

Minutes of the SUB-EXECUTIVE OF HAMILTON CONFERENCE

September 29, 2016



"Holy Shift!"

Authority

The Sub-executive of Hamilton Conference met by teleconference call on Thursday, September 29, 2016 at 9:30 a.m. A quorum was present.

Calling of the Roll

Peter Hartmans called the roll:

Present:	Peter Hartmans	Executive Secretary
	Gord Dunbar	President
	Ted Smith	Past-President
	Heather Leffler	President Elect
	Gail Clarkson	Chair, Bruce Presbytery
	Nora Fueten	Chair, Erie Presbytery
	Deborah Laforet	Co-Chair, Halton Presbytery
	Jane Wyllie	Past Chair, Hamilton Presbytery
	Bill Thomas	Chair, Niagara Presbytery
	John Lawson	Co-Chair, Waterloo Presbytery
	Bob Brunner	Chair, Conference Interview Board

Recording Secretary: Barbara Hampson

Constitution and Welcome

Peter Hartmans welcomed new members of the Sub-executive. President Gord Dunbar constituted the Court in the name of Jesus Christ to deal with the business that might properly come before it. He opened the meeting with a reading from the gospel of Luke, reflection, and prayer.

Agenda

Motion: Bill Thomas/Gail Clarkson

That the agenda be approved as circulated and amended:

CARRIED

Executive Minutes

Motion: Peter Hartmans/Heather Leffler

*That the Hamilton Conference Sub-Executive approve the minutes of the **June 8, 2016** meeting of the Sub-Executive of Hamilton Conference as distributed: **CARRIED***

Members of the Executive

Motion: Jane Wyllie/Deborah Laforet

*That Bob Brunner be made a corresponding member for this meeting of Hamilton Conference Executive: **CARRIED***

Correspondence

Motion: Peter Hartmans/Nora Fueten

*That the list of correspondence for the September 29, 2016 meeting of Hamilton Conference Sub-executive (Appendix A – E 11) be received for information: **CARRIED***

Conference Interview Board

Bob Brunner provided background information (Appendix E – E 30).

Motion: Bill Thomas/Nora Fueten

*That the Sub-Executive of Hamilton Conference accept the recommendation of the Hamilton Conference Interview Board that the Rev. Lennox Scarlett be approved for appointment in the United Church of Canada: **CARRIED***

Presbytery Reports Schedule for 2016

Peter Hartmans provided background information on the practice of asking for an annual report from Presbyteries as opposed to reports for every executive meeting. Discussion followed. Presbytery chairs agreed to do oral reports at executive meetings and one written report for the report book in the spring.

Approval of Corporation Boards

Motion: Heather Leffler/Gail Clarkson

*That the Hamilton Conference Sub-Executive approve the list of directors for Glenco Nursing Home, Halton Presbytery Extension Council, and Hamilton Presbytery Extension Council (Appendix B – E 12). **CARRIED***

Wesley Urban Ministries By-Laws and Letters Patent

Peter Hartmans provided background information.

Motion: Deborah Laforet/John Lawson

That Hamilton Conference Sub-executive approve the proposed changes to Wesley Urban Ministries By-Laws and Letter Patent (Appendix C & D – E 16–29): **CARRIED**

Interim Ministry Designation

Peter Hartmans provided background information.

Motion: Nora Fueten/Jane Wyllie

*That Hamilton Conference Sub-Executive accept the recommendation of the Hamilton Conference Interim Ministry Committee that the designation of **Wayne Beamer** (OM, Erie) as an Interim Minister in the United Church of Canada be continued until September 13, 2021:* **CARRIED**

Remit Conversation

Peter Hartmans reminded Presbytery chairs that Conference staff have a conflict of interest regarding the remit on the three council model, but there are others who can offer leadership on remit conversations; the names are available from Peter on request.

Moderator's Visit

The moderator will be at Barrie Hill on October 16, 10:00 a.m. Bill Thomas spoke about the youth event with the moderator in Niagara Presbytery taking place the last weekend of October, which has been opened up to all interested and Bill believes the event has already reached the maximum number of participants. He asked for prayer in support of the event. Peter noted that the moderator is interested in doing more youth events in our Conference. Proposals can go through Peter.

Adjournment

Motion to Adjourn: Jane Wyllie

CARRIED

The meeting was adjourned at 10:20 a.m.

Appendix A - Correspondence



LIST OF CORRESPONDENCE
HAMILTON CONFERENCE SUB-EXECUTIVE
SEPTEMBER 29, 2016

The following correspondence comes to the Fall 2016 meeting of the Sub-executive of Hamilton Conference:

FOR INFORMATION:

1.	June 15, 2016	Application for License to Administer the Sacraments for Andrew Hyde
----	----------------------	--

FOR ACTION:

1.	June 8, 2016	Board Membership for Hamilton Pres. Mission Council
2.	August 9, 2016	Board Membership for Halton Pres. Mission Council
3.	September 13, 2016	Board Membership for Glenco

GLENCO: CURRENT MEMBERS and DIRECTORS (effective April 2016)**Members**

Robert Stapleford
 Bruce Francis
 Doug Mills (Presbytery Rep)
 Kendra Hobbes
 Harold Reimer
 Kathi Marling
 Thom Budd
 Barry Quartermaine
 Jan Peters

Directors

Robert Stapleford
 Bruce Francis (E)
 Doug Mills
 Kendra Hobbes (E)
 Harold Reimer
 Allan Anderson
 Christopher Middlebro' (E)

**OFFICERS AND DIRECTORS OF
 HALTON UNITED CHURCH EXTENSION COUNCIL 2016/2017**

Tom Carrothers 26.6.07 Chair	1283 Sycamore Drive Burlington 905-319-6500 tom@tjc-chem.ca	St. Stephen's Burlington
Alastair (Sandy) Skinner Past Chair 19.2.02	1458 Flaminia Court Mississauga L5J 3Z6 905-823-3613 alastairskinner@sympatico.com	First United Port Credit
John D. Hurst 26.6.07 Vice-Chair/Treasurer	2296 Logwood Court Mississauga L5C 3C5 905-273-3789 jdhurst@myself.com	Erindale Mississauga
Frank O'Byrne 1999	385 Yale Crescent Oakville L6L 3L6 905-827-8808 obyrnefrank@hotmail.com	St. Paul's United Oakville
John Fargey 15.6.04	1054 Veroli Court Mississauga L5H 4B9 905-278-7664 john.fargey@sympatico.ca	Christ Church Clarkson
Tom Moy 20.6.06	Unit 9, 2766 Folkway Drive Mississauga L5M 3M3 905-820-1562 tommoy@sympatico.ca	Erin Mills United Mississauga

Jim Joseph 26.6.07	7247 Danton Promenade Mississauga L5N 5B3 905-824-3846 Cell: 647-239-3847 jim.joseph@sympatico.ca	Eden United Mississauga
David Wheeler 05.05.10	4175 Ennisclair Dr RR 2 Rockwood N0B 2K0 1-519-856-0060 dwheeler@trebnet.com	First United Mississauga
Gretchen Greene O'Brien 05.05.03 Secretary	Suite 1104, 81 Millside Drive Milton L9T 3X4 905-693-8935 gretchen17@cogeco.ca	Faith United Milton
Earl Cochrane 11.05.11	2364 Pyramid Cr. Mississauga L5K 1C9 905-822-5866 winmar@sympatico.ca	Erindale Mississauga
Marian Ferguson 30.07.14	301 Kingsway Place Milton L9T 4C8 289-878-7694 marianf38@gmail.com	Palermo
Bruce Francis 20.05.15	1237 Rosethorne Road Oakville L6M 1H5 H) 905-827-0691 O) 905-805-0576 bfrancis@livingventuresinc.com	Glen Abbey Oakville

- **EX-OFFICIO OFFICERS - VOTING**

Doug Mills	Chair, F&P, Halton Presbytery 1569 Robillard Rd. Mississauga L5J 3A6 905-823-3944 millsnd@rogers.com	
------------	--	--

EX-OFFICIO OFFICERS – NON VOTING

Peter Hartmans
05.05.13
Executive Secretary, Hamilton Conference
PO Box 100 Carlisle L0R 1H0
905-659-3343
phartmans@hamconf.org

Rev. Ryk Brown
MDO, Halton Presbytery
22 Dalrymple Drive, Waterdown L0R 2H5
905-802-1281 or 905-690-2126
revryk@gmail.com

OTHERS ON MAILING LIST

Rev. Orville James
Co-Chair, Halton Presbytery
680 Ramsgate Road
Burlington L7N 2Y3
905-631-8337
wsquare@bellnet.ca
Wellington Square

Deborah LaForet
Co-Chair, Halton Presbytery
Unit 26, 1530 Reeves Gate
Oakville L6M 3J4

Cathy Smalling
Secretary, Halton Presbytery
Cooksville United Church
2500 Mimosa Row, Mississauga L5B 1P7
647-892-4463
office@haltonpres.org

David Martin
Advisor: Corp. Overview Cmtee., Hamilton Conference
Box 100, Carlisle L0R 1H0
905-517-1956
pinetreedavid@sympatico.ca

Amended: 08.06.16

Hamilton Presbytery Mission Council: June 17, 2015

Position	Name, Address	Telephone, e-mail
Chairman	David Dawson 903-160 Hughson St. S. Hamilton, On L8N 3V2	905-528-6540 905-379-8679 ddwdawson@sympatico.ca
Rec. Secretary	Joan Packham #221-171 Mill Street, Smithville, On L0R 2A0	905-957-7624 mayorjoan88@aol.com
Treasurer	Diana Stewart 407C – 5 East 36 th St. Hamilton, On L8V 3Y6	905-387-3692 goddessoffive@295.ca
	Glen Wells 195 East 38 th St. Hamilton, On L8V 4G1	905-387-2135 gwishingwells@aol.com
	Anna Chen 38- 1250 Limeridge Rd. E., Hamilton, On L8W 1P1	905-389-8571 annachenon@295.ca
Ex-Officio	-Chairperson, Hamilton Presbytery Jean Bethune	bethunejean@gmail.com
	-Executive Secretary, Hamilton Conference. Rev. Peter Hartmans	phartmans@hamconf.org
Bookkeeper	Brenda Broughton 113 First Rd. W., Stoney Creek, On L8J 2S6	905-573-8046 brendabroughton@cogeco.ca

Mission Council Terms of Directors on Board

June 17, 2015

Name	Start Date	Term to date
David Dawson	November 1, 1994	in his 22nd year
Joan Packham	June 13, 2011	in her 5th year
Glen Wells	June 13, 2011	in his 5th year
Diana Stewart	May 2, 1995	in her 3rd year
Anna Chen	June 21, 2013	in her 3rd year

**WESLEY URBAN MINISTRIES INC.
BY-LAW NUMBER 1**

BE IT ENACTED as a by-law of Wesley Urban Ministries Inc. (the "Corporation"), which was incorporated under Letters Patent dated August 22, 1979 pursuant to the Corporations Act of Ontario (the "Act"), as follows:

PART I-CORPORATE SEAL

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

PART 2 – DEFINITIONS

- 2.1 “General Council” means the General Council of The United Church of Canada.
- 2.2 “Supervising Conference” means the Hamilton Conference of The United Church of Canada, or its successor.
- 2.3 “The Manual” means the edition of The Manual published by The United Church of Canada that is in effect at the relevant time.

PART 3 -CONDITIONS OF MEMBERSHIP

- 3.1 **Membership.** Membership in the Corporation shall be limited to persons interested in furthering the objects, work, and mission statement of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation. In no case shall a majority of the members of the Corporation be members of the Supervising Conference, and in the event that the Supervising Conference delegates its supervising role, the majority of the members of the Corporation shall not be members of the supervising court.
- 3.2 **Dues.** There shall be no membership fees or dues unless otherwise directed by the Board of Directors.
- 3.3 **Resignation of Membership.** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary-Treasurer of the Corporation.
- 3.4 **Termination of Membership.** Any member may be required to resign by a vote of 3/4 of the members voting at an annual or special general meeting, provided that any such member shall be granted an opportunity to be heard at such meeting.

PART 4 -HEAD OFFICE

4.1 **Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Hamilton, in the Province of Ontario.

PART 5 -BOARD OF DIRECTORS

5.1 **Number of Directors, Quorum and Qualifications.** The property and business of the Corporation shall be managed by a board of not less than five (5) and not more than fifteen (15) directors. A majority of the directors shall be approved by the Supervising Conference. A majority

of the directors must not be members of the Supervising Conference. A majority of the number of directors in office at any time shall constitute a quorum. The number of directors shall be determined from time to time by a resolution passed at a meeting of the directors of the Corporation and, where the number of directors is increased and a vacancy exists, the Board of Directors, by majority vote, may, by appointment, fill the vacancy with a qualified person until the next annual meeting of the members of the Corporation. Directors must be individuals who are at least 18 years of age with power under law to contract. Directors must be members of the Corporation. The Conference Executive Secretary of the Supervising Conference, and the Chair of Hamilton Presbytery in the Supervising Conference shall each be an ex officio, corresponding member of the board, and as such shall receive notices of meetings and minutes and have the right to attend all meetings in a non-voting capacity.

5.2 Election and Term. Directors shall be elected for a term of three years by the members at an annual meeting of members. Directors may be re-elected for one additional three (3) year term provided that no person shall be a Director of the Corporation for a period of more than six (6) consecutive years. Notwithstanding the foregoing, where a director's term as Chair ends coincidentally with the end of such director's second term, such Director may remain as a Director, and as Past Chair for one further year upon election by the members.

5.3 Vacancies. The office of director shall be automatically vacated:

- (a) if a director shall resign such office by delivering a written resignation to the Secretary-Treasurer of the Corporation;
- (b) if the director is found by a court to be of unsound mind;
- (c) if the director becomes bankrupt;
- (d) if at a special general meeting of members a resolution is passed by 2/3 of the votes cast by the members present at the meeting that the director be removed from office;
- (e) on death;

provided that if any vacancy shall occur for any reason contained in this paragraph, and if a quorum of directors remains in office, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a qualified person until the next annual meeting of the members of the Corporation.

5.4 Retiring Director. A retiring director shall remain in office until the dissolution, or adjournment of the meeting at which such retirement is accepted and a successor is elected.

5.5 Place of Meeting and Notice. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that forty eight (48) hours written notice of such meeting shall be given electronically or otherwise, other than by mail, to each director. Notice by mail shall be sent at least four (4) days prior to the meeting. There shall be at least four (4) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise 1 vote.

5.6 Meetings by Teleconference. Directors may hold meetings by teleconference or by other electronic means that permit all persons participating in the meeting to hear each other.

5.6.1 If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other electronic communications facilities to which all directors have equal access and as permit all persons participating in the meeting to hear and communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

5.6.2 At the commencement of each such meeting the secretary of the meeting will record the names of those persons in attendance in person or by electronic communications facilities and the Chair will determine whether quorum is present. The Chair of each such meeting shall determine the method of recording votes thereat, provided that any director present may require all persons present to declare their votes individually. The directors shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

5.7 **Resolutions.** Resolutions will be passed by a majority of the participating directors by a verbal vote recorded by the secretary of the meeting, unless the Act or these by-laws otherwise provide. Notwithstanding the foregoing, a resolution in writing signed or approved via email or other electronic means by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

5.8 **Remuneration of Directors.** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by the director in the performance of his or her duties.

5.9 **Remuneration of Officers, Agents, Employees and Committee Members.** A reasonable remuneration of all officers, agents and employees and committee members may be fixed by the Board of Directors by resolution.

5.10 **Ex-Officio Directors.** Ex-officio members of the Board of Directors shall be entitled to receive notice and attend meetings of the Board of Directors, but shall not have any voting rights.

PART 6 -INTEREST OF DIRECTORS IN CONTRACTS

- 6.1 (a) **Conflict of Interest.** Any director of the Corporation who:
- (i) is a party to a material contract or proposed material contract with the Corporation, or
 - (ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or proposed material contract with the Corporation,

shall disclose in writing or have entered in the minutes, the nature and extent of such director's interest in such material contract or proposed material contract with the Corporation.

- (b) The disclosure required by (a) above, shall be made:
- (i) at the meeting at which a proposed contract is first considered;
 - (ii) if the director was not then interested in a proposed contract, at the first meeting after such director becomes so interested; or
 - (iii) if the director becomes interested after a contract is made, at the first meeting held

after the director becomes so interested.

- (c) If a contract or a proposed contract is one that, in the ordinary course of carrying on the Corporation's non-pecuniary purpose or purposes, would not require approval by the directors or members, a director shall disclose in writing the nature and extent of the director's interest at the first meeting held after the director becomes aware of the contract or proposed contract.
- (d) A director referred to in sub-paragraph (a) above is liable to account for any profit made on the contract by the director or by a corporate entity or business firm in which the director has a material interest, unless
 - (i) the director disclosed the director's interest in accordance with sub- paragraphs (b) or (c) above or (f) below;
 - (ii) after such disclosure the contract was approved by the directors or members; and
 - (iii) the contract was reasonable and fair to the Corporation at the time it was approved. Provided that a director who has made a declaration of the director's interest in a contract or a proposed contract and has not voted in respect of such contract contrary to the prohibition contained in sub-paragraph (e) below, if such prohibition applies, is not accountable to the Corporation or any of its members or creditors by reason only of such director holding that office or of the fiduciary relationship thereby established, for any profit realized by such contract.
- (e) A director referred to in sub-paragraph (a) above shall not vote on any resolution to approve the contract, unless the contract is an arrangement by way of security for money lent to or obligations undertaken by the director for the benefit of the Corporation.
- (f) For the purposes of this Part, a general notice to the directors by a director declaring that the person is a director or officer of or has a material interest in a body corporate or business firm and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (g) A contract is not void by reason only of the failure of a director to comply with the provisions of this Part, but the court may upon the application of the Corporation or a member, set aside a contract in respect of which a director has failed to comply with the provisions of this Part, and the court may make any further order it thinks fit.

PART 7 -PROTECTION OF OFFICERS AND DIRECTORS

7.1 **For the Protection of Directors and Officers.** Any director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such director's or officer's respective office unless such occurrence is as a result of such director's or officer's own wilful neglect or default.

7.2 **Insurance.** If the directors so authorize, the Corporation may purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

PART 8 -INDEMNITIES TO DIRECTORS AND OTHERS

8.1 **Indemnities to Directors and others.** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against

(a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and

(b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

PART 9 -EXECUTIVE COMMITTEE

9.1 **Executive Committee.** There may be an Executive Committee of the Board of Directors composed of the Chair, Vice Chair, Past Chair, Secretary-Treasurer, Executive Director and Director of Finance and Property of the Corporation. The Executive Director and the Director of Finance and Property shall be non-voting members of the Executive Committee. The Executive Committee shall exercise such powers as authorized by the Board of Directors. The Board of Directors by a majority vote, may: (a) appoint additional voting or non-voting members to the Executive Committee; and (b) remove any Executive Committee member. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

8.2 **Meetings of Executive Committee.** Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that 48 hours written notice of such meeting shall be given electronically or otherwise, other than by mail, to each member of such committee. Notice by mail shall be sent at least four (4) days prior to the meeting. A majority of the voting members of the Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

PART 10-POWERS OF DIRECTORS

10.1 **Powers.** The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract

which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

10.2 **Committees.** The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. Except for the Executive Committee, the members of any committee need not be directors of the Corporation. The Board of Directors shall determine the duties of such committees.

10.3 **Expenditures.** The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees on behalf of the Corporation.

10.4 **Fund Raising.** The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. Approval shall be obtained in advance from the Supervising Conference for capital fundraising initiatives and appeals affecting other parts of The United Church of Canada.

10.5 **Indebtedness.** The indebtedness of the Corporation shall be subject to the prescribed limits as deemed appropriate, and as set from time to time, by the Supervising Conference, which shall advise the Corporation in writing of any changes in the prescribed limits of indebtedness.

10.6 **Transactions Affecting Land.** Any sale, transfer, mortgaging, acquisition or leasing of land must receive the prior written consent of the Supervising Conference, provided that the leasing of premises that does not involve a ground lease shall not require the consent of the Supervising Conference.

10.7 **Creation of Corporations.** Any corporations created by the Corporation shall be organized and supervised according to The Manual.

10.8 **Initiation of Proceedings.** The Corporation shall not, without the prior written consent of the Supervising Conference, initiate or in any way engage in proceedings that might result in the voluntary winding up of the Corporation.

PART 11 -OFFICERS

11.1 **Appointment.** The officers of the Corporation, which may include the offices of the Chair, Vice-Chair, Secretary-Treasurer, Executive Director and Director of Finance and Property, and any such other officers as the Board of Directors may by by-law determine, shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the annual meeting of members in which the directors are elected. A person may hold more than one office. All officers must be members or ex-officio members of the Board of Directors of the Corporation. Any additional officers appointed by the Board in accordance with this Article 11.1, if not already a Director, shall be appointed as ex-officio members of the Board of Directors.

11.2 **Term and Removal of Officers.** The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

PART 12- DUTIES OF OFFICERS

12.1 **Chair.** The Chair shall preside at all meetings of the Board of Directors of the Corporation and of the members of the Corporation.

12.2 **Vice-Chair.** In the absence of the Chair, the Vice-Chair shall preside at all meetings of the Board of Directors of the Corporation and of the members of the Corporation.

12.3 **Secretary-Treasurer.** The Secretary-Treasurer:

- (a) shall have the custody of the funds and securities of the Corporation and shall keep, or cause to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit, or cause to be deposited, all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time;
- (b) shall disburse, or cause to be disbursed, the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation;
- (c) shall attend all meetings of the Board of Directors and act as clerk thereof and record, or cause to be recorded, all votes and minutes of all proceedings in the books to be kept for that purpose;
- (d) shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors, under whose supervision the Secretary-Treasurer shall be;
- (e) shall be custodian, or arrange for safe custody, of the seal of the Corporation, which the Secretary-Treasurer shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; and
- (f) shall also perform such other duties as may from time to time be directed by the Board of Directors.

The duties of the Secretary-Treasurer may be assigned to an employee or employees of the Corporation as the Board of Directors may approve.

12.4 **Director of Finance and Property.** The Director of Finance and Property is responsible for the management and administration of financial operations of the Corporation and shall be an ex-officio, non-voting member of the Board of Directors of the Corporation.

12.5 **Executive Director.** The Executive Director shall be responsible to the Board for the general administration, organization and management of the Corporation, in accordance with the policies established by the Corporation through its Board of Directors, and shall be an ex-officio, non-voting member of the Board of Directors of the Corporation.

12.6 **Duties of Officers.** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

PART 13 – APPOINTMENT OF AGENTS AND ATTORNEYS

13.1 **Appointment of Agents, Attorneys and Employees.** The Board of Directors may appoint such agents and attorneys, and engage such employees as it shall deem necessary from time to time and such persons shall, have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

PART 14 -EXECUTION OF DOCUMENTS

14.1 **Execution of Documents.** Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the Chair or the Vice Chair and one other officer of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing, or any class thereof. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by persons appointed by resolution of the Board of Directors.

PART 15– BANKING ARRANGEMENTS FOR THE CORPORATION

15.1 **Banking Arrangements for the Corporation.** The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board of Directors may designate, appoint or authorize, from time-to-time by resolution and all such banking business, or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board of Directors may designate, direct or authorize from time-to-time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the operation of the making, signing, drawing, accepting, endorsing, negotiation, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills or exchange and orders for the payment of money; the giving of receipts for the orders relating to any property of the Corporation; the execution of any agreement relating to any such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

PART 16 - CONTROL OF EXPENDITURES

16.1 **Board Approval of Expenditures.** All expenditures of the Corporation shall be governed by the Corporation budget then in effect as approved by the Board of Directors (the “Board Approved Budget”), and which Board Approved Budget shall include the planned performance of the operating funds, capital funds, and reserve funds of the Corporation. Where any item of expenditure of capital funds or of reserve funds exceeds the amount of such item in the Board Approved Budget by the greater of ten percent (10%) of such amount and fifty thousand dollars (\$50,000.00), such expenditure shall require the approval of the Board of Directors of the Corporation.

16.2 **Signing of Cheques, Wire Transfers, Etc.** Current account cheques, wire transfers and all other payments issued by the Corporation in any form shall be signed or otherwise approved, as appropriate, by any two of the following persons:– the Chair, the Vice Chair, the Secretary-Treasurer, the Executive Director, the Director of Finance and Property, or any other member of the Board of Directors appointed as a signing officer of the Corporation by the Board of Directors, provided that for current account cheques and payments in an amount of ten thousand dollars (\$10,000.00) or more, one of such two persons signing ~~the cheque~~ or otherwise approving, as appropriate, shall be a person other than the Executive Director or the Director of Finance and Property. Notwithstanding the foregoing, payroll account cheques and payments in any amount issued by the Corporation may be signed or otherwise approved, as appropriate, by any two of the following persons: the Chair, the Vice Chair, the Secretary Treasurer, the Executive Director, the

Director of Finance and Property, or any other member of the Board of Directors appointed as a signing officer of the Corporation by the Board of Directors.

PART 17 -MEMBERS' MEETINGS

17.1 **Time and Place of Meetings.** Meetings of the members shall be held at least once a year or more often if necessary at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

17.2 **Annual Meetings.** At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than twenty-five percent (25%) of the voting rights. A majority of the members will constitute a quorum at any meeting of members. Such majority shall be either present in person or represented by proxy at such meeting.

17.3 **Written Resolutions.** ~~If permitted by law, a~~ resolution in writing, signed or approved via email or other electronic means by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members and such written resolution will satisfy all requirements relating to meetings of members, unless the Act requires a meeting to approve the matter.

17.4 **Means of Meetings.** Members may hold meetings by teleconference or by other electronic means that permit all persons participating in the meeting to hear each other and communicate adequately.

17.4.1 If all the members of the Corporation consent thereto generally or in respect of a particular meeting, a member may participate in a meeting of the members by means of such conference telephone or other electronic communications to which all members have equal access and as permit all persons participating in the meeting to hear and communicate with each other, and a member participating in such a meeting by such means is deemed to be present at the meeting.

17.4.2 At the commencement of each such meeting the secretary of the meeting will record the names of those persons in attendance in person or by electronic communications facilities and the Chair will determine whether a quorum is present. The Chair of each such meeting shall determine the method of recording votes thereat, provided that any member present may require all persons present to declare their votes individually. The Chair of such meetings shall be satisfied that members have taken such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

17.5 **Resolutions.** Resolutions will be passed by a majority of the participating members by a verbal vote recorded by the secretary of the meeting, unless the Act or these by-laws otherwise provide.

17.6 **Notice.** Fourteen (14) days written notice shall be given to each voting member of any meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must state that the member has the right to vote by proxy.

17.7 **Voting of Members and Proxies.** Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.

17.8 **Errors or Omissions in Giving Notice.** No error or omission in giving notice of any meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be that person's last address recorded on the books of the Corporation.

17.9 **Waiver of Notice.** Any member, director, or officer may waive any notice required to be given under any provision of the Letters Patent, or by-laws of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

PART 18 -MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE MEETINGS

18.1 **Minutes of Board of Directors Meetings.** The minutes of the Board of Directors meetings and the minutes of meetings of the Executive Committee of the Board of Directors shall be available to the general membership of the Corporation and shall be available to the Board of Directors, each of which directors shall receive a copy of such minutes.

PART 19 -VOTING OF MEMBERS

~~16~~19.1 **Voting of Members.** At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

PART 20 -FINANCIAL YEAR

20.1 **Financial Year.** Unless otherwise ordered by the Board of Directors, the fiscal year- end of the Corporation shall be the last day of March in each year.

PART 21 -AMENDMENT OF BY-LAWS AND LETTERS PATENT

21.1 **Amendment of By-laws.** The provisions of the by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by at least 2/3 of the members voting at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or

amendment of such by-laws shall be subject to the prior written consent of the Supervising Conference and the administrative approval of the General Council. In the event of any conflict or inconsistency between the provisions of this Part and any other Part of the by-laws, the provisions of this Part shall govern.

21.2 Amendment to Letters Patent . The letters patent of the Corporation may be amended by action of a majority of the directors at a meeting of the directors duly called for the purpose of considering the letters patent and sanctioned by at least two thirds of the members voting at a meeting duly called for the purpose of considering the letters patent , provided that such amendment of the letters patent shall be subject to the prior written consent of the Supervising Conference and the administrative approval of the General Council.

PART 22 -AUDITOR

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

PART 23 -BOOKS AND RECORDS

23.1 Books and Records. The directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

PART 24 -RULES AND REGULATIONS

24.1 Rules and Regulations. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient. The Corporation shall at all times adhere to the applicable policies, standards, and regulations as may be enacted by General Council or its Executive from time to time.

PART 25 – INSURANCE

25.1 Insurance. The Corporation shall keep in force insurance covering fire, comprehensive liability and such other insurable items in such amounts as the Supervising Conference may require, with The United Church of Canada as an additional named insured on all insurance policies.

PART 26 – ANNUAL REPORTING

26.1 Annual Reporting. The Board of Directors of the Corporation shall cause an annual report to be submitted to the Supervising Conference which shall include the minutes of the Board of Directors, the minutes of the annual meeting of members, the financial statements of the Corporation, which shall have been audited, and a certificate of insurance for the Corporation showing The United Church of Canada as an additional named insured.

PART 27 – VESTING OF ASSETS ON TERMINATION OF CORPORATION

27.1 Vesting of Assets on Termination of Corporation. Subject to any provisions in the Corporation's letters patent, the assets of the Corporation shall be vested in The United Church of

Canada in the event that the Corporation ceases to function or if its corporate existence is terminated.

PART 28 -INTERPRETATION

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

PART 29 -REPEAL

29.1 **Repeal.** All previous by-laws of the Corporation are and shall be repealed upon the enactment of this By-law.

WITNESS the seal of the Corporation.

ENACTED by the Board as of the ____ day of _____, ~~2010~~2016.

Chair of the Board

Secretary

CONFIRMED by the members on the ____ day of _____, ~~2010~~2016.

Secretary

For Ministry Use Only
 À l'usage exclusif du ministère

Ontario Corporation Number
 Numéro de la société en Ontario

000421768

Form 3
 Corporations
 Act

Formule 3
 Loi sur les
 personnes
 morales

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
 REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLÉMENTAIRES

1. Name of the applicant corporation: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale de la personne morale : (écrire en LETTRES MAJUSCULES SEULEMENT)

W	E	S	L	E	Y	U	R	B	A	N	M	I	N	I	S	T	R	I	E	S	I	N	C	.

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
 La dénomination sociale de la personne morale devient (le cas échéant) : (écrire en LETTRES MAJUSCULES SEULEMENT)

3. Date of incorporation/amalgamation: 1979 Aug 22
 Date de la constitution ou de la fusion Year/Année Month/Mois Day/Jour

4. The resolution authorizing this application was confirmed by the shareholders/members of the corporation on:
 La résolution autorisant la présente requête a été ratifiée par les actionnaires ou membres de la personne morale le : Year/Année Month/Mois Day/Jour

under section 34 or 131 of the *Corporations Act*.
 aux termes de l'article 34 ou 131 de la *Loi sur les personnes morales*.

5. The corporation applies for the issue of supplementary letters patent to provide as follows:
 La personne morale demande la délivrance de lettres patentes supplémentaires qui prévoient ce qui suit :

To delete Section 3(f)(2) of the Letters Patent which reads:

"(2) to operate the Urban Ministries within the boundary limits over which the Hamilton Presbytery of The United Church of Canada presently has jurisdiction and without limiting the generality of the foregoing in particular that property within the City of Hamilton, Regional Municipality of Hamilton-Wentworth, bounded by Canadian National Railway on the north; Wentworth Street on the east; the escarpment on the south; Chedoke Expressway on the west;"

and replace with the following:

"(2) [intentionally deleted];"

This application is executed in duplicate
La présente requête est faite en double exemplaire.

WESLEY URBAN MINISTRIES INC.

Current Name of Corporation
Dénomination sociale actuelle de la personne morale

By
Par :

Signature
Signature

Description of Office
Fonction

Signature
Signature

Description of Office
Fonction

Hamilton Conference Interview Board

Saturday September 17, 2106

Interview with Lennox Scarlett

Interviewers:

Roy Holton, Ann Fleming, Cathy Dilts, John Van Duzer, Dwain Kecheson

- ❖ 31 years of service in the United Church in Jamaica and the Cayman Islands with Youth and Pastoral ministry as well as Chaplaincy
- ❖ Experienced Ministry in Canada with the Caribbean Workers Outreach.
- ❖ A close friend who is a United Church minister has helped him understand about UCC, our openness is a positive for him.
- ❖ Finds our UCC Racial and cultural inclusiveness parallels openness of UC in Jamaica and Cayman Islands. Not all in UCJCI support diversity and we share similar challenges around transformation and how people respond to change.
- ❖ UCC's various theological understandings and viewpoints Lennox pointed out that even UCJCI has various viewpoints.
- ❖ Church's relevance: we must look critically at what we offer, give hope to community, renewal and spiritual vitalization, speak truth to our history and tackle issues in society and bring a Christian lens to that, embrace youth and what they bring to the church, go out and ask people how they can be reconnected with the church.
- ❖ In UCJCI the minister has more of a central role, galvanizes the gifts of the lay people to move church ahead, keeper and upholder of the vision. If The Church called to has a different understanding of leadership will be guided by the Holy Spirit
- ❖ Being Aware of cultural differences it is important to have a sense of the congregation's wishes, same sex marriage is a ministry I would offer if that were the will of the congregation.
- ❖ takes time for daily devotions and reflection, is nourished by time spent in preparation for ministry, self-awareness is essential to authentic ministry and personhood but most important is my relationship with God. He keeps reminding himself that he is not alone I is servant of God.
- ❖ Has no particular type of Ministry he is looking for he is open to God. For the benefit of his family he would wish to live near a university.
- ❖ Joy comes from Spirit of God and being in community.
- ❖ Finds the following important to him: collegial relationships, friendship with communities, presbytery meetings, committees.