNCIL:

Bro. Rob Greenaway introduced the members of the Board as follows:

Durham:	Bro. Maurice Cusack
Etobicoke:	Bro. Mike McGinnis
Humber Valley:	Sr. Margaret Moday
Peel:	Sr. Anita Fernandes
Peel North:	Bro. Omar Ellis
Scarborough East:	Bro. John Rochford
Scarborough West:	Bro. Rocco Di Serio
Toronto East:	Sr. Pamela Cobham
Toronto North:	Bro. Rob Greenaway
Toronto West:	Bro. Pascal Larouche - regrets
York South:	Bro. John De Schutter

Vice President 2016/17:	Bro. Bey Grieve - regrets
Treasurer 2016/17:	Bro. John Sidle
Secretary 2016/17:	Bro. Michael Burns - regrets

Bro. Rob Greenaway requested a motion to confirm that the Particular Council Presidents as introduced were duly elected by their Particular Council members and therefore constitute the Board of Directors of Toronto Central Council. The Officers for 2017/18 will be confirmed by the Board of Directors at the September Board meeting. Motion but forth by Bro. Neil Louis (Holy Rosary); seconded by Bro. Gord Bartos. (St. Basil's Conference). Carried.

APPROVAL OF THE AGENDA:

The agenda was approved on a motion by Bro. Maurice Cusack (Durham Particular Council); seconded by Sr. Donna Marks (St. Gregory the Great Conference). Carried.

APPROVAL OF THE MINTUES OF THE OCTOBER 4, 2016 ANNUAL GENERAL MEETING:

The minutes of the meeting were approved on a motion by Bro. Mike McGinnis (Etobicoke Particular Council); seconded by Sr. Pamela Cobham (Toronto East Particular Council). Carried.

EXECUTIVE DIRECTOR'S REPORT:

A comprehensive report on the activities of Toronto Central Council prepared by the Executive Director Louise Coutu, for the fiscal year ending March 31, 2016 was circulated to all members in advance of the meeting.

Louise challenged the members to be advocates for the Special Works of the Society, to be good stewards of the funds and to support the work that the Society has committed to over the years. A copy of the 1916 Annual General Meeting from Toronto Particular Council was made available to the members; many of the challenges and successes cited 100 years ago remain with us today.

Louise introduced the Program Directors and Supervisors at this time.

TREASURER'S REPORT:

Treasurer Bro. John Sidle presented the audited statements for the activities of Toronto Central Council for the fiscal year ending March 2017. The statements were approved on a motion by Bro. John Sidle; seconded by Bro. Mike McGinnis (Etobicoke Particular Council). Carried.

AUDITOR'S STATEMENT AND APPROVAL OF FINANCIAL STATEMENTS:

With the approval of the audited statements, Bro. John Sidle put forth a motion that the firm of Grant Thornton LLP be re-appointed as the Society's auditors for the 2017/18 fiscal year with the remuneration being fixed by the Board; seconded by Bro. Omar Ellis (Peel North Particular Council). Carried.

Bro. John Sidle introduced to the membership Danzel Pinto and Kelsey Coughlin, auditors with the firm Grant Thornton LLP.

PRESIDENT'S ADDRESS:

Bro. Rob Greenaway presented his address to the membership. Bro. Rob thanked the outgoing Executive, President Bro. Bob Ossowski, Vice President Bro. Bey Grieve, Secretary Bro. Michael Burns and thanked Bro. John Sidle who will continue as Treasurer.

The staff were thanked for their leadership and commitment to the programs and services; Bro. Rob spoke of the impactful impression of the programs. At this the start of Bro. Rob's term, he shared his vision for Toronto Central, and his desire to accomplish three main goals: a change in the governance model to ensure both Special Works and Vincentian outreach are equally supported; the institution of a Particular Council Presidents Council to focus on the work of the conferences, councils and members; and the restructuring and development of committees to undertake the work of the Society.

The address in full is available on the Toronto Central Council website.

MEMBERS FORUM:

The following comments and queries were put forth during the Members Forum:

- Spiritual Director:
A candidate has been identified and will hopefully be in place within a month.
- Committees:
As committees are formed, times and locations of meetings will be determined by the respective chairs and members.
- Mass at the camps:
Fr. Burns requested an update on this item from the 2016 AGM: *There are fewer priests available to celebrate mass at the camps. The staff will endeavour to continue to provide liturgical services, while seeking out assistance from priests, deacons etc.* The camps had a more successful season in this regard.
- On Board:
A request was made to restart circulation of the On Board communique to members summarizing discussions, motions and business of the Board of Directors.

SECRET COLLECTION: \$338.00

MOTION TO ADJOURN: A motion to adjourn was put forth by Bro. Maurice Cusack (Durham Particular Council); seconded by Bro. Anthony Vaz (St. Catharine of Sienna Conference). Carried.

CLOSING PRAYERS: Were led by Father Leo Burns.

Bro. Rob Greenaway
President

Louise Coutu
Acting Secretary



Society of Saint Vincent de Paul

Toronto Central Council
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TORONTO WEST
Particular Council

YOEK SOUTH
Particular Council

NOTICE OF ANNUAL GENERAL MEETING

Date: Saturday, September 28, 2019

Time: 9:30 am

Mass at Blessed Sacrament Parish

Celebrant: The Most Reverend Bishop Robert Kasun

Con-celebrant: Monsignor Samuel Bianco

Meeting to follow in Blessed Sacrament Hall

24 Cheritan Avenue; Yonge St., south of Lawrence Ave

AGENDA

1. Opening Prayers
2. Keynote Address:
 - Monsignor Samuel Bianco, Spiritual Advisor to Toronto Central Council
3. Chair's Opening Remarks
4. Approval of the Agenda
5. Approval of the Minutes of the 2018 AGM
6. Executive Director's Report – *attached*
7. Treasurer's Report
8. Auditor's statement and Approval of Audited Financial Statements - *attached*
9. Motion to Appoint Auditors
10. Governance Committee
 - a) Motion to Approve By-law #1 Society of Saint Vincent de Paul Toronto Central Council, approved by the Board of Directors on May 29, 2019 - *material attached*
 - b) Motion to elect the Board of Directors of Toronto Central Council - the slate of candidates recommended for approval by the Board of Directors on May 29, 2019 – *material attached*
11. President's Address
12. Members' Forum - questions and answers
13. Closing prayers

Robert Greenaway
President

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RESIDENCE

ST. FRANCIS
RESIDENCE

SAINT VINCENT DE PAUL
COMMUNITY STORES

VINCENPAUL
COMMUNITY HOMES

ANNUAL GENERAL MEETING

Minutes of a meeting held on Saturday, September 28, 2018
at Blessed Sacrament Parish hall, Toronto, Ontario

ATTENDANCE:

Annunciation	Lidwyn Goveas	St. Mary	Annette DaRocha
Blessed Sacrament	Mark Behar-Bannelier	St. Philip Neri	Aldo Sarracini
Blessed Trinity	Christopher Lobo	St. Philip Neri	Carla Sarracini
Blessed Trinity	Barbara Pollard*	St. Teresa	Larry Mullins
Epiphany of Our Lord	Carol Roberts	St. Theresa Shrine	Sandra Parahoo
Holy Family, Whitby	Maurice Cusack	St. Theresa Shrine	Stephen Quinn
Holy Family, Whitby	Rose Cusack	St. Thomas Aquinas	Hilda Martin
Holy Name	Pamela Cobham	St. Thomas the Apostle	Patrick Lynch
Holy Name	Iona D'Cruz	St. Timothy, Toronto	Ophelia D'Souza
Holy Name	Pauline Robert	St. Timothy, Toronto	Deanna Maria Coelho
Holy Spirit	Nicola S. Nur	St. Timothy, Toronto	Trijanti (Yanti) Darmohusodo
Holy Spirit	Pieter De Graaff		
Merciful Redeemer	Nena Carina Slim	<u>Toronto Central Council</u>	
Nativity of Our Lord	John Neander	Rob Greenaway	President
O/L of Fatima	Dorothy Mackley	Danny Bourne	Vice President
O/L of Fatima	Bridget Andrew	Elisa Wever	Secretary
O/L of Fatima	Manny F. Vidal	John Sidle	Treasurer
O/L of Fatima	John Anthony	Bishop Robert Kasun	Spiritual Director
O/L of Lourdes	Maria Sequeira	Msgr. Sam Bianco	Spiritual Advisor
O/L of Perpetual Help	Bey Grieve	Michael McGinnis	Etobicoke PC
Precious Blood	John Sidle*	Margaret Moday	Humber Valley PC
Precious Blood	Vince Tedesco	Anita Maryann Fernandes	Peel PC
Prince of Peace	Emma Wong	John Rochford	Scarborough East PC
St. Aidan	Adelaide Velinor	Carol Ann Lemoine	Scarborough West PC
St. Aidan	Romana Ferrao	Rocco Di Serio	Scarborough West PC (Board Rep)
St. Aidan	Savio Ferrao	Barbara Pollard	Toronto North PC
St. Basil	Gordon Barthos	Diane Bennett	Toronto North PC (Board Rep)
St. Bernadette	Gord Nash	Louise Coutu	Executive Director
St. Bernard	Merle Cheekock	Joe McCalmont	Finance Director
St. Charles	Marina Tomasone	Sarah Newby	Finance Assistance
St. Charles	Mary Amoroso	Pedro Ostia-Perez	Finance Assistance
St. Francis of Assisi Tor	Peter Nudo	Laura Kiss	Director, Elisa House
St. Francis Xavier	Ann Massel	Bola Oluwole-Rotimi	Director, Mary's Home
St. Francis Xavier	Dave Lizotte	Denzel Pinto	Grant Thornton LLP.
St. Francis Xavier	Stephen Harvey		
St. Gabriel	Brenda D'Souza		
St. Gregory the Great	Patricia Wynne		
St. Ignatius Loyola	Steven Chin-Cheong		
St. Joan of Arc	Mary Collins		
St. John	Edmond Stuart		
St. John/Evangelist, Dur	Frank McNulty		
St. Joseph H.C.	Tom Deluca		
St. Joseph the Worker	Stanislaus (Stan) Xavier		
St. Lawrence	Giovanna Di Serio		
St. Lawrence	Martin John		
St. Lawrence	Joe Lobo		
St. Maria Goretti	Lillian D'Souza		
St. Maria Goretti	Eden Geonzon		
St. Mary	Michele Leanne Trider		

The meeting was preceded by mass celebrated by His Excellency, The Most Reverend, Bishop Robert Kasun, Auxiliary Bishop of Toronto, Monsignor Samuel Bianco and Father Larry Marcille, Pastor of Blessed Sacrament Parish.

OPENING PRAYERS: Led by Monsignor Bianco

Father Larry Marcille, pastor of Blessed Sacrament parish welcomed all present and acknowledged the efforts of Vincentians in their outreach to the most deserving in our communities. Fr. Marcille left the meeting at this time.

KEYNOTE SPEAKER: Bishop Robert Kasun

Bishop Kasun spoke inspiringly of the Vincentian vocation and service to persons who are poor. A synopsis of his talk is appended to the minutes.

The Bishop left the meeting at this time and receiving thanks from President Rob Greenaway on behalf of the membership.

CHAIR'S OPENING REMARKS: Bro. Rob Greenaway welcomed everyone present and thanked Father Marcille for the use of the parish and the hall. The notice of the meeting and supporting material was duly emailed to all members on August 9, 2018.

A count was taken of voting members and proxy holders. A total of 76 voting members and members holding proxies were counted; exceeding the 30% quorum requirement.

INTRODUCTION OF THE BOARD OF DIRECTORS' and OFFICERS' OF THE BOARD OF DIRECTORS' OF TORONTO CENTRAL COUNCIL:

Bro. Rob Greenaway introduced the members as follows:

Durham:	Sr. Maureen Kerr - regrets
Etobicoke:	Bro. Mike McGinnis
Humber Valley:	Sr. Margaret Moday
Peel:	Sr. Anita Fernandes
Peel North:	Bro. Omar Ellis - regrets
Scarborough East:	Bro. John Rochford
Scarborough West:	Bro. Rocco Di Serio
Toronto East:	vacant
Toronto North:	Sr. Diane Bennet
Toronto West:	vacant
York South:	Bro. John De Schutter- regrets

Vice President:	Bro. Danny Bourne
Treasurer:	Bro. John Sidle
Secretary:	Sr. Elisa Wever

Bro. Rob Greenaway requested a motion to confirm that the members as introduced were duly elected by their Particular Councils and therefore constitute the Board of Directors of Toronto Central Council together with the officers approved at the Board of Directors meeting September 2017. Motion put forth by Sr. Pamela Cobham (Holy Name Conference); seconded by Sr. Ophelia D'Souza (St. Timothy Conference). All in favour. The motion carried.

APPROVAL OF THE AGENDA:

The agenda was approved on a motion by Bro. Vince Tedesco (Precious Blood Conference); seconded by Sr. Lidwyn Goveas (Annunciation Conference). All in favour. The motion carried.

APPROVAL OF THE MINUTES OF THE SEPTEMBER 19, 2017 ANNUAL GENERAL MEETING:

The minutes of the meeting were approved on a motion by Bro. Larry Mullins (St. Teresa's Conference); seconded by Sr. Pauline Robert (Holy Name Conference). All in favour. The motion carried.

EXECUTIVE DIRECTOR'S REPORT:

A comprehensive report on the activities of Toronto Central Council prepared by the Executive Director Louise Coutu, for the fiscal year ending March 31, 2017 was circulated to all members in advance of the meeting. Louise asked the members present to support the proposed governance model. This proposed model is a culmination of years of input, discussion and planning to ensure that the valued service of the Society, Home visitation and Special Works are protected and that the members share the responsibility of leadership.

TREASURER'S REPORT:

Treasurer Bro. John Sidle presented the audited statements for the activities of Toronto Central Council for the fiscal year ending March 2017. The statements were approved on a motion by Bro. John Sidle; seconded by Bro. Gord Nash (St. Bernadette's Conference). All in favour; none opposed. The motion carried.

AUDITOR'S STATEMENT AND APPROVAL OF FINANCIAL STATEMENTS:

With the approval of the audited statements, Treasurer Bro. John Sidle put forth a motion that the firm of Grant Thornton LLP be re-appointed as the Society's auditors for the 2017/18 fiscal year with the remuneration being fixed by the Board; seconded by Bro. Ed Stuart (St. John's Conference). All in favour; none opposed. The motion carried.

Bro. John Sidle introduced to the membership Mr. Denzel Pinto, from the firm Grant Thornton LLP.

Governance Committee:

Bro. Rob Greenaway introduced Bro. Danny Bourne, chair of the Governance Committee.

Material providing a detailed explanation of the proposed governance model was circulated to the membership in advance of the meeting.

Application for Continuance:

Bro. Danny Bourne requested a motion to approve application by the Society of Saint Vincent de Paul for continuance under the Canada Not-For-Profit Corporations Act. Seconded by Sr. Sandra Parahoo (St. Theresa's Shrine Conference). All in favour; none opposed. The motion carried.

Approval of Proposed By-Laws:

Bro. Danny Bourne requested a motion for the membership to approve the proposed June 2018 draft By-laws for future adoption. Seconded by Sr. Pamela Cobham (Holy Name Conference). All in favour; none opposed. The motion carried.

PRESIDENT'S ADDRESS:

Bro. Rob Greenaway presented his address to the membership. He thanked the staff for their leadership and dedication. Bro. Rob reviewed the work of the Board and committees over the past year and thanked the Vincentians for their dedicated service. All Vincentians were challenged to participate in the work of the Board, to consider expanding their service beyond conference work and to share their skills and talents in achieving our common goal of becoming better Vincentians. The address in full is available on the Toronto Central Council website.

MEMBERS FORUM:

The following comments and queries were put forth during the Members Forum:

New Organization Chart:

- An updated organization chart was requested for circulation

Celebration November 18th:

- The Pope has declared this the World Day of the Poor. Monsignor Bianco invited all to view the weekday mass during this time as one of the five masses is dedicated to the work of the Society of Saint Vincent de Paul VincenPaul Family Homes Corporation:
- A request was made for recognition of this affiliated work of the Society

SECRET COLLECTION: \$368.45

MOTION TO ADJOURN: A motion to adjourn was put forth by Bro. Rob Greenaway (Toronto Central Council); seconded by Sr. Ophelia D'Souza (St. Timothy Conference). Carried.

CLOSING PRAYERS: Were led by Monsignor Bianco.

Bro. Rob Greenaway
President

Sr. Elisa Wever
Secretary



Society of Saint Vincent de Paul

Greater Toronto Central Council
240 Church Street, Toronto, Ontario M5B 1Z2

August 14, 2020

Re: Annual General Meeting—September 26, 2020

Dear Conference President, Particular Council President, and Members of the Board of Directors,

The Society of Saint Vincent de Paul Toronto Central Council will be hosting its Annual General Meeting virtually on Saturday, September 26, 2020. The meeting will be hosted by Zoom and will allow for online voting. Emergency orders have permitted organizations to hold their meetings by virtual means. Please note we must restrict participation in this meeting to voting members only. All material and a recording of the AGM will be available on our website www.ssvptoronto.ca after September 30th, 2020. A reminder that voting members are:

- a) Presidents of Instituted Particular Councils
- b) Presidents of Aggregated Conferences
- c) Members of the Board of Directors

At this meeting, voting members will vote for changes to the previously approved By-laws as detailed in Attachment #2. You will also vote to approve the Audited Statements, appoint the Auditors and receive reports on the activities of the Society in the Greater Toronto Central Council.

Why is it important for you to attend?

We're asked this question often, and so this year I thought we would share with you why your attendance at our AGM is so critical. As you know, in addition to all the home visits and assistance to parochial neighbours in need, Vincentians in the GTA—through the Central Council—proudly operate many special projects. These include summer camps for children who don't otherwise get to enjoy a camp experience, and supportive housing for the most vulnerable people in our region. These projects are made possible by grants from governments and other agencies. As a corporate entity we must follow all relevant Canadian laws and regulations, among them the requirement to hold AGMs, share Audited Statements, appoint Auditors, and pass By-laws. None of those critical requirements can be met unless we have a quorum at our upcoming AGM. **We cannot thank you enough for taking time out of your busy schedules to attend the AGM, vote, and thus make our shared mission possible.**

Please confirm your attendance by September 14th. For those voting members who are unable to attend the virtual AGM, we urge you to complete the attached proxy form and submit it as directed by September 21st.

A practice session will be held on September 22nd for all voting members to become familiar with the webinar platform.

We look forward to seeing you on September 26th to pray, share and celebrate together.

Sincerely,

Bro. Gary Valcour
Chair, Board of Directors

Summary of Important Dates:

- September 14th: Last day to register with TCC to receive video link for the meeting
- September 21st: Last day to Submit Proxy form if you cannot attend
- September 22nd: Join a practice session – details to be emailed to voting member
- September 26th: Attend the AGM at 10:00 am

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VINCENPAUL
COMMUNITY HOMES



Society of Saint Vincent de Paul

Greater Toronto Central Council
240 Church Street, Toronto, Ontario M5B 1Z2

NOTICE OF ANNUAL GENERAL MEETING

To be held by Zoom Video Conferencing

Date: Saturday, September 26, 2020 at 10:00 am

Voting Members must register by Monday, September 14, 2020 Contact Anar at anar@ssvptoronto.ca to register.

If you are a voting member and have not receive the meeting link by September 18, 2020, contact Sarah at sarahd@ssvptoronto.ca

Proxies accepted until Monday, September 21st; Details on the proxy form, attachment #4

AGENDA

AGM Material sent August 14, 2020

1. Opening Prayers, Monsignor Samuel Bianco
2. Spiritual Reading, Msgr. Samuel Bianco, Spiritual Advisor to Toronto Central Council
3. Chair's Opening Remarks
4. Motion to approve Board resolution to proceed with a remote version of the AGM
5. Introduction of the Board of Directors
6. Approval of the Agenda
7. Approval of the Minutes of the 2019 AGM – *minutes enclosed*
8. Executive Director's Report – *report enclosed*
9. Treasurer's Report
10. Audited Statements:
Motion to accept the Auditor's statement and the Audited Financial Statements – *material attached*
b) Motion to Appoint Auditors
11. Governance Committee
a) Motion to approve amendments to By-law #1 Society of Saint Vincent de Paul Toronto Central Council, approved by the Board of Directors on May 26, 2020 - *By-Law #1 - material attached*
12. Nominating Committee Report – election of the Directors
13. Address by the Chair of the Board
14. Members' Forum – *please provide questions in advance to anar@ssvptoronto.ca*
15. Closing prayers, Monsignor Samuel Bianco

Bro. Gary Valcour, Chair Board of Directors

Directors and Officers:

Bro. Danny Bourne	Bro. Joe Brisbois	Sr. Valerie Chavossy
Bro. John De Schutter	Sr. Cathy Grant	Bro. Chris James
Bro. Frank McNulty	Bro. John Sidle, Treasurer	Bro. Michael Wiley, Secretary

Attachment #1: Welcome letter, AGM Agenda, 2019 minutes, Executive Director Report

Attachment #2: Bylaw cover letter, Amended By-laws

Attachment #3: Audited Statements

Attachment #4: Proxy Form

Composed of:

DURHAM
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HUMBER VALLEY
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PEEL
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ELISA HOUSE

MARYGROVE CAMP

MARY'S HOME

OZANAM HOUSE

PRISON APOSTOLATE

ST. CLARE RESIDENCE

ST. FRANCIS RESIDENCE

SAINT VINCENT DE PAUL COMMUNITY

ANNUAL GENERAL MEETING

Minutes of a meeting held on Saturday, September 29, 2019
at Blessed Sacrament Parish Hall, Toronto, Ontario

ATTENDANCE:

Blessed Frederic Ozanam	Dawn Hayes		
Blessed Sacrament	Gerry Beelen	St. Lawrence	Giovanna Di Serio
Blessed Sacrament	Venera Fazio	St. Lawrence	Martin John
Corpus Christi	Rachel Fonseca	St. Lawrence	Joe Lobo
Epiphany of Our Lord	Carol Roberts	St. Lawrence	Emma Merlos
Holy Family, Whitby	Maurice Cusack	St. Leo Brooklyn	Peggy Primeau
Holy Family, Whitby	Rose Cusack	St. Leonard	Sandra Mathew
Holy Name	Mary Raspor	St. Maria Goretti	Lillian D'Souza
Holy Name	Pauline Robert	St. Maria Goretti	Ester Anne Sayed
Holy Rosary	Jacqueline Jensen	St. Maria Goretti	Virginia Tabat
Holy Spirit	Colette Berardinetti	St. Martin of Tours	Charlotte Ribeiro
Nativity of Our Lord	Kathleen Haugh	St. Martin of Tours	Pauline Young
Nativity of Our Lord	John Menary	St. Martin of Tours	Robert Young
O/L of Perpetual Help	Michael Elliot	St. Michael	Tomasz Musial
O/L of Perpetual Help	Bey Grieve	St. Michael	Andrew Wells
O/L of Sorrows	Michael Baranyai	St. Monica	Beatriz Rodriguez
Precious Blood	Vince Tedesco	St. Philip Neri	Aldo Sarracini
Prince of Peace	Emma Wong	St. Philip Neri	Carla Sarracini
St. Aidan	Ivor Coutinho	St. Teresa	Larry Mullins
St. Aidan	Romana Ferrao	St. Theresa Shrine	Stephen Quinn
St. Aidan	Savio Ferrao	St. Theresa Shrine	John Rochford
St. Aidan	Anna Varley	St. Thomas the Apostle	Patrick Lynch
St. Aidan	Adelaide Velinor	St. Timothy, Toronto	Ophelia D'Souza
St. Anselm	Yvonne Gray	<u>Board Nominees:</u>	
St. Bartholomew	Wayne Wavryk	Joseph Brisbois	St. Anselm
St. Basil	Gordon Barthos	Valerie Chavossy	Blessed Sacrament
St. Basil	Maurice Jay Nicholson	Catherine Grant	St. Boniface
St. Basil	Korto Zambeli-Nicholson	Christopher James	St. Patrick
St. Bonaventure	Ann Fellin	Frank McNulty	St. John Evangelist, Dur
St. Bonaventure	Lily Leung	Gary Valcour	St. Gregory the Great
St. Bonaventure	Oliver Obioma Osuji	Michael Wiley	
St. Boniface	Marie Brisson	<u>Toronto Central Council:</u>	
St. Cecilia	Helina Trojanoska	Rob Greenaway	President
St. Dunstan	Debbie Wilson	Danny Bourne	Vice President
St. Edward	Ron Monk	John Sidle	Treasurer
St. Edward	Mike Mastromatteo	Msgr. Sam Bianco	Spiritual Advisor
St. Francis de Sales	Colleen Flaherty	Maureen Kerr	Durham PC
St. Francis of Assisi Tor	Ernestina Fallico	Anita Maryann Fernandes	Peel PC
St. Francis of Assisi Tor	Peter Nudo	Francis Fernandes	Peel North PC
St. Gabriel	Brenda D'Souza	Rocco Di Serio	Scarborough West PC (Board Rep)
St. Gabriel	Vivian Ng	Ed Stuart	Toronto East PC
St. Ignatius Loyola	Steven Chin-Cheong	Barbara Pollard	Toronto North PC
St. Joan of Arc	Mary Collins	Diane Bennett	Toronto North PC (Board Rep)
St. John	Jeff Scott	Yvonne Hoogeveen	York South PC
St. John Fisher	Joseph Ashok	Louise Coutu	Executive Director
St. Joseph H.C.	Ray McNeil	Sarah Newby	Finance Assistant
St. Joseph H.C.	William Murray	Laura Kiss	Director, Elisa House
St. Joseph the Worker	John De Schutter	Denzel Pinto	Grant Thornton LLP.

These names were taken from the sign-up sheet plus an additional 29 voting members submitted proxy votes prior to the stated deadline.

The meeting was preceded by mass celebrated by His Excellency, The Most Reverend, Bishop Robert Kasun, Auxiliary Bishop of Toronto, Monsignor Samuel Bianco and Father Larry Marcille, Pastor of Blessed Sacrament Parish.

LAND ACKNOWLEDGMENT: Bro. Danny Bourne recited a land acknowledgement.

OPENING PRAYERS: Led by Monsignor Bianco

KEYNOTE SPEAKER: Monsignor Samuel Bianco

Monsignor Bianco read a selection of readings that support the Society's outreach. "Our greatest gift is that we serve people, people who have identities, people who have a name, a story. We give a little piece of ourselves to help in any way we can". A synopsis of his presentation available on the website.

Bro. Rob Greenaway thanked Monsignor Bianco for his leadership and guidance in his role as Spiritual Advisor to Toronto Central Council. Vincentians have enthusiastically participated in the development of the Spiritual Facilitator model. Work of the committee continues to refine and support this role.

CHAIR'S OPENING REMARKS: Bro. Rob Greenaway welcomed everyone present and thanked Father Marcille for the use of the parish and the hall. The notice of the meeting and supporting material was duly emailed to all members on August 16, 2019.

A count was taken of voting members and proxy holders. A total of 81 voting members and members holding proxies were counted exceeding the 30% quorum requirement.

Bro. Rob Greenaway introduced the members of the current Board of Directors who served during the fiscal year and thanked them for their service:

Sr. Maureen Kerr, Bro. Michael McGinnis, Sr. Margaret Moday, Sr. Anita Fernandes, Bro. Omar Ellis, Bro. Rocco Di Serio, Sr. Diane Bennet, Bro. John De Schutter, Bro. Danny Bourne, Bro. John Sidle and Sr. Elisa Wever and Monsignor Samuel Bianco, Spiritual Advisor to the Board.

APPROVAL OF THE AGENDA:

The agenda was approved on a motion by Bro. Vince Tedesco (Precious Blood Conference); seconded by: Sr. Barbara Pollard (Toronto North Particular Council). All in favour. The motion carried.

APPROVAL OF THE MINUTES OF THE SEPTEMBER 28, 2018 ANNUAL GENERAL MEETING:

The minutes of the meeting were approved on a motion by Bro. Larry Mullins (St. Teresa's Conference); seconded by Bro. Ron Munk (St. Edward's Conference). All in favour. The motion carried.

EXECUTIVE DIRECTOR'S REPORT:

A report on the activities of Toronto Central Council prepared by the Executive Director Louise Coutu, for the fiscal year ending March 31, 2019 was circulated to all members in advance of the meeting.

Louise thanked the members present for their support of the proposed governance model. Vincentians are asked to continue their support by serving or encouraging others to serve on the new Corporate Board, the Vincentian Council or a number of standing committees.

Louise thanked the program Directors for their exceptional leadership and the Head Office staff for their skill and diligence.

On behalf of Toronto Central Council, Louise congratulated the VincentPaul Family Homes Corporation on the occasion of their 25th anniversary providing affordable housing in East York.

TREASURER'S REPORT:

Treasurer Bro. John Sidle presented the audited statements for the activities of Toronto Central Council for the fiscal year ending March 2019. Bro. John Sidle put forth a motion that the statements, previously approved by the Board of Directors be accepted by the membership; seconded by Bro. Jay Nicholson (St. Basil's Conference). All in favour; none opposed. The motion carried.

AUDITOR'S STATEMENT AND APPROVAL OF FINANCIAL STATEMENTS:

With the acceptance of the audited statements, Treasurer Bro. John Sidle put forth a motion that the firm of Grant Thornton LLP be re-appointed as the Society's auditors for the 2019/20 fiscal year with the remuneration being fixed by the Board; seconded by Bro. Larry Mullins (St. Teresa's Conference). All in favour; none opposed. The motion carried.

Bro. John Sidle introduced to the membership Mr. Danzel Pinto from the firm Grant Thornton LLP.

GOVERNANCE COMMITTEE:

Bro. Rob Greenaway introduced Bro. Danny Bourne, chair of the Governance Committee. The amended By-law # 1, previously voted on by the membership at the September 2018 AGM was circulated in advance of the meeting. The amendments include correction of a typo in the section on meeting scheduling; specifying a range of Directors rather than a specific number; appending from the Canada Not-For-Profit Corporations Act the process for discipline and removal of a Director from the Board, and the form to be used for proxies.

Approval of Proposed By-Law # 1:

Bro. Danny Bourne requested a motion for the membership to approve the proposed By-Law # 1. Motion put forth by Bro. Michael Baranyai (Our Lady of Sorrows Conference), seconded by Bro. Larry Mullins (St. Teresa's Conference). All in favour; none opposed. The motion carried.

Election the Board of Directors:

Bro. Danny introduced the slate of candidates:
Joe Brisbois, Valerie Chavossy, Cathy Grant, Chris James, Frank McNulty, Gary Valcour, Michael Wiley, John DeSchutter, John Sidle and himself, Danny Bourne.

Sr. Maureen Kerr introduced the following motion:

That the proposed slate of candidates, previously approved by the Board of Directors of Toronto Central Council be affirmed as the newly formed Board of Directors of the Greater Toronto Central Council. The motion was put forth by Bro. John Rochford (St. Theresa's Conference), seconded by Bro. Jay Nicholson (St. Basil's Conference). All in favour; none opposed. The motion carried.

Bro. Rob Greenaway introduced the members of the newly formed Vincentian Council comprised of the following Presidents of the Particular Councils:

Durham – Sr. Maureen Kerr

Etobicoke – Bro. Michael McGinnis

Humber Valley – Sr. Margaret Moday

Peel – Sr. Anita Fernandes

Peel North – Bro. Francis Fernandes

Scarborough East - Interim President, Bro. Rob Greenaway

Scarborough West – Sr. CarolAnn LeMoine

Toronto East – Bro. Ed Stuart

Toronto North – Sr. Barbara Pollard

Toronto West – Bro. Paschal LaRouche

York South – Sr. Yvonne Hoogeven

Bro. Rob Greenaway introduced Bros. John Menary and Maurice Cusack and thanked them for their exceptional efforts as the nominating committee for Toronto Central Council.

PRESIDENT’S ADDRESS:

Bro. Rob Greenaway presented his address to the membership. He thanked the staff for their leadership and dedication. Bro. Rob reviewed the work of the Board and committees over the past year and thanked the Vincentians for their dedicated service. All Vincentians were challenged to participate in the work of the Board, to consider expanding their service beyond conference work and to share their skills and talents in achieving our common goal of becoming better Vincentians. The address in full is available on the Toronto Central Council website.

Bro. Rob Greenaway recognized by way of a presentation, the service of Executive Director, Louise Coutu who reached 30 years of service as the assistant Director and later Executive Director of the Society, and 30 years as the Director of Marygrove Camp having started there in 1978.

MEMBERS FORUM: No questions were raised at this time.

SECRET COLLECTION: \$229.70

MOTION TO ADJOURN: A motion to adjourn was put forth by Sr. Barbara Pollard (Toronto North Particular Council); seconded by Sr. Ophelia D’Souza (St. Timothy Conference). Carried.

CLOSING PRAYERS: Were led by Monsignor Bianco.

Bro. Rob Greenaway
President

Louise Coutu for Elisa Wever
Secretary

Greater Toronto Central Council

Bylaw Revision 2020

Introduction

After a prolonged process of consultation and research, the voting members of the Greater Toronto Central Council of the Society of Saint Vincent de Paul approved a new governing bylaw at its 2019 Annual General Meeting. This new By-law set in place a governing structure whereby the Board of Directors of the Corporation now consists of members that possess the necessary skill sets to oversee the entire organization, with a focus on the various Special Works and the Particular Council Presidents work together to support the development and growth of the Particular Councils and Conferences and report to the Board.

After one year of practising this revised structure, there is a consensus that it has succeeded in its intent to provide the type of focused and specialized leadership required to more effectively carry out our Vincentian mission of charity. Not surprisingly, it has also become apparent during this period that several aspects of the existing By-law need to be fine-tuned or revised in order to better reflect the intended governance structure as well as lessons learned during the past year. Specifically, the main proposed changes are to the name of the Vincentian Council which will be renamed the “Particular Council Presidents Committee” to reflect its composition and focus and to eliminate the Coordinating Committee whose function became redundant.

QUESTIONS AND ANSWERS

Why are we changing the name of the Vincentian Council?

National pointed out that the term “Council” has specific meaning under the Rule, in that it refers to instituted entities. To avoid confusion with the Central Council, it is more accurate to rename the Vincentian Council as the Particular Council Presidents Committee. It maintains the same function of advising the Board on the initiatives that need to be undertaken to support the work of the Particular Councils, Conferences and Vincentians.

Why are we eliminating the Coordinating Committee? I thought it was supposed to make sure the Particular Councils and Board of Directors had an open and consistent channel of communications.

In practice, the need for a separate committee to coordinate communications was deemed unnecessary. Instead, the fact that the Executive Director sits in on both the Board and Particular Council Presidents Committee (PCPC) meetings, and a member of the Board attends all the PCPC meetings has proven to provide effective two-way communications.

Why are we changing the name of the Board Resource Committee?

In the course of defining the roles and mandates of the various committees, it became apparent that the members serving on the Board Resource Committee would be engaged in similar work as would be assigned to a Governance Committee. It is more effective and efficient to utilize the skill sets of these committee members by combining the Governance and Board Resource Committees.

Should we be aware of any other changes?

- It was pointed out that in an unlikely circumstance of mass resignations or unplanned vacancies on the Board, there could be the possibility of the majority of Directors being non-Vincentians. This has been remedied.
- Under legal precedence, the law of the land supersedes any contradictory provisions that might be contained in the bylaws or the Rule. As this is a given fact, it was felt to be redundant to include this in the bylaw.
- For the sake of clarity and in keeping with past practice, it was deemed appropriate to add the clarification that the Chair of the Board is an ex officio member of every committee.

Board Resource Committee

August 2020

**Society of Saint Vincent de Paul Toronto Central Council / Société de
Saint-Vincent de Paul Conseil Central de Toronto**

By-law # 1

A by-law relating generally to the transaction of business and affairs of the Society of Saint
Vincent de Paul Toronto Central Council / Société de Saint-Vincent de Paul Conseil Central de
Toronto (the “**Corporation**”)

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Preamble

The Society of Saint Vincent de Paul is a Catholic lay organization that serves and ministers to persons experiencing poverty, promoting their dignity in accordance with Christian values and the Vincentian philosophy, as expressed in the Rule and Statutes of the Society of Saint Vincent de Paul in Canada. Vincentians, in serving persons experiencing poverty, are living the message of the Gospel and are transformed through Jesus Christ.

Section 1 - Definitions & Interpretation

(1) In this By-law:

“**Act**” means the *Canada Not-for-Profit Corporations Act*, SC 2009, c 23 and any successor Act as amended from time to time;

“**Annual General Meeting**” means the annual meeting of the Members of the Corporation as provided under the Act;

“**Board**” means the board of directors of the Corporation;

“**Conference**” means a formal organization of Vincentians, typically associated with a parish as outlined in the Rule, which elects a Conference President;

“**Corporation**” means Society of Saint Vincent de Paul Toronto Central Council in its English form and Société de Saint-Vincent de Paul Conseil Central de Toronto in its French form.

“**Director**” means a director of the Corporation;

“**Member**” means a member of the Corporation;

“**Officer**” means the holder of an Office as defined in Section 8 of this By-law;

“**Ordinary Resolution**” means a resolution passed by a majority of the votes cast thereon;

“**Particular Council**” means a formal grouping of Conferences, typically associated with a geographical area as outlined in the Rule, which elects a Particular Council President;

“**Rule**” means the internal statutes of the Society, as set out in “The Rule and Statutes of the Society of Saint Vincent de Paul Canada” (ISBN 978-2-9800207-8-0) as amended from time to time;

“**Society**” means the Society of Saint Vincent de Paul Canada;

“**Special Resolution**” means a resolution passed by two-thirds ($\frac{2}{3}$) of the votes cast thereon;

“**Vincentian**” means an individual who has been accepted into membership of the Society, having met such screening and other requirements as set out in the Rule and the administrative policies of the Society; and

- (2) In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified, words and expressions defined in the Act have the same meanings when used in this By-law.

Section 2 - Repeal of Prior By-laws

All prior by-laws of the Corporation are repealed from and after the coming into force of this By-law and all prior resolutions or other enactments of the Corporation that are inconsistent with this By-law are hereby repealed.

Section 3 - Registered Office

The registered office of the Corporation shall be in the City of Toronto in the Province of Ontario at such place therein as the Board may determine by resolution.

Section 4 - Membership

- (1) The membership of the Corporation shall comprise:
 - (a) the Directors of the Corporation from time to time;
 - (b) the Presidents from time to time of each of the Particular Councils that are instituted with and report to the Corporation; and
 - (c) the Presidents from time to time of each of the Conferences that are aggregated with and report to Particular Councils which in turn are instituted with and report to the Corporation.
- (2) Each Member shall have one (1) vote on all matters properly brought before the membership for decision, regardless of whether they hold the offices of Conference President and Particular Council President concurrently.
- (3) Membership in the Corporation shall terminate automatically when an individual no longer holds any of the offices set out in Section 4(1) of this By-law that qualify the individual for membership.
- (4) The Board shall deal with all matters relating to discipline in accordance with Schedule "A".

Section 5 - Membership Meetings

- (1) A meeting of the Members may be called by the Board or by requisition of the Members in accordance with s. 167 of the Act.
- (2) Meetings of Members may be held at any place within the Archdiocese of Toronto. Participation by telephonic or electronic means is not allowed.
- (3) Quorum for meetings of the membership shall be the presence of fifty per cent (50%) of Members, in person or represented by proxy. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum and to fix the time to which to adjourn

- (4) At all meetings of Members, a majority of votes cast, unless otherwise required by law or the By-laws of the Corporation, shall decide every question, regardless of whether those votes were cast by show of hands or by poll. In the event of an equality of votes, the motion shall fail.
- (5) At each Annual General Meeting of Members, the Directors will present the minutes of the last Annual General Meeting or special meeting of Members and, in accordance with the Act, will present the annual financial statements, the report of the auditors and a report on the past year's operations, together with such other information as might be pertinent to any special business to be considered and to the future direction and operation of the Corporation. The agenda shall also include the appointment of auditors for the current year and the election of Directors from among candidates presented by the Board Resource Committee or proposed by Members, under s.163(5) of the Act, to fill such vacancies as exist.
- (6) A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the requirements set out in Schedule "B".

Section 6 - Board of Directors

- (1) The Board of Directors shall manage or supervise the management of the Corporation and its affairs. The Board shall consist of the fixed number of Directors as determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board; provided, however, that such number must at all times be within the minimum and maximum number of Directors as set out in the articles of the Corporation. Each Director shall be elected for a term of three (3) years, excepting those candidates initially elected or individuals deemed to be Directors upon the continuance of the Corporation under the Act, who may serve a lesser term. A Director may serve two (2) consecutive terms, after which the individual shall not be eligible for re-election for a period of a further two (2) years.
- (2) No more than three (3) Directors who are not Vincentians may serve on the Board at any one time and at all times the majority of directors shall be Vincentians.
- (3) No Director may hold the position of Particular Council President at the same time as serving on the Board.
- (4) No director may be an employee of the Corporation.
- (5) A Director may resign at any time by giving notice in writing to the Corporation. In accordance with the Act, Members may remove a Director from office at a Special Meeting called for that purpose.
- (6) The Board of Directors shall meet at least 6 times per year and never more than 90 days after the prior meeting. The Chair of the Board or any two Directors may call a meeting.

- (7) Quorum for meetings of the Board of Directors shall be a majority of the Directors then in office, present in person or by telephone or video link.
- (8) At all meetings of Directors, a majority of votes cast shall decide every question. In the event of an equality of votes, the motion shall fail.
- (9) Vacancies on the Board of Directors, howsoever arising, shall only be filled by a vote of the Members.

Section 7 - Committees

The Board shall establish and maintain such advisory committees with mandates and terms of reference as it may choose to support its work and who will report to the Board on a regular basis. At a minimum, it will establish:

1. A **Particular Council Presidents Committee** with responsibility to advise the Board on the advancement, coordination and care of Conferences and Particular Councils and the broad Vincentian community throughout the Corporation's geographical area. In particular, the Particular Council Presidents Committee will advise the Board on the key activities identified in the Rule as follows:
 - (a) Stimulating growth of the Vincentian membership.
 - (b) Encouraging interaction between members of Particular Councils and Conferences.
 - (c) Promoting opportunities for spiritual growth of all the Vincentians.
 - (d) Promoting the on-going education and development of all Vincentians.

The membership of the committee shall be comprised of the Presidents of the Particular Councils within the Corporation's geographical area and a Board member appointed by the Chair of the Board.

2. A **Governance and Board Resource Committee** with responsibility to advise the Board on issues such as the development, identification, orientation, education and recruitment of candidates for the Board from the broad Vincentian community (and elsewhere, if necessary), in line with such competencies and other qualifications as the Board may identify. The Committee shall also have responsibility for advising the Board on the development of Director and Officer position descriptions, including a full description of the responsibilities and accountabilities under the law and this By-law, associated with each role, and the expectations of each subsequently elected or appointed candidate with regard to codes of conduct, conflicts of interest, participation and the like.

3. A **Finance Committee** with responsibility for advising the Board on all financial matters, including overseeing the development and maintenance of such accounting and reporting systems and such control systems and practices as are appropriate for the effective monitoring and management of the Corporation's finances and physical assets; recommending investment policies; evaluating auditors to be proposed for appointment by the membership; negotiating and recommending audit fees; overseeing the management of charitable funds held by the Particular Councils and Conferences to ensure adherence to the Rule; and all government financial reporting requirements.

Section 8 - Officers

- (1) Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the Officers of the Corporation shall have the following duties and powers associated with their positions:
 - (a) **Chair of the Board** - The Chair of the Board shall be elected by the Directors from those amongst their number who are Vincentians. The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the Members and shall be responsible to the Board for the coordination of all the affairs of the Corporation and all matters affecting the Corporation including, after consultation with the Board, naming the Spiritual Advisor, all officers of the Corporation and the Chairpersons of the standing committees. Further, the Chair shall be, ex officio, a member of all Committees of the Corporation.
 - (b) **Secretary** – The Secretary shall be elected or appointed by the Board from among their number. The Secretary will act as the secretary of all meetings of the Board and Members and have responsibility for ensuring all meetings of committees of the Board are properly recorded. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
 - (c) **Treasurer** – The Treasurer shall be elected or appointed by the Board from amongst their number. The Treasurer will act as Chair of the Finance Committee.
 - (d) **Executive Director** – The Executive Director, if appointed, will have responsibility for the day-to-day management of the Corporation; for its operations; for its staff; and for the implementation of such plans and policies as the Board may determine. The Executive Director shall report to the Board through the Chair and will act as advisor and counsel to the Board on all regulatory and administrative matters that may impact the efficient and effective operation of the Corporation and the implementation of such plans and policies.
- (2) Each Officer, except the Executive Director, will be elected for a one (1) year term after which they may be eligible for re-election, if remaining a director, but they may not serve more than six (6) consecutive years in the same position. All Officers, except the Executive Director, shall serve without remuneration.

Section 9 - Financial Year & Statements

- (1) The financial year of the Corporation shall end on March 31st each year unless otherwise determined by resolution of the Board. The Corporation shall make available copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act electronically to the Members, publish a notice to its Members to that effect and only provide physical documents to those Members who have requested pre-paid mail as their preferred method of communications or who attend the registered office.
- (2) The 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.

Section 10 - Notices

- (1) Notice of the time and place of a meeting of Members shall be given to each Member by the following means:
 - (a) by mail, courier or personal delivery to each Member, during a period of not less than 21 and not more than 60 days before the day on which the meeting is to be held: or
 - (b) by telephonic, electronic or other communication facility to each Member, during a period of not less than 21 and not more than 35 days before the day on which the meeting is to be held.

In the case that a change to a By-law is proposed, such notices will be sent with a minimum of 45 days' notice.

- (2) Such notice shall include information on any special business to be conducted at the meeting in enough detail to allow each Member to make a reasoned decision on such business. Such notice shall include, also, a statement of the right of such Member to appoint a proxy holder, who need not be a Member.
- (3) 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 in a notice shall not invalidate any resolution passed or any proceedings taken at any meetings of the Members.

Section 11 – Dispute Resolution

If a dispute or controversy among Members, Directors, Officers, Vincentians or the Corporation arising out of or relating to the articles, by-laws of the Corporation, or out of any aspect of the activities of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by the process of dispute resolution set out in Schedule "C", to the exclusion of such persons instituting a law suit or legal action.

Section 12 - Enactment, Repeal and Amendment

By-laws of the Corporation may be made and by-laws may be repealed or amended by resolution of a majority of the Board, with immediate effect, but subject to subsequent confirmation, rejection or amendment by Ordinary Resolution of the Members at the next meeting of the membership. Notwithstanding the foregoing, Sections 4(1), 5(6), 10(1), 12 and Schedule "B" of this By-law shall only become effective and may only be changed by Special Resolution of the Members.

MADE by the Board on May 26, 2020.

Chair

Secretary

Confirmed by Special Resolution of the Members on: _____, 2020

Chair

Secretary

Schedule "A" – Discipline of Members (Section 4 (4))

- (1) The Board shall have the authority to suspend or expel any Member for any one or more of the following grounds:
 - (a) violating any provision of the articles or by-laws of the Corporation.
 - (b) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation and the principles and values of Vincentians, as set out in the Rule.

- (2) If the Board determines that a Member should be suspended or expelled from membership in the Corporation, the Chair of the Board, or such other officer as may be designated by the Board, shall provide 21 days' notice of the suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the Chair of the Board, or such other officer as may be designated by the Board, in response to the notice received within such 21-day period. If no written submission is received, the Chair of the Board, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Schedule "A", the Board will consider such submission in arriving at a final decision and shall notify the Member concerning such final decision within a further 21 days from the date of receipt of the submission. The Board's decision shall be final and binding on the Member without any further right of appeal.

Schedule "B" – Proxies (Section 6(6))

A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

- (a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (b) A Member may revoke a proxy by depositing an instrument or act in writing signed by the Member or by his or her agent:
 - (i) at the registered office of the Corporation no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - (ii) with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) A proxyholder or alternative proxyholder has the same rights as the Member by whom the proxyholder was appointed, including the right to speak at a special meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.
- (d) If a form of proxy is created by a person other than the Member, the form of proxy will:
 - (i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and (C) instructions on the manner in which the Member may appoint the proxyholder;

- (ii) contain a designated blank space for the date of the signature.
 - (iii) provide a means for the Member to designate some other person as proxyholder if the form of proxy designates a person as proxyholder.
 - (iv) provide a means for the Member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor and the election of Directors;
 - (v) provide a means for the Member to specify that the Membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of an auditor or the election of Directors; and
 - (vi) state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section (d)(iv) or (d)(v) of this Schedule “B” with respect to any matter to be acted on, the Membership is to be voted accordingly.
- (e) A form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section (d)(iv) of this Schedule “B” only if the form of proxy states, in boldface type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters.
- (f) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee’s attention to the information.
- (g) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Schedule "C" – Dispute Resolution (Section 12)

- (1) If a dispute or controversy among Members, Directors, Officers, Vincentians or the Corporation arising out of or relating to the articles, by-laws of the Corporation, or out of any aspect of the activities of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by the process of dispute resolution set out in this Schedule "C", to the exclusion of such persons instituting a law suit or legal action:
- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
 - (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.