

**Report of the By-Laws Committee of
The Archdiocesan Council, Archdiocese of Canada
to
The Archdiocesan Assembly
August 24, 2013**

The by-laws of the Archdiocese of Canada were first adopted at the Assembly of the Archdiocese of Canada on June 29, 1990 and have been amended at most Assemblies since that date. However, there has been no process in place to maintain an up-to-date version either electronically or on paper at the Archdiocesan offices. Therefore our by-laws consisted of the original 1990 document and a series of approved motions in the minutes of the Assemblies held since that date. The main effort of the by-laws committee over the last tri-annum has been to research the archived minutes of Assemblies and to assemble a current version of the by-laws of the Archdiocese of Canada. That document forms part of this report.

As you look through this document you will notice a number of places where the text is highlighted in yellow. These represent changes that the Archdiocesan Council is recommending be adopted at this Assembly. These changes are addressed by the following motion:

That the following changes to the Archdiocesan By-Laws be adopted:

- 1. The position of Auxiliary Bishop be recognized (2.2.a, 4.1.b, 5.1, 6.2.b);*
- 2. The position of Arch-Dean be removed (2.2.f, 5.1, 5.4.a);*
- 3. Have the Deans elected by the rectors, not the priests, of their deanery (5.3);*
- 4. Make it clear that the Archdiocesan Council has the responsibility to deal with its own legal matters (5.5.d, no change) and it is to refer those that pertain to the OCA as a whole to the Central Office of the OCA (5.5.e);*

5. *Change the term of the Metropolitan Council representatives to coincide with the term of the Archdiocesan Council rather than the term of the All American Council (5.10); and*
6. *Add hearing, considering, and deciding of resolutions to the competence of the Archdiocesan Assembly (7.2.g).*

Unfortunately, there are much more significant by-law changes looming. Corporations Canada, the organization that governs Federal Not-for-Profit Corporations including the Archdiocese of Canada, is changing the rules for not-for-profit corporations. Key changes that will take significant deliberation in order to develop solutions include:

- Ex-officio directors (directors who are in place by virtue of their office) will no longer be allowed – all directors are to be elected by the members. We currently have a number of ex-officio directors, including the bishop.
- Annual meetings of the members must be held. We currently have tri-annual meetings (the Assemblies).
- The members of the corporation must be identified. We currently have Members of the Assembly who represent the parishes and elect and otherwise authorize the directors to act.

New by-laws to address these changes must be developed and approved by the membership by October 17, 2014. Corporations who do not make the transition by the deadline will be assumed to be inactive and dissolved. Dissolution could lead loss of charitable status. Considering the amount of work required to do this well, properly, and in time the following motion is proposed:

That the Assembly of the Archdiocese of Canada authorize the Archdiocesan Council to develop and approve on the Assembly's behalf, new by-laws for the Archdiocese of Canada that conform Corporations Canada's new requirements.

Respectfully submitted by David Grier
on behalf of the By-Laws Committee