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R2 Origin: By-Laws Committee to approve extension of CB term and ratify actions

WHEREAS the Ukrainian Orthodox Church of Canada [UOCC] has experienced financial difficulties over many years;

AND WHEREAS the Coronavirus Pandemic created significant impediments to the UOCC's ability to operate in a normal pre-Pandemic fashion;

AND WHEREAS the Consistory Board determined that the best option in the circumstances was to continue meeting via teleconference or video conference exclusively;

AND WHEREAS as a result of these circumstances the time limit for notice of its meetings was often truncated and notice was given electronically only;

AND WHEREAS the Presidium found itself in a similar situation due to these circumstances; AND WHEREAS the UOCC was scheduled to hold its XXIV Sobor in July 2020;

AND WHEREAS the Consistory Board determined the best course of action was to postpone the XXIV Sobor to July 2021;

AND WHEREAS due to the continuing Coronavirus Pandemic the Consistory Board further determined to hold the XXIV Sobor in 2022;

AND WHEREAS the Consistory Board further determined that most if not all communications with members of the UOCC in the lead up to the XXIV Sobor now scheduled for June of 2022 be done electronically;

NOW THEREFORE BE IT RESOLVED THAT the XXIV Sobor approves the extension of the term of the outgoing Consistory Board for two years from July 2020 to June 2022;

AND BE IT FURTHER RESOLVED THAT The XXIV Sobor approves and ratifies all of the actions of the outgoing Consistory Board including, but not limited to, the following actions:

- 1. The holding of all Consistory Board meetings as blessed by the Metropolitan by teleconference or videoconference to the date of the Sobor;
- 2. The holding of all Presidium meetings as blessed by the Metropolitan by teleconference or video conference the date of this Sobor;
- 3. The giving electronically of all notices blessed by the Metropolitan required to be given by the UOCC By-Laws of Consistory Board meetings and Presidium meetings to the date of this Sobor;
- 4. The non publication of notices of Consistory Board meetings in the official organ of the Church;
- 5. The Consistory Board decisions as blessed by the Metropolitan to postpone the XXIV Sobor from July 2020 to June of 2022;
- The Consistory Board decision as blessed by the Metropolitan to hold the XXIV Sobor in June of 2022 in a hybrid fashion in six locations linked virtually using a digital software platform for that purpose;
- 7. The giving electronically of all notices as blessed by the Metropolitan required to be given by the UOCC By-Laws by the Consistory Board and the Presidium to the membership of the UOCC in the run up to the XXIV Sobor in 2022;
- 8. The distribution electronically by the Consistory Board as blessed by the Metropolitan of copies of the notice of motion to amend By-Laws as required by paragraph 21.03 of

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the UOCC By-Laws to delegates to the XXIV Sobor at the commencement of its proceedings

AND BE IT FURTHER RESOLVED THAT The XXIV Sobor waives the requirement in paragraph 11.10 of the UOCC B-Laws to publish notices of Consistory Board meetings in the official organ of the Church;

AND BE IT FURTHER RESOLVED THAT The XXIV Sobor waives the requirement in paragraph 4.05 of the UOCC By-Laws to give written paper noticed by regular mail of the postponement dates of the XXIV Sobor;

AND BE IT FURTHER RESOLVED THAT The XXIV Sobor approves that for the purposes of the XXIV Sobor the official publication of the church as set out in paragraph 4.05 of the UOCC By-Laws and the official organ of the church as set out in paragraph 21.03 of the UOCC By-Laws includes the UOCC website.

Moved by Br. Tony Harras, Seconded by Sr. Donna Reed, May 5, 2022

R3 | Origin: St. Andrew's College to maintain \$10/annum levy

WHEREAS St. Andrew's College is the seminary of the Ukrainian Orthodox Church of Canada; AND WHEREAS St. Andrew's College requires stable funding on an annual basis to continue to provide education for our Theology students;

AND WHEREAS it is incumbent on the members of the UOCC to support their seminary; BE IT RESOLVED that the portion of the UOCC annual membership levy be \$10 per member as of January 2021 and thereafter remain at \$10 until the next regular SOBOR in 2025, and that the Consistory forward these funds to St. Andrew's College in support of the Theology Program, and; BE IT FURTHER RESOLVED that the collection of this annual levy for St. Andrew's College be implemented by the Consistory and be based on the UOCC membership for the preceding year.

Moved by Fr. Roman Bozyk, Seconded by Fr. Taras Udod, May 5, 2022

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R7 Origin: Holy Trinity Saskatoon about requiring a balanced budget

Whereas, the 2019 budget for the Ukrainian Orthodox Church of Canada projected a deficit of \$69,931 up to year ended September 30th, 2019;

Whereas, the accumulated debt of the Consistory is \$1,449,268;

Whereas, according to the Financial Analysis of 2019 financials, there has been a cumulative loss from 2001 to 2019 of around \$1,135,000 which is certainly not an indication of good fiscal governance;

Whereas, our responsibility as Ukrainian Orthodox Christians is to give the world the right impression of God by how we conduct our affairs;

Whereas, any church that is borrowing money to keep payroll and bills paid ascending a very bad message to people inside and outside the church, and placing financial mismanagement on center stage;

Be it resolved that the Consistory Board of the Ukrainian Orthodox Church of Canada, adopt as their fiduciary duty a strict balanced budget fiscal policy to control operations of the Office of the Consistory, through diligent control of expenses to ensure that revenues cover 100% of operational costs and that the budget is not exceeded.

And be it further resolved that the Consistory Board seriously adopt and exercise the fundamental, legal responsibility to provide oversight and accountability for the Ukrainian Orthodox Church of Canada's Consistory Office finances and in reference to its "fiduciary" responsibility, the Consistory Board must ensure that they are appropriately stewarding the resources entrusted to them and following all legal and ethical standards.

Moved by Sr. Donna Reed, Seconded by Br. Larry Balion, May 5, 2022 Approved: Parish Executive Meeting March 10, 2020

R10 | Origin: Joint [UOCC/USRL] Standing Committee about continuing the Committee

Whereas the joint standing committee (JSC) of the UOCC and the USRL has recommended the need to undertake various initiatives for the well-being and benefit of the UOCC and the USRL; and

Whereas the JSC has undertaken the implementation of a Resolution from the 2015 Sobor for the implementation of a Youth Initiative Task Force and

Whereas the Youth Initiative Task Force has established specific initiatives and is in process of reviewing further recommendations that would assist Youth based Faith development in the UOCC

Whereas the Metropolitan has blessed the JSC to undertake review of means for fullest dialogue and cooperation on relations between individual Parishes and their community organizations and

Whereas other items in its Terms of Reference remain outstanding, particularly with respect to the matter of Orthodox Christian education, leadership development and the role of the laity within the church,

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Whereas the attached documents outlining the terms of reference for the JSC and further voice a call to action on the part of the Ukrainian Orthodox community and Parishes THEREFGORE, BE IT RESOLVED that the SOBOR record its commitment to the continuation of the Joint Standing Committee and its coordination of common work for the good of our faithful.

Moved by Br. Tony Harras, Seconded by Fr. Charles Baxter, May 5, 2022

B8 Origin: the UOCC By-Laws Committee Housekeeping. GRC endorses moving ahead with housekeeping amendments.

WHEREAS the current By-Laws of UOCC in some parts do not conform to current drafting conventions;

AND WHEREAS there is some inconsistent use of language;

AND WHEREAS there are some spelling and grammatical errors;

NOW THEREFORE BE IT RESOLVED that the following housekeeping amendments to the UOCC By-Laws be approved:

Housekeeping Amendments

(intended to correct spelling and grammar errors, delete redundant language and unnecessary legalese, and ensure consistency)

- 1. The Preamble be amended by deleting the word "By-laws" in the last line and substituting the word "by-laws" and by inserting the following after the word "forth" in the last line "[By-Laws]";
- 2. The Definitions Article be amended by deleting the paragraph numbers so that when additional definitions are added in alphabetical order, renumbering is unnecessary;
- 3. The Definitions Article be amended to include the following definitions:

"Canonical Ratification" means approval by the Holy and Sacred Synod of the Ecumenical Patriarchate in accordance with Article 6 of the Articles of Agreement between the Ukrainian Orthodox Church of Canada and the Ecumenical Patriarchate of Constantinople.

"Deanery" means a geographical division of an Eparchy as determined by the Eparchial Bishop in council and the Consistory Board under paragraph 18.01;

"Eparchy" means a geographical area as described in paragraph 15.01;

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"Official Publication" means Visnyk (The Herald) or such other means of communication as may be determined from time to time by the Consistory Board including, but not limited to, the Church web site.

- 4. Paragraph 3.01, subparagraph (ii) be amended by deleting the word "church" in the third line and substituting the word "Church"; subparagraph (iv) be amended by adding the following words before the word "rules": "Act, By-Laws,"; and subparagraph (v) be amended by deleting the words "his or her parish or mission" and substituting the words "their Parish or Mission"; and paragraph 3.01 be further amended by deleting the Roman numeral numbering of subparagraphs (i) to (v) inclusive and substituting alphabetical numbering (a) to (e) inclusive;
- 5. Paragraph 4.02, subparagraph (h) be amended to delete the words "canonical ratification" and substitute the words "Canonical Ratification";
- 6. Paragraph 4.03, subparagraph (b) to (i) be amended by deleting capitalization of the first word in each of the subparagraph and substituting lower case letters; and subparagraph (c) be further amended by deleting the words "parish and mission" in the first and second lines and substituting the words "Parish and Mission"; and subparagraph (f) be further amended by deleting the words "official publication" and substituting the words "Official Publication";
- 7. Paragraph 4.04 be amended by deleting the words "parishes and missions" in the last line and substituting the words "Parishes and Missions";
- 8. Paragraph 4.05 be amended to deleting "the," in the second line prior to the words "the Ecumenical Patriarch of Constantinople"; and be further amended by adding the words "or by such other means as may be determined by the Consistory Board" in the fifth line following the words "regular mail"; and be further amended by deleting the words "parishes and missions" in the fifth line and substituting the words "Parishes and Missions"; and be further amended by deleting the words "official publication" and substituting the words "Official Publication"
- 9. Paragraph 4.06 be amended deleting the words "and passed" in the third line, and by deleting the word "same" in the fourth line and substituting the word "it";
- 10. Paragraph 4.08 be amended by deleting the words "Chairman" and "Vice-Chairpersons" in the second, third, fifth and sixth lines and substituting the words "Chair" and Vice-Chairs" respectively;
- 11. Paragraph 4.09 be amended by deleting the words "Chairman" and "Vice-Chairpersons" in the first, second and third lines and substituting the words "Chair" and "Vice-Chairs" respectively;

- 12. Paragraph 4.10 be amended by deleting the word "therein" and substituting the phrase "as delegates under paragraph 4.03", and further amended by deleting the word "Chairman" and substituting the word "Chair";
- 13. Paragraph 4.12 be amended by deleting the words "Chairpersons thereof" and substituting the words "respective committee Chairs";
- 14. Paragraph 4.14 be amended by deleting the words "parish or mission" in the first line and substituting the words "Parish or Mission"; and be further amended by deleting the word "presidium" in the second line, and substituting the word "Presidium";
- 15. Paragraph 5.02 be amended by deleting the word "approval" in the second line, and substituting the words "Canonical Ratification", and that Paragraph 5.02 be further amended by deleting subparagraphs (b) to (d) and substituting subparagraphs (b) to (e) as follows:
 - "(b) he resigns, or
 - (c) he retires, or
 - (d) he is deposed by due canonical process, or
 - (e) he is medically certified to be incapacitated."
- 16. Paragraph 5.06, subparagraphs (a) to (e) be amended by deleting capitalization of the first word in each of the subparagraphs and by substituting lower case letters, and that subparagraphs (b) and (c) be further amended by deleting the word "Chairman" and substituting the word "Chair";
- 17. Paragraph 5.07 be amended by deleting the word "through" and substituting the words "together with"; and be further amended by deleting the word "by-laws" and substituting the word "By-Laws";
- 18. Paragraph 5.08, subparagraph (o) be amended by deleting the words "missions and parishes" and substituting the words "Missions and Parishes"; subparagraph (p) be amended by deleting the words "canonical election and ratification" and substituting the words "Canonical Ratification"; subparagraph (s) be amended by deleting the word "bylaws" and substituting the word "By-Laws"; subparagraph (t) be amended by deleting the word "eparchy" and substituting the word "Eparchy";
- 19. Paragraph 5.09, subparagraph (b), be amended by adding the words "inter-Eparchial" before the words "transfer or assignment..."; and be further amended by adding the words "in consultation with Eparchial Bishops and approval of the Consistory Board" to the end of the sub-paragraph; and be further amended by deleting the words "missions or parishes" and substituting the words "Missions or Parishes";
- 20. Paragraph 5.12 be amended by deleting the words "canonical ratification" and substituting the words "Canonical Ratification";

- 21. Paragraph 5.13 be amended by adding the words "or notice of retirement" after the word "resignation" and by inserting the word "the" before the words "Consistory Board ...";
- 22. Paragraph 6.02 be amended by inserting the words "for election" after the word "presented" in the third line, and by deleting the word "approval" after the word "for" in the fifth line and substituting the words "Canonical Ratification";
- 23. Paragraph 6.04 be amended by deleting the word "A" in the first line and substituting the word "An"; and subparagraph (b) be amended by deleting the words "missions, parishes and deaneries" and substituting the words "Missions, Parishes and Deaneries"; subparagraph (c) be amended by deleting the words "missions and parishes" and substituting the words "Missions and Parishes"; subparagraphs (d), (i), and (l) be amended by deleting the word "eparchy" in each subparagraph and substituting the word "Eparchy"; and subparagraph (k) be amended by deleting the word "eparchial" and substituting the word "Eparchial";
- 24. Paragraph 6.05 be amended by deleting the word "A" in the first line and substituting the word "An"; and that subparagraph (j) be amended by deleting the word "bylaws" and substituting the word "By-Laws";
- 25. Paragraph 6.06 be amended by adding the words "or notice of retirement" after the word resignation;
- 26. Paragraph 7.02 be amended by inserting the words "for election" after the word "presented" in the third line, and by deleting the word "approval" after the word "for" in the fifth line and substituting the words "Canonical Ratification";
- 27. Paragraph 8.05 be amended to insert the word "next" before the words "General Council..." in the first line and deleting the word "next" before the word "following..." in the second line;
- 28. Paragraph 9.09 be amended by deleting the word "by-laws" and substituting the word "By-Laws";
- 29. Paragraph 9.10 be amended by deleting the words "and stead";
- 30. Paragraph 10.05 be amended by deleting the words "the next preceding paragraph" in the second line and substituting the words "paragraph 10.04";;
- 31. Paragraph 10.06 be amended by deleting the words "the next following" in the first line;

- 32. Paragraph 10.09 be amended by deleting the word "bylaws" and substituting the word "By-Laws";
- 33. Paragraph 10.10 be amended by deleting the words "mission or parish" in subparagraphs 10.10 (b), (c), (d), (e), (f), (g), (h), (j), (k), and (o), and substituting the words "Mission or Parish" in all of those subparagraphs;
- 34. Paragraph 10.11 be amended by deleting the words "mission or parish" in the first and second lines and substituting the words "Mission or Parish";
- 35. Paragraph 10.13 be amended by deleting the word "bylaws" and substituting the word "By-Laws";
- 36. Paragraph 10.14 be amended by deleting the words "mission or parish" in the first line and substituting the words "Mission or Parish"; and further amended by deleting the word "unless" in the third line and substituting the word "except";
- 37. Paragraph 10.15 be amended by deleting the word "parish" and substituting the word "Parish";
- 38. Paragraph 10.18 be amended by deleting the words "the next preceding" before the words "10.17...", and be further amended by deleting the words and punctuation ", as communicated to" in the fourth line and substituting the words "and approval of";
- 39. Paragraph 11.01 be amended by deleting the word "bylaws" and substituting the word "By-Laws";
- 40. Paragraph 11.03 be amended by deleting the word "clergymen" and substituting the word "clergy";
- 41. Paragraph 11.08, subparagraph (a) be amended by deleting the word "bylaws" and substituting the word "By-Laws"; and subparagraph (k) be amended by deleting the word "publication" and substituting the word "publishing" and by deleting the words "official organ" and substituting the words "Official Publication"; and subparagraphs (m) and (n) be amended by deleting the words "missions and parishes" and substituting the words "Missions and Parishes"; and by amending subparagraph (p) by deleting the words "pertaining thereto or arising therefrom" and substituting the words "in or arising from the Presidium reports";
- 42. Paragraph 11.09 be amended by deleting the word "clergyman" and substituting the words "member of the clergy";
- 43. Paragraph 11.10 be amended by deleting the word "Chairman" and substituting the word "Chair"; and be further amended by deleting the words "official organ" and substituting the words "Official Publication";

- 44. Paragraph 11.11 be amended by deleting the words "the next succeeding paragraph" and substituting the words "paragraph 11.12"; and further amended by deleting the word "chairman" and substituting the word "chair";
- 45. Paragraph 12.01, subparagraph (a) be amended by deleting the word "Vice-Chairman" and substituting the word "Vice-Chair";
- 46. Paragraph 12.02 be amended by deleting the word "Vice-Chairman" and substituting the word "Vice-Chair";
- 47. Paragraph 12.03, subparagraph (b) be amended by deleting the word "bylaws" and substituting the word "By-Laws"; subparagraphs (f) and (j) be amended by deleting the words "missions and parishes" and substituting the words "Missions and Parishes";
- 48. Paragraph 12.04 be amended by deleting the word "Vice-Chairman" and substituting the word "Vice-Chair";
- 49. Paragraph 12.05 be amended by adding an apostrophe after the word "days" in the second line;
- 50. Paragraph 12.06 be amended by deleting the word "Vice-Chairman" and substituting the word "Vice-Chair";
- 51. Paragraph 12.07 be amended by deleting the words "the provisions of the next succeeding paragraph" and substituting the words "paragraph 12.08"; and further amended by deleting the word "chairman" and substituting the word "Chair";
- 52. Paragraph 12.09 be amended by deleting the word "Chairman" and substituting the word "Chair";
- 53. Paragraph 12.10 be amended by deleting the word "Vice-Chairman" and substituting the word "Vice-Chair";
- 54. Paragraph 13.03 be amended by deleting the word "chairperson" and substituting the word "chair", and be further amended by deleting the word "layman" and substituting the word "layperson"
- 55. Paragraph 13.04 be amended by deleting the word "chairperson" and substituting the word "chair", and further amended by adding the words "or her" following the word "his" and before the word "own...";
- 56. Paragraph 13.08 be amended by deleting the words "parishes and missions" and substituting the words "Parishes and Missions";

- 57. Paragraph 14.01 be amended by deleting the word "Bylaws" in the third and fifth lines and substituting the word "By-Laws";
- 58. Paragraph 14.02, subparagraph (a) be amended by deleting the word "Bylaws" in the second line and substituting the word "By-Laws"; and be further amended by deleting the words "parish or mission" and substituting the words "Parish or Mission" in the third, fourth, fifth and sixth lines; subparagraph (b) be amended by deleting the words "parish or mission" and substituting the words "Parish or Mission" in the first line;
- 59. Paragraph 14.03 be amended by deleting the word "by-laws" in the fourth line and substituting the word "bylaws"; and be further amended by deleting the word "bylaws" in the last line and substituting the word "By-Laws";
- 60. Paragraph 14.04 be amended by deleting the word "bylaws" in the sixth line and substituting the word "By-Laws", and further amended by deleting the word "bylaws" in the thirteenth line and substituting the word "By-Laws"; and be further amended by deleting the words "parish or mission" in the second, eleventh and fourteenth lines and substituting the words "Parish or Mission";
- 61. Paragraph 14.05 be amended by deleting the word "bylaws" in the third line and substituting the word "By-Laws"; and be further amended by deleting the words "parish or mission" in the first line and substituting the words "Parish or Mission";
- 62. Paragraph 14.06 be amended by deleting the words "parish or mission" in the first line and substituting the words "Parish or Mission";
- 63. Paragraph 14.07, subparagraphs (a) and (b) be amended by deleting the words "parish and mission" and substituting the words "Parish and Mission";
- 64. Paragraph 14.08 be amended by deleting the words "parish or mission" and substituting the words "Parish or Mission";
- 65. Paragraph 14.08.01, subparagraphs (a) and (b) be amended by deleting the words "parishes or missions" and substituting the words "Parishes or Missions"; and that paragraph 14.08.01 be further amended by renumbering it as 14.08.1
- 66. Paragraph 14.08.2 be amended by deleting the word "by-laws" in the seventh line and substituting the word "By-Laws";
- 67. Paragraph 14.08.3 be amended by deleting the word "bylaws" in the sixth and thirteenth lines, and substituting the word "By-Laws", and further amended by deleting the question mark in the thirteenth line and substituting the letter "E"; and

- be further amended by deleting the words "parish or mission" and substituting the words "Parish or Mission";
- 68. Paragraph 14.08.4 be amended by deleting the words "parish or mission" and substituting the words "Parish or Mission";
- 69. Paragraph 14.08.5 be amended by deleting the words "parish or mission" and "parishes or missions" and substituting the words "Parish or Mission" and "Parishes or Missions";
- 70. Paragraph 14.08.6 be amended by deleting the words "parishes or missions" and substituting the words "Parishes or Missions";
- 71. Paragraph 14.09 be amended by deleting the word "bylaws" and substituting the word "By-Laws"; and be further amended by deleting the words "parish or mission" and substituting the words "Parish or Mission";
- 72. Paragraphs 14.09.1, 14.09.2, 14.09.4 and 14.09.5 be amended by deleting the words "parish or mission" and substituting the words "Parish or Mission";
- 73. Paragraph 14.10 be amended by deleting the words "parish or mission" and substituting the words "Parish or Mission"; and be further amended by deleting the word "eparchy" and substituting the word "Eparchy";
- 74. Paragraph 14.11 be amended by deleting the words "parishes and missions" and substituting the words "Parishes and Missions";
- 75. Paragraph 14.12 be amended by deleting the word "bylaws" and substituting the word "By-Laws"; and be further amended by deleting the words "parish and mission names" and substituting the words Parishes and Missions named";
- 76. Paragraph 14.13 be amended by deleting the word "bylaws" in the sixth line and substituting the word "By-Laws"; and be further amended by deleting the word "aforesaid" in the first line;
- 77. Paragraph 14.14 be amended by deleting the words "in accordance with the provisions of the next preceding" and substituting the words "according to"; and be further amended by deleting the words "parish and mission" and substituting the words "Parish and Mission";
- 78. Paragraph 14.16, subparagraphs (a) and (b) be amended by deleting the words "parish or mission" and substituting the words "Parish or Mission"; and subparagraph (a) be further amended by deleting the word "eparchy" and substituting the word "Eparchy";

- 79. Paragraph 14.17 be amended by deleting the words "parish or mission" and substituting the words "Parish or Mission";
- 80. Paragraph 14.18 be amended by deleting the word "bylaws" and substituting the word "By-Laws", and further amended by deleting the question mark in the eleventh line and substituting the letter "F"; and be further amended by deleting the words "parish or mission" and substituting the words "Parish or Mission";
- 81. Paragraph 14.19 be amended by adding the words "Schedule F" after the words "Certificate of Disbandment", and be further amended by deleting the words "parish or mission" and substituting the words "Parish or Mission";
- 82. Article 14 be amended by adding the following paragraphs:
 - 14.19.1 Where a Parish or Mission has been abandoned by members of the Parish or Mission, the Consistory Board may in its discretion deem such a Parish or Mission disbanded. In such circumstances the Consistory Board may in its discretion take such steps as it deems necessary to address the abandonment including, but not limited to, appointing trustees to deal with any outstanding property issues, decommissioning churches, preparing and implementing a disposition plan, and issuing a modified Certificate of Disbandment in the form appended to these By-Laws as Schedule G.
 - 14.19.2 For the purpose of Paragraph 14.19.1 abandonment of a Parish or Mission means that the Parish or Mission has ceased to function and the last members of the Parish or Mission failed to apply for disbandment pursuant to Paragraphs 14.16 to 14.19 of these By-Laws and are now unable or unwilling to so apply.
- 83. Paragraph 14.20 be amended by deleting the words "parishes or missions" and substituting the words "Parishes or Missions";
- 84. Paragraph 14.22 be amended by deleting the words "parish or mission, or parishes or missions" and substituting the words "Parish or Mission, or Parishes or Missions";
- 85. Paragraph 15.01 be amended by deleting the word "A" and substituting the word "An"; and be further amended by deleting the words "parishes and missions" and substituting the words "Parishes and Missions"; and be further amended by deleting the words "eparchy" and "eparchies" and substituting the words "Eparchy" and "Eparchies";
- 86. Paragraph 15.02 be amended by deleting the word "eparchy" and substituting the word "Eparchy", and be further amended by deleting the word "a" before the word "Eparchial..." in the first line and substituting the word "an", and be further amended

- by deleting the word "selected" and substituting the word "elected", and further amended by deleting the word "approved" and substituting the words "Canonically Ratified", and further amended by deleting the word "hereinbefore";
- 87. Paragraph 15.03 be amended by deleting the words "a eparchy" and substituting the words "an Eparchy", and be further amended by deleting the word "earlier", and further amended by deleting the word "forth" and substituting the word "out";
- 88. Paragraph 15.05 be amended by deleting the word "A" in the first line and substituting the word "An", and be further amended by deleting the word "eparchy..." in the first, third and fifth lines and substituting the word "Eparchy";
- 89. Paragraph 15.06 be amended by deleting the word "eparchy" and substituting the word "Eparchy";
- 90. Paragraph 15.07 be amended by deleting the word "a" before the words "Eparchial Council..." in the first line and substituting the word "an", and further amended by deleting the word "bylaws" and substituting the word "By-Laws";
- 91. Paragraph 16.01 be amended by deleting the word "A" and substituting the word "An", and further amended by deleting the words "eparchial assembly" and substituting the words "Eparchial Assembly", and be further amended by deleting the word "eparchy" in the last line and substituting the word "Eparchy";
- 92. Paragraph 16.02, be amended by deleting the words "assemblies" and "a eparchial assembly" and substituting the words "Assemblies" and "an Eparchial Assembly", and sub-paragraph (d) be amended by deleting the word "clergymen and substituting the word "clergy", and subparagraph (e) be amended by deleting the word "eparchy" and substituting the word "Eparchy"; and subparagraph (f) be amended by deleting the word "bylaws" and substituting the word "By-Laws";
- 93. Paragraph 16.03 be amended by deleting the words "a eparchial assembly" and substituting the words "an Eparchial Assembly...";
- 94. Paragraph 16.04 be amended by deleting the words "a eparchial assembly" and substituting the words "an Eparchial Assembly", and subparagraphs (a) and (b) be amended by deleting the word "eparchy" and substituting the word "Eparchy";
- 95. Paragraph 16.05 be amended by deleting the words "a eparchial assembly" and substituting the words "an Eparchial Assembly", and further amended by deleting the word "thereat", and further amended by deleting the words "eparchial assembly" and substituting the words "Eparchial Assembly";
- 96. Paragraph 17.02 be amended by deleting the words "a eparchy" and substituting the words "an Eparchy" in the second line;

- 97. Paragraph 17.03 be amended by deleting the word "litigurical" and substituting the word "liturgical";
- 98. Paragraph 18.01 be amended by deleting the words "eparchy", "deaneries", and "parishes and missions" and substituting the words "Eparchy", "Deaneries", and "Parishes and Missions";
- 99. Paragraph 18.02 be amended by deleting the words "deanery" and "parishes and missions" and substituting the words "Deanery" and "Parishes and Missions";
- 100. Paragraph 18.03 be amended by deleting the words "deanery" and "parish" and substituting the words "Deanery" and "Parish";
- 101. Paragraph 18.04, subparagraphs (a) to (e) inclusive be amended by deleting the word "deanery" and substituting the word "Deanery";
- 102. Paragraph 18.06 be amended by deleting the words "parishes and missions" and "deanery" and substituting the words "Parishes and Missions" and "Deanery";
- 103. Paragraph 18.07 be amended by deleting the word "deanery" and substituting the word "Deanery";
- 104. Paragraph 19.02 be amended by deleting the word "a" and substituting the word "an" before the words "Eparchial Tribunal..." in the first line, and further amended be deleting the words "eparchial assembly" and substituting the words "Eparchial Assembly", and further amended by deleting the word "tribunal" in the second, fifth and sixth lines and substituting the words "Eparchial Tribunal" in each instance, and further amended by deleting the word "eparchy" in the third and fourth lines and substituting the word "Eparchy", and further amended by deleting the words "parishes and missions in the fourth line and substituting the words "Parishes and Missions";
- 105. Paragraph 19.03 be amended by deleting the words "parish or mission" and "eparchy" and substituting the words "Parish or Mission" and "Eparchy";
- 106. Paragraph 19.05 be amended by deleting the word "a layman" and substituting the word "laity", and further amended by deleting the words "a clergyman" in the second and third lines and substituting the word "clergy", and further amended by deleting the word "adjudge" and substituting the word "adjudicate";
- 107. Paragraph 19.06 be amended by deleting the words "the next succeeding" in the first line, and further amended by deleting the words "a eparchy" in the last line and substituting the words "an Eparchy";

- 108. Paragraph 19.07 be amended by deleting the word "by-laws" and substituting the word "By-Laws";
- 109. Paragraph 19.08 be amended by deleting the word "eparchy" and substituting the word "Eparchy", and be further amended by deleting the word "chairman" and substituting the word "chair";
- 110. Paragraph 19.11 be amended by deleting the word "thereat" in the second line, and by adding the words "evidence and" before the word "argument...";
- 111. Paragraph 19.12 be amended by deleting the words "or without" before the word "reasons", be further amended by deleting the word "chairman" ad substituting the word "chair" in the fifth line;
- 112. Paragraph 19.13 be amended by deleting the word "a" and substituting the word "an" before the words "Eparchial Tribunal" in the first line; and be further amended by deleting the words "in respect thereof" and "setting forth";
- 113. Paragraph 19.14 be amended by deleting the word "by-laws" and substituting the word "By-Laws";
- 114. Paragraph 19.15 be amended by deleting the word "thereof"
- 115. Paragraph 19.16 be amended by deleting the word "thereof";
- 116. Paragraph 19.17 be amended by deleting the word "hereinbefore";
- 117. Paragraph 19.20 be amended by deleting the word "chairperson" and substituting the word "chair", and further deleting the word "layman" and substituting the words "lay member";
- 118. Paragraph 19.22 be amended by deleting the word "chairman" and substituting the word "chair", and further amended by deleting the word "forth" and substituting the word "out";
- 119. Paragraph 19.24 be amended by deleting the word "thereof"; and be further amended by deleting the word "same" in the fifth line and substituting the word "matter";
- 120. Paragraph 19.25 be amended by deleting the word "same" in the third line and substituting the words "Petition for Decision or Notice of Appeal", and further amended by deleting the words "or without" in the fourth line before the word "reasons", and further amended by deleting the words "thereof, namely";

- 121. Paragraph 19.26 be amended by deleting the words "the next preceding" in the first line, and be further amended by deleting the word "hereinbefore" in the third line, and further amended by deleting the word "thereof" in the fifth line, and further amended by deleting the word "forth" and substituting the word "out" in the sixth line; and further amended by deleting the word "thereof" in seventh line, and further amended by deleting the word "thereat" in the eighth line;
- 122. Paragraph 19.29 be amended by deleting the words "noted to that effect" and substituting the words "served by", and further amended by deleting the words "who shall cause the decision to be served";
- 123. Paragraph 19.30 be amended by deleting the words "a statement to that effect and the reasons therefor" and substituting the words "the denial with reasons in writing", and further amended by deleting the word "revising" and substituting the word "reconsidering", and further amended by deleting the words "to comply with the requirements for ratification and approval" and substituting the words "taking into account the reasons provided", and further amended by deleting the word "revised" and substituting the word "reconsidered";
- 124. Paragraph 19.31 be amended by deleting the words "come to an agreement in respect of the revision to" and substituting the word "reconsider", and further amended by deleting the words "for ratification and approval";
- 125. Paragraph 19.32 be amended by deleting the word "same" in the second line, and further amended by deleting the words "in respect thereof" and "set forth" in the seventh line;
- 126. Paragraph 21.01 be amended by deleting the word "by-laws" and substituting the word "By-Laws";
- 127. Paragraph 21.02 be amended by deleting the word "by-laws" and substituting the word "By-Laws"; and be further amended by deleting the word "a" in the second line and substituting the word "an"; and be further amended by deleting the words "parish or mission" in the second and last lines and substituting the words "Parish or Mission";
- 128. Paragraph 21.03 be amended by deleting the word "by-laws" and substituting the word "By-Laws"; and be further amended by deleting the words "official organ" and substituting the words "Official Publication";
- 129. Paragraph 21.04 be amended by deleting the word "by-laws" and substituting the word "By-Laws"; and be further amended by deleting the words "official organ" and substituting the words "Official Publication";

- 130. The title of Schedule "A" be amended by deleting the words "MODEL BY-LAWS" and substituting the words MODEL BYLAWS";
- 131. The introductory paragraph of Schedule "A" be amended by deleting the word by-laws in the first line and substituting the word "bylaws", and further amended by deleting the word "by-laws" in the fourth line and substituting the word "By-Laws"; and be further amended by deleting the words "parishes and missions" and substituting the words "Parishes and Missions";
- 132. Section 3 of Schedule "A": be amended by deleting the word by-laws and substituting the word "By-Laws";
- 133. Section 5, subsection (a) (iii) of Schedule "A" be amended by adding the words "Act, By-Laws," before the word "rules";
- 134. Section 8, "A" Annual General Meeting, subsection (b) of Schedule "A" be amended by deleting the words "official organ" and substituting the words "Official Publication";
- 135. Section 8, **"B"** Special General Meeting, subsection (e) of Schedule "A" be amended by deleting the words "official organ" and substituting the words "Official Publication";
- 136. Section 17, subsection (a) of Schedule "A" be amended by deleting the word "by-laws" and substituting the word "bylaws";
- 137. Section 7, subsection (h) of Schedule "A" be amended by adding the words "Eparchial Tribunal, with a right to appeal to the Ecclesiastical Tribunal, and to the" before the word "Consistory";
- 138. The Pledge of Allegiance in Schedule "A" be amended by deleting the word "by-laws" and substituting the word "By-Laws";
- 139. Schedule "C" be amended by deleting the word "by-laws" and substituting the word "By-Laws";
- 140. The title of Schedule "D" be amended by deleting the words "MODEL BY-LAWS" and substituting the words "MODEL BYLAWS";
- 141. The introductory paragraph of Schedule "D" be amended by deleting the word "by-laws" in the first line and substituting the word "bylaws" and be further amended by deleting the word "by-laws" in the fourth line and substituting the word "By-Laws";
- 142. Section 4, subsection (a) of Schedule "D" be amended by deleting the word "by-laws" in the second line and substituting the word "bylaws";

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| 3. | Section 8, subsection (a) of Schedule "D" be amended by deleting the wo and substituting the word "bylaws"; | rd "by-laws" |
|----|---|--------------|
| 4. | Schedule "D" be amended by deleting the words "parish", "parishes", "mission" and "missions" throughout and substitutin "Parish", "Parishes", "Mission", and "Missions" throughout; | ng the words |
| 5. | And that the By-Laws be amended by adding Schedules "E", "F", and "G" | as follows: |
| | THIS IS SCHEDULE "E" TO THE BY-LAWS OF THE UKRAINIAN ORTHODOX CHURCH OF CANADA | |
| | CERTIFICATE OF AMALGAMATION | |
| | THIS IS TO CERTIFY that the Ukrainian Orthodox, (Parish/Mission) at | _of - |
| | of of | _ |
| | (Address) (City/Town/District) | |
| | in the Province of, and that the Ukrainian | |
| | Orthodoxof, (Parish/Mission |) at |
| | of of | - - |
| | (Address) (City/Town/District) | |
| | in the Province of, have amalgamated to form | n |
| | one(parish/mission) to be known as the Ukrainian | |
| | Orthodoxof, (Parish/Mission) at | |
| | , (Address) in the o | f |
| | , (City/Town/District) in the Province of | |
| | , and by these presents is recognized as a | |
| | constituent part of the Ukrainian Orthodox Church of Canada, incorporat | |
| | by chapter 98 of the Statutes of Canada, 1929, as amended by chapt | :er |
| | 51 of the Statutes of Canada, 1990, pursuant to Resolutions of the | |
| | Ukrainian Orthodox of and the | ı |
| | On the day of, 2, and on the day of | |
| | , 2, respectively signifying their intention in that | |
| | regard, a certified copy having been received by the Ukrainian Orthodox | |
| | Church | |
| | of Canada. | |
| | or Canada. | |
| | | |

AS PART OF the Ukrainian Orthodox Church of Canada, the

amalgamated Ukrainian Orthodox_

| | and jurisdiction and in the immediate spiritual charge of the bishops and |
|-------------------|--|
| | · · · · · · · · · · · · · · · · · · · |
| | priests of the Ukrainian Orthodox Church of Canada, who hold firm to its |
| | established rules of Church discipline, particularly in the administration of |
| | the Holy Mysteries, preaching of the Word of God and rendering of |
| | spiritual assistance to its faithful. The members of the said Ukrainian |
| | Orthodox of(Parish/Mission) |
| | shall be entitled to all of the benefits of and be subject to all regulations of the Ukrainian Orthodox Church of Canada. |
| | ISSUED at the City of Winnipeg, in the Province of Manitoba, this day |
| | of, 2, under the Corporate Seal of the |
| | Ukrainian Orthodox Church of Canada, duly attested to by the signatures of its authorized officers. |
| | UKRAINIAN ORTHODOX CHURCH OF CANADA |
| | Per: |
| | Chairman, Presidium of Consistory Board |
| | , |
| | |
| | Metropolitan |
| | Per: |
| | |
| | Secretary, Presidium of Consistory Board |
| Here is Bylaws | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a : THIS IS SCHEDULE "F" TO THE BY-LAWS OF THE UKRAINIAN ORTHODOX |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a : THIS IS SCHEDULE "F" TO THE BY-LAWS OF THE UKRAINIAN ORTHODOX |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a second se |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a schedule for the certificate of Disbandment to be added as Schedule F to a schedule for the certificate of Disbandment of Certificate of Disbandment THIS IS TO CERTIFY that the Ukrainian Orthodox |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a schedule for the certificate of Disbandment to be added as Schedule F to a schedule for the certificate of Disbandment of Certificate of Disbandment THIS IS TO CERTIFY that the Ukrainian Orthodox |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a schedule for the certificate of Disbandment to be added as Schedule F to a schedule for the certificate of Disbandment of Certificate of Disbandment THIS IS TO CERTIFY that the Ukrainian Orthodox |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a second se |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a |
| | the proposed draft of the Certificate of Disbandment to be added as Schedule F to a second se |
| | Secretary, Presidium of Consistory Board the proposed draft of the Certificate of Disbandment to be added as Schedule F to a |

| Church of Canada. |
|--|
| The said Ukrainian Orthodox of has adopted a disposition plan satisfactory to the Consistory Board and has taken all steps necessary in accordance with its bylaws, the disposition plan and these Bylaws to disband the parish or mission, including the payment of all outstanding debts and expenses and the remittal of the residue to the Ukrainian Orthodox Church of Canada, hereby approved and ratified by the Consistory Board of the Ukrainian Orthodox Church of Canada. ISSUED at the City of Winnipeg, in the Province of Manitoba, this day of, 2, under the Corporate Seal of the Ukrainian Orthodox Church of Canada, duly attested to by the signatures of its authorized officers. |
| UKRAINIAN ORTHODOX CHURCH OF CANADA |
| Per:Chairman, Presidium of Consistory Board |
| Metropolitan Per: |
| Secretary, Presidium of Consistory Board |
| he proposed draft of the modified Certificate of Disbandment to be added as Sched Bylaws: |
| THIS IS SCHEDULE "G" TO THE BY-LAWS OF THE UKRAINIAN ORTHODOX CHURCH OF CANADA |
| CERTIFICATE OF DISBANDMENT |
| THIS IS TO CERTIFY that the Ukrainian Orthodoxofof |
| at, in the of, (Address) (City/Town/District) in the Province of, is hereby admitted, to and |
| in the Province of, is hereby admitted to and by these presents is disbanded and is no longer a constituent part of the Ukrainian Orthodox Church of Canada, incorporated by chapter 98 of the Statutes of Canada, 1929, as amended by chapter 51 of the Statutes of Canada, 1990. |
| |

$\underline{\textbf{TEXT OF ALL RESOLUTIONS SUBMITTED TO THE CONSISTORY BOARD}}$

| | Ukrainian Orthodox Church of Canada, duly attested to by the signatures of its authorized officers. |
|-------------|---|
| | UKRAINIAN ORTHODOX CHURCH OF CANADA |
| | Per: |
| | Chairman, Presidium of Consistory Board |
| | Metropolitan Per: |
| | Secretary, Presidium of Consistory Board |
| | ALL OF WHICH IS RESPECTFULLY MOVED by Br. Walter Pylypchuk, |
| | SECONDED BY Sr. Donna Reed this 12 th day of February, 2020. CARRIED |
| | Submitted to the Consistory Board for an email vote: |
| | "Be it resolved that the Consistory Board adopt the recommendations of the standing By- Laws, Policy and Procedures and Resolutions Committee to advance the attached proposed By-Law amendments to Sobor 2020 for consideration and a vote." |
| | Moved by Br. Walter Pylypchuk, seconded by Sr. Donna Reed, that the Consistory Board submit the proposed resolution to Sobor |
| | 8 in favour, 7 not voting – de facto abstentions, CARRIED |
| | Motion: Br. Walter Pylypchuk moved, Br. Ivan Franko seconded that the amended bylaw changes be proposed to Consistory Board as a report from the Governance Review Committee. Carried |
| | And moved by Br. Walter Pylypchuk, Seconded by Sr. Stephania Luciuk, for a Consistory Board vote |
| | Consistory Board vote: 13 in favour, 0 opposed, 5 abstained (did not vote) CARRIED |
| B9 (See | Origin: the UOCC By-Laws Committee about the Metropolitan's veto |
| also B1) | WHEREAS the current requirement for the metropolitan to ratify decisions of the presidium and the consistory board has led to numerous delays in the implementation of presidium and consistory board decisions |
| | NOW THEREFOREBE IT RESOLVED that Paragraphs 11.12 and 12.08 be amended by deleting the current wording which reads as follows: |

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- 11.12 Any resolution passed at a meeting of the Consistory Board shall be subject to the ratification and written approval of the Metropolitan. The subject matter of a resolution passed by the Consistory Board shall not be implemented or acted upon until the Metropolitan has consented thereto in writing or, in the absence of such consent, such resolution is ratified and approved at a regular or special General Council on referral by the Consistory Board.
- 12.08 Any resolution passed at a meeting of the Presidium shall require the approval of the Metropolitan in the first instance and shall also be subject to the subsequent ratification and approval of the Consistory Board.

And substituting the new wording which reads as follows:

- 11.12 Any resolution passed at a meeting of the Consistory Board where the Metropolitan or his designate is not present, shall require the written ratification of the Metropolitan. In such a case, the subject matter of a resolution passed by the Consistory Board shall not be implemented or acted upon until the Metropolitan has ratified it in writing. In the absence of such written ratification, such resolution may be acted upon only if it is ratified at a regular or special General Council on referral by the Consistory Board. The Metropolitan must consider written ratification no later than two weeks after the completion and delivery of the draft minutes of the Consistory Board meeting. If the Metropolitan is unable or unwilling to consider written ratification, the Consistory Board shall reconvene as soon as practicable to consider next steps. Where the Metropolitan or his designate is present at a Consistory Board meeting and does not voice his objection to a resolution of the Consistory Board, the resolution shall be deemed ratified by the Metropolitan and may be acted upon immediately.
- 12.08 Any resolution passed at a meeting of the Presidium where the Metropolitan or his designate is not present shall require the written ratification of the Metropolitan. In such case, the subject matter of a resolution passed by the Presidium shall not be implemented or acted upon until the Metropolitan has ratified it in writing. The Metropolitan must consider ratification no later than five days after the completion of the draft minutes of the Presidium meeting. If the Metropolitan is unable or unwilling to consider written ratification, the Presidium shall reconvene as soon as practicable to consider next steps, including moving the matter to the Consistory Board. Where the Metropolitan or his designate is present at a Presidium meeting and does not voice his objection to a resolution of the Presidium, the resolution shall be deemed ratified by the Metropolitan and may be acted upon immediately. The actions of the Presidium shall also be subject to the subsequent ratification by the Consistory Board.

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ALL OF WHICH IS RESPECTFULLY MOVED by Br. Walter Pylypchuk,

SECONDED BY Br. Tony Harras this 12th day of February, 2020. CARRIED

Submitted to the Consistory Board for an email vote:

"Be it resolved that the Consistory Board adopt the recommendations of the standing By-Laws, Policy and Procedures and Resolutions Committee to advance the attached proposed By-Law amendments to Sobor 2020 for consideration and a vote."

Moved by Br. Walter Pylypchuk, seconded by Sr. Donna Reed, that the Consistory Board submit the proposed amendments to Sobor 2020 for consideration.

CARRIED: 8 in favour,
7 not voting – de facto abstentions

Recital moved by Sr. Donna Reed, seconded by Br. Tony Harras, CARRIED March 11, 2021

B15 Origin: By-Laws Committee about convening Consistory Board meetings. GRC endorses moving forward with these amendments

WHEREAS The current paragraph 11.10 provides as follows:

11.10 Meetings of the Consistory Board shall be convened by the Metropolitan, as President, or with his consent by the Chancellor, as Chairman of the Presidium of the Consistory Board, and written notice thereof shall be delivered or mailed to every member of the Consistory Board by ordinary mail or by electronic mail to his or her last known address at least thirty (30) days prior to the meeting. In addition, such notice shall be published in the official organ of the Church.

AND WHEREAS only the Metropolitan and the Chancellor with the Metropolitan's consent may call a Consistory Board meeting with no concomitant right accorded to other members of the Consistory Board;

AND WHEREAS the Consistory Board has held numerous meetings by teleconference and video conference on short notice;

NOW THEREFORE BE IT RESOLVED that paragraph 11.10 be amended as follows:

In person meetings of the Consistory Board shall be convened by the Metropolitan, as President, or with his consent by the Chancellor, as Chairman of the Presidium of the Consistory Board, or on request of seven (7) elected members of the Consistory Board with the approval of the Metropolitan, which approval shall not be unreasonably withheld, and written notice thereof shall be delivered or mailed to

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every member of the Consistory Board by ordinary mail or by electronic mail to his or her last known address at least thirty (30) days prior to the meeting. In addition, such notice may be published in the official organ of the Church. AND BE IT FURTHER RESOLVED that the following be added: Video/teleconference meetings of the Consistory Board shall be 11.10.1 convened by the Metropolitan, as President, or with his consent by the Chancellor, as Chairman of the Presidium of the Consistory Board, or on request of seven (7) elected members of the Consistory Board with the approval of the Metropolitan, which approval shall not be unreasonably withheld, and written notice thereof shall be delivered or mailed to every member of the Consistory Board by ordinary mail or by electronic mail to his or her last known address at least seventy (72) hours prior to the meeting. In addition, such notice may be published in the official organ of the Church. GRC Motion: Br. Walter Pylypchuk moved, Br. Ivan Franko seconded that the amended bylaw changes be proposed to Consistory Board as a report from the Governance Review Committee. Carried Moved by Br. Tony Harras, Seconded by Sr. Donna Reed, at the By-Laws Committee **CARRIED** Moved for a Consistory Board vote by Br. Walter Pylypchuk, seconded by Sr. Stephania Luciuk Consistory Board vote: 9 in favour, 4 opposed, 5 abstained (did not vote) CARRIED **B17** Origin: By-Laws Committee about calling Sobors BE IT RESOLOVED That By-Law 4.04 be amended to add the words "or at the direction of the General Council". Moved by Sr. Stephania Luciuk, seconded by Br. Tony Harras, CARRIED B19 Origin: GRC recommends moving forward with CNCA compliance. Wording adapted from the **UOCCF Bylaws 4.1 ANNUAL GENERAL MEETING OF THE MEMBERS** 4.1.1 An annual general meeting of the members (AGM) as required by the Canada Not-for-profit Corporations Act (CNCA) shall be held for the purpose of receiving and considering the financial statements and the auditor's report for the preceding fiscal year and any other reports required by the CNCA to be placed before the AGM, considering and approving the budget for the upcoming fiscal year, ratifying the appointment of auditors appointed under paragraph 13.05, and confirming the

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members of the Consistory Board including filling any vacancies not filled by the Consistory Board under paragraph 11.09.

- 4.1.2 Subject to paragraph 4.1.3, an AGM shall be held in person in the City of Winnipeg or, if the Consistory Board shall so determine, at some other place in Canada.
- 4.1.3 The Consistory Board may elect to hold the AGM by electronic means such as teleconference or videoconference as long as the means selected permit each participant to communicate adequately with each other, provided that the Consistory Board has established a policy addressing (a) the mechanics of holding such a meeting and dealing specifically with how security issues are handled, (b) the procedures for establishing quorum, and (c) the method for recording votes;
- 4.1.4 Notice of an AGM shall be given to members of the UOCC by announcement on the UOCC web site and by verbal announcement by priests in UOCC churches across Canada. Additional notice may be given by publication in the official UOCC organ that is distributed to members and by posted notice in each parish of the UOCC.
- 4.1.5 Notice of the time place and manner of an AGM shall be given not less than 30 days before the date of the meeting.
- 4.1.6 Any member of the UOCC together with the appointed auditors of the UOCC shall be entitled to attend the AGM.
- 4.1.7 A quorum for transacting business at the AGM shall be twenty-five (25) members present, each member being entitled to vote at the AGM. If a quorum is present at the opening of the AGM, the members present may proceed with the business of the AGM despite that a quorum may not be present throughout the meeting. If a quorum is not present at the opening of the AGM, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
- 4.1.8 Every question at an AGM shall, unless otherwise required by the Act, the By-Laws or the CNCA, be determined by the majority of votes cast on the question. In the case of an equality of votes, the Chair of the AGM shall not be entitled to a second or casting vote.
- 4.1.9 The Metropolitan of the UOCC or his designate shall be the Chair of the AGM and the secretary of the Presidium of the UOCC shall be the secretary of the AGM. The

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members present at the AGM may elect two recorders, one from the clergy and one from the laity, to record the minutes of the meeting.

- 4.1.10 Subject to the provisions of the Act, the CNCA, or the By-Laws, any question at an AGM shall be decided by a show of hands, unless a ballot thereon is required or requested as provided below. Upon a show of hands, every person who was present and entitled to vote shall have one vote. Whenever a vote by a show of hands shall have been taken upon a question, unless the ballot is required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the AGM shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against any resolution or other proceeding in respect of the question, and the result of the vote so taken shall be the decision of the members upon the question.
- 4.1.11 On any question proposed for consideration at an AGM and whether or not a show of hands has been taken, any member entitled to vote at the AGM may request a ballot. A ballot so requested shall be taken in such manner as the chair shall direct. A request for a ballot may be withdrawn at anytime prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled to one vote.
- 4.1.12 if an AGM is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourn meeting, other than by announcement at the earlier meeting that is adjourned. If an AGM is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourn meeting shall be given as for an original meeting.

GRC Motion: Br. Walter Pylypchuk moved, Br. Ivan Franko seconded that the amended bylaw changes be proposed to Consistory Board as a report from the Governance Review Committee. Carried

Moved by Br. Walter Pylypchuk, Seconded by Sr. Stephania Luciuk, for a Consistory Board vote

Consistory Board vote: 10 in favour, 3 opposed, 5 abstained (did not vote) CARRIED

| | consistory board vote: 10 in lavour, 5 opposed, 5 abstained (ala not vote) et mules | |
|------|---|--|
| B20 | Origin: GRC recommends moving forward with Indemnification provisions. Alternative | |
| (See | language drafted by Florence Carey | |
| also | | |
| B16) | Legal Duties of Members of the Consistory Board | |
| | 11.18 Every member of the Consistory Board in exercising their powers and discharging their duties shall: | |
| | (a) act honestly and in good faith with a view to the best interests of the Church; | |

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and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Conflicts of interest

- 11.19 A member of the Consistory Board or any other officer of the Church who is a party to, or who has a material interest in any person who is a party to, a material contract or proposed material contract with the Church shall immediately disclose to the Consistory Board the nature and extent of that interest.
- 11.20 The Church shall not enter into a material contract or arrangement with any member of the Consistory Board or any other officer of the Church, or any firm or partnership associated with such individual, or the spouse or dependent child of such individual, for the provision of goods or services to the Church, and the Consistory Board shall not knowingly approve such a contract or arrangement, unless the Consistory Board is satisfied that it is fair and reasonable to the Church.

Definition

11.21 In paragraphs 11.22 to and including paragraph 11.26, "officer" shall include the officers of the Church, as well as trustees appointed by the Consistory Board under paragraph14.09 of these By-Laws, the members of the audit committee elected by the General Council under paragraph 13.01 of these By-Laws, and members of the Ecclesiastical Tribunal elected by the General Council under paragraph 19.19 of these By-Laws.

General Limitation of Liability

11.22 Except as otherwise required by law, no member of the Consistory Board and no officer shall be liable for the acts, receipts, neglects or defaults of any other member of the Consistory Board or any other officer or employee of the Church, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Church shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Church shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of such member of the Consistory Board or such officer, or any other officer or employee of the Church, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; unless the same shall happen by or through such person's failure to act honestly and in good faith with a view to the best interests of the Church and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would

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exercise in comparable circumstances. The members of the Consistory Board and the officers shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the Church except such as shall have been submitted to and authorized or approved by the Consistory Board.

Indemnity Provisions

- 11.23 The Church shall, to the full extent permitted by law, indemnify and hold harmless a member of the Consistory Board, other officer, or other person who acts or acted at the Church's request as a director or officer of a body corporate of which the Church is or was a member, shareholder or creditor, and such person's heirs and legal representatives, against any and all costs, charges, fees, penalties and expenses, including any amount paid to settle an action (with or without court approval) or satisfy a judgment, and including all legal fees and expenses payable arising out of or in relation thereto, reasonably incurred by such person in respect of any civil, criminal, administrative, arbitrational or investigative action or proceeding, whether threatened, pending, active or completed, to which such person is made a party by reason of being or having been a member of the Consistory Board or other officer or a director or officer of such body corporate, or by reason of anything done or not done by such person in such capacity. Notwithstanding the foregoing, the Church shall indemnify such person in connection with an action initiated by such person only if the action was authorized by the Consistory Board, unless such an action was brought to enforce such person's rights to indemnification herein.
- 11.24 The Church may enter into contracts to provide indemnities to members of the Consistory Board and other officers and, to the extent that those contracts are approved by the Consistory Board and were not inconsistent with the By-Laws in force at the time they were entered into, such contracts shall be deemed not to constitute a conflict of interest, nor a breach of any fiduciary duty to the Church, and shall not be voidable by the Church.

Insurance to Protect Members of the Consistory Board

11.25 Subject only to any laws prohibiting it, the Church may purchase and maintain such insurance for the benefit of the members of its Consistory Board and other officers of the Church, as the Consistory Board may from time to time determine.

Assurances

11.26 The signing officers of the Church shall execute such documents and assurances from time to time as may be required to give effect to paragraphs 11.23, 11.24 and 11.25 of these By-Laws.

| | GRC Motion: Br. Walter Pylypchuk moved, Br. Ivan Franko seconded that the amended bylaw changes be proposed to Consistory Board as a report from the Governance Review Committee. Carried Moved by Br. Walter Pylypchuk, Seconded by Sr. Stephania Luciuk for a Consistory Board vote Consistory Board vote: 13 in favour, 0 opposed, 5 abstained (did not vote) CARRIED | | |
|---|---|--|--|
| B21 See also | Origin: GRC recommends moving forward with provisions for virtual meetings. Language adapted from UOCCF Bylaws. | | |
| B10) | 11.15.1 Despite paragraph 11.15, and in any event, the Consistory Board may meet by other electronic means that permit each member of the Consistory Board to communicate adequately with each other, provided that the Consistory Board has established a policy addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedures for establishing a quorum, and the recording of votes. | | |
| | 11.15.2 In the event that Consistory Board meetings are conducted by other electronic means as set out in paragraph 11.15.1, the Consistory Board members may waive the notice requirements set out in paragraph 11.10 or the Consistory Board may dispense with the notice requirements set out in paragraph 11.10 provided that the Consistory Board has established a policy setting out alternative adequate notice to be provide by electronic means to all members of the Consistory Board. | | |
| | 11.15.3 For greater certainty, 11.15.1 and 11.15.2 apply to meeting of all Consistory Board committees, including the executive committee (Presidium) and all Sobor standing committees, with such modifications as circumstances may require. | | |
| GRC Motion: Br. Walter Pylypchuk moved, Br. Ivan Franko seconded that the amen bylaw changes be proposed to Consistory Board as a report from the Governance F Committee. Carried Moved by Br. Walter Pylypchuk, Seconded by Sr. Stephania Luciuk, for a Consistory | | | |
| | Consistory Board vote: 13 in favour, 0 opposed, 5 abstained (did not vote) CARRIED | | |
| B22 (See | Origin: GRC recommends an amended version of B12 | | |
| also R6, B7, B12, and B13) | 12.09 The Chancellor shall serve as chief executive officer of the Church, as well as general manager of its head office operations and is responsible for the implementation of all decisions made by the Presidium and the Consistory Board, subject to Paragraphs 12.09.1 to 12.09.4. He shall call and serve as Chair at meetings of the Presidium and, together with the Secretary, sign all corporate | | |

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documents of the Church. He shall also have care and custody of the official corporate seal of the Church.

And that Article 12 be further amended by adding the following paragraphs:

- 12.09.1 The Consistory Board may from time to time retain the services of a chief operations officer or such like position to carry out some or all of the duties of the general manager of its head office operations as may be assigned from time-to-time by the Consistory Board and to be responsible for the implementation of decisions made by the Presidium and the Consistory Board. The chief operations officer shall be accountable to the Consistory Board, but shall report to and take direction from the Presidium for the purpose of carrying out day-to-day responsibilities. The chief operations officer shall be subject to performance reviews on an annual basis and subject to discipline up to and including dismissal. The position of chief operations officer is open to all qualified candidates. Preference may be given to qualified Orthodox bi-lingual Ukrainian Canadian candidates.
- 12.09.2 The Consistory Board shall enact a policy which delegates to the chief operations officer the necessary authority, including signing authority, for carrying out his or her day-to-day responsibilities.
- 12.09.3 The chief operations officer may also serve as the Financial Manager for the UOCC as the Consistory Board may from time to time determine, and may attend Presidium and Consistory Board meetings, ex officio with no right to vote, to provide support and information as may be required.
- 12.09.4 When the Consistory Board hires a chief operations officer pursuant to paragraph 12.09.1 the Chancellor shall relinquish such of his duties as general manager as the Consistory Board may determine. The Chancellor position may continue as a part-time position and the Chancellor may be assigned to a parish with such additional assistance as the Metropolitan and the Consistory Board may in their discretion provide.

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12.09.5 Transitional: By-Law amendments to paragraphs 12.09, 12.09.1 to 12.09. 5 shall be effective immediately on passing and shall govern the election of the Chancellor at the 2020 General Council (Sobor).

GRC Motion: Br. Walter Pylypchuk moved, Br. Ivan Franko seconded that the amended bylaw changes be proposed to Consistory Board as a report from the Governance Review Committee. Carried

Moved by Br. Walter Pylypchuk, seconded by Sr. Stephania Luciuk, for a Consistory Board vote

Consistory Board vote: 9 in favour, 4 opposed, 5 abstained (did not vote) CARRIED

<u>E&OE</u>