

THE ROLE OF CHURCHWARDEN AS MEMBER OF THE FABRIQUE

In describing the Churchwarden's role within the Fabrique, we base our comments on a person's legal position, not because we wish to minimize this role to mere legalities, but because the role of the Churchwarden is found within the Law for creating Fabriques.

WHAT IS A CHURCHWARDEN?

A Churchwarden is a Parishioner elected as a director or administrator of a civil and religious Corporation that owns material goods for the purpose of facilitating the practice of the Roman Catholic religion.

In Section 13 of "An Act Respecting Fabriques" we have a descriptive essence of what this Law entails.

WHAT A CHURCHWARDEN IS NOT

To further clarify the Churchwarden's role, let me first state what is not essential to this position.

By definition, a Churchwarden is neither a member of the Parish Council, nor a Director of recreational activities, nor an Insurance Agent.

The Churchwarden's main concern is not the organization of pastoral ministry in the Parish. A Churchwarden is not an organizer of recreational activities for young people of the parish, and neither tends to the material and spiritual needs of the poor, as would a member of the Saint-Vincent-de-Paul Society.

Therefore, a Churchwarden is a Director of a civil Corporation which has the Roman Catholic religion as its sole objective.

A) RELIGION

The use of "religion" in Civil Law means: *the public worship of God*. Civil Law distinguishes between religion, education, recreational activi-

ties and charitable undertakings. So it is that a Fabrique may not own or administer a school, a recreational center, a hospital or a cultural center.

This facilitates resolving difficulties which may arise. It pertains to the Fabrique, as owner, to decide whether or not to rent its facilities and to whom.

B) THE FABRIQUE IS A CORPORATION

1. The Fabrique as a Special Kind of Corporation:

The Fabrique is owner of all the moveable and immoveable property destined for the use of the Parishioners. It is also responsible for all the debts incurred in the construction of buildings for public worship.

This Corporation exists not for the benefit of its Directors, the Chairperson, the Pastor or six Churchwardens, but for the religious benefit of its Parishioners.

2. The Fabrique is a Statutory Corporation:

The Fabrique owes its existence to an Act of Legislation and only holds those powers that the Law grants it.

No act, other than one specifically authorized by the Fabrique Act, may be performed validly by the Corporation; such an act can be declared "ultra vires" and hence non-existent, which may entail a personal liability towards the Directors of the Corporation.

C) THE FABRIQUE IS A LEGAL PERSON

Contrary to Canon Law under which legal persons include minors, in Civil Law legal persons must be of legal age. Therefore, these persons act of their own accord. So in Fabrique Law, the stock phrase of a motion is: Moved by Mr. (Mrs.), seconded by Mr. (Mrs.), it is resolved that the Fabrique of the Parish of (rather than naming the Pastor/Churchwardens) do The resolution designates the persons authorized to sign the said contract that is concluded on behalf of the Fabrique.

D) THE FABRIQUE TAKES ACTION EITHER BY RESOLUTION OR WITHIN A BYLAW

As a legal person, the Fabrique can only act through physical persons or structures, namely at a:

1. Fabrique meeting
2. Meeting of Parishioners for certain cases and
3. Through the Bishop

The Fabrique meeting also requires Bylaws to enable it to function smoothly.

The model Bylaws which we propose serve a valuable purpose.

CONCLUSION

Therefore, the Churchwarden is an Administrator of the material goods and property intended for the religious benefit of the Parishioners.

The qualities sought in a Fabrique Chairperson are related to the goals in view, and the legal framework in which the Corporation operates.

First and foremost, the Churchwarden must first have a sense of “church”, possess a basic knowledge of administration and practical common sense.

MODEL OF A NOTICE OF MEETING

Montreal, 20. .

Mr. (Mrs.)
.....
.....

Dear Sir, (Dear Madam,)

By the present, you are convened to a regular meeting of the members of the Fabrique of the Parish of.

The meeting will be held in the rectory on., 20. . at the hour of. a.m./p.m.

Enclosed herewith you will find the Agenda.

(Signature)

AGENDA

- 1) Opening prayer
- 2) Reading and acceptance of Minutes of last meeting
- 3) Reading of correspondence received by the Fabrique
- 4) Presentation of Monthly Financial Report
- 5) Current matters: (specify)
 - A)
 - B)
 - C)
 - D)
- 6) Date of next meeting (*To reserve date only*)
- 7) Adjournment

MINUTES OF MEETING OF THE FABRIQUE

On _____, 20____, at _____ (time), a meeting of the Members of the Fabrique of the Parish of _____ was held at the Rectory.

Calling of a Meeting by Written Notice-

- Members must be given notice three full days from the calling and holding of the meeting.
- A written Notice of Meeting is sent to each Member of the Fabrique in accordance with Section 43 of "An Act Respecting Fabriques".

Signature of a Warden – Waiver of Written Notice for an Absent Member –

"In accordance with Section 44 of "An Act Respecting Fabriques", I hereby waive notice of the aforementioned meeting."

Opening of the Meeting –

- Chairperson occupies the chair and opens the meeting with a prayer.
- Mr./Mrs. _____ is acting as Secretary of the meeting.
- The following Members are present:
Mr./Mrs. _____ Mr./Mrs. _____
Mr./Mrs. _____ Mr./Mrs. _____
thus constituting a quorum.

Acceptance of Minutes of Meeting for (Date/Year) –

- Secretary reads the Minutes of the Meeting held on _____ (date) and it is moved by Mr./Mrs. _____, seconded by Mr./Mrs. _____, and unanimously resolved the said Minutes be accepted as read.

OR

...that the said Minutes be amended as follows: _____

Correspondence –

- Chairperson reads the correspondence received since the last Meeting.

Financial Monthly Statement –

- Treasurer distributes a Statement of Receipts and Disbursements, including the Budget, to each Member of the Fabrique which covers the period from _____ (date) to _____ (date).

For the Annual Report –

- In reference to the Annual Report, we note that it is moved by Mr./Mrs. _____, seconded by Mr./Mrs. _____, and unanimously resolved the **Financial Report** for the year ending December 31, 20____, showing **Receipts** of \$ _____, and **Disbursements** of \$ _____, be accepted as attached.

EXAMPLE #1:

Work to be Performed

- Chairperson recalls that at the last Meeting of the Fabrique, it was agreed that painting of the Church interior should be carried out.
- After consultation with the “**Comité de construction et d’art sacré**” of the Diocese of Montreal, plans and specifications were prepared by Mr./Mrs. _____, who is an authority in such an area.
- Conditions of payment were established.
- Three bids were requested from contractors chosen from the list submitted at the last Meeting.
- The Tender bids are submitted for work and the results announced.

For example:

| | | |
|-----------------------------|------------|----------|
| 1 st Submission: | ABC Inc.: | \$16,000 |
| 2 nd Submission: | North Inc: | \$15,000 |
| 3 rd Submission: | West Co.: | \$14,000 |

Note:

It is important to note that any amount in excess of \$5000 for work to be undertaken (apart from consultation fees), must have the written authorization of the regional Episcopal Vicar and be approved by the Archbishop before giving the contract.

- After study and discussion, it is moved by Mr./Mrs. _____, seconded by Mr./Mrs. _____, and unanimously resolved that:
 - a) The Fabrique of _____ accepts the bid submitted by the *West Co.* in the amount of **FOURTEEN THOUSAND DOLLARS (\$14,000)**, the whole in accordance with plans and specifications prepared by Mr./Mrs. _____. *(An explanation is required should the lowest bid not be accepted.)*
 - b) The Pastor and Mr./Mrs. _____, be authorized to sign the said contract for and on behalf of the Fabrique.

EXAMPLE #2:

Borrowing or Opening a Line of Credit

1. Details must be furnished with reasons for which the Fabrique should borrow money.
2. Before approval of a resolution to borrow, the nature of the loan must be determined (i.e. note, mortgage, debenture), along with the name of the lender or lending institution, the rate of interest, date of expiry of the loan and conditions of repayment.

Having obtained the preceding particulars, a borrowing resolution may be prepared and submitted as follows:

- After study and discussion, it is moved by Mr./Mrs. _____, seconded by Mr./Mrs. _____, and carried unanimously or by majority that:

- a) The Fabrique of the Parish of _____ borrow by Note from the Bank of _____, Branch _____, the sum of **TWELVE THOUSAND DOLLARS (\$12,000)** at an interest rate of six percent (6%) per annum, for a period of three (3) years, starting on the date of signing of the present loan. The said loan is repayable in semestral payments of **TWO THOUSAND DOLLARS (\$2,000)** plus interest. The Fabrique reserves the right to make additional payments in whole or partially any time prior to the due date, without being subject to a prepayment penalty.
- b) The Pastor and Mr./Mrs. _____ for and in the name of the Fabrique be hereby authorized to sign the said loan.

N.B. This loan or line of credit must be submitted for approval to the Archbishop. Moreover, if it represents more than 25% of annual Parish receipts, or if the loan is to be paid in full after December 31 of the same calendar year, it is also subject to prior approval of parishioners.

EXAMPLE #3:

Sale or Purchase of Real Estate

For sale or purchase of property i.e. vacant land or land on which a building has been erected, the following procedure must be followed:

1. An option to sell or purchase cannot be signed without the prior written approval of the Archbishop of Montreal.
2. A **Certificate of Location** duly signed by a qualified Land Surveyor and indicating the property in question serves as a basis for negotiations.
3. An inquiry of titles and proprietorship of the said real estate must be made by the Notary assigned by the Fabrique.
4. A draft Deed and Resolution must be prepared by the Notary, who submits all findings for approval by the Fabrique Members.

The above stated conditions being complied with, the following resolution may be adopted:

After study and discussion, it is moved by Mr./Mrs. _____, seconded by Mr./Mrs. _____, and unanimously resolved or by majority vote that:

- a) The Fabrique of the Parish of _____ sell to/purchase from Mr./Mrs. _____ for the sum of _____ **DOLLARS (\$_____)** payable in cash (or under such conditions as agreed upon), for the following described real estate:

(A pertinent description provided by the Land Surveyor, must be furnished by the Notary before the Deed is signed.)

"A site known and described as subdivision lot numbers ONE and TWO of Original lot number THREE HUNDRED AND SIXTY (360 – 1 and 2) on the "Cadastre rénové du Québec" _____, together with the building thereon erected, bearing Civic Numbers 2315-2325, on _____ Street in the City of Montreal, Province of Quebec, the whole in accordance with the terms, clauses and conditions stipulated in the deed prepared by Mr./Mrs. _____, Notary."

- b) The Pastor and Mr./Mrs. _____ be hereby authorized to sign for and in the name of the Fabrique of the Parish of _____, the said Deed.

Other Points on the Agenda –

- A. _____
B. _____
C. _____
D. _____

Date of Next Meeting –

Since Members of the Fabrique meet regularly on the first Monday of every month, it is decided that the next Meeting take place on _____ (date)

20__. A **Notice of Meeting**, together with the **Agenda**, will be sent to the **Members of the Fabrique**.

Adjournment –

It is moved by Mr./Mrs. _____, seconded by Mr./Mrs. _____, and unanimously resolved, that the Meeting be adjourned.

Signatures for Acceptance of Minutes –

Chairperson

Secretary

OPENING AN ACCOUNT

EXCERPT of a meeting of the members of the Fabrique of the Parish of _____ held on _____ 20_____.

It is moved by Mr. (Mrs.) _____, seconded by Mr. (Mrs.) _____, and resolved that:

A) The Fabrique of the Parish of _____ should deposit their funds with the Caisse Populaire _____ (or with the _____ Bank, Branch _____).

B) The Pastor, Reverend _____ be authorized to withdraw by cheque bearing the corporate name of the Fabrique of the Parish of _____, and that all cheques over and above _____ DOLLARS (\$ _____) [e.g. \$300] be countersigned by Mr./Mrs. _____ or Mr./Mrs. _____.

(Seal-Certified Excerpt)

On this _____ of _____ 20_____.
(Day) (Month)

(Signature) _____
Secretary of the Fabrique

MEETING OF THE PARISHIONERS – FOR APPROVAL OF BORROWING FUNDS BY THE FABRIQUE

On _____, 20_____, a meeting of the Parishioners of the Fabrique of the Parish of _____, Archdiocese of Montreal, was held at (Time) _____ in the Parish hall. The purpose of the meeting was to “approve or reject” the resolution adopted by the members of the Fabrique at their meeting of _____, 20_____ concerning the borrowing of \$ _____ from the Bank.

This meeting was called by the Pastor at each of the Masses on _____, 20_____. The Notice was also posted at the door of the Church from _____, 20_____ until today, as required in Article 50 of the Fabrique Act.

The Chairperson presided and opened the meeting with a prayer. Mr./Mrs. _____ was the acting Secretary.

There were _____ (indicate number) Parishioners present, which is more than needed to form a quorum.

The Chairperson read the loan resolution that was adopted by the Members of the Fabrique at the meeting held _____, 20_____. The parishioners present were asked to either approve or reject the resolution as it stands.

After study and discussion, it was moved by Mr./Mrs. _____, seconded by Mr./Mrs. _____ that the said resolution to borrow be approved as read.

The proposal was then voted upon and was unanimously adopted (or was adopted by a majority vote).

Indicate the number of votes “for” _____ and the number of votes “against” _____ the resolution.

The Minutes of the Meeting are then recorded, read and approved and the meeting is ended.

(Signatures) _____
Chairperson

Secretary

**MINUTES OF MEETING OF PARISHIONERS FOR ELECTION OF
CHURCHWARDENS**

A Meeting of Parishioners of the Fabrique of _____ Parish of the Archdiocese of Montreal was held on (D/M/Y) _____ at (Time) _____, and for the purpose of _____. this being the place, date, time and purpose indicated in the Notices read at each of the Sunday Masses for three Sundays and in the Notices of the Church Bulletin.

The Pastor (Chairperson) _____ occupied the Chair and opened the meeting with a prayer. (Number of) _____ Parishioners were present, being more than the number required (10) to constitute a quorum, and the Chairperson briefly explained to the Floor the purpose of the Meeting. The Secretary and the Scrutineers are appointed by the Assembly.

Secretary: _____

1st Scrutineer: _____

2nd Scrutineer: _____

1st Nomination:

- Proposed by: _____
- Seconded by: _____

2nd Nomination:

- Proposed by: _____
- Seconded by: _____

3rd Nomination:

- Proposed by: _____
- Seconded by: _____

4th Nomination:

- Proposed by: _____
- Seconded by: _____

“Upon the proposal of (Name) _____ and seconded by (Name) _____ it is unanimously resolved that the Chairperson or the Vice-chairperson be requested to declare the nominations closed.”

(A) If the number of nominations correspond exactly to the number of positions filled, then the Chairperson or Vice-chairperson **declares**:

- 1st Elected Churchwarden _____ (Name)
- 2nd Elected Churchwarden _____ (Name)
- 3rd Elected Churchwarden _____ (Name)

B) If the number of nominations exceeds the number of positions to be filled, then the Chairperson or Vice-chairperson **calls for a vote**.

C) If a vote is taken by a ***show of hands***, each voter names a Candidate after having indicated an intention to vote.

- 1) The Secretary registers the votes for which each voter has a right to (no more than three votes i.e. if there exist three positions to be filled)
- 2) Once voting is terminated, the Scrutineers must count the votes with the Secretary to number the votes received for each Candidate.
- 3) The Secretary then announces the results of the voting.
- 4) The Chairperson or Vice-chairperson **declares** the results in such fashion:
 - i) That Mr./Mrs. _____ having obtained _____ votes is elected Churchwarden for three years.
 - ii) That Mr./Mrs. _____ having obtained _____ votes is elected Churchwarden for three years.
 - iii) That Mr./Mrs. _____ having obtained _____ votes is elected Churchwarden for three years.

D) If the vote is taken by **secret ballot**, the Chairperson / Vice-Chairperson **declares**:

"It is now requested by Mr./Mrs. _____ and Mr./Mrs. _____ seconded by five parishioners, that the vote be taken by secret ballot."

- a) The Secretary verifies the names of those up for election and distributes the ballots which are previously initialized, to each voter present. Each person votes by listing the candidates of their choice.
- b) The votes for each candidate are then collected, sorted and counted by the Scrutineers.
- c) The Secretary then presents a report of the votes according to:
 - How many ballots were distributed.
 - How many ballots were returned.
 - How many ballots are considered invalid.
 - How many ballots are considered valid.
 - What are the final results.
- d) The Secretary then **announces** the final results:

Mr./Mrs. _____ received _____ votes.

Mr./Mrs. _____ received _____ votes.

Mr./Mrs. _____ received _____ votes.

Mr./Mrs. _____ received _____ votes.

The Chairperson/Vice-chairperson now **declares** that:

- Mr./Mrs. _____, having received _____ votes, is elected as Churchwarden for three years.
- Mr./Mrs. _____, having received _____ votes, is elected as Churchwarden for three years.
- Mr./Mrs. _____, having received _____ votes, is elected as Churchwarden for _____ years.

- d) The *list of voters and ballots* are then placed in a sealed envelope and entrusted to the care of the Pastor for a six month period as of the date of voting.
- e) Following the editing, reading and approval of the present Minutes in session, the Meeting is then adjourned. Or it can be approved at the opening of the next meeting.

Signed : _____
Pastor/Chairperson/Vice-chairperson

Signed: _____
Secretary