

18.--Vestries and Churchwardens**MEMBERS OF VESTRY**

1. In every congregation within the Diocese there shall be a Vestry composed of all the baptized members of such congregation who have reached 16 years of age and who for at least three months during the preceding 12 months of the date of the relevant Vestry meeting have been identifiably involved with such congregation with regular worship, fellowship and financial support to that congregation, subject to the certification procedure hereinafter set forth. No person shall be considered to be a member of the Vestry of more than one congregation in the Diocese of Huron at one time, except that a person may be a member of the Vestry of a congregation and also of a Summer Church as hereinafter defined. Each person who wishes to be considered a member of the Vestry of the congregation shall sign a statement of compliance with the provisions of this section at such Vestry meeting upon request. There shall be no participation by proxy at any annual or special meetings of Vestry.

CERTIFICATION OF MEMBERS OF VESTRY

2. The Rector/Incumbent/Priest-in-Charge (or, in the event that there is no Rector/Incumbent/Priest-in-Charge, the Bishop's designate) and the Churchwardens of a congregation shall act as a Certification Committee for the parish/congregation. If required, the Certification Committee shall determine at that time, on the basis of its best pastoral judgment, the eligibility of those persons in attendance to be members of the Vestry.

VESTRIES IN NEW CONGREGATIONS

3. In a newly formed congregation, the first Vestry shall be organized as follows: The Rector/Incumbent/Priest-in-Charge shall call a meeting of the Vestry by notice given at each service held by the parish/congregation on the three immediately preceding Sundays naming the day, hour and purpose of such meeting. At the meeting, the members of such Vestry shall consist of those persons who meet the qualifications in section 1 of this Canon and who also indicate that it is their intention to worship regularly in such new parish/congregation; provided that the minimum attendance qualification for Vestry membership set out in section 1 shall not apply for the purposes of all Vestry meetings of the new parish/congregation held during its first year in existence. At the first Vestry meeting, the Rector/Incumbent/Priest-in-Charge shall preside and shall first appoint as a Churchwarden a member of such Vestry and the Vestry shall proceed to elect another member of the Vestry as a Churchwarden. The spouse or partner of the Rector/Incumbent/Priest-in-Charge shall not be eligible for the office of Churchwarden without the written consent of the Bishop. Should Vestry fail to elect a Churchwarden, the Rector/Incumbent/Priest-in-Charge shall appoint a Churchwarden who shall hold office until the next annual Vestry meeting. For greater clarity, a Vestry meeting may be held following the main service on the third successive Sunday on which notice of the meeting was given.

ANNUAL VESTRY MEETING

4. A meeting of the Vestry of each congregation shall be held not later than February 10th annually unless given special permission from the Bishop. Notice of the date, time and purpose of such annual Vestry meeting shall be given at each service held by the congregation during three successive Sundays preceding the date of the meeting. For greater clarity, a Vestry meeting may be held following the main service on the third successive Sunday on which notice of the meeting has been given. Business of the annual Vestry meeting shall include, without limitation, the review of the financial statements of the congregation for the fiscal year just ended, the approval of the annual budget of the congregation and the appointment of accountants or auditors of the congregation for the upcoming financial year.

SPECIAL VESTRY MEETINGS

4. (a) The Rector/Incumbent/Priest-in-Charge or the Churchwardens may at any time call a special meeting of the Vestry, and may also do so upon the written request setting out the reasons or purpose for such a meeting of six or more members of the Vestry of the parish/congregation. Should the Rector/Incumbent/Priest-in-Charge or the Churchwardens refuse or be unwilling to act within fifteen days of the date of receipt of a request to call such special meeting of the Vestry, then any six members of the Vestry of the congregation may deliver a written notice requesting such meeting (including reasons and the purpose of the meeting and draft wording of any proposed motions) to the Territorial Archdeacon, who shall decide whether or not the special meeting of Vestry should be called. In the event the Territorial Archdeacon declines to call the requested special meeting of Vestry, the members of Vestry who have requested the special meeting may appeal to the Bishop for reconsideration, whose decision shall be final and binding.
- (b) Notice of any special meeting of the Vestry to be held shall be given by the Rector/Incumbent/Priest-in-Charge or the Churchwardens at each of the next Sunday services on three successive Sundays at each service of the congregation and in such other manner or method as will ensure to the maximum extent possible, that the parish/congregation receives notice of the special meeting of the Vestry. In all cases, a copy of such notice shall be provided to the applicable Territorial Archdeacon in a timely manner. The notice shall set forth the date, place and time of the special meeting of the Vestry and the business to be conducted thereat as well as the draft wording of any proposed motions. For greater clarity, such special meeting of the Vestry may be held following the main service on the third successive Sunday on which notice of the meeting has been given. At such special Vestry meetings no business shall be transacted other than that specified in the notice calling the same.

- (c) The Bishop or his/her designate may call a special meeting of the Vestry of a parish/congregation by giving written notice to the Rector/Incumbent, or the Churchwardens, in the case of a vacancy in the position of Rector/Incumbent/Priest-in-Charge. The notice shall specify the date, place and time of the special meeting of the Vestry and the business to be conducted thereat, and the draft wording of any proposed motions. Upon receipt of the notice as aforesaid, the Rector/Incumbent/Priest-in-Charge (or the Churchwardens, if applicable) shall issue notice of the special meeting of Vestry in accordance with subsection 5(b) herein.

CHAIR AND SECRETARY OF VESTRY MEETINGS

5. At each meeting of the Vestry, the Rector/Incumbent/Priest-in-Charge or his/her designate shall act as chair of the meeting and the Bishop or his/her designate may personally attend, with the right to speak but without a vote. In the event that neither the Rector/Incumbent/Priest-in-Charge nor his/her designate is present at the meeting, a Churchwarden shall act as the chair; provided that should no Churchwardens be present at the meeting or willing to act as chair, the chair shall be elected by the persons present at the meeting. The members of the Vestry present at the Vestry meeting shall elect from amongst their number a secretary, who shall be known as the Vestry Clerk, who shall keep the record of the proceedings of the meeting.

The Chair may invite non-voting members to speak at a Vestry meeting at his or her discretion, with the approval of the meeting.

Despite the foregoing, the Bishop or his/her designate shall have the right to chair meetings of Vestry at his/her discretion.

ELECTION AND APPOINTMENT OF CHURCHWARDENS

6. At the annual meeting of the Vestry, the Rector/Incumbent/Priest-in-Charge shall appoint one lay member of the Vestry as a Churchwarden and the members of the Vestry shall elect another lay member of the Vestry to be the second Churchwarden for the ensuing year. No person shall be eligible for the office of Churchwarden except a regular Communicant member of such Vestry who has attained the age of 18 years. The spouse of the Rector/Incumbent/Priest-in-Charge shall not be eligible for the office of Churchwarden or Deputy Churchwarden, Treasurer or Envelope Secretary, without the written consent of the Bishop. In the event that the Rector/Incumbent/Priest-in-Charge is unable or unwilling to appoint a Churchwarden or, in the event that there is no Rector/Incumbent/Priest-in-Charge of the parish/congregation, both of the Churchwardens shall be elected by members of the Vestry. If the members of the Vestry are unwilling or unable to elect a Churchwarden, the Rector/Incumbent/Priest-in-Charge shall appoint both Churchwardens for the ensuing year. In the event that two Churchwardens are not elected or appointed, then the matter shall be directed to the Bishop who may either:

(i) appoint an Administrator for the parish/congregation pursuant to Canon 12 who shall take control of the operation and management of the parish/congregation; or (ii) initiate the process of the disestablishment of the parish or congregation, pursuant to Canon 12.

In the event an Administrator shall be appointed, he/she shall be deemed to be the corporation for the purposes of section 12 hereof with all necessary power and authority to act in such capacity.

NOMINATING COMMITTEE

7. To facilitate elections, the Parish Council shall appoint a nominating committee to present a slate of candidates for election at the annual Vestry meeting. In the absence of a formal nominating committee, the Churchwardens and Deputy Churchwardens (if any) shall act as the nominating committee. Further nominations with the consent of the nominee(s) may be made at the Vestry meeting.

TERM OF OFFICE

8. The two Churchwardens shall hold their respective offices until the conclusion of the next annual meeting of the Vestry or until the appointment or election of their respective successors. A vacancy shall be created in the office of Churchwarden upon the occupant's death, removal, resignation or cessation of membership in the congregation and such vacancy shall be filled in the manner provided in Section 7 of this Canon either at the next annual Vestry meeting or at a special Vestry meeting called for the purpose of filling such a vacancy. No person who has held the office of Churchwarden for five consecutive years shall be appointed or elected a Churchwarden again until the expiration of one year following the termination of his/her fifth consecutive year of holding office as a Churchwarden, save and except with the approval of the Bishop or his/her designate, should new lay leadership not be available in the parish or congregation.

REMOVAL OF CHURCHWARDEN

9. (a) A Churchwarden may be removed from his/her office in accordance with subsection 10(b) hereof in the event he/she:
- (i) remains unwilling or unable, following written notice setting out the alleged default in adequate detail by the Rector/Incumbent/Priest-in-Charge of the parish/congregation and his/her fellow Churchwarden, to perform his/her duties;
 - (ii) materially breaches the Canons or the Constitution of the Diocese such that the affairs of the parish or congregation or the Diocese may be detrimentally affected;

- (iii) is convicted for an offence under the Criminal Code of Canada or a federal or provincial statute where such conviction, in the reasonable opinion of the Rector/Incumbent/Priest-in-Charge of the parish/congregation and his/her fellow Churchwarden, would affect his/her ability to act effectively as Churchwarden and perform his/her duties as such;
 - (iv) he/she is charged with a serious criminal offence, including but not limited to that of a sexual nature, where the charge is of such a serious nature that in the reasonable opinion of the Rector/Incumbent/Priest-in-Charge of the parish or congregation and his/her fellow Churchwarden, the Churchwarden would be unable to effectively perform his/her duties notwithstanding the fact that he/she had not been tried and convicted for the alleged offence; or
 - (v) commits any material act or omission or is engaged in any course of conduct that may materially detrimentally affect either:
 - (A) the reputation of the parish or congregation in particular or the Diocese generally, or
 - (B) otherwise ongoing affairs and operations of the parish or congregation or the Diocese.
- (b) In the event a Churchwarden has breached any of the provisions in section 10(a) above, the Parish Council of the congregation may, at the request of the Rector/Incumbent/Priest-in-Charge and the other Churchwarden, enact a resolution requesting such Churchwarden to resign his/her office. Should such Churchwarden thereafter refuse to resign his/her office, the Rector/Incumbent/Priest-in-Charge, or in the case of a vacancy in the position of Rector/Incumbent/Priest-in-Charge, the Bishop or his/her designate, shall call a special meeting of the Vestry and the Vestry shall have power to remove such Churchwarden from office by a majority vote. In the event of a removal of a Churchwarden, a successor shall be appointed or elected in the manner provided in section 7 of this Canon.

For the purposes of this section, the notice calling the special Vestry shall set out in sufficient detail the reasons for the decision of the Parish Council to remove the said Churchwarden, and the Churchwarden shall have the opportunity to speak at the special Vestry meeting called for the purpose of removing him/her.

FILLING VACANCY IN OFFICE OF CHURCHWARDEN

10. If for any reason a Churchwarden is not elected or appointed at the annual Vestry meeting, such appointment or election shall take place at the next Vestry meeting, which shall be held within 30 days. In the event that an elected Churchwarden dies, submits his/her written resignation, is removed, declines to accept office or ceases to

be a member of the parish/congregation of which he/she was Churchwarden, the Rector/Incumbent/Priest-in-Charge shall call a special meeting of the Vestry as soon as practicable and a replacement Churchwarden shall be appointed or elected, as the case may be, to fill the vacancy until the next annual Vestry meeting.

Should a vacancy arise in the position of Churchwarden who is appointed by the Rector/Incumbent/Priest-in-Charge, the Rector/Incumbent/Priest-in-Charge may appoint his/her replacement without having to call a special meeting of the Vestry but with notice to the parish/congregation.

CHURCHWARDENS TO BE AS A CORPORATION

11. Pursuant to the provisions of section 8 of the Act of Incorporation of The Incorporated Synod of the Diocese of Huron (38 Victoria, c. 74, 1874), the Churchwardens shall be as a corporation to represent the interests of the congregation for which they are so elected or appointed and may sue and be sued in such corporate capacity and shall sign all deeds and documents required to be signed on behalf of the corporation. Any documents pertaining to the real property of a parish or congregation shall be executed by the appropriate Diocesan representatives rather than the Churchwardens.

DUTIES OF CHURCHWARDENS

12. The Churchwardens shall have equal status and responsibilities in the parish/congregation in which they serve. They must act jointly in the exercise of their duties and responsibilities. They shall exercise leadership and act as the executive officers of the Parish Council of the parish/congregation in the supervision of all temporal matters in relation to the parish/congregation and shall have general responsibility for all matters relating to the congregation that are not expressly the responsibility of the Bishop or the Rector/Incumbent/Priest-in-Charge. They shall act in consultation with the Rector/Incumbent/Priest-in-Charge and the Parish Council of the congregation in the advancement of the Kingdom of God in the parish/congregation. Without limiting the generality of the foregoing, the Churchwardens shall:
 - (a) give leadership in the parish/congregation by regular worship, example and stewardship;
 - (b) exercise leadership to raise the revenue necessary for the operations of the Church, including the payment of all salaries and benefits;
 - (c) keep or cause to be kept proper, accurate and current books of account containing details of all financial matters relating to the parish/congregation and to submit full and complete financial reports to the Diocese as required from time to time;

- (d) cause all insurable buildings and property of the parish/congregation to be covered by adequate insurance against fire, theft and other insurable perils in accordance with the policies of the Diocese;
- (e) ensure the proper administration and management of any cemeteries or churchyards belonging to the parish/congregation in accordance with section 19 of this Canon;
- (f) in consultation with the Director of Human Resources of the Diocese as a source of information and guidance, appoint, and dismiss all lay employees and officers of the congregation including but not limited to the Envelope Secretary, the Treasurer, the Verger and the Organist;
- (g) prepare and present to the Vestry meeting an annual budget for the financial operations of the parish/congregation, which shall include an annual plan and budget for building maintenance and repair, and, following the adoption of such budget by the Vestry, use their reasonable best efforts to carry out the provisions of such budget;
- (h) present at the annual Vestry meeting a full account of their actions as Churchwardens of the parish/congregation as well as a full report on the preceding fiscal year's financial results and the state of the life and viability of the parish/congregation;
- (i) present at regular meetings of the Parish Council of an account of their actions as Churchwardens of the parish/congregation and a full accounting and disclosure of financial matters involving the parish or congregation;
- (j) use their respective best efforts to carry out all lawful resolutions of Synod, the Diocesan Council or Diocesan Sub-Council, the Vestry and the Parish Council of the parish/congregation whom the Churchwardens represent and to comply with the Constitution and Canons;
- (k) upon the relinquishment, death, retirement, permanent disability, resignation or removal of a cleric appointment, the Churchwardens will assume responsibility for all parish/congregation registers in his/her possession containing records of baptisms, confirmations, marriages and burials and also a complete list of parishioners. Such cleric shall receive a receipt for the delivered records, and his/her successor shall be given the items on signing a receipt for the same.

DEPUTY CHURCHWARDENS

13. Subject to the approval of the Rector/Incumbent/Priest-in-Charge and the Churchwardens, the Vestry may by resolution establish the positions of not more than two Deputy Churchwardens, which resolution shall remain in effect until revoked at a subsequent annual or Special Vestry meeting. Such positions shall be

filled annually from amongst the members of the Vestry of the parish/congregation by appointment and election in the same manner as Churchwardens are appointed and elected and any vacancy shall be filled in the same manner. The duties of the Deputy Churchwardens shall be generally to assist the Churchwardens in the performance of their duties and to perform such specific duties as may be assigned to them by the Churchwardens, the Parish Council, the Vestry or the Rector/Incumbent/Priest-in-Charge. For greater clarity, the Deputy Churchwardens shall not be within the definition of Churchwardens as such term is used in these Canons.

TREASURER

- 14. Although the financial accounts of the congregation are the responsibility of the Churchwardens, they may appoint a treasurer to keep the accounts on their behalf.

AUDIT

- 15. Financial statements of all Parish and organizational accounts shall be subject to an annual audit and presented to the annual Vestry meeting. Such audits may but need not be performed by independent public accountants, but the person(s) doing so shall be able to competently perform the audit and further, shall be independent of the Churchwardens, Deputy Churchwardens, Parish Council, Treasurer and the Rector/Incumbent/Priest-in-Charge.

CHEQUES

- 16. All cheques or other manner of disbursements on the bank accounts of the parish/congregation shall be signed or authorized by the two Churchwardens or by any one Churchwarden together with one of such other persons as may be designated by resolution of the Parish Council or of the Vestry.

ORDERING OF SERVICES

- 17. By virtue of his/her ordination and appointment, the Rector/Incumbent/Priest-in-Charge has ultimate responsibility to the Bishop for the ordering of services. The Rector/Incumbent/Priest-in-Charge shall consult with the Churchwardens and with the Parish Council before making any substantial change in the accustomed services.

CEMETERIES

- 18. The charges payable for burial plots, niches, columbaria, cremations (if applicable); the opening and closing of graves in cemeteries and churchyards belonging to a congregation, the management and maintenance of the cemetery property, and the investment of trust funds, shall be regulated and administered by the Churchwardens on behalf of the Vestry of the parish or congregation, in accordance with all applicable laws and government regulations. The Vestry shall by resolution appoint

a committee known as a Cemetery Board to operate the cemetery on behalf of the Vestry, subject to and in accordance with Canon 41. Each Cemetery Board so appointed shall be required to provide to the annual Vestry meeting of the parish/congregation and to the Diocese, a report fully disclosing the activities of and actions taken by, the Cemetery Board during each preceding year.

SUMMER CHURCHES

19. Notwithstanding the foregoing, the following special provisions shall apply to Summer Churches in the Diocese as hereinafter defined:
- (a) A “Summer Church” shall be one in which services are regularly conducted only during some or all of the months of June, July, August and September in each year.
 - (b) As soon as practicable following the opening of each Summer Church, the person appointed by the Bishop to be in charge of the Summer Church shall establish a day and time during the month of July upon which a Vestry meeting shall be held for the purposes of the appointment and election of Churchwardens, the Parish Council and lay representatives to Synod and such other business as may properly come before the meeting. Notice of such meeting and the purpose for which it is called shall be given in the Summer Church at all services held on the two Sundays immediately preceding the meeting.
 - (c) All baptized persons, who have attained the age of 16 years and are identifiably involved with the congregation through worship or fellowship and financial support to the congregation during the year of the Vestry meeting or the immediately preceding year, shall be members of the Vestry of the Summer Church.
 - (d) Churchwardens, members of the Parish Council and lay representatives and substitute lay representatives to Synod shall be appointed or elected as provided in section 7 of this Canon from among members of the Vestry of the Summer Church to hold office until the next annual meeting of the Vestry of the Summer Church at which their successors are appointed or elected, but any member of the Vestry of the Summer Church shall be eligible for reappointment or re-election without time limitation, subject to the provisions of the immediately following subsection.
 - (e) No person shall be eligible to be a lay representative or substitute lay representative to Synod unless he/she is not a lay representative or substitute lay representative of any other Parish in the Diocese.