

# CONSTITUTION

and

# BY-LAWS

of

**The Mission to Seafarers:  
Port of Thunder Bay  
Thunder Bay, Ontario, Canada**



**Caring for seafarers  
around the world**

**Adopted: February 4, 1997**

**Amended: 1999, 2000, 2001, 2006, 2009, 2011, 2012, 2014,  
2016, 2018, 2019, 2021, 2022**

**MISSION TO SEAFARERS**

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## **Constitution**

### **Definitions**

Unless otherwise stated, these definitions pertain throughout the Constitution and By-laws of the Mission to Seafarers, Port of Thunder Bay.

"Archdeacon" is the Archdeacon of Thunder Bay–North Shore, Diocese of Algoma.

"Bishop" is the Bishop of Algoma.

"Diocese" is the Diocese of Algoma, Anglican Church of Canada.

### **1. Name**

The name of the Society is "The Mission to Seafarers: Port of Thunder Bay", hereafter referred to as "the Society".

### **2. Mission Statement**

- .1 The mission of the Society is to promote the spiritual, moral and physical well-being of Seafarers and their families world-wide.
- .2 In pursuance of this mission the Society will use any means consistent with Christian principles and the practice of the Mission to Seafarers of London, England.
- .3 The Society agrees to follow the Canons of the General Synod of the Anglican Church of Canada, the Synod of the Province of Ontario and the Diocese of Algoma.

### **3. Obligations**

- .1 The obligations of the Society are to:
  - (a) raise money in such lawful manner as may be practical and desirable;
  - (b) pay all lawful expenses;
  - (c) invest any of the Society's funds so designated;
  - (d) establish policy relating to the operation of the Society; and
  - (e) do all such things as may be incidental to the attainment of the Society's mission.

### **4. Operations**

The operations of the Society are to be chiefly carried out in the ports located within the Deanery of Thunder Bay-North Shore, Diocese of Algoma.

### **5. Patron**

The Board of Directors may appoint a Patron, who shall hold office during such period as the Board shall determine.

### **6. Members**

- .1 The members of the Society shall consist of:
  - (a) Regular Members, being persons who have agreed to be bound by the mission statement as found in the Constitution;
  - (b) Life Members, appointed by the Board of Directors to reward long or conspicuous service to the Society;
  - (c) Corporate members, being persons appointed by an organization, congregation or business which has made a financial donation to the Society in the year prior to the Annual General Meeting; and who have agreed to be bound by the mission statement as found in the Constitution.
  - (d) Honorary Members, appointed by the Board of Directors for such period as the Board of Directors shall determine; and

- (e) Members of the Board of Directors.

**7. Subscriptions**

Regular Members shall pay an annual subscription as the Board of Directors may determine or contribute volunteer hours in lieu of this subscription.

**8. Retirement**

- .1 Members of the Society may be considered retired if they signify such desire in writing to an Officer of the Society; or
- .2 if they have not paid their current annual subscription prior to the Annual General Meeting of the Society.

**9. General Meetings**

- .1 A General Meeting is a meeting of all the members of the Society.
- .2 The Chair of the Board of Directors shall chair a General Meeting.
- .3 In the absence of the Chair, the Vice-Chair or designate shall chair the meeting.
- .4 At any General Meeting of the Society all questions shall be decided by a simple majority vote of those present:
  - (a) Every Regular, Life and Corporate Member present, except the Chair, shall have one vote; and
  - (b) In case of a tie the Chair shall cast the deciding vote.
- .5 No business shall be transacted at any General Meeting unless a quorum of ten (10) Members of the Society is present.
- .6 Items for the agenda of a General Meeting shall be given to the Chair at least ten (10) days prior to the meeting.
  - (a) With the consent of the Chair items for the agenda of the General Meeting may be added.
- .7 Minutes shall be kept in respect of all matters decided at all General Meetings.
- .8 General Meetings may be called by the Board of Directors whenever it thinks fit.
  - (a) The Board of Directors shall also call a General Meeting upon application in writing by at least ten (10) members of the Society stating the purpose of the proposed meeting.

**10. Notice of General Meetings**

- .1 Any General Meeting shall be called by giving at least ten (10) days notice specifying the place, the day and the hour of the meeting and the nature of the business of the meeting.
- .2 Notice may be given in writing either by mail to the last known address of each Member or by electronic means:
  - (a) Notice in writing shall deemed to have been received 96 hours after mailing.
- .3 The non-receipt of the notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

**11. Annual General Meeting**

- .1 An Annual General Meeting of the Society shall be held at such time and place as the Board of Directors may determine, once in every year and not more than 15 months after the preceding Annual General Meeting.
- .2 At the Annual General Meeting, the Chair shall chair the meeting.

- .3 At such Annual General Meeting the proceedings of the foregoing year shall be reported; a statement of the Accounts for the previous year shall be presented; and members of the Board of Directors shall be elected.

## **12. Alteration of Constitution and By-Laws**

Articles of the Constitution or By-laws may be amended, deleted or added by resolution passed at a General Meeting. Any resolution to amend the Constitution or by-laws must be included in the notice of the General Meeting given to the members.

## **By-Laws**

### **1. The Board of Directors**

- .1 The affairs and property of the Society, except as otherwise provided in or under the Constitution and By-laws shall be administered by the Board of Directors.
- .2 Subject to the provisions of the Constitution and By-laws, the Board of Directors may, by resolution, regulate its own procedure and decide on any matter on which the Constitution and By-laws are silent.
- .3 The Board of Directors shall consist of the following:
  - (a) Five (5) directors elected for a 2 year term beginning in 2011;
  - (b) Five (5) directors elected for a 2 year term, beginning in 2012;
  - (c) One (1) director elected for a 2 year term by the Thunder Bay-North Shore Deanery Council at the Deanery Council meeting prior to Diocesan Synod;
  - (d) The Treasurer shall be a non-voting member of the Board of Directors;
  - (e) The Chaplain shall be a non-voting member of the Board of Directors; and
  - (f) The Archdeacon shall be an ex officio member of the Board of Directors.
- .4 A Director who has completed a term is eligible for re-election, but may only serve as a Director for a maximum of five full terms consecutively. A partial term is not considered to be a full term.
- .5 If the Annual General Meeting does not appoint someone to a Director position, the Board of Directors may appoint someone to serve the remainder of the term.
- .6 If a Director, who is appointed as prescribed in by-law 1.3 (a) or (b), resigns as a Director, the Board of Directors may appoint an individual to serve the remainder of the term.
- .7 Any Director who has been absent without explanation for four (4) consecutive Board meetings shall be deemed to have resigned the board.
- .8 The quorum for a Board of Directors meeting shall be four (4) Directors present, one of whom shall be an Executive Committee member.
- .9 No Director shall be remunerated for his or her service as a Director.
- .10 The Board of Directors may meet by poll and the results of the poll read into the next Board of Director's meeting minutes.

### **2. Sub-Committees of the Board of Directors and Executive Officers**

- .1 The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer and Secretary.
- .2 The Chair, Vice-chair and Secretary shall be elected from among the Directors at the Board of Directors meeting following the Annual General Meeting for a one year term. In the event of one of these positions becoming vacant, the Board of Directors elects another Director to fill the remaining portion of the term.

- .3 The Chaplain is an ex officio member of the Executive Committee.
- .4 The Board of Directors shall determine the Executive Committee's terms of reference relating to its function.
- .5 The Board of Directors shall appoint such Committees, as it may think appropriate.
- .6 The Board of Directors may at any time alter the composition of or dissolve a Committee.

### **3. Chair and Vice-Chair**

- .1 *Appointment* The Board of Directors annually elects a Director to the position of Chair and another Director to the position of Vice Chair at the Board of Directors meeting following the Annual General Meeting.
- .2 *Responsibilities* The Chair chairs the meetings of the Board of Directors, Executive Committee and General Meeting.
- .3 The Chair will be an official spokesperson for the Society.
- .4
  - (a) If the Chair is unable to function in his or her capacity, the Vice-Chair will assume the responsibilities and duties of the Chair.
  - (b) In the event the Chair resigns as Chair, the Vice-Chair functions as acting Chair until the Board of Directors appoints a new Chair.
  - (c) In the event that both the Chair and Vice-Chair are unable to function in his or her capacity, the Secretary will assume the responsibilities and duties of the Chair.
- .5 The Chair and Vice Chair are members of the Executive Committee.
- .6 *Specific Duties* The Chair:
  - (a) prepares the agenda for meetings in consultation with the Chaplain and members of the Executive Committee;
  - (b) attends the meetings of the Thunder Bay Deanery Council;
  - (c) represents the Mission at public functions when invited to attend those functions; and
  - (d) does any other duties that are agreed to at a Board of Director's meeting.

### **4. Treasurer**

- .1 *Appointment* The Board of Directors appoints the Treasurer for an initial term of three years at a Board of Directors meeting following an Annual General Meeting. After the initial term, the Board of Directors may annually extend the Treasurer's appointment for a year.
- .2 *Responsibilities* The Treasurer is accountable to the Board of Directors for the banking of monies received, paying of authorized expenses, management of funds held and accounting of the funds of the Society.
- .3 The Treasurer advises the Board of Directors with respect to changes in policy for the handling of funds.
- .4 The Treasurer is a member of the Executive Committee and the Finance Committee.
- .5 *Specific Duties* The Treasurer:
  - (a) oversees designated persons with respect to financial duties:
    - i. the maintenance of the Petty Cash boxes at the Seafarers' Centre, book keeping of Petty Cash funds, and deposit of Petty Cash funds, and
    - ii. the deposit of donations received and entering of donor information into the database;

- (b) ensures a thank you letter and a Charitable Income Tax receipt or donation receipt are issued for donations from identifiable donors within four weeks of a donation being received;
- (c) prepares the Financial Statement for each quarterly Board of Directors meeting;
- (d) oversees the investments and brings investment matters to the attention of the Board of Directors for decisions;
- (e) under the direction of the Board of Directors arranges for the financial review of the books;
- (f) prepares the Financial Statement for the Annual General Meeting;
- (g) prepares the Budget in consultation with the Chaplain;
- (h) submits the Harmonized Sales Tax (HST) rebate as required by the Canada Revenue Agency;
- (i) submits the Charity Return as required by the Canada Revenue Agency;
- (j) maintains the financial files; and
- (k) does any other duties that are agreed to at a Board of Director's meeting.

#### **5. Secretary**

- .1 *Appointment* The Board of Directors annually elects a Director to the position of Secretary at the Board of Directors meeting following the Annual General Meeting.
- .2 *Responsibilities* The Secretary records the minutes of the meetings of the Board of Directors, the Executive Committee and the General Meeting.
- .3 The Secretary is a member of the Executive Committee.
- .4 *Specific Duties* The Secretary:
  - (a) notifies the members of the Board of Directors of the upcoming meeting;
  - (b) distributes the minutes of meetings of the Board of Directors to the Directors within 2 weeks following a meeting and files them;
  - (c) distributes the minutes of the Executive Committee to the Committee members within 2 weeks following an Executive Committee meeting and files them;
  - (d) submits the minutes of the General Meeting for the Annual Report; and
  - (e) does any other duties that are agreed to at a Board of Director's meeting.

#### **6. Thunder Bay–North Shore Deanery Council**

The Chair or designate and the Chaplain shall represent the Society on the Thunder Bay-North Shore (Anglican) Deanery Council.

#### **7. Financial Year**

The financial year shall be January 1 to December 31.

#### **8. Signing Officers**

The signing officers shall be the Chair, Vice-Chair, Treasurer, Secretary, and Chaplain. Any two of these signatures are required for each cheque.

#### **9. Funds, Investments and Trustees**

- .1 No expenditures from the Society's Funds are made without the approval of the Board of Directors.

- .2 The Board of Directors approves the annual budget and presents it for information to the Annual General meeting.
- .3 The monies of the Society not immediately required for the furtherance of its mission shall be invested as may be thought fit by the Board of Directors.
- .4 All real or personal property now held or subsequently acquired on behalf of the Society shall be vested in The Mission to Seafarers: Port of Thunder Bay.

#### **10. Financial Review**

A person shall be appointed annually by the Board of Directors, to conduct a financial review of the accounts of the Society for report to the members at the next Annual General Meeting.

#### **11. Indemnification of Directors and Others**

- .1 Every Director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society shall be indemnified and saved harmless out of funds of the Missions, from and against:
  - (a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought commenced or prosecuted against him, or in respect of any act, deed, matter or things whatsoever made, done or permitted by him in or about the execution of the duties of his office or on respect of any such liability; and
  - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

#### **12. Chaplain and Honorary Chaplains**

- .1 The Bishop shall appoint the Chaplain in consultation with the Board of Directors.
- .2 When the Chaplain ceases to function as the Chaplain, the Board of Directors may recommend to the Bishop the name of a person to appoint as an Acting Chaplain until such time as the Chaplain is appointed.
- .3 The Bishop may appoint an Honorary Chaplain and letters supporting the appointment are required from the Chaplain and Board of Directors.
- .4 The Chaplain shall represent the Society in the day to day operation of the Society, in consultation with the Chair and the Board of Directors and subject to the direction of the Bishop, and have such duties and responsibilities as designated by them in addition to what is specified in the By-laws.
- .5 The Chaplain shall be an official spokesperson for the Society.
- .6 The Chaplain is authorized to approve expenses included in the Approved Budget.
- .7 The Chaplain shall have the responsibility of appointing, directing and discharging the staff of the Seafarers' Centre.
- .8 The Chaplain shall oversee the work of Honorary Chaplain(s).

#### **13. Dissolution**

The Society shall be dissolved whenever the Board of Directors of the Society after consultation with the Bishop shall so resolve. If upon dissolution of the Society there should be any property or assets remaining after the satisfaction of all its debts and liabilities, the same shall not be paid or distributed among members of the Society, but shall be transferred to the Incorporated Synod of the Diocese of Algoma.