

Springdale Church, Toronto
30 Merritt Road, Toronto, Ontario

By-Law No. 1

A by-law relating generally to the transaction of the affairs of SPRINGDALE CHURCH Toronto.

BE IT ENACTED as a by-law of SPRINGDALE CHURCH, Toronto as follows:

HEAD OFFICE

Article No.

1. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

SEAL

2. The seal, an impression whereof is stamped in the margin thereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of eight directors, each of whom at the time of his election shall be a subscribing member in good standing of the Corporation, and he shall have been duly nominated and elected to his office by the subscribing members. Of the eight directors, four shall be elected as Officers of the Corporation. All shall be elected for two year terms of office, retiring alternately, as follows:

The President to retire alternately with the Vice-President.

The Secretary to retire alternately with the Treasurer.

Two of the remaining four directors to retire each year.

To initiate the alternate terms of office, the nominees receiving the greater number of votes in each section shall be deemed to have been elected to the first two-year term.

The members of the Corporation may, by resolution passed by at least two-thirds of the vote cast at a general meeting of which a twenty-one day advance notice has been given, specifying the reason and intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any member in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they see fit to do so, otherwise such vacancy shall be filled at the next

annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

Directors who are absent for three meetings in any year without acceptable reasons shall be replaced by appointment for the remainder of their term, at the discretion of the board of directors.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. The directors shall meet for the transaction of business five times a year, or as deemed necessary by the board of directors. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on the direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than five days before the meeting is to take place or shall be mailed to each director not less than one week before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board. Extraordinary expenditures over \$1,000.00 per year require membership approval.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Any business transacted with the consent, by written resolution, of all directors, notwithstanding the fact that there has not been a meeting of the board of directors to authorize the transaction of such business, shall be deemed to have been properly authorized.

VOTING. BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes in any such meeting shall be taken by ballot

MEMBERSHIP

17. The membership shall consist of the applicants who have been admitted as members by the board of directors and whose names appear on the records of the Corporation as members in good standing.

No person other than a Spiritualist of good moral character shall be eligible for membership in the Corporation, and for the purpose of determining whether an applicant is acceptable to the Corporation, such applicant must with free right of interpretation signify his belief in the following Principles:

1. The Fatherhood of God.
2. The Brotherhood of Man.
3. The Communion of Spirits and the Ministry of Angels.
4. The Continuous Existence of the Human Soul.
5. Personal Responsibility.
6. Compensation and Retribution hereafter for all the Good and Evil Deeds done on Earth.
7. Eternal Progress open to every Human Soul.

Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

Any member of the Corporation shall also cease to be a member:

1. If in the opinion of the board of directors he ceased to be a Spiritualist, has been given written notice of the charge against him, an opportunity to defend himself and following which, a resolution to expel is furnished accordingly, with full approval.
2. If he is expelled by resolution of the Corporation at a Members Meeting, after he has been given an opportunity to defend himself.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each member shall promptly be informed by the Secretary of his admission as a member. Anyone who is a member of another Spiritualist Church may have only a non-voting Honorary Membership in Springdale Church, Toronto.

DUES

18. There shall be no dues or fees payable by members except such as shall from time to time be fixed by unanimous vote of the board of directors, which shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

Unless otherwise ordered by the board of directors, the Membership Year shall terminate on the thirty-first day of August.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the members shall be held at the head office of the Corporation, on such day as the board of directors shall appoint. Unless otherwise ordered by the board of directors the annual general meeting shall be called for November of each year.

At every annual meeting, in addition to any other business that may be transacted, the Secretary's Minutes, the Treasurer's Financial Statement, the President's report and the Auditor's report shall be presented, and an election held to fill expired or vacant terms of office on the board of directors. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No notice to the public or advertisement of the members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph,

- (a) in the case of the annual general meeting, at least THREE weeks before the time fixed for the holding of such meeting, or
- (b) in the case of other meetings of members at least TEN days before the time fixed for the holding of such meeting.

A NOMINATION FORM shall accompany each member's notice of the annual general meeting. On this form a listing of the vacancies to be filled on the board of directors shall appear. Also, spaces shall be provided for a nominee's name to be inserted opposite each vacancy, together with corresponding spaces wherein each nominee is asked to sign that he is willing to hold office. Provision must be made for the nominator and seconder to sign the form as well. Notification shall be given on the form, that it is to be returned to the Secretary by a specific date, which shall be two weeks prior to the date of the annual general meeting. Additionally, each member is to be informed that voting shall be by secret ballot on the day of the annual general meeting, and that no nominations will be taken from the floor. Ballots shall be required to bear the corporate identification and to be distributed by by an appointed member, immediately prior to the time of voting, on the day of the election. Further, each member shall be informed that advance voting or proxy applications for approved reasons will be accepted by the Secretary not later than a specified date, prior to the annual general meeting, as determined by the board of

directors. The method of nomination is to be advised to the membership on the meeting notice.

IN THE ALTERNATIVE, a nomination form shall be posted on the bulletin board, on the premises of the Church, making ample provision for the nominee listing for each office vacant, in accordance with the instructions given above.

ELECTIONS OF OFFICERS AND DIRECTORS

The President of the Corporation will chair the elections unless that office is being contested and then a Temporary Chairperson will be appointed to oversee the elections.

Elections for vacant positions on the Board of Directors will take place at the Annual General Meeting. Members running for a vacant position on the Board will be elected by a simple majority of the ballots cast (those members present and those who have voted by proxy)

If only one person has been properly nominated and seconded for a vacant position, that person will be deemed to hold that position by acclamation, no ballots need to be handed out or vote taken.

If more than one person has been nominated and seconded for a vacant position an election must take place.

If more than one person is running for the same position, each candidate will be allowed to address the meeting for no more than three minutes, giving the candidate an opportunity to put to the membership his reasons for wishing the position.

The chairperson will appoint one member to hand out and collect the ballots. The chairperson will appoint one person to count the ballots.

Each person running for the contested position will appoint a scrutineer who will oversee the counting of the ballots on their behalf.

The ballots will be handed out, one to each member present and one for each proxy vote. After the ballots are marked, they will be collected and given to the person appointed to count them, that person and the scrutineers will retire to another room and count the ballots. When the count is done, the totals and the ballots will be returned to the chairperson who will announce the successful candidate. The chairperson will call the successful candidate forward and introduce them to the membership. When all elections are completed the new members will be seated with the remaining members of the Board.

DUTIES OF THE TEMPORARY CHAIRMAN: An outline of the duties of the temporary Chairman, also those the Scrutineers and Supervisor of Ballot Counting, is to

be given to the Temporary Chairman at the time he assumes the chairmanship of the election.

RETIRING DIRECTORS shall be eligible for reelection.

If at any meeting at which an election of directors ought to take place the place of the vacating directors are not filled, the meeting shall stand adjourned until the same day in the next week, at the same hour and place, and if at such adjourned meeting the places of the vacating directors are not filled, the vacating directors or such of them as have not had their places filled, shall continue in office until the ordinary meeting in the next year, and so on from time to time until their places are filled.

ERROR OR ADMISSION IN NOTICE

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

ADJOURNMENTS

21. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than ten members present.

VOTING OF MEMBERS

23. Each member of the Corporation shall at all meetings of the members be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any member. Upon a show of hands, every

member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by members present, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

24. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the thirty-first day of August in each year.

CHEQUES, ETC.

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and countersigned by the President, or in the absence of the Treasurer by the President and Secretary, or in the absence of the President, by the Treasurer and Secretary, or as shall from time to time be determined by resolution of the board of directors. Further, any one of such officers may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers so appointed may arrange, settle, balance and certify all books and accounts, between the Corporation and the Corporation's bankers, and may receive all paid cheques and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by the Treasurer and President, President and Secretary, or Treasurer and Secretary. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in

accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds whereof.

NOTICE

27. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their addresses as the same appears of the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

SPIRITUAL DIRECTION OF CHURCH

28. The Pastor shall be chosen by membership appointment. He shall be responsible for the spiritual direction of the Church, and shall keep the board of directors and membership informed of all current and projected activities of spiritual import thereto. The membership holds the right to review the Pastor's appointment at any time that reasonable grounds are thought to exist, and upon the receipt of a written request signed by no less than TEN full paid up members.

APPOINTMENT OF MINISTERS AND CHURCH WORKERS

29. In the absence of a Pastor, the board of directors shall appoint ministers, lecturers, healers and demonstrators who meet with the approval of the membership, but such appointments shall be confined to members of Springdale Church.

QUALIFICATION REQUIREMENTS

30. Students of Spiritualism who are in good standing of the Church, and who are striving to become proficient Spiritual Healers, Speakers or Demonstrators of Spirit Communication may, upon satisfying the educational and unfoldment condition imposed by the Church, be granted a certificate stating the phase of work for which the recipient is qualified. Healers will also receive a wallet sized card.

Any student worker who feels that he or she has achieved the required level of educational and spiritual competence in their phase of mediumship, as well as a knowledgeable understanding of the Spiritualist philosophy, may make written application to the Pastor, or in the absence of a Pastor, to the board of directors, stating their desire to become accredited as a Speaker, Clairvoyant, Clairaudient, or Spiritual Healer of Springdale Church. A resume of his or her future objectives should be included with their application. The Pastor or board of directors will be required to give consideration to the

INTERPRETATION

32. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise required, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

Passed by the board of directors and sealed with the corporate seal this 8th day of July, 1991.

Amended December 1997.


President


Secretary