

**THE BISHOP AND CHAPTER OF THE
CATHEDRAL OF CHRIST CHURCH
IN THE CITY AND DIOCESE OF
FREDERICTON**

A BY-LAW RESPECTING
THE ACTIVITIES AND AFFAIRS OF THE
CHAPTER



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INTERPRETATION

1 In this by-law words in the singular include the plural, words in the plural include the singular and words in one gender include all genders.

2. In this by-law, unless the context otherwise requires,

“Bishop” means the Bishop of Fredericton;

“Canon”, as it relates to the laws of the Church in the Diocese, means a Canon enacted by the Diocesan Synod of Fredericton;

“Canon”, as it relates to a member of the clergy, means a Canon appointed by the Bishop under Canon Four;

“Cathedral” means the Cathedral of Christ Church in the City and Diocese of Fredericton;

“Chapter” means the corporation known as The Bishop and Chapter of the Cathedral of Christ Church in the City and Diocese of Fredericton continued by subsection 2(3) of the Anglican Church Act, 2003;

“Dean” means the Dean of the Diocese appointed by the Bishop under Canon Four;

“Diocese” means the Diocese of Fredericton;

“Lay Chair” means the Lay Chair of the Chapter;

“Lay Vice-Chair” means the Lay Vice-Chair of the Chapter;

“Secretary” means the Secretary of the Chapter;

“Treasurer” means the Treasurer of the Chapter.

OBJECTS AND DUTIES OF THE CHAPTER

3. The objects of the Chapter are the maintenance and management of the Cathedral, its grounds and appurtenances, religious and charitable works connected therewith, and the temporal affairs of the Cathedral and its congregation. (Anglican Church Act, 2003, section 6(1)).

4. The Chapter shall

- (a) organize and manage activities and programs in furtherance of Christian life among the members of the Cathedral Congregation and to advance the mission of the Church in the Diocese,
- (b) manage the investment of endowment and other funds of the Cathedral and, in so doing, may engage professional assistance and pay reasonable fees therefor,
- (c) manage the properties, revenues and expenditures of the Cathedral, utilizing appropriate financial controls and procedures,
- (d) employ the lay employees of the Cathedral,
- (e) initiate recommendations regarding the appointment of the Dean and other clergy of the Cathedral,
- (f) appoint annually, in accordance with section 50, a Cathedral Advisory Committee, to assist the Bishop in the appointment of a Dean,
- (g) approve or reject a decision by the Cathedral Advisory Committee to vest the appointment of a Dean solely in the Bishop,
- (h) prepare and submit to the Annual Congregational Meeting a full and detailed statement and account of the receipts and expenditures of the Chapter for the previous financial year duly reviewed or audited by a public accountant,
- (i) set priorities and annual objectives and prepare budgets for approval at the Annual Congregational Meeting, and
- (j) establish policies for the effective and efficient maintenance and management of the Cathedral.

CHAPTER MEMBERSHIP

5. The Chapter shall consist of

- (a) the Bishop of Fredericton,
- (b) the Dean of Fredericton,
- (c) the Archdeacon of Fredericton,
- (d) any Canon Residentiary of the Cathedral,
- (e) a Lay Vice-Chair and three other lay members appointed by the Bishop, and
- (f) seven lay members elected by the Cathedral Congregation.

QUALIFICATION OF LAY MEMBERS

6. Lay members shall be individuals who are

- (a) baptized Christians,
- (b) at least sixteen years old,
- (c) members of the Cathedral Congregation, and
- (d) regular contributors, financial or otherwise, to the mission of the Cathedral.

7. Notwithstanding clauses 6(c) and (d) one of the lay members appointed by the Bishop may be a person who worships in, and is a regular contributor, financial or otherwise, to the mission of a parish.

ELECTION AND APPOINTMENT OF LAY MEMBERS

8. There shall be a Nominating Committee consisting of the Dean and two lay members appointed by the Chapter, one of whom shall be the chair.
9. The Chapter shall appoint the lay members of the Nominating Committee in the month of October in each year.
10. The Chapter shall not appoint to the Nominating Committee any member whose term of office will expire in the ensuing year and who is eligible to be appointed or elected for another term.
11. On or before January 31 in each year the Nominating Committee shall submit to the Bishop a list of suggested nominees for appointment to fill the positions of members appointed by the Bishop whose terms of office will expire during the year.
12. The Bishop shall, before the Annual Congregational Meeting, appoint the number of members required to fill the places of members appointed by the Bishop whose terms will expire. In making such appointments the Bishop is not restricted to the nominees suggested by the Nominating Committee. The names of the members appointed by the Bishop shall be announced at the Annual Congregational Meeting before the meeting proceeds to the election of members to the Chapter.
13. The Nominating Committee shall submit to the Annual Congregational Meeting a list of suggested nominees for election to fill the positions of members elected by the Congregation whose terms of office will expire. Additional nominations may be made from the floor. The Meeting shall elect by plurality vote the number of members required to fill the places of the members whose terms will expire in the that year.

VACANCIES

14. The Bishop may appoint a person to fill a vacancy among the Lay Vice-Chair and lay members appointed by the Bishop.
15. The Chapter may appoint a person to fill a vacancy among the lay members elected by the Congregation.

TERM OF OFFICE OF LAY MEMBERS

16. Lay members, including the Lay Vice-Chair, shall hold office for a term of three years commencing on the first day of March following the Annual Congregational Meeting at which they were appointed or elected.
17. A lay member other than the Treasurer shall not hold office for more than two consecutive three-year terms but is eligible to be appointed or elected again after 18 months have elapsed since the expiry of his or her second term.

18. A person appointed to fill a vacancy holds office for the unexpired term of his or her predecessor.

CHAPTER MEETINGS

19. The Chapter shall normally meet at least seven times each year at such times and places as the Chapter decides, and, except as provided in section 20, notice shall be given at least seven days in advance of a regular meeting.
20. The Chapter may establish a schedule for its regular meetings in which event once notice of the schedule has been given no further notice of such meetings need be given.
21. The Secretary or, in the absence of the Secretary, the Lay Chair shall give the members written or electronic notice of all non-scheduled meetings.
22. A special meeting of Chapter may be called at the direction of the Bishop, the Dean or the Lay Chair on at least forty-eight hours notice, or if all members of Chapter are present a special meeting may be held without notice.
23. In the absence of the Bishop or at the Bishop's request, the Lay Chair, or in the absence of the Lay Chair, the Lay Vice-Chair shall preside. If all three are absent the Chapter shall elect an Acting Chair from among the members present at the meeting.
24. Seven members of the Chapter constitute a quorum.
25. At meetings of the Chapter questions shall be decided by consensus or by a majority of votes cast by members present at the meeting. Each member of the Chapter has one vote. When there is an equality of votes the chair shall declare that the question has not carried.
26. Notwithstanding any other provision of this by-law, any Chapter proceeding, including a proceeding by any of its committees or other subordinate bodies, this by-law, any Chapter proceeding or other action, including any meetings or elections, may be conducted by written correspondence (mail), telephone (teleconference), email or other electronic or other communication device.
27. Any member of the Cathedral Congregation may attend a meeting of the Chapter and with the consent of the Chapter may be given the privileges of the floor.

OFFICERS OF THE CHAPTER

28. The officers of the Chapter are
 - (a) the Bishop,
 - (b) the Dean,
 - (c) the Lay Chair,
 - (d) the Lay Vice-Chair,

- (e) the Secretary, and
- (f) the Treasurer.

29. The Chapter shall elect or appoint the Lay Chair, the Secretary and the Treasurer from among the lay members and those officers shall hold office at the pleasure of the Chapter or until they cease to be members of the Chapter.
30. The Lay Vice-Chair is the person appointed to that office by the Bishop.
31. The signing officers of the Chapter for all banking purposes shall be any two of the Bishop, the Dean, the Lay Chair, the Lay Vice-Chair, and the Treasurer.

THE BISHOP

32. The Bishop is the Chair of the Chapter.
33. The Bishop
 - (a) shall, unless he or she gives notice to the contrary, celebrate Holy Communion or preach or both in the Cathedral on Christmas Day, Easter Day, Ascension Day and Whitsunday,
 - (b) may use the Cathedral for episcopal purposes and diocesan meetings, for confirmations, for ordinations, for celebrating the sacraments, and for preaching or otherwise after giving reasonable notice to the Dean, and
 - (c) may use the Cathedral Memorial Hall, by prior arrangement with the Dean so as to avoid scheduling conflicts, for any episcopal purposes or diocesan meetings.

THE DEAN

34. The Dean is the Chief Executive Officer of the Cathedral and has jurisdiction and cure of souls over the Cathedral Congregation.
35. The authority of the Dean respecting worship and spiritual matters is that of a parish rector, but is subject to use of the Cathedral by the Bishop as provided in section 33.
36. Subject to the direction of the Chapter and with respect to the areas of responsibility defined by the Chapter, the Dean is responsible for the day-to-day operations of the Cathedral, its services and staff.
37. The Dean is entitled to such stipend and other payments and benefits as are agreed upon and approved annually by the Chapter.
38. The Dean shall live in the Deanery unless the Dean and the Chapter agree otherwise.

THE LAY CHAIR

39. The Lay Chair shall chair meetings of the Chapter unless the Bishop is present.

THE LAY VICE-CHAIR

40. In the absence of the Lay Chair the Lay Vice-Chair shall perform the duties of the Lay Chair.

THE SECRETARY

41. The Secretary shall

- (a) attend meetings of the Chapter and of the Congregation and keep a permanent written record of their proceedings,
- (b) have official possession of the Chapter's corporate seal,
- (c) ensure the filing and safekeeping, in the Cathedral office, of all important documents of the Cathedral including the by-laws, annual reports, financial statements, minutes of the Chapter and of congregational meetings, and forward such documents to the Diocesan Archivist from time to time, and
- (d) perform other duties incidental to the position of Secretary.

THE TREASURER

42. The Treasurer shall

- (a) keep accounts of the revenues and expenditures of Chapter,
- (b) keep accounts of all trust money held by the Chapter,
- (c) subject to the approval of Chapter, arrange for trust funds, stocks, bonds and other securities to be managed by qualified professional investment managers retained for that purpose by the Diocese,
- (d) prepare and present monthly, annual and such other financial reports as are required by the Chapter,
- (e) carry out banking and investment procedures of the Chapter,
- (f) supervise the functions of the Envelope Secretary, who shall be the person appointed by the Chapter for that purpose,
- (g) supervise the issue of charitable donation receipts,
- (h) supervise the collection and prompt deposit of revenues in a bank, trust company or credit union in the City of Fredericton in the name of the Chapter,
- (i) present the annual budget to the Annual Congregational Meeting,
- (j) make salary and stipend payments, and pay other accounts and sums due by cheque,
- (k) forthwith following the end of each financial year present to the Chapter and to the annual meeting of the Congregation a complete financial statement for that year including
 - (i) a statement of receipts and expenditures,
 - (ii) a statement of assets and liabilities (balance sheet) as of the end of the year,
 - (iii) a statement of special offerings,

- (iv) a report on the state of the Restoration Trust Fund including additions to, and expenditures from, the Fund during the year, and
- (v) with respect to each endowment or trust fund
 - (a) the original principal amount,
 - (b) the income earned during the year,
 - (c) the amount and source of any additions to the principal during the year
 - (d) the amount of accrued income, if any, and
 - (e) any expenditures from either the principal or the income of the fund during the year.
 - (l) deposit all securities pertaining to the Chapter and the Cathedral in a safety deposit box of a bank, trust company or credit union in the City of Fredericton, or lodge the securities in the Chapter's name with such depositories as the Chapter determines,
 - (m) following acceptance by the Chapter present the year-end financial statement at the Annual Congregational Meeting, and
 - (n) recommend to the annual meeting the scope of an annual review or audit of the Cathedral's accounts, and a chartered professional account who will complete that work
 - (o) perform other duties incidental to the position of Treasurer.

EXECUTIVE COMMITTEE

- 43. There shall be an Executive Committee of the Chapter consisting of the Lay Chair, who shall be the chair, the Dean, Lay Vice-Chair and the Treasurer.
- 44. The Executive Committee shall
 - (a) play a leadership role in all aspects of the life of the Cathedral,
 - (b) facilitate the effective operation of the Chapter, its committees and task groups,
 - (c) support and work closely with the Dean in the Dean's roles as priest and Chief Executive Officer of the Cathedral,
 - (d) act on behalf of the Chapter in emergencies,
 - (e) prepare the agenda for all meetings of Chapter, and
 - (f) exercise other powers and perform other functions delegated to it by the Chapter.

STANDING COMMITTEES, AD HOC COMMITTEES, AND TASK GROUPS

- 45. The Chapter, in consultation with the Dean, may establish standing committees, ad hoc committees and task groups to carry out tasks necessary for the day-to-day functioning of the Cathedral and define the duties of each committee and task group.
- 46. The Chapter, in consultation with the Dean, shall appoint the chair and members of such committees and task groups.

47. The Chapter shall appoint at least one lay member of the Chapter to each committee or task group. Such lay member is the chair of the committee or task group and shall report to the Chapter on behalf of the committee or task group.
48. Committees and task groups shall meet at the call of their respective chairs.
49. The Bishop and Dean shall be ex-officio members of each committee and task group. The Dean may assign clerical staff employed by the Cathedral to any Committee or task group.

CATHEDRAL ADVISORY COMMITTEE

50. There shall be a Cathedral Advisory Committee comprising
 - (a) the Lay Chair and Lay Vice-Chair, and
 - (b) three members of the Chapter appointed annually by the Chapter.
51. The Cathedral Advisory Committee shall meet within two weeks following its appointment to elect a chair and a secretary from among its members and the secretary shall forthwith inform the Bishop of the names and addresses of the chair and the secretary.
52. All subsequent meetings of the Cathedral Advisory Committee shall be convened at the Bishop's direction.
53. The Bishop shall consult with the Cathedral Advisory Committee before appointing the Dean.
54. If, within six months after the effective date of the vacancy in the office of Dean, the Bishop considers that no substantial progress has been made in the consultation process, the Bishop may declare an inordinate delay and inform the Chapter of intent to appoint a Dean without further consultation.
55. The Cathedral Advisory Committee may, at any time, by unanimous vote with the approval of a majority of all of the members of the Chapter, vest the appointment of a Dean solely in the Bishop.
56. The Bishop may consult with the Cathedral Advisory Committee about the appointment of a member of the clergy to a position in the Cathedral other than the office of Dean and for advice respecting any matter affecting the life of the Cathedral.
57. The Bishop may, after informing the Dean or other member of the clergy, consult with the Cathedral Advisory Committee about the transfer of the Dean or other member of the clergy to another position or office.
58. The Bishop shall consult with the Dean or other member of the clergy before transferring him or her to another position or office.

59. Nothing in this by-law limits the authority of the Bishop to appoint the Dean or the clerical officers of the Cathedral.

THE CATHEDRAL CONGREGATION

60. The persons entitled to vote at any meeting of the Cathedral Congregation are those who
- (a) are baptized Christians,
 - (b) are at least sixteen years old,
 - (c) worship in the Cathedral, and
 - (d) are regular contributors, financial or otherwise, to the mission of the Cathedral.
61. Twenty qualified persons constitute a quorum for a meeting of the Congregation.
62. The Dean or, in the absence of the Dean, the Lay Chair or Lay Vice-Chair shall be the chair of meetings of the Congregation.

ANNUAL CONGREGATIONAL MEETING

63. The Annual Congregational Meeting shall be held before the end of February and shall
- (a) elect, by a plurality of votes, lay members of the Chapter as required by section 13,
 - (b) elect, by a plurality of votes, lay delegates to the Diocesan Synod and their substitutes,
 - (c) receive a full and detailed statement and account of the receipts and expenditures of the Chapter for the previous financial year duly reviewed or audited by a public accountant, and any other information required by the Treasurer of the Diocesan Synod or by diocesan regulation in such form as may be prescribed by regulation,
 - (d) receive and approve or amend the budget proposed by the Chapter for the current year, and
 - (e) discuss other matters and make recommendations to the Dean and to the Chapter.

SPECIAL CONGREGATIONAL MEETING

64. A Special Congregational Meeting may be summoned by the Secretary at the request of the Bishop, the Dean, the Lay Chair, the Chapter or twelve members of the Cathedral Congregation, on at least ten days notice.

NOTICE OF CONGREGATIONAL MEETINGS

65. The Dean or the Lay Chair
- (a) shall post a notice of any Congregational Meeting in a conspicuous place in the Cathedral,
 - (b) cause a notice to be read at each worship service in the Cathedral during the three weeks preceding the meeting,

- (c) cause the notice to be published in the Cathedral bulletins for at least three weeks preceding the meeting, and
- (d) may post the notice on the Cathedral web site and circulate the notice electronically to members of the Congregation.

MISCELLANEOUS PROVISIONS

DOCUMENTS UNDER SEAL

66. A document requiring execution under seal shall be signed on behalf of the Chapter by the Bishop or the Dean, and the Secretary, and, if required, by the Lay Chair. The seal shall be affixed and a document executed only when authorized by the Chapter.

BISHOP'S AUTHORITY WITH RESPECT TO CATHEDRAL PROPERTY

67. No major change shall be made to the structure, furnishing or grounds of the Cathedral without the consent of the Bishop.
68. The Chapter shall not acquire any real property without the approval of the Bishop and shall not lease, sell, mortgage or otherwise dispose of any real property without the approval of the Bishop and of the Diocesan Synod.

FINANCIAL YEAR

69. The financial year of the Chapter ends on December 31st of each year.

AVAILABILITY OF MINUTES AND BY-LAWS

70. A copy of Chapter minutes and by-laws will be made available for inspection by any member of the Cathedral Congregation at the Cathedral office during normal business hours.
71. The Secretary shall ensure that a copy of this by-law is posted on the Cathedral web site and that a copy is provided to each member of the Chapter.

THE CATHEDRAL ADVISORY CHAPTER

72. There shall be an advisory body to the Chapter known as the Cathedral Advisory Chapter.
73. Clergy, other than Canons Residentiary of the Cathedral, may be appointed by the Bishop as Canons and members of the Cathedral Advisory Chapter, and shall be installed in the Canon Stalls of the Cathedral in the same manner and have the same seating privileges as the Canons Residentiary.

74. The Bishop may summon the Cathedral Advisory Chapter to a special meeting of the Chapter, which meeting shall be for information and discussion only, and no decision made at such a meeting is binding on the Chapter.
75. Canons of the Cathedral Advisory Chapter are not entitled to sit or to vote at a regular meeting of the Chapter, or at any special meeting to which they are not called.

PROCEDURES FOR MEETINGS

76. During any Cathedral meeting when a question of order is not covered by the by-laws, the chair may refer, for guidance, to Kerr and King's "Procedures for Meetings and Organizations."

REPEAL AND AMENDMENT

77. Subject as herein provided, this by-law may be amended or repealed
- (a) by the Chapter, on notice given by one of its members at least six weeks before consideration of the proposed amendment or repeal, or by the unanimous consent of all its members without notice, or
 - (b) by the Cathedral Congregation, on notice given by twenty-five of its members who are not members of Chapter, or, subject to the approval of Chapter, on notice given by twelve members of the congregation who are not members of Chapter. Such notice must be given at least six weeks before consideration of the proposed amendment or repeal at an Annual Congregational Meeting or at a Special Congregational Meeting called to consider the proposed amendment or repeal.
78. No amendment or repeal of this by-law is effective unless and until it is approved in writing by the Bishop.

COMING INTO FORCE

79. This by-law shall come into force on December 1, 2017.
80. On the coming into force of this By-Law all previous By-Laws of the Chapter are repealed.

Adopted by the Chapter on November 20, 2017 and
Approved by the Bishop of Fredericton on December 1, 2017

A handwritten signature in black ink that reads "Daniel Fredericton". The signature is written in a cursive style with a large, looping initial 'D'.