

PRAYER BOOK SOCIETY OF CANADA CONSTITUTION

A. GENERAL

1. Definitions

In this Constitution and any By-law that may be passed from time to time, unless the context otherwise requires:

- a. “Book of Common Prayer” means the Book of Common Prayer - Canada (1962) and “Prayer Book” has the same meaning.
- b. “Branch” means a Branch of the Prayer Book Society of Canada.
- c. “Branch Chairman” means the Chairman, President or other presiding officer of a Branch.
- d. “Councillor” means a member of the National Council who is not otherwise an officer of the Society.
- e. “Honorary Officer” means the person or persons appointed by the National Council to be the Honorary Counsel or such other Honorary Officer as the National Council shall from time to time appoint.
- f. “National Council” means the governing body of the Prayer Book Society of Canada.
- g. “Officer” means a person elected pursuant to clause 15 of this Constitution, and “officers” has a like meaning.
- h. “Past Chairman” means the member who has most recently completed a term of office as Chairman of the National Council.
- i. “Patron” means the person or persons appointed by the National Council from time to time to be the Patron or Patrons of the Society.
- j. “Society” means the Prayer Book Society of Canada.
- k. Words in the singular include the plural, and words in the plural include the singular; words importing the masculine include the feminine and words importing the feminine include the masculine.
- l. “In writing” includes transmission of messages via either electronic or paper media.

- m. “Branch” and “Institute” shall be as defined in part F.
- n. “Policy Committee” shall be the body appointed by National Council to formulate recommendations regarding policy.

2. Status and Authority

- a. This Constitution shall constitute the Rules for the government of the Society, for the regulation of its proceedings, for admission or appointment and withdrawal or removal of its Members as prescribed herein, for fixing the amount of the subscription or other contributions towards the maintenance and activities of the Society or of the National Council, for fixing the number and functions of its officers and for the management of its property and business generally, with power to repeal, add to or amend the Rules.
- b. A Branch has status and authority in the Society only as authorized by the National Council.

3. Area of the Society

The area of the Society includes the Dominion of Canada

4. Objectives of the Society

- a. The Society shall, within its area, carry into effect the objects of the Society, namely:
 - 1. to play a full part in the evangelization of Canada;
 - 2. to uphold the Book of Common Prayer as the standard of worship, theology and doctrine among Canadian Anglicans;
 - 3. to support such modest amount of flexibility in Prayer Book usage as is sensible and appropriate to local circumstances;
 - 4. to recognize the use of other liturgies which may, from time to time, be both appropriate and effective in the contemporary Church;
 - 5. to resist vigorously practices which diminish the primacy of the Book of Common Prayer;
 - 6. to spread the knowledge of the Book of Common Prayer and the doctrine expressed in it;
 - 7. to ensure that the Society’s views are effectively represented in the

Synods and councils of the Anglican Churches in Canada;

8. to encourage Anglicans to develop an increased awareness and understanding of those aspects of the Book of Alternative Services and other alternative or authorized liturgies which appear to be at variance with the traditional theology and doctrine of the Anglican Church worldwide as contained in the Book of Common Prayer;
 9. to support and encourage a careful and thoughtful reading of the rationale of the Book of Alternative Services as expressed in its Introduction and prefatory essays, and to explore fully all its possible implications;
 10. to serve as a resource for those who may be unfamiliar with the complexities of theology but who are believing and faithful communicants of the Anglican Churches in Canada;
 11. to support a continuing process of rediscovery whereby knowledge and understanding of the Book of Common Prayer is enhanced;
 12. to ensure that the whole Prayer Book is used and continues to be used in regular worship throughout the Anglican Churches in Canada, so that this essential standard of faith and worship is not lost;
 13. to encourage the study of the history and theology of the Book of Common Prayer and its use in corporate worship in all theological training colleges and schools associated with the Anglican Churches in Canada;
 14. to give financial help to Anglican parishes, missions and chaplaincies, where needed, for the purchase of copies of the Book of Common Prayer;
 15. to assist theological students in their preparation for the priesthood by grant of bursaries, provision of learned material or otherwise;
 16. to encourage and assist in the continuing education of Anglican laity and clergy.
- b. In pursuance of these objectives the Society shall employ, as far as possible, principles as may be set forth from time to time by the National Council including:
1. fostering branches of the Society throughout Canada;
 2. organizing, holding and promoting services of Divine Worship;

3. organizing and holding meetings from time to time to hear addresses or to present audio-visual programmes on liturgical, theological and historical subjects, or public meetings, conferences of seminars for the same purpose;
4. encouraging the study of the Book of Common Prayer, especially in academic and theological institutions, and at the parochial and diocesan level, by such means as lectures and essay competitions;
5. promoting mutual interest in liturgical matters in Provinces of the Anglican Communion through the organization of Conferences or other methods;
6. distributing, and where desirable and feasible, producing publications, cassette tapes and audio-visual materials dealing with the Book of Common Prayer and liturgical, theological and doctrinal matters.
7. maintaining information services for members of the Society and others;
8. promoting comparative study of ways of worship in the Anglican Communion;
9. supporting the formation and activities of organizations which are concerned with the promotion and maintenance of the doctrine of the Book of Common Prayer 1549, 1552, 1559 and 1662, and its national derivatives throughout the Anglican Communion;
10. co-operating with other organizations where appropriate to carry into effect the objectives of the Society;
11. passing and forwarding resolutions and collecting, preparing and forwarding petitions, letters, memorials and addresses on liturgical, theological or doctrinal matters to the Synods, bishops and councils of the Anglican Churches in Canada;
12. assisting incumbents and institutions of theological learning and training in the study of and instruction in the Book of Common Prayer;
13. providing bursaries, scholarships and other assistance to theological students and financial assistance to students and clergy to attend theological conferences, retreats and courses of continuing education;
14. using such other methods as are proper to the carrying out of the objectives of the Society as the National Council may from time to time determine;

15. enacting such By-laws as may be necessary or expedient for the attainment and execution of the objectives and principles heretofore written and for the governance of the Society generally.

5. Obligations

The Society and every Branch thereof shall conduct its affairs, arrange its activities, execute its programmes, and maintain any office or clerical facilities with proper regard to the traditions of the Anglican Communion and economy, and, through the deliberations of its officers and Councillors, shall be responsible for maintaining the propriety and seemliness of the Society's activities and its solvency.

6. Access to Constitution and By-laws

The National council shall ensure that every member of the Society shall have access to this Constitution and any By-laws that may be enacted or implemented from time to time.

7. Amendments to Constitution and By-laws

- a. Any member of the National Council or any ten members of the Society may propose in writing to the Chairman any By-law or any amendment to the Constitution or By-laws. Such proposal shall be submitted to the next meeting of the National Council for consideration.
- b. Any such By-law or amendment that receives the approval of the National Council shall be proposed at the next Annual General Meeting of the Society or at a special general meeting, due notice of such By-law or amendment being given in the notice convening the meeting.
- c. Notwithstanding paragraphs (a) and (b) hereof, any twenty members of the Society may on or before the 31st day of December in any year propose in writing to the Chairman any By-law, and any amendment to the Constitution or By-laws. Such By-law or amendment shall be submitted to the next Annual General Meeting of the Society, due notice of such By-law or amendment being given in the notice convening the meeting.
- d. A By-law or amendment approved at an annual or special meeting of the Society shall become effective on the date of that meeting, unless otherwise stipulated therein.

B. MEMBERSHIP

8. Members

- a. Any Christian ordinarily resident in Canada or abroad and in agreement with the objects of the Society, shall be eligible for membership in the Society. All patrons of the Society shall be members of the Society.
- b. Members of the Society shall be entitled to attend all the general or special meetings of the Society, to participate at these meetings in decisions respecting the government of the Society, and to receive any Newsletter or journal published by the Society for general distribution to the Society's membership. They shall also be entitled to attend meetings of the National Council, but shall have no vote if not a member thereof.
- c. Members of the Society shall enjoy all the privileges for the time being of members of the Society, as defined by this Constitution and the By-laws.
- d. Members of local branches of the Society are de facto members of the national Society, with all the rights and privileges appertaining thereto. A member of the national Society shall be considered to be a member of the local branch also if one exists, except in such instances where the member signifies his choice to join a branch located in a different area. All members of institutes are entitled to be members of the Society if they so desire, provided that all officers of institutes must be members in good standing of the Society. A member of a Branch may enjoy all the rights and privileges of membership in another Branch save and except the right to vote at meetings of that other Branch.
- e. Any member of the Society may withdraw from the membership by signifying his desire to do so by letter addressed to the Membership Secretary, provided always that such member shall continue to be liable for his annual subscription for the year in which he signifies his wish to withdraw, and for any arrears of subscription then outstanding.
- f. A member who withdraws from membership shall return to the Branch all books or other property of the Branch entrusted to, held, or borrowed by him.
- g. No member who has been convicted in Canada, or in any other democratic nation, of an indictable offence, or its equivalent, touching on matters of finance or breach of trust may hold the office of local president or local treasurer, unless a Royal Pardon, or its equivalent, has been granted.

9. Corporate Members

- a. The National Council may confer the right of Corporate Membership on any organization, association, or group.

- b. The right and conditions of Corporate Membership shall be determined by the National Council, but shall not include the right to vote at general meetings. These rights and conditions shall be recorded by the Recording Secretary.
- c. Corporate Membership shall continue for such period and be subject to the payment of such annual subscription as the National Council may from time to time decide.

10. Honorary Membership

Honorary Membership may be conferred by the National Council in recognition of outstanding dedication to the objects of the Society, outstanding achievement or signal importance to the achievement of the Society's objectives. Honorary members shall be accorded free membership in the Society but shall not be eligible for election to the National Council.

11. Patrons

The Council may from time to time appoint a person or persons of significance or distinction to be a Patron or Patrons of the Society. Patrons shall be accorded free membership in the Society but shall not be eligible for election to the National Council.

12. Fees, Subscriptions and Donations

- a. The Society shall collect all authorized fees and subscriptions and all donations intended for the Society.
- b. A Branch shall collect all authorized fees and subscriptions and all donations intended for the Branch.
- c. The membership and subscription fees shall be such as are approved from time to time by the National Council PROVIDED that the National Council shall not be obliged to set any membership or subscription fees.
- d. A Branch may set and collect a membership or subscription fee in such amount as it may determine which fee shall apply to its own branch members only.
- e. Neither the National Council nor the Society shall be liable to any Branch for any fee, subscription or donation sent direct to the Treasurer of the Society or to the National Council, the Society's office or mailing address, or to any officer or Councillor of the Society unless such fee, subscription or donation is specifically designated by the payer or donor, as the case may be, as being for the use or benefit of a particular Branch or number of

Branches.

- f. The National Council and any Branch may advertise or otherwise solicit donations for the Society or the Branch.
- g. Receipts for Income Tax purposes for donations to the Society or to a Branch shall be issued by the Treasurer or proper Branch officer, as the case may be, for amounts of or in excess of Ten dollars (\$10.00).

C. GOVERNMENT OF THE SOCIETY

13. The Episcopal Visitor

- a. The National Council may invite a bishop of the Church of God to be the Episcopal Visitor to the Society. Upon acceptance of the invitation such bishop shall become and continue as Episcopal Visitor to the Society for a period of five years or until his death, resignation or removal for cause by the National Council and shall have, enjoy and exercise all such powers, duties, privileges, rights and benefits as ordinarily appertain to the office of a Visitor. An Episcopal Visitor whose period of office has expired or is about to expire may be invited by the National Council to continue as Episcopal Visitor for a further period of five years.
- b. The Episcopal Visitor shall encourage and aid the Society in remaining faithful to Our Lord and in furthering the aims and objectives of the Society in a manner consistent with the Faith.
- c. The Episcopal Visitor shall not be eligible for election to or membership of the National Council.

14. The Honorary President

- a. The Society may appoint by election at the Annual General Meeting an Honorary President who shall hold office until the conclusion of the Annual General Meeting in the year then next ensuing.
- b. The Honorary President shall not be eligible for election to or membership of the National Council.

15. Appointment and Election of Officers

- a. The following officer of the Society may be elected at the Annual General Meeting:

An Honorary President

- b. The following officers of the Society shall be elected annually prior to each Annual General Meeting in the manner hereinafter provided and shall hold office from the conclusion of that Annual General Meeting until the conclusion of the Annual General Meeting in the year then next ensuing:

The Chairman
Not more than five Vice-Chairmen
The Treasurer
The Recording Secretary
The Membership Secretary

- c. The officers of the Society referred to in paragraph (b) shall be elected in the manner following:
- (i) A nomination for any office may be made by any member of the Society in writing supported in writing by two sponsors who are members of the Society filed with the Recording Secretary on or before the 31st day of March of any year.
 - (ii) The Recording Secretary shall solicit nominations annually not later than the 28th day of February in any year in any Newsletter or journal published by the Society and despatched to all its members or by special notice to the members and by circular to the Branch Chairmen.
 - (iii) The Recording Secretary shall ensure that each person nominated for election as an officer of the Society has consented to be so nominated. In the event that such consent is not signified to the National Director on or before the 31st day of March the nomination of that person shall lapse.
 - (iv) On or after the 1st day of April in each year the Recording Secretary shall notify the members of the National Council of the nominations received for the several offices of the Society. In the event that two or more persons are nominated for any of the positions of Chairman, Treasurer, Recording Secretary or Membership Secretary, or six or more persons are nominated for the position of Vice-Chairman, the Recording Secretary shall cause a postal and/or electronic ballot to be held amongst the members of the National Council to be completed no later than the 30th day of April.
 - (v) The names of the persons so elected by postal and/or electronic ballot, and of the persons unopposed for election to any office shall

be notified to the Annual General Meeting of the Society next ensuing as having been duly elected officers of the Society.

- (vi) The National Council may make regulations for the conduct of the postal and/or electronic ballot.
- d. In addition to the officers elected as aforesaid, not more than twenty (20) additional persons shall be elected at each Annual General Meeting to serve as Councillors along with the Chairman, the Vice Chairman, the Treasurer, the Recording Secretary, the Membership Secretary, the Past Chairman and the Chairmen of authorized Branches or their substitutes duly authorized from time to time as the National Council of the Society.
- e. The term of office of Councillors shall be from the date of their election to the conclusion of the Annual General Meeting in the year then next ensuing.
- f. Subject to clauses 9, 10, 11, 13, and 14 hereof every member of the Society in good standing shall be eligible for election to any office of the Society.
- g. All officers of the Society, except the Episcopal Visitor and the Patron or Patrons, and all Councillors shall retire annually, but shall be eligible for re-election.
- h. Vacancies occurring on the National Council between Annual General Meetings may be filled by the National Council by appointment.

16. National Council

- a. The National Council shall consist of the Chairman, the immediate Past Chairman, the Vice-Chairmen, the Treasurer, the Recording Secretary, the Membership Secretary, the Chairmen of authorized Branches or their substitutes duly authorized from time to time, and the Councillors.
- b. The National Council shall meet at least quarterly. Notice in writing of such meetings shall be given by the National Chairman or the Recording Secretary to each National Council member at least seven (7) days before each meeting.
- c. The National Council is the successor to the Executive Committee of the Society which shall be deemed to have established in accordance with the Minutes of the founding meeting held January, 1986.
- d. Special meetings of the National Council may be called by the Chairman and shall be called if requested in writing by not fewer than three (3) members of the National Council. All members of the National Council shall be notified at least (3) days in advance of each special meeting, in

writing or by telephone.

- e. At meetings of the National Council, seven (7) members thereof shall constitute a quorum.
- f. Meetings of the National Council or of any Committees thereof may be held in person, by telephone conference call or by video conference technique.
- g. Subject to the foregoing, the National Council may make such regulation as it considers fit regarding its meeting.
- h. The Recording Secretary shall cause the proceedings of every ordinary and special meeting of the National Council to be kept in such manner as will ensure the permanence of the record of such proceedings and their availability to members of the National Council.
- i. The accounts of the Society shall be examined quarterly by the National Council.
- j. The National Council shall consider proposals received from members of the Society. The National Chairman, when requested, shall inform a member who has submitted such a proposal of the action taken thereon.
- k. Subject to this Constitution, the National Council shall have the entire management and direction of the affairs of the Society with the power to do all such things as shall to it appear necessary and expedient for giving effect to the objects of the Society.
- l. The National Council may invite the attendance at any of its meetings of any past officers, of any Patron of the Society or of a branch of the Society, or of any person, for the purpose of obtaining information, written or oral, when such information may be reasonably required.
- m. Any member of the National Council shall upon request and reasonable notice be entitled to review any document, past or present, relating to Society affairs and to examine the accounts of the Society.
- n. The National Council may create any offices not otherwise provided for herein and appoint such persons to hold the same and upon such terms and conditions, and may employ or authorize the employment of such persons, and upon such terms and conditions, as the National Council may think fit.

17. Committees

- a. Standing and Special Committees of the National Council may be appointed from time to time as the National Council thinks fit with such duties as the

National Council may determine.

- b. The National Council shall appoint the Chairman of each such Committee. Committee members may include members of the National Council or other members of the Society and a Committee may be given power to co-opt.
- c. The Chairman of a Committee may invite the assistance and co-operation of persons not members of the Society, but possessing special knowledge, to act in an advisory capacity with the Committee concerned.
- d. The Chairman of a Committee shall call meetings of that Committee whenever in his opinion the business of the Society warrants such action.
- e. The National Chairman and the Treasurer shall be ex-officio members of all Committees.
- f. No act, order, plan or resolution of any Committee shall bind the Society except by adoption by the National Council PROVIDED that the National Council may for special cause delegate any or all of its powers, except its powers relating to By-laws, to any Committee with full power to act.

18. The Chairman

- a. The Chairman, when present, shall preside at all general and special meetings of the National Council.
- b. It shall be the Chairman's duty to ensure that the Society's Constitution and By-laws and the resolutions of the National Council are carried out, to propose from time to time to the National Council such measures as appear to him advisable for the welfare of the Society, and to act if the occasion arises in the name and on behalf of the Society.
- c. The Chairman, the Honorary President, the Patrons and the Vice-Chairmen, or one of more of them, shall represent the Society at all public functions, at the discretion of the Chairman.
- d. The Chairman shall cause, on his sole authority, special meetings of the National Council or of Committees to be summoned whenever he considers circumstances connected with the business of the Society to be sufficiently urgent so to warrant.
- e. The Chairman may from time to time, at his discretion, delegate to a Vice-Chairman such of his duties and responsibilities as may be reasonable assigned to him.
- f. The Chairman shall present a report on the work of the Society for the year

then next preceding to the Annual General Meeting of the Society.

19. The Vice-Chairman

- a. In the absence of the Chairman, the duties of his office shall be assumed by a Vice-Chairman or, if none is present, by the Past Chairman.
- b. A Vice-Chairman shall perform such other duties and assume such responsibilities as may from time to time be delegated to him by the Chairman.

20. The Recording Secretary and the Membership Secretary

- a. The Recording Secretary and the Membership Secretary shall serve under the direction of the National Council and shall perform all functions and duties prescribed by this Constitution.
- b. The Recording Secretary shall cause records to be taken of National Council and general and special meetings. Under the direction of the National Chairman, he shall send to members of the National Council any required notices connected with Council meetings. He shall receive nominations annually for offices in the Society, and shall be responsible for conducting postal or e-mail ballots when required. He shall maintain records of branch constitutions, and of the current membership of their executive committees.
- c. The Membership Secretary shall keep a list of the members of the Society, with the name and address of each accurately set forth. He shall attend to correspondence notifying the Society of address and membership changes.

21. The Treasurer

- a. The Treasurer shall serve under the direction of the National Council. He shall have charge of all Society accounts, save and except for any account or accounts designated by the National Council for supervision and control by other persons, and shall forward to the National Council such returns, lists and cash statements as may be called for from time to time and in such form and such manner as shall be directed by the National Council.
- b. The Treasurer shall keep an accurate statement of the receipts and disbursements of the Society and make a full and detailed report thereon together with an accurate statement of the financial affairs of the Society to each ordinary meeting of the National Council and to the Annual General Meeting.
- c. The Treasurer shall be responsible for arranging the annual or other audit of

the Society's accounts by the auditor selected by the Annual General Meeting of the Society.

22. Employees of the Society

- a. The National Council may hire full-time or part-time employees to perform such duties as the Council may determine.
- b. Prior to the hiring of any full-time or part-time employee, a statement shall be drawn up listing the duties and authority of the position. The approval of the National Council for the statement of duties and authority shall be required before the position is filled.
- c. A liaison officer shall be appointed by the National Council to oversee the work of any full-time or part-time employee. The liaison officer shall make available to the National Council quarterly reports on the work accomplished by the employee.
- d. Amendments to the statement of duties and authority of any employee of the Society shall be subject to the approval of the National Council.
- e. No full-time or part-time employee shall be eligible for election to the National Council. No officer of the Society shall receive remuneration for his services, except in cases when he takes on additional duties above and beyond his position. Such remuneration shall be at the discretion of the National Council, and shall be subject to the terms set forth above for employees of the Society.

D. FINANCES

23. Financial Year

The financial year of the Society shall be from February 1st to January 31st of the year next ensuing.

24. Financial Control

- a. The credit of the Society shall not be pledged by the National Council or the officers or members of the Society or by any Branch or by any officer of a Branch in any matter concerning the conduct of financial transactions of the Society and in pursuance of its affairs in general.
- b. The property and assets of the Society shall be used in the first instance to discharge all authorized debts and financial obligations of the Society.
- c. The Finance Committee, if established, shall draft recommended budgets for National Council approval and shall recommend such spending restraints or

such expenditures as it considers necessary. Authority for financial control and management rests with the National Council.

- d. The National Council shall establish an annual budget for the Society.
- e. The National Council may bond the Treasurer and any other person who has control of property or funds of the Society in such amount as the National Council may determine.

25. Banking

- a. Except for any petty cash float, the Treasurer shall forthwith on receipt deposit all funds of the Society in its appropriate account or accounts in a bank or banks to be selected by the National Council.
- b. The Treasurer shall pay all accounts due by the Society when approved by or pursuant to authorization of the National Council. Cheques in payment of such accounts shall be signed by such officers of the Society or other persons as the National Council may determine.
- c. The accounts of the Society shall be available at all times for inspection by any member of the National Council.

26. Audit of Accounts

- a. An Auditor shall be selected annually by the Annual General Meeting.
- b. The financial records of the Society shall be audited at least once each year, and an audited financial statement shall be presented at the Annual General Meeting.

E. MEETINGS

27. Procedure

All meetings of the Society, of the National Council, or of any Committee thereof shall be conducted in accordance with the ordinary rules of debate according to the type of meeting.

28. General and Special Meetings

- a. General and special general meetings of the Society shall be held on such days and as such hours as may be fixed by the National Council. Twenty-five (25) voting members of the Society present shall form a quorum.

- b. At least two (2) weeks' notice of each such meeting of the Society together with the object of the meeting, shall be sent to every member of the Society at his last known address.

29. Annual General Meeting

- a. The Annual General Meeting shall be held not later than the 31st day of May in each year. Ten (10) voting members of the Society present shall form a quorum. Attendance may be via teleconferencing or video-conferencing facilities if available. In such cases those participating remotely shall register their attendance with the Recording Secretary at the start of the meeting.
- b. Notice of such meeting shall be sent to every member of the Society at his last known address, so as to be received not later than three (3) weeks prior to the meeting.
- c. The business of the Annual General Meeting shall be to hear and discuss the report of the National Chairman on the activities and membership of the Society, to receive and discuss the audited annual statement and the report of the Treasurer, to select an auditor, to elect councillors and, if thought fit, an Honorary President for the coming year, to consider such business as shall be brought forward by the National Council and which shall have been stated in the notice convening the meeting, and to conduct such other business as may properly be brought before the meeting.
- d. Any member of the Society may nominate another member for the office of councillor or Honorary President, provided that the consent of the nominee has been obtained. No seconder shall be required for any nomination. A nomination may be placed in the hands of the National Chairman or Recording Secretary prior to the Annual General Meeting or moved at such meeting with notification of the nominee's consent.
- e. The Annual General Meeting shall have authority to pass resolutions relevant to the Society's aims and objectives and the fulfillment thereof and relating to the policy and affairs of the Society. All such resolutions shall be taken up and considered by the National Council and a statement on the disposition of the substance of each of the said resolutions shall be included in the report of the Chairman at the Annual General Meeting in the ensuing year. In any case in which the National Council decides not to proceed upon the basis of a resolution passed at an Annual General Meeting the reasons for such decision shall be included in the Chairman's report to the next Annual General Meeting.

30. Voting

At all meetings of the Society or of the National Council or of Committees, unless otherwise provided in the Society's By-laws, a majority open vote of the members present and voting shall decide the finding of the meeting on any question. The Chairman of the meeting shall not vote on any question before the meeting but in the event of an equality of votes on any question the Chairman shall have a casting vote. PROVIDED that for the election of councillors or an Honorary President at an Annual General Meeting if a ballot is required such ballot shall be secret, and after the vote has been counted the ballots shall be destroyed.

F. THE BRANCHES

31. Role of National Council.

Branches and Institutes of the Society shall come into being by resolution of National Council and shall pass into dissolution by resolution of National Council.

32. Distinction between a Branch and an Institute,

- a) A branch:
 - i) shall be organized according to a constitution that is consistent with the stated aims and objectives of the Prayer Book Society of Canada, and shall keep an up-to-date copy of that constitution on file with the National Recording Secretary;
 - ii) shall hold at least one annual general meeting of the membership;
 - iii) shall annually elect a slate of officers, including at least a president or chairman and a treasurer, both of whom shall fulfil the obligations respectively outlined in section 34, and who shall communicate formally with the local membership at least biannually; and
 - iv) shall undertake activities consistent with the aims and objectives espoused in the local constitution including, but not limited to, branch events, worship services, and generally supporting the aims and objectives of the Prayer Book Society of Canada.

- b) An institute:
 - i) shall be organised according to a founding document that is consistent with the aims and objectives of the Prayer Book Society of Canada;
 - ii) shall hold at least one annual general meeting of the membership;
 - iii) shall annually elect a president or chairman who shall serve as the contact between the institute and National Council, and who shall also fulfil the obligations outlined in section 34;

 - iv) shall, in the event that the institute engages in financial affairs, annually elect a treasurer who shall fulfil the obligations outlined in section 34.

33. Establishment of Branches and Institutes

- a) With the agreement of the National Council, local members of the Society may choose to form either a branch or an institute of the Society, as defined in section 32 and variously, for the purpose of furthering the cause of the Society, provided that the branch or institute so formed is thoroughly consistent with the aims and objectives of the Society as expressed in its Constitution as amended from time to time.
- b) In the case of a prospective new branch, the pro tem branch executive shall draft a constitution, and shall forward the same to the Policy Committee, with a petition to be recognized by the Society. At the same time it shall submit to the Policy Committee a proposal for the delineation of its territory of oversight. The Policy Committee shall review the proposed constitution and branch boundaries, request any necessary changes, and mediate if necessary between the prospective branch and its neighbouring branches and/or institutes to establish the area of oversight. The territory of a branch shall not overlap with that of any other branch. Upon completion of this process, the Policy Committee shall submit to the National Council a proposal for the formal recognition of the new branch.
- c) In the case of a prospective new institute, its organizing committee shall draft a statement of aims and objectives, and shall forward the same to the Policy Committee, with a petition to be recognized by the Society. At the same time it shall submit to the Policy Committee a proposal for the delineation of its territory of oversight. The Policy Committee shall review the proposed statement and boundaries of the institute and request any necessary changes. The territory of an institute may overlap with that of a branch, subject to the approval of the executive of the branch in question. Upon completion of this process, the Policy Committee shall submit to the National Council a proposal for the formal recognition of the new institute. Subsequent to the recognition of the institute, the National Council shall appoint a liaison officer to facilitate and support the activities of the institute.
- d) The merger, division or amalgamation of branches and/or institutes may be considered upon petition to the National Chairman by one or more of the branches and/or institutes involved. Such petitions shall be forwarded for review to the Policy Committee, which shall mediate if necessary between the branches and/or institutes in question, and verify compliance of the new structures with this Constitution. A motion for adjustment of branch and/or institute boundaries as agreed by all parties involved shall then be presented at duly convened general meetings of the affected branches and/or institutes. Subject to such approval, the Policy Committee shall submit a recommendation for the approved boundary adjustment to the National Council. In all matters of branch and institute boundaries, the decision of the National Council shall be final and binding.
- e) A motion for dissolution of a branch or institute must be presented at a duly convened general meeting of the branch or institute in question. If the motion is passed, the following procedure shall be followed in the order presented:

- i) the local president or chairman shall directly contact the National Chairman and report the expressed desire of the local membership; and
- ii) the National Chairman or his designate shall convene a general meeting of the local membership according to the provisions of the local constitution for the purpose of verifying the desire of the membership to dissolve the branch or institute; and
 - (1) In the event that the vote fails, the National Chairman or his designate shall make every effort to rejuvenate the branch or institute; but
 - (2) In the event that the vote succeeds, the following procedure shall be followed in the order presented:
 - (a) The National Chairman shall inform National Council of the results of the vote and shall propose a motion to dissolve the branch or institute;
 - (b) After the successful passage of the motion specified in (a), the National Treasurer shall either oversee the dispersal any funds and/or property held or owned by the branch or institute according to the provisions of the local constitution or, in the event that insufficient provision has been made in the local constitution, assume control of all funds and/or property held by the branch or institute and shall hold them in trust for a period of one year, provided that:
 - (i) in the event that the branch or institute be reconstituted within that one-year period, the funds and/or property be returned to the branch or institute without prejudice to the Prayer Book Society of Canada; or
 - (ii) in the event that the branch or institute not be reconstituted within that one-year period, the funds and/or property become those of the Prayer Book Society of Canada and every effort be made to direct the benefit of those funds to further the aims and objectives of the Prayer Book Society of Canada in the area formerly under the purview of the branch or institute.

34. Duties of the President or Chairman and of the Treasurer.

- a) The president or chairman of a branch shall:
 - i) apprise the National Recording Secretary of the name, address and telephone number of each officer of the branch, and of any changes to the composition of the executive of the branch;
 - ii) at the time of the national Annual General Meeting, present a written summary to the National Council of the activities of the branch over the past year;
 - iii) provide the national Membership Secretary, upon request, with an updated membership list for the branch;
 - iv) be the officer primarily responsible for ensuring that the treasurer duly and properly completes any forms and other paperwork that may, from time to time, be required or requested by the Ministry of Revenue or similar agency; and
 - v) sit as an *ex officio* member of National Council.

- b) In addition to those duties enumerated in this section and variously, the duties and obligations of the president or chairman of a branch are to be clearly enumerated in the constitution of the branch.
- c) The president or chairman of an institute shall:
 - i) serve as the contact between the institute and National Council; and
 - ii) be primarily responsible for ensuring that the treasurer duly and properly completes any forms and other paperwork that may, from time to time, be required or requested by the Ministry of Revenue or similar agency, in the event that the institute engages in financial affairs.
- d) The treasurer of a branch or institute shall:
 - i) maintain a proper bank account for any money received from or on behalf of the general membership;
 - ii) maintain proper financial records;
 - iii) cause all financial records to be either examined or audited by a public accountant at least once annually;
 - iv) complete any forms and other paperwork that may, from time to time, be required or requested by the Ministry of Revenue or similar agency;
 - v) present the financial records of the branch or institute to the membership for inspection upon reasonable request;
 - vi) co-operate fully with the National Treasurer in demonstrating that the financial affairs of the branch or institute are in order; and
 - vii) shall forthwith send a copy of any financial document or record to the National Treasurer upon request.

35. Transitional: Continuation of branches in existence on the date of the national Annual General Meeting, 2004

- a) A branch in existence at the time of the National Annual General Meeting, 2004, that desires to continue as a branch shall examine its constitution, make any amendments necessary to bring it in line with the changes made to Part F of this Constitution, and file a copy of the amended constitution with the National Recording Secretary no later than 31 December 2004. The Policy Committee shall review each constitution received and either require further amendments or place a motion before National Council recommending the continuation of the status of the branch. During the period of review, the branch shall retain its status as a branch.
- b) A branch in existence at the time of the National Annual General Meeting, 2004, that desires to change its status to that of institute shall examine its constitution, make any amendments necessary to bring it in line with the changes made to Part F of this Constitution, and file a copy of the amended constitution with the National Recording Secretary no later than 31 December 2004. The Policy Committee shall review each constitution received and either require further amendments or place a motion before National Council recommending the reconstitution of the branch as

an institute. During the period of review, the branch shall retain its status as a branch.

- c) Any branch in existence at the time of the National Annual General Meeting, 2004, that fails to submit an amended constitution to the National Recording Secretary by 31 December 2004 shall, in effect, be serving notice upon National Council of its desire to be dissolved. At this point, the provisions and steps enumerated at paragraph 33 (i) will be set in motion and failure to respond to the entreaties of the National Chairman or his designate shall be cause for the dissolution of the branch without recourse.

36. Reconstitution of branches and institutes

- a) Any branch that wishes, at any time, to be reconstituted as an institute shall file a petition with the Policy Committee and shall present evidence that it meets the requirements enumerated in section 32 and variously, and upon being satisfied that the requirements have been met, the Policy Committee shall place before National Council a motion recommending the change in status.
- b) Any institute or group of institutes that wishes, at any time, to be reconstituted as a branch shall file a petition with the Policy Committee and shall present evidence that it meets the requirements enumerated in section 32 and variously, and upon being satisfied that the requirements have been met, the Policy Committee shall place before National Council a motion recommending the change in status.

G. EXECUTION OF DOCUMENTS

- 37.** Unless otherwise authorized by the National Council, all documents requiring execution by the Society shall be so executed by the Chairman and one other officer of the Society.

H. USE OF FUNDS AND DISSOLUTION OF THE SOCIETY

38.

- a. The Society shall be carried on without purpose of gain for its members and any profits, accretions or accumulations of funds to the Society shall be used solely for the promotion of its aims and objectives.
- b. A donation of moneys or in kind may be made by the Society only to a parish or institution which has registered charitable status.
- c. Upon dissolution of the Society, if such should occur, all moneys and other assets of whatsoever kind belonging or due to the Society shall be transferred to St. Peter Publications Inc., of Charlottetown, Prince Edward

Island, failing which to another charitable organization selected by the National Council whose aims and objectives are consistent with those of the PBSC.

I. TRANSITIONAL

39.

Nothing in this Constitution provided shall prejudice or affect the previous operation of the Constitution of the Society as it stood on the 16th day of January 1993 or any By-law, resolution or order or any proceeding matter or thing lawfully done or suffered under the same.

ADOPTED AND ENACTED at the meeting of the Executive Committee of the Prayer Book Society of Canada held at the City of North York, in the Province of Ontario, on the 16th day of January, 1993.

RATIFIED by the Annual General meeting of the Prayer Book Society of Canada at the City of Winnipeg in the Province of Manitoba on the 8th day of May, 1993.

AMENDED by the Annual General meeting of the Prayer Book Society of Canada at the City of Vancouver in the Province of British Columbia on the 11th day of May, 1996.

AMENDED by the Annual General meeting of the Prayer Book Society of Canada at the City of Fredericton in the Province of New Brunswick on the 17th day of April, 2004.

AMENDED by the Annual General meeting of the Prayer Book Society of Canada at the City of Ottawa in the Province of Ontario on the 30th day of April, 2016.

AMENDED by the Annual General meeting of the Prayer Book Society of Canada at the City of Calgary in the Province of Alberta on the 12th day of May, 2018.