

# KINGSTON UNITARIAN FELLOWSHIP CONSTITUTION

AS APPROVED BY THE KUF CONGREGATION, MAY 5TH, 2002,  
CORRECTED MARCH 10, 2003

## **ARTICLE I – NAME, HEAD OFFICE, SEAL**

The name of the Corporation shall be the "Kingston Unitarian Fellowship" (hereinafter referred to as the "Fellowship").

The Head Office of the Fellowship shall be located within the Upper Tier Municipality of Frontenac, and at such place therein as the Board may from time to time determine.

The Seal of the Fellowship shall be such as the Board may by resolution from time to time adopt.

## **ARTICLE II – LEADING PRINCIPLES OF THE FELLOWSHIP**

The Leading Principles of the Fellowship shall be the maintenance of the free exercise of private judgement in all matters of belief, and the rejection of all tests, creeds or formal declaration of opinion. Members of the Fellowship, while free to hold diverse beliefs concerning the nature of God, Humanity and the Universe, are all committed to the preservation of personal integrity, the continuing search for truth, the democratic method in human relations and to work for the greater good of all.

The purpose of the Fellowship as stated in its Leading Principles shall be carried out without purpose of financial or material gain for its members. Any profits or other accretions to the Fellowship shall be used for promoting its purposes on an exclusively charitable basis.

The Fellowship shall affirm and promote the seven stated Principles of the Unitarian Universalist Association.

## **ARTICLE III – DENOMINATIONAL AFFILIATION**

The Fellowship shall be a member of the Canadian Unitarian Council and the Unitarian Universalist Association.

## **ARTICLE IV – MEMBERSHIP**

### **1. MEMBERSHIP**

Any person who is in agreement with the Leading Principles stated in Article II above shall be eligible for membership in the Fellowship upon application in writing to the Board. Upon acceptance, the Secretary shall add the new member's name to the Membership Roll. A new member will be encouraged to take part in the activities of the Fellowship.

### **2. MEMBERSHIP ROLL**

a) A member may resign from the Fellowship by requesting the Secretary to remove his or her name from the Membership Roll.

b) In conjunction with the appropriate committee, the Secretary shall maintain a current Membership Roll and each year prior to the Annual General Meeting shall recommend to the Board the removal of the names of those who are no longer active members of the Fellowship. On confirmation by the Board, such names shall be removed from the Membership Roll.

### **3. VOTING MEMBER**

a) A Voting Member shall be a member who has reached the age of eighteen (18) years, whose membership has been accepted by the Board at least thirty (30) days prior to the meeting at which any vote is called, and who has made a financial contribution of record within the current or preceding fiscal year.

b) The Treasurer shall maintain a current list of financial contributors and provide such list to the Secretary as required.

c) The Secretary shall maintain a list of Voting Members for use at each Business Meeting. A list of current Voting Members shall be made available to any member on request.

### **4. NON-VOTING MEMBER**

A Non-Voting Member shall be a member who has not made a financial contribution of record within the current or preceding fiscal year.

## **ARTICLE V – BUSINESS MEETINGS**

### **1. MEETINGS OF THE MEMBERSHIP**

Meetings of the Membership shall be at such times and places as determined by the Board from time to time.

a) ANNUAL GENERAL MEETING An Annual General Meeting shall be held each year at such date, time and place as designated by the Board in accordance with *The Corporations Act*.

#### **SPECIAL BUSINESS MEETINGS**

Special Business Meetings may be called by the Board, and the business to be transacted shall be stated in the call to meeting. The Board is required to call a Special Business Meeting on written request from at least ten (10) per cent of Voting Members. The Board shall schedule such meeting to take place within forty (40) days of request for same and shall provide the membership with proper notice in accordance with Section 5 (NOTICE OF MEETINGS) below.

2. **QUORUM** Except as otherwise specified, twenty-one (21) Voting Members shall constitute a quorum at an Annual General Meeting or Special Business Meeting.

### **3. NOTICE OF MEETINGS**

A Notice of the Annual General Meeting or any Special Business Meeting shall be distributed to all Members at least ten (10) days before such meeting is conducted. A Notice of Meeting shall include at least an agenda, the text of any proposed amendment to the Constitution, a Notice of Motion on any financial matter, and any recommendation of the Nominating Committee as applicable. A minimum two-thirds (2/3) vote of Voting Members in attendance shall be required to waive or modify these requirements for a Notice of Meeting.

## **ARTICLE VI – BOARD OF DIRECTORS**

### **1. COMPOSITION**

The Board of Directors shall be known as "the Board". Its Officers shall consist of a President, Vice-President, Secretary, Treasurer, and five (5) Directors at large. The Past President shall be ex-officio member of the Board with all rights and privileges.

### **2. ELIGIBILITY FOR ELECTION TO BOARD**

Any Voting Member of the Fellowship shall be eligible for election to the Board.

### **3. TERM OF OFFICE**

a) Board Members shall be elected at the Annual General Meeting for a term of one year, until the adjournment of the next Annual General Meeting or until otherwise removed under the provisions of *The Corporations Act*.

b) A Voting Member may hold office for up to four (4) consecutive terms in any one office.

### **4. RESPONSIBILITIES OF THE BOARD**

a) The Board shall have general charge of the property of the Fellowship, the conduct of its business affairs and the general conduct of its administration.

b) The minutes of Board of Directors' meetings, the Annual General Meeting and Special Business Meetings shall be maintained by, and kept in the custody of, the Secretary.

- c) So long as there is a quorum of Directors at a meeting, the Board may fill vacancies on the Board by appointing persons from the list of Voting Members to serve until the end of the two-year term.
- d) The Board may establish such standing and special committees as it may deem necessary from time to time. Terms of reference for each committee shall be determined by the Board.

**5. BOARD MEETINGS**

- a) A minimum of six (6) meetings of the Board shall be held annually. Six (6) members shall constitute a quorum of directors.
- b) Minutes of Board meetings shall be recorded by the Secretary and made available to any Member of the Fellowship on request.

**ARTICLE VII – STANDING AND SPECIAL COMMITTEES**

**1. GUIDELINES FOR COMMITTEES**

The Board shall establish terms of reference for and provide guidelines to each committee in respect of the keeping of minutes and the provision of written reports.

**2. NOMINATING COMMITTEE**

- a) A Nominating Committee comprised of at least three (3) Voting Members shall be appointed by the Board following its election to office.
- b) The Committee shall at the applicable Annual General Meeting nominate members for the following positions on the Board of Directors: President, Vice-President, Secretary, Treasurer, and five (5) Directors at large. Additional nominations may be presented from the floor.
- c) Members of the Nominating Committee shall be eligible for election to the Board.
- d) Throughout the year, the Nominating Committee may propose to the Board the names of chairpersons and/or members for standing or ad hoc committees as required.

**3. MINISTERIAL SEARCH COMMITTEE**

- a) Upon notification of an immediate or future vacancy of Ministerial Office, the Board shall request the Nominating Committee to present a slate of seven (7) Members to serve on a Ministerial Search Committee, all of whom shall have indicated their prior agreement to being nominated.
- b) The Board shall call a Special Business Meeting in accordance with the provisions of Article V (MEETINGS), at which fifty (50) per cent of Voting Members shall constitute a quorum. Nominations for members of the Ministerial Search Committee shall be submitted for approval at such Special Business Meeting. Additional nominations may be presented from the floor, provided that a nominee is a Voting Member who has indicated assent either in person or by written submission at the meeting.
- c) The Committee shall consider all applications from Ministerial Candidates and shall identify and present one candidate to the Board.

**4. NEGOTIATING COMMITTEE**

- a) The Negotiating Committee shall be comprised of three (3) Voting Members. The Ministerial Search Committee and the Board shall be represented on this committee.
- b) The committee shall draft a job description and employment covenant for endorsement by the Board prior to presenting such to the Ministerial Candidate. The covenant incorporating any changes negotiated by the committee and the candidate shall be submitted to the Board for approval, following which the Ministerial Candidate shall be presented for approval to the Voting Members at a Special Meeting.

**COMMITTEE ON MINISTRY**

**A) COMPOSITION:**

- i) The Committee shall be comprised of four (4) Voting Members appointed by the Board on recommendation of the Minister, who shall submit two (2) candidates for each vacancy. This process is intended to ensure that Committee Members have the confidence of both the Minister and the Congregation.
- ii) Replacement member/s shall be appointed as needed to complete the term of any vacating member.
- iii) Notwithstanding the above, at the termination of a Minister's service, the terms of all members of the Committee on Ministry will have ended. During the initial period of a newly-called Minister, a new Committee on Ministry will be established comprised of members of the Ministerial Search Committee, their terms of office to be determined by the Board.
- iv) Committee Members shall serve staggered two (2) year terms, with two (2) new members being appointed each year. Committee Members shall serve no more than two consecutive terms.

**b) PURPOSE:**

- i) to strengthen the quality of Ministry within the Fellowship;
- ii) to assist the Minister in carrying on an effective Ministry by being available for counsel;
- iii) to keep the Minister advised concerning conditions with the congregation as they may affect relations between the Minister and Members, with the main thrust to strengthen and improve relations;
- iv) to communicate to the Congregation the nature and scope of work of the Minister, including clarification of expectations for the Minister and the development of realistic priorities for the Minister and the Congregation;
- v) to consult with the Minister on a continuing education program, sabbatical planning or other professional development, and to advocate plans for such, including appropriate funding, to the Board and Congregation;
- vi) to initiate performance evaluations of the Minister not less than every two years.
- vii) to review the Minister's covenant annually and recommend salary and other adjustments as appropriate.

**ARTICLE VIII – MINISTER**

**1. QUALIFICATIONS**

The Minister of the Fellowship shall be prepared, by education and personal commitment, to serve as Minister. Race, colour, disability, gender, sexual orientation, marital status, age and ethnic origins shall have no bearing on the choice or retention of the Minister.

**2. CALLING A MINISTER**

A Minister shall be called to be retained as the Minister of the Fellowship by an affirmative vote of not less than eighty per cent (80%) of Voting Members present at a Special Business Meeting called in accordance with Article V (MEETINGS). Fifty per cent (50%) of Voting Members shall constitute a quorum for such Special Business Meeting.

**3. TENURE**

Unless explicitly stated otherwise in the Minister's covenant, the tenure of a called Minister shall be indefinite, with provisions for termination in accordance with Section 5 (TERMINATION OF EMPLOYMENT) below.

**4. DUTIES OF THE MINISTER**

- a) The Minister shall be employed by the Fellowship under written covenant between the Minister and the Board. Such covenant shall clearly stipulate the Minister's duties, compensation, benefits, and other conditions of employment.
- b) In general, the Minister shall provide religious and spiritual leadership and guidance in the life of the Fellowship in accordance with the Leading Principles and purposes as stated in Article II. The Minister shall be guaranteed freedom of the pulpit.
- c) The Minister shall be an ex-officio non-voting participant in all deliberations of the Board save those which, at the Board's discretion, relate to the Minister's performance and financial remuneration in the Ministry of the Fellowship.

- d) The Minister shall be an ex-officio non-voting member of all committees of the Board, other than the Ministerial Search Committee and the Nominating Committee. Attendance at meetings by the Minister is welcomed by not expected.

#### **5. TERMINATION OF EMPLOYMENT**

The covenant between the Minister and the Fellowship shall include specific provisions for termination of the Minister's employment by either the Minister or the Fellowship.

#### **ARTICLE IX- LAY CHAPLAINS**

##### **1. LAY CHAPLAIN RELATIONS COMMITTEE**

(a) A Lay Chaplain Relations Committee shall be appointed by the Board to act as liaison between Lay Chaplains and the Board.

The Lay Chaplain Relations Committee shall recommend to the Board the appointment, re-appointment or termination of appointment of Lay Chaplains. Upon recommendation from the Lay Chaplain Relations Committee, the Board shall present recommendations to the Membership for approval at an Annual General Meeting or Special Business meeting.

##### **2. APPOINTMENT AND RESPONSIBILITIES OF LAY CHAPLAINS**

b) The Kingston Unitarian Fellowship may recommend to the Canadian Unitarian Council the appointment of one or more of its members as Lay Chaplain, to assume the following responsibilities:

- i) to officiate at marriages and services of union, perform naming ceremonies, memorial services and funerals; and
- ii) to record in the Church Register all marriages at which the Lay Chaplain officiates. The Church Register shall be the property of the Fellowship and the responsibility of the Secretary of the Board.

c) The term of appointment for Lay Chaplain shall be as defined in a Letter of Agreement between such Lay Chaplain and the Board; provided, however, that, as required by the Canadian Unitarian Council, such term shall not be longer than six years. Such Agreement may be terminated upon ninety (90) days' written notice by either party.

d) Fees for services of Lay Chaplain shall be as established by the Board from time to time.

#### **ARTICLE X- FISCAL YEAR**

The fiscal year end shall be December 31<sup>st</sup>.

#### **ARTICLE XI – FINANCIAL REVIEW OF RECORDS**

At each Annual General Meeting the Members shall appoint a reviewer to review the accounts of the Corporation, to hold such office until the next Annual General Meeting; provided that the Board may fill any vacancy in the office of reviewer. The Board shall fix the remuneration for reviewer.

#### **ARTICLE XII - BOOKS AND RECORDS**

The Board shall ensure that all books and records of the Corporation required by by-law or by any applicable statute or law are regularly and properly kept.

#### **ARTICLE XIII – RULES AND REGULATIONS**

Provided that it is consistent with this Constitution, the Board may as it deems expedient prescribe rules and regulations related to the management and operation of the Corporation. Notice of changes of such rules and regulations, if any, shall be published no fewer than ten (10) days prior to the Annual General Meeting. If not ratified at a meeting of Voting Members, proper notice having been given, such rules and regulations shall thereby become void. Roberts Rules of Order shall govern the Fellowship in all procedural matters not contained in this Constitution.

#### **ARTICLE XIV – AMENDMENTS**

##### **1. AMENDMENTS TO THE CONSTITUTION**

- a) Amendments to the Constitution may be made by a vote of at least two-thirds (2/3) of Voting Members present at the Annual General Meeting or Special Business Meeting called by the Board.
- b) Any proposed amendment shall be distributed by the Secretary to all Voting Members at least ten (10) days prior to such Annual General or Special Business Meeting.
- c) Any provisions in the Constitution may be repealed or amended by a majority vote of the Board taken at a duly-constituted meeting, and approved by at least two-thirds (2/3) of the Voting Members at a Meeting called for such purpose.
- d) Any repeal of or amendment to this Constitution shall not be enacted until all necessary approvals have been obtained from the necessary regulatory bodies.

##### **2. AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Any amendment to the Articles of Incorporation shall be made in accordance with the provisions of *The Corporations Act*.

#### **ARTICLE XV – DISSOLUTION**

Upon dissolution of the Corporation, and after payment of all debts and liabilities, the remaining property of the Kingston Unitarian Fellowship shall be transferred to the Canadian Unitarian Council or its successor.