

EGLINTON ST. GEORGE'S UNITED CHURCH CONSTITUTION – 2013 Update

Preamble

This Constitution provides guidance on the governance of Eglinton St. George's United Church. It is written in accordance with the requirements of *The Manual of The United Church of Canada*. It is one of several documents that describe fundamental characteristics of the Congregation. Other documents are listed in Appendix A.

Constitution

Part I – General

1. Eglinton St. George's United Church is a Pastoral Charge and a Congregation of The United Church of Canada, operating in accordance with *The Manual of The United Church of Canada*. Toronto Southeast Presbytery has oversight of the Congregation.
2. The principal place of worship and business of the church is 35 Lytton Boulevard, Toronto, Ontario, M4R 1L2.

3. Authority of the Constitution

This Constitution shall prevail in all matters affecting the governance of the Congregation unless it is in conflict with *The Manual of The United Church of Canada*, in which case *The Manual of The United Church of Canada* shall prevail.

4. Amendment of the Constitution

This Constitution may be amended with the approval of not less than a two-thirds (2/3) majority of those present and voting at a properly constituted meeting of the Congregation and with the approval of Toronto Southeast Presbytery.

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5. Governance Structure

Eglinton St. George's United Church operates under the governance model described as "The Church Board" in *The Manual of The United Church of Canada*. The Church Board will be referred to in this Constitution and in the affairs of the Congregation as the "Governing Council" or "Council". As detailed in later sections of this Constitution, the Governing Council has overall responsibility for all matters relating to governance and oversight of the Congregation, as well as for matters relating to the operation and management of the affairs of the Congregation.

The primary bodies involved in the governance of Eglinton St. George's United Church are therefore:

- a) The Congregation;
- b) The Governing Council, which in the terms of *The Manual of The United Church* is the "Court" of the Congregation; and
- c) The Board of Trustees.

The Manual of The United Church of Canada also assigns specific responsibilities and powers to:

- d) Ministry Personnel;
- e) Ministry and Personnel Committee;

6. Officers of Congregation

The Chair of the Governing Council, the Vice-Chair or Past-Chair of the Governing Council (as the case may be), the Treasurer, the Secretary to the Governing Council and the Chair of the Board of Trustees comprise the Officers of the Congregation. Together with a member of the Order of Ministry settled in or appointed to the Congregation or a member appointed by Toronto Southeast Presbytery, they may act on behalf of the Governing Council between its meetings, if required, by majority vote, and with a recommendation from the appropriate standing committee wherever possible.

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7. Honorary Chair of the Congregation

There shall be an Honorary Chair of the Congregation, elected at a meeting of the Congregation for a term of 2 years, renewable for a further one year term. The role of the Honorary Chair of the Congregation shall be to chair the annual and other meetings of the Congregation and to perform such ceremonial duties on behalf of the Congregation as may be assigned from time to time by the Governing Council.

8. Openness in Governance

The Congregation operates in an open and democratic fashion. In accordance with this principle, Members and Adherents may attend, in a non-voting capacity, meetings of all congregational bodies and committees of which they are not members, with the exception of the Ministry and Personnel and Nominating Committees. Corresponding membership privileges may be granted to them by the body or committee itself. All minutes and official records will be kept in accordance with the policies of The United Church of Canada as found in *The Manual* and will be available to Members and Adherents on request.

9. Rules of Debate and Order

All official meetings of the Congregation and the Governing Council shall follow the Rules of Debate and Order in *The Manual* of The United Church of Canada, Appendix III, and in any point not covered in *The Manual*, the parliamentary rules accepted in Canada (Bourinot) shall be followed.

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Part II – Operation of the Primary Bodies

10. The Congregation

a) Responsibilities:

Under the oversight of Toronto Southeast Presbytery, the Congregation is responsible for seeing that it is effectively led, governed, operated and managed. It accomplishes this by electing officers and members of the Governing Council and members of the Board of Trustees, calling ministers, overseeing congregational finances and establishing policy for the Congregation.

The Congregation has the authority, through duly constituted Congregational Meetings, to act on all Congregational matters. In accordance with *The Manual*, some matters decisions of the Congregation are subject to review by Toronto Southeast Presbytery.

b) Membership:

Eglinton St. George's United Church consists of Members, Adherents and their children. Persons become Members by Confirmation, by Profession of Faith or by Transfer of Membership from other Congregations.

In accordance with *The Manual* of The United Church of Canada, Members who are entitled to vote at Congregational Meetings are those who have become Members by Confirmation, by Profession of Faith or by Transfer of Membership from other Congregations. With the consent of these Members, Adherents, as defined in *The Manual* of The United Church of Canada, may vote on temporal matters, which are also defined in *The Manual*.

c) Annual Congregational Meeting:

An Annual Congregational Meeting shall be called as soon as possible after the beginning of each fiscal year. Other Congregational Meetings may be called in accordance with requirements of *The Manual* of The United Church of Canada.

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At the Annual Congregational Meeting, the Congregation will:

- i) Hold such elections as may be necessary to fill the following positions:
 - Honorary Chair of the Congregation;
 - Chair of the Governing Council;
 - Vice-Chair of the Governing Council (in the absence of a past Chair);
 - Secretary to the Governing Council;
 - Treasurer;
 - Members of the Governing Council including chairs of standing committees and members at large;
 - Members of the Nominating Committee, and the Audit Committee; and
 - Members of the Board of Trustees.
- ii) Receive audited financial statements submitted by the Governing Council;
- iii) Approve the annual budget recommended by the Governing Council or cause it to be revised;
- iv) Appoint an Auditor;
- v) Accept reports on church activities;
- vi) Approve new Congregational policies (normally proposed by the Governing Council);
- vii) Approve changes in this Constitution (normally proposed by the Governing Council) and recommend them for approval to Toronto Southeast Presbytery; and
- viii) Conduct such other business as may be regularly brought before it.

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In addition, the Members of the Congregation will, when and if required:

- ix) Appoint representatives to a Joint Needs Assessment Committee;
- x) Appoint representatives to a Joint Search Committee; and
- xi) Call ministers upon recommendations of such Joint Search Committee.

d) Other Meetings of the Congregation

At a Congregational Meeting, other than the Annual Meeting, duly called in accordance with the requirements of *The Manual* of The United Church of Canada, the Congregation may:

- i) Conduct such elections referred to in (c) above, subject to confirmation at the Annual Congregational meeting, and those persons so elected shall have the full powers attaching to their offices pending confirmation; and
- ii) Perform all other functions of the Annual Congregational Meeting outlined above, as may be required.

e) At all Meetings of the Congregation:

The greater of 60 or five per cent (5%) of Members shall constitute a quorum at Annual or other Congregational Meetings.

A simple majority vote of those voting at Congregational Meetings shall be decisive. When authorized for particular votes, properly authenticated mail, facsimile or other electronic forms of voting shall be permitted. Proxy voting shall not be permitted.

The Honorary Chair of the Congregation, or his or her delegate, shall chair each Annual or other Congregational Meeting, and the Secretary of the Governing Council shall serve as secretary of such meetings, unless otherwise determined by the voting participants at such meeting.

Proper minutes shall be kept of all meetings of the Congregation, and made available on request to Members and Adherents.

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11. The Governing Council

a) Mandate:

The Governing Council is the Court of the Congregation and is responsible for exercising leadership in the care and oversight of the life and interests of the Congregation, including spiritual and temporal affairs.

b) Membership:

The members of the Governing Council shall include:

- i) The Chair;
- ii) The Vice Chair or Past Chair, as the case may be;
- iii) The Treasurer;
- iv) The Secretary to the Governing Council;
- v) The Chairs of the Finance Committee, the Revenue Committee and the Property Committee
- vi) The Chairs of the Communications Committee and the Ministry and Personnel Committee.
- vii) The Chair of Growth and Membership
- viii) The Convenor of the Lay Representatives to Presbytery;
- ix) The Chair of the Board of Trustees (ex officio);
- x) Four members-at-large, each being the liaison between one of Pastoral Care, Christian Development, Worship, Sacraments and Music, and Outreach
- xi) The members of the Order of Ministry settled in or appointed to the Congregation (ex-officio); and
- xii) The Church Administrator (as corresponding member without voting privileges).

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c) Membership Terms:

Subject to the following, all elected Members of the Governing Council shall serve for a term of two years, renewable for a further one year term with the exception of the Chair of the Board of Trustees (see section 14 (b) and the Convener of the Lay Representatives to Presbytery (see section 16 (b)). The Chair of the Governing Council shall serve for a single two-year term, non-renewable, and shall serve as Past-Chair of the Governing Council for a one-year term thereafter. The Vice-Chair of the Governing Council shall serve for a one-year non-renewable term during the year following the term of the immediate Past-Chair of the Governing Council. In this way, the Chair of the Governing Council will be supported by a Past-Chair or a Vice-Chair during his or her two years of office.

d) Responsibilities:

The Governing Council has two sets of responsibilities.

The first set of responsibilities is assigned to the Governing Council by *The Manual of The United Church of Canada* and includes:

- i) Admission of persons to full membership in Eglinton St. George's United Church;
- ii) The power to exercise discipline in relation to the conduct of members;
- iii) Receipt and transmission of Proposals and Appeals;
- iv) Election of Lay Representatives to Toronto Southeast Presbytery;
- v) Liaison with Toronto Southeast Presbytery;
- vi) Recommending suitable Inquirers and Candidates for the Order of Ministry; and
- vii) Matters of Pastoral Relations

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The second set of responsibilities concerns the spiritual and temporal well-being of the Congregation and includes:

- viii) Responsibility for the spiritual interests of the congregation;
- ix) Establishing effective mechanisms to carry out the governance, operation and management of the Congregation, including its medium and long-term financial health, and overseeing the functioning of this structure;
- x) Establishing an effective structure to carry out the Governing Council's responsibilities, including a Nominating Committee, an Audit Committee, and such other Units or Committees as may be necessary to meet the needs of the Congregation, and overseeing the functioning of this structure;
- xi) Appointing Chairs of Standing Committees where a vacancy exists or where a new standing committee is formed, and, when authorized by the Congregation, electing members of the Nominating and Audit Committees;
- xii) Adopting and implementing the mission and vision of the Congregation and any substantial changes thereto, subject to Congregational approval;
- xiii) Approving the audited financial statements of the operating funds, the capital fund and the trust funds on an annual basis;
- xiv) Reviewing financial plans and the annual congregational budget and recommending their approval by the Congregation;
- xv) Giving directives to the Board of Trustees;
- xvi) Reviewing the work of the Committees and others to foster the achievement of the Congregation's mission and vision and financial plans;
- xvii) Approve timing and duration of Ministry Personnel Sabbaticals;
- xviii) Reporting at least annually to the Congregation; and
- xix) Such other responsibilities as the Congregation may assign to the Governing Council.

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The Governing Council may, as required between Congregational Meetings, appoint additional members to the Council to enable it to carry out its work. These appointments must be approved by the Congregation at a subsequent meeting.

Members of the Governing Council are Elders as defined in *The Manual* of The United Church of Canada. Elders are those voting Members of the congregation to whom the responsibility of leadership is entrusted.

e) Meetings:

The Governing Council shall meet regularly at the call of the Chair, and is expected to meet at least monthly from September through June. Meetings can be in person or via conference call/teleconference.

One-half (1/2) of the full members of the Governing Council plus a member of the Order of Ministry settled in or appointed to the Congregation or an appointee of the Presbytery, will constitute a quorum which shall be declared at the meeting once a count is completed. A simple majority of those present, eligible to vote and casting a vote, will be decisive on matters presented for voting. Issues cannot be voted upon via e-mail as this does not allow for full discussion. Proxy voting shall not be permitted.

f) The organizational structure of the Governing Council and its Committees is illustrated by the Schematic attached as Appendix B to this constitution.

12. Section 12 on Units Deleted in its entirety:

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13. Committees of the Governing Council

The Governing Council may create committees to assist in the conduct of congregational business. These committees shall include those required by *The Manual* of the United Church. Each of the Congregation, the Governing Council and the Board of Trustees, properly constituted, may also create *ad hoc* groups or task forces as required from time to time to address specific time-limited needs of the church.

a) Responsibilities:

All Operating Committees (including those mandated in *The Manual*) are responsible for leading and enabling specific functions of the congregation. To do this effectively and efficiently, the Committees are expected to:

- i) Clarify their mandates and responsibilities, obtain approval for those mandates from the body to which they report and ensure that they are appropriately organized to fulfill those responsibilities;
- ii) Plan their work appropriately, taking into account the vision, goals and priorities of the Congregation overall and a view of the contribution that their function can make;
- iii) Prepare a reasonable budget in appropriate consultation with stakeholders and submit it to the Finance Committee;
- iv) Coordinate their work with staff and other committees as appropriate to obtain the best results;
- v) Carry out their work with appropriate energy and diligence;
- vi) Report as appropriate to the Governing Council; and
- vii) Communicate periodically with the Congregation utilizing such media as may be appropriate.

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b) Membership:

Members of all Committees are elected at the Annual Meeting of the Congregation or, when authorized by the Congregation, by the Governing Council. All Committees shall have a Chair, a Vice-Chair if appropriate, and members as required to enable them to carry out their respective responsibilities. Members of Committees are entitled to vote at meetings of these Committees.

The terms of members of such Committees may be variable but, normally, the Chair and Vice-Chair shall serve in such capacity for a two-year term renewable once.

c) Meetings

Committees shall meet regularly as appropriate and shall maintain proper records of meetings.

Meetings of all Committees, with the exception of the Ministry and Personnel Committee and the Nominating Committee, shall be open to the Congregation.

14. The Board of Trustees

a) Responsibilities:

The Board of Trustees shall be responsible to the Congregation and, when required, to Toronto Southeast Presbytery, through the lawful orders and direction of the Congregation and the Governing Council for the land, premises, real property and personal property of the Congregation as outlined in the Trusts of Model Deed. The

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Board of Trustees is required to act in full accord with the Trusts of Model Deed as set forth in *The Manual* of The United Church of Canada. The duties of the Board include:

- i) Overseeing that properties held in trust for the use of the Congregation are adequately maintained and insured;
- ii) Overseeing the investment of the Internally Restricted Funds, Externally Restricted Funds and Endowment Funds of the Congregation by investing them as they deem appropriate with regard to their purpose, maintenance and disbursements;
- iii) Ensuring that the Externally Restricted Funds and Endowment Funds are used for their explicit purposes and in accordance with the doctrine, discipline, by-laws, rule and regulations of The United Church of Canada;
- iv) Using the Internally Restricted Funds and properties for purposes as lawfully directed by the Governing Council and in accordance with the doctrine, discipline, by-laws, rules and regulations of The United Church of Canada;
- v) Erecting, enlarging, demolishing, rebuilding or effecting major renovations to any building held for the Congregation, only with the prior consent in writing of Toronto South Presbytery;
- vi) Acquiring, selling, mortgaging, exchanging or leasing church property, only with the prior consent in writing of Toronto South Presbytery;
- vii) Approving the audited financial statements of the Restricted and Endowment Funds of the Congregation;
- viii) Ensuring that appropriate records are maintained to provide proper accountability for the land, premises, Real Property and Personal Property acquired for the use of Eglinton St. George's United Church and held, used, and administered under the Trusts of the Model Deed; and
- ix) Keeping proper minutes of all meetings of the Board of Trustees.

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b) Membership:

The Board of Trustees shall consist of not fewer than three (3) and not more than fifteen (15) members including, *ex officio*, one of the members of the Order of Ministry. The member of the Ordered Ministry shall be the Chair of Trustees but may appoint another trustee as deputy chair.

The lay members of the Board of Trustees shall be elected by the Congregation for a term, normally of five years, renewable not more than once. A majority of the Trustees shall form a quorum, save when the number of Trustees exceeds nine (9), in which case five (5) will form a quorum.

15. Ministry Personnel

The Ministry Personnel shall consist of such members of the Order of Ministry as may be called and settled by Toronto Conference through proper Pastoral Relations procedures and those ordered and lay persons who are appointed by Toronto Southeast Presbytery and Eglinton St. George's United Church.

16. Lay Representatives to Presbytery

a) Responsibilities:

The Lay Representatives to Presbytery are responsible for:

- i) Communicating the concerns and responses of the Congregation to the Courts of the Church through Toronto Southeast Presbytery;

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- ii) Keeping the Council and Congregation informed regarding Toronto Southeast Presbytery and Toronto Conference matters, including notice of deadlines, concerns and responses;
- iii) Appointing among themselves a Convenor to coordinate their efforts and to sit on the Governing Council; and
- iv) All other duties as may be assigned to them by *The Manual* of the United Church of Canada.

b) Election:

Lay Representatives to Presbytery shall be elected by the Governing Council, as specified in *The Manual* of The United Church of Canada, for terms normally of three years renewable not more than once.

17. Appendices

The following Appendices are attached hereto:

Appendix A: [intentionally deleted]

Appendix B: [intentionally deleted]

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ADOPTED BY THE CONGREGATION OF EGLINTON ST. GEORGE'S UNITED CHURCH

This 6th day of October 2013

At the Executive Meeting of Toronto Southeast Presbytery on Nov. 12, 2013, the following motion was passed:

Motion: It was moved by Paul Hutchison, seconded by Peter McNaughton that revised Eglinton St. George's Constitution – 2013 including the increased Quorum Threshold for both Congregational and Council Meetings Update be approved subject to the identified discrepancies with the 2013 edition of the Manual being adjusted. **Carried**

October 6, 2013

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Appendix A:

[intentionally deleted]

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Appendix B:

[intentionally deleted]