

---

**BETHEL CHURCH, KINGSTON**

---

**GENERAL OPERATING BY-LAW NO. 1**

---

**GENERAL OPERATING BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of

**BETHEL CHURCH, KINGSTON**

(the “Church”)

**INDEX**

SECTION I INTERPRETATION.....	1
1.01    Definitions .....	1
1.02    Interpretation.....	2
SECTION II STATEMENT OF FAITH.....	2
2.01    Statement of Faith.....	2
SECTION III CHURCH AFFILIATION .....	6
3.01    Church Affiliation.....	6
3.02    Church is Autonomous .....	6
3.03    Doctrine and Credentials Commission .....	7
SECTION IV FINANCIAL AND OTHER MATTERS.....	7
4.01    Financial Year.....	7
4.02    Banking Arrangements .....	7
4.03    Execution of Documents .....	7
4.04    Public Accountant and Level of Financial Review .....	7
4.05    Annual Financial Statements .....	7
4.06    Board Policies.....	8
4.07    Borrowing.....	8
SECTION V MEMBERS .....	9
5.01    Classes and Conditions of Membership .....	9
5.02    Acceptance into Membership .....	9
5.03    Rights of Members .....	10
5.04    Termination of Membership.....	10
5.05    Transfers to Another Church .....	11
5.06    Suspension of Membership Rights and Privileges .....	11
5.07    Membership Record .....	12
5.08    Discipline of Members .....	12
SECTION VI ADHERENTS .....	15
6.01    Definition.....	15
6.02    Privileges of Adherents.....	15
SECTION VII MEETINGS OF MEMBERS.....	15
7.01    Annual Meetings.....	15
7.02    Special Meetings.....	15
7.03    Place of Meetings .....	16
7.04    Special Business .....	16

7.05	Notice of Meetings .....	16
7.06	Waiving Notice.....	16
7.07	Persons Entitled to be Present .....	17
7.08	Chair of the Meeting.....	17
7.09	Quorum.....	17
7.10	Meetings Held by Electronic Means.....	17
7.11	Absentee Voting by Mailed-In Ballot or Electronic Ballot .....	18
7.12	Absentee Voting by Proxy.....	18
7.13	Votes to Govern.....	20
7.14	Resolution in Lieu of Meeting.....	20
SECTION VIII DIRECTORS .....		20
8.01	Powers .....	20
8.02	First Directors .....	21
8.03	Number of Directors.....	21
8.04	Qualifications.....	21
8.05	Election of Directors and Term .....	21
8.06	Consent .....	22
8.07	Ceasing to Hold Office .....	22
8.08	Resignation .....	22
8.09	Removal.....	23
8.10	Filling Vacancies .....	23
8.11	Delegation.....	23
8.12	Committees.....	24
8.13	Disclosure of Interest.....	24
8.14	Confidentiality .....	25
SECTION IX MEETINGS OF DIRECTORS .....		25
9.01	Calling of Meetings .....	25
9.02	Place of Meetings .....	25
9.03	Notice of Meeting.....	26
9.04	Regular Meetings.....	26
9.05	Participation at Meeting by Telephone or Electronic Means.....	26
9.06	Quorum.....	26
9.07	Votes to Govern.....	26
9.08	Dissent at Meeting .....	27
9.09	Dissent of Absent Director .....	27
9.10	Resolutions in Writing.....	27
SECTION X PASTORS .....		27
10.01	Definition and Duties of the Senior Pastor .....	27
10.02	Definition and Duties of Associate Pastors .....	28
10.03	Vacancy .....	29
10.04	Resignation of the Senior Pastor or an Associate Pastor.....	30
10.05	Removal of the Senior Pastor or an Associate Pastor.....	30
SECTION XI OFFICERS .....		30
11.01	Appointment .....	30
11.02	Description of Offices.....	30

11.03	Term of Office .....	31
11.04	Vacancy in Office .....	32
11.05	Conflict of Interest.....	32
SECTION XII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....		32
12.01	Duties of Directors and Officers.....	32
12.02	Limitation of Liability .....	33
12.03	Indemnity of Directors and Officers.....	33
12.04	Insurance.....	34
12.05	Advances .....	34
SECTION XIII NOTICES .....		34
13.01	Method of Giving Notices .....	34
13.02	Computation of Time.....	35
13.03	Undelivered Notices .....	35
13.04	Omissions and Errors.....	35
13.05	Waiver of Notice .....	35
SECTION XIV ARTICLES AND BY-LAWS .....		36
14.01	Amendment of Articles .....	36
14.02	By-law Confirmation .....	36
14.03	Effective Date of Board Initiated By-law, Amendment or Repeal.....	36
SECTION XV EFFECTIVE DATE .....		36
15.01	Effective Date .....	36

## **GENERAL OPERATING BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of

### **BETHEL CHURCH, KINGSTON**

(the “Church”)

**WHEREAS** the Church was incorporated under the *Canada Not-for-profit Corporations Act S.C. 2009, c23* by a Certificate of Incorporation dated \_\_\_\_\_, 2018;

**NOW THEREFORE BE IT ENACTED** as a general operating By-law of the Church to take effect in accordance with section 15.01 as follows:

### **SECTION I** **INTERPRETATION**

#### **1.01 Definitions**

In all By-laws and resolutions of the Church, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.
- (c) “Board” means the board of directors of the Church.
- (d) “Board Policies” means the policies relating to the Board and the By-laws as adopted by the Board from time to time in its discretion in accordance with subsection 4.06 of the By-laws.
- (e) “By-laws” means this by-law and all other by-laws of the Church as amended and which are, from time to time, in force and effect.
- (f) “Director” means a member of the Board.
- (g) “Member” means a member of the Church and “Members” or “Membership” means the collective Membership of the Church.
- (h) “Natural and Literal Meaning” means the ordinary meaning of a word or words, in keeping with the intent of the original author, the context and the literary genre.

- (i) “Officer” means an officer of the Church.
- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (k) “Pastoral Team” means any employee of the Church with the word pastor in their job description.
- (l) “Senior Pastor” means the Senior Pastor referred to in Section X.
- (m) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (n) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II STATEMENT OF FAITH**

### **2.01 Statement of Faith**

- (a) The Divine Authority and Inspiration of the Scriptures

We believe in the divine inspiration of the Bible by the Holy Spirit as God’s revelation to man, in its entire trustworthiness and supreme authority in all matters of faith and conduct. (2 Timothy 3:16, 17; 2 Peter 1:21; 1 Corinthians 2:13; Acts 1:16)

(b) The Trinity of God

We believe that God eternally exists in three persons: the Father, the Son, and the Holy Spirit. These three are one God, having precisely the same nature, attributes and perfections. They are worthy of precisely the same homage, confidence and obedience. (Genesis 1:26; 3:22; John 1:1-4; Acts 5:3-4; Matthew 28:19,20; 2 Corinthians 13:14; Mark 12:29; Hebrews 1:1-3)

(c) The Deity of Jesus Christ

We believe that Jesus Christ is God manifest in the flesh; we affirm His virgin birth, sinless humanity, divine miracles, sacrificial death for us, bodily resurrection, ascension, ongoing mediatorial work, and personal return in power and glory. (Isaiah 7:14; Matthew 1:18-23; Luke 1:35; John 5:39; Acts 17:2-3, 18:28, 26:22-23, 28:23; Hebrews 4:15)

(d) The Deity and Mission of the Holy Spirit

We believe that the Holy Spirit is a Divine Person, that He is God, and has all the attributes of God. He was sent by the Lord Jesus Christ to reveal Christ to the members of the Church, to live within them to enable them to serve Christ, to comfort, instruct, lead and build them up in Christ. He has also been sent to convict sinners of sin, to teach them of Christ's righteousness, and to warn them of coming judgment. (John 7:38-39, 14:16-17, 15:26, 16:13-15; Acts 1:8, 2:1-4)

(e) The Fall and Depravity of Mankind

We believe that man and woman, originally created in the image and after the likeness of God, fell from their place in God's kingdom through willful disobedience. The consequences of that sin were the infliction of the penalty of death, loss of spiritual life, death in sin and subjection to Satan's power. Being spiritually dead, human nature is totally corrupt, and this depravity has been transmitted to the entire human race, except for Jesus Christ. Every person is in need of salvation through Christ's atonement, and regeneration by the Holy Spirit through the process of sanctification. (Genesis 1:26; 2:17; 6:5; Ephesians 2:1-3; Isaiah 64:6; 1 Timothy 5:6; 6:53; 1 John 3:8 Romans 5:12-19)

(f) Salvation by Grace Through Faith

We believe that sinners are saved by God's grace through faith in Him alone. It is the gift of God to us, and not something that can be earned by our works. Salvation was paid for with the blood of Jesus Christ, who died in our place for our sin. Salvation includes the forgiveness of sins, the receiving of a new nature, and the guarantee of eternal life. (Acts 13:39; Ephesians 2:8-9; Romans 5:1; Titus 2:11-14)

(g) Atonement by the Blood of Christ

We believe that our redemption from sin and spiritual death has been accomplished solely by the cleansing blood of our Lord Jesus Christ. He is the only sacrifice acceptable to God, and is able to save every sinner who repents and receives Jesus as Saviour. (Leviticus 17:11; Matthew 26:28; John 1:12; Romans 5:6-9; 2 Corinthians 5:21; Galatians 3:13; Ephesians 1:7; 1 Peter 1:18-19, 2:24)

(h) Sanctification

We believe that members of the Body of Christ have been forever sanctified (set apart) to God through the redeeming blood of Christ. However, because believers retain their sinful nature, they are to grow in grace – an ongoing, transforming process whereby they are being changed by the power of the Holy Spirit through obedience to the Word into mature disciples and followers of Christ. (Galatians 5:16-25; Ephesians 4:22-24, 5:25-27; John 17:17-19; Hebrews 2:11, 10:10, 13:12; Romans 15:16; 1 John 1:7-9; 1 Corinthians 6:9-11)

(i) Baptism of the Holy Spirit

We believe that on the day of Pentecost, the Holy Spirit came upon the gathering of believers, as promised by Christ, and they were collectively baptized into one body. This was the formation of the Church, the Body of Christ. Pentecost is a one-time, historical event. (Acts 2:1-4; Matthew 3:11; 1 Corinthians 12:13)

Since that time, this baptism occurs individually at one's salvation, at which time the believer is also indwelt by the Spirit. (John 14:15-18; 1 Corinthians 3:16; Romans 8:9)

We believe that the New Testament distinguishes between being indwelt by the Spirit, which is true of all believers, and being filled with the Spirit, which produces power in Christian witness and is the believer's privilege and duty. There is one baptism of the Spirit and it is into the Body of Christ, but there are many fillings with the Spirit. (Acts 2:4, Acts 4:8-31; Ephesians 1:13-14, Ephesians 5:18)

(j) The Gifts of the Holy Spirit

We believe that the Holy Spirit sovereignly bestows spiritual gifts to the Church to glorify Christ in the building of His Body (1 Corinthians 12:1-11) and for the sanctification of believers for the works of their ministry (Romans 12:3-8). It is not God's will that any one gift should be given to all believers, although all believers have at least one gift. We further believe that spiritual gifts should always be exercised within the limits expressly given in the Scriptures (Romans 12:3-8; 1 Corinthians 14:23-40). We believe that special Divine revelation for authoritative Scripture ceased with the Apostolic age. (Revelation 22:18, 19; Ephesians 2:20; Galatians 1:8, 9; John 14:26)



(k) The Church: The Body of Christ

We believe that the universal Church is composed of all believers who are united by the sacrificial, risen Son of God, having been placed into the body by the baptizing work of the Holy Spirit. Each local church is a visible expression of that body, organized for the fellowship, instruction, and encouragement of believers, and the continuation of Christ's work on earth. (Romans 12:5; Ephesians 4:3-16; 1 Corinthians 12:12-27; Colossians 2:19)

(l) The Second Coming of our Lord

We believe that this present age will end with the second coming of our Lord Jesus Christ, wherein He will first receive His Church unto Himself, and then establish His reign over the earth. (John 14:1-3; Acts 1:10, 11; Isaiah 9:6, 7; 1 Thessalonians 4:13-18; Hebrews 9:28; Luke 1:30-33)

(m) The Resurrection of the Body

We believe that Jesus Christ physically rose from the dead, in His glorified body, according to the Scriptures. When Christ receives the Church to Himself (second coming), the bodies of believers who died will be raised as glorified bodies, similar to His resurrected body, and will share in His glory. Those that die in unbelief will later be raised from their graves to receive their judgement. (Isaiah 26:19; 1 Corinthians 15; Daniel 12:2; Romans 1:4, 8:23)

(n) Eternal Spiritual Status for Those Saved and Lost

We believe that the attitude of either reconciliation or enmity toward God is fixed eternally at death. We believe that believers will be forever with the Lord, becoming joint heirs with Him as their Redeemer in His inheritance. We also believe that those who die still refusing to accept God's gift of salvation in Christ will eventually be resurrected and judged, and are destined to suffer eternal, conscious separation from Christ in fiery torment. (Daniel 12:2, 3 and 7:22; 1 Thessalonians 4:17; Romans 8:17; 2 Corinthians 5:10; 2 Peter 2:9; Revelation 20:11-15, 21:8 and 22:11)

(o) The Personality of Satan

We believe that Satan is a created being, a fallen angel, whose willful desire for personal glory and power in disobedience to God caused him to become the father of lies, a murderer, and the great deceiver of all nations. He was defeated by Christ's death and resurrection, and will eventually be cast into the bottomless pit followed by eternal punishment in fiery torment (Job 1:6-12; John 8:44; Acts 5:3; 1 Corinthians 7:5; 2 Corinthians 11:13-15; John 8:44; Ephesians 6:11-12; Revelation 20:1-3, 7-10; Genesis 3:13-15).

(p) Divine Healing of the Body

We believe that sickness is directly or indirectly the effect of sin in the world. Scriptures teach us that Christ died for sin, not the effects of sin. God can, and will at times, divinely heal the body of those who are ill, but such healing is not certain in the sense that salvation and forgiveness of sins are certain for those who have faith in the Lord Jesus Christ. (Romans 4:25; 1 Corinthians 15:3; 2 Corinthians 5:21; 1 Peter 2:24, 3:18)

(q) Baptism

We believe that Christ prescribed baptism by immersion for His believing disciples. The believer's union with Christ in His death, burial and resurrection is signified through the symbolic and public act of baptism. A person should not be baptized unless or until they are competent to make a conscious decision to accept Jesus Christ as their personal Lord and Saviour – entering into new life in Him. (Matthew 28:19, 20; Acts 2:38, 8:12)

(r) The Lord's Supper

We believe that Jesus Christ directed believers to partake in the Lord's Supper as a memorial of His death for believing disciples. This ordinance is to be kept until Christ comes again, according to His promise and the Father's revealed plan. (Luke 22:17-20; 1 Corinthians 11:23-29)

(s) Marriage

We believe that as a matter of doctrine and religious practice, the Church reserves the term "marriage" for the covenant relationship between one man (husband) and one woman (wife). This covenant relationship represents the union between Jesus Christ and the universal church. (Genesis 2:18-24; Ephesians 5:22-23; Matthew 19:4-6, Hebrews 13:4)

### **SECTION III** **CHURCH AFFILIATION**

#### **3.01 Church Affiliation**

The Church is a member of the Associated Gospel Churches.

#### **3.02 Church is Autonomous**

The Church administers its own affairs, owns its own property and is an autonomous separate legal entity from the Associated Gospel Churches.

### **3.03 Doctrine and Credentials Commission**

All candidates for the position of Senior Pastor, Associate Pastor or other full time pastoral ministry in the Church must be able to pass the credentialing process of the Associated Gospel Churches. However, the suitability of a candidate for the needs of the Church will be determined by the Church.

## **SECTION IV FINANCIAL AND OTHER MATTERS**

### **4.01 Financial Year**

Unless otherwise changed by resolution of the Board and approved by the Canada Revenue Agency, the financial year end of the Church shall be the 30<sup>th</sup> day of April in each year.

### **4.02 Banking Arrangements**

The banking business of the Church shall be transacted at such bank, trust company or other firm or Church carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by any two (2) Officers of the Church and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **4.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Church may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

### **4.04 Public Accountant and Level of Financial Review**

The Church shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

### **4.05 Annual Financial Statements**

The Church shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members and Corporations Canada between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Church may give

notice to the Members stating that such documents are available at the registered office of the Church and any Member may request a copy free of charge at the registered office or by prepaid mail.

#### **4.06 Board Policies**

The Board may adopt, amend, or repeal by resolution such Board Policies that are not inconsistent with the By-laws of the Church relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem necessary or appropriate from time to time. Any Board Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

#### **4.07 Borrowing**

##### **(a) Borrowing Powers**

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

- (i) borrow money on the credit of the Church;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Church; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Church, owned or subsequently acquired, to secure any debt obligation of the Church.

##### **(b) Authorization**

From time to time, the Board may authorize any Director or Officer or other persons of the Church to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Church.

## **SECTION V** **MEMBERS**

### **5.01 Classes and Conditions of Membership**

Pursuant to the Articles there shall be one (1) class of Members in the Church. The first Directors of the Church shall be the first Members of the Church. Upon Ordinary Resolution of the Board, persons recorded as of the date of the Ordinary Resolution as members of the unincorporated church from which the Church was formed as its successor shall be deemed to be Members of the Church. Thereafter, Membership shall be available to individuals who are eighteen (18) years of age or older and meet the following conditions:

- (a) identification with Christ through written or oral evidence of personal salvation through faith in Jesus Christ;
- (b) recognition of the importance of exemplifying the character of Christ in daily living;
- (c) acceptance of the Church's Statement of Faith in writing;
- (d) recognition of their personal obligation to use their abilities, spiritual gifts and resources to care for the Members of the Church;
- (e) willingness to contribute financially to the work of the Church as personal circumstances permit;
- (f) willingness to be subject to the authority of the Church;
- (g) acceptance of the Church's Articles, By-laws and Board Policies; and
- (h) have been accepted into Membership in accordance with section 5.02.

### **5.02 Acceptance into Membership**

- (a) Application for Membership in the Church begins with a written request to the Pastor or a Director using an approved application form, with the following steps to be taken thereafter:
  - (i) The applicant will be given copies of the Church's Statement of Faith, Articles, By-laws and Board Policies.
  - (ii) The applicant will be interviewed by two individuals who must be either 1) one member of the Pastoral Team and one Director, or 2) two Directors to evaluate whether the applicant meets the conditions for Membership set out in section 5.01.
  - (iii) The applicant may be asked to attend a new Members' class.

- (iv) Once the two interviewers in sub-section 5.02 (ii) are satisfied that the applicant meets the conditions for Membership, they shall recommend to the Board that the applicant be accepted as a Member.
  - (v) If the Board recommends that the applicant be a Member, it will publish its recommendation in the Church bulletin for two (2) consecutive Sundays and request Members of the Church to submit any objections to the recommendation to the Board.
  - (vi) Any objection to the Board's recommendation will be investigated by the Board and the application for Membership will not proceed until the matter has been resolved to the satisfaction of the Board and the Board is satisfied that the applicant meets the conditions for Membership.
  - (vii) If no objections are received by the Board after the applicant's name has appeared in the bulletin for two (2) consecutive Sundays, the Board shall recommend the applicant to the Membership for approval at the next meeting of Members.
- (b) Members of the Pastoral Team need not apply for Membership in the Church but shall be deemed to be Members upon commencement of their employment provided that they were interviewed by two individuals who were either 1) one member of the Pastoral Team and one Director, or 2) two Directors and have accepted the Church's Statement of Faith. Membership will terminate upon their ceasing to be members of the Pastoral Team unless continuing Membership is confirmed at a meeting of Members preceding their last day of work and provided further that nothing herein precludes them from applying for Membership in the Church after they cease employment with the Church.

### **5.03 Rights of Members**

A Member of the Church shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

### **5.04 Termination of Membership**

Membership in the Church is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for Membership set out in section 5.01;
- (c) the Member resigns by delivering a written resignation to the Church's office in which case such resignation shall be effective on the date specified in the resignation;

- (d) the Member is removed as a Member of the Church in accordance with sections 5.06 or 5.08; or
- (e) the Church is liquidated or dissolved under the Act.

#### **5.05 Transfers to Another Church**

If a Member who is not under discipline of the Church desires to join another evangelical church which adheres to the same Statement of Faith as the church, the Board may upon request provide that Member with a letter of recommendation addressed to the church to which the Member is relocating. If a letter of recommendation is given by the Board, the Members of the Church will be so advised at the next meeting of Members.

#### **5.06 Suspension of Membership Rights and Privileges**

- (a) In the event that a Member is habitually absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation such as being away at school, military deployment or missionary work, the Board may suspend the Membership rights of such a Member, provided that the Chair of the Board has provided twenty (20) days' notice of suspension to the Member and reasons for the proposed suspension. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period.
- (b) In the event that no written submissions are received by the Chair of the Board, he or she may notify the Member of the suspension of Membership rights.
- (c) If written submissions are received in accordance with this section, the Board will consider such submissions to arrive at a final decision and shall notify the Member concerning such final decision within twenty (20) days from the date of receipt of the submissions. Upon the effective date of the suspension, all rights of the Member set out in section 5.03 shall be suspended.
- (d) At any time during the suspension, a Member whose rights have been suspended may request in writing that the suspension be rescinded and that the Member's rights set out in section 5.03 be reinstated. Upon receipt of such written request, the Board shall determine whether such request may be granted.
- (e) A Member whose Membership rights have been suspended for a period of one (1) year, may be terminated by Ordinary Resolution of the Members at a meeting of Members. After the Members' meeting, the Secretary of the Church shall send a written notice to the Member at his or her last known address to advise the Member of the termination of his or her Membership effective as of the date of the Members' Ordinary Resolution.

## **5.07 Membership Record**

A record of Members shall be kept by the Secretary of the Board.

## **5.08 Discipline of Members**

### **(a) Grounds for Discipline**

The Board may suspend or remove any Member from the Church for any one or more of the following grounds:

- (i) a Member has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and the individual has not appropriately repented of such conduct or behaviour;
- (ii) a Member's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church's Statement of Faith, Articles, By-laws or Board Policies;
- (iii) a Member has propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church and the Member has not appropriately repented of such doctrines and practices; or
- (iv) a Member's act, conduct or behaviour, whether with or without malicious intent, has caused or is likely to cause in the opinion of the Board serious disunity, discord or dissension in the Church, or hindrance to the ministry influence of the Church in the community.

### **(b) Responsibility of the Member**

Each Member, as a member of the Body of Christ, is obligated to practice self-discipline. The fruit of the Spirit involves self-control (Galatians 5:23) and the Apostle Paul demonstrated the importance of bodies being in submission to what is right (1 Corinthians 9:27).

### **(c) Restoration Through Discipline**

Christ's exhortation to watch over one another and to bear one another's burdens in the spirit of meekness and love shall be foremost in the minds of the Board in fulfilling its responsibility for the discipline of Members. The primary aim of discipline shall be the restoration of the offender to fellowship with God and with the Church. The Church has not only the right but the duty to practice such discipline in a Christian manner. In administering discipline, care shall be taken that the Members of the Church carry a worthy witness of their faith before the world both for the sake of the spiritual life of each Member and for the testimony of the Church. Discipline when responded to properly will result in holiness and righteousness in living.



(d) Board Procedure for Discipline

- (i) In the event that the Board proposes that a Member should be removed or suspended from Membership in the Church, the Chair of the Board shall provide twenty (20) days' written notice of suspension or removal to the Member by registered and regular mail at his or her last known address and shall provide reasons for the proposed suspension or removal.
- (ii) The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period.
- (iii) In the event that no written submissions are received by the Chair of the Board, he or she may proceed to notify the Member that the Member is suspended or removed from Membership in the Church. This decision is final.
- (iv) Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a decision. The Member shall be entitled to attend the Board meeting where the submissions are considered, to hear the discussions, and to speak on his or her behalf. The Member shall be given ten (10) days written notice of the Board meeting by registered and regular mail at his or her last known address (which period of time shall include the date of mailing but shall exclude the date of the Board meeting). Neither the Board nor Member may be represented by legal counsel.
- (v) The Board shall send written notice of the Board decision by registered and regular mail to the Member at his or her last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- (vi) The Member shall have the right to appeal the decision of the Board made pursuant to subsection 5.08(d)(v) related to the termination or suspension of Membership to the Members in accordance with the procedure set out in subsection 5.08(e).

(e) Procedure for Appeal to Members

- (i) The Member shall provide the Board with written notice of his or her intention to appeal at least fifteen (15) days after the decision of the Board, exclusive of the date of the decision.
- (ii) The Board shall give the Member at least twenty-one (21) days written notice by registered and regular mail at his or her last known address (which period of time shall include the date of mailing but shall exclude the date of the Members' meeting) setting out the date, time and place of the Members' meeting at which the appeal will be considered.

- (iii) The Member shall be entitled to attend the Members' meeting to hear the discussions and to speak on his or her own behalf. Neither the Member nor the Church may be represented by legal counsel and the Members' meeting shall not be open to the public or to Adherents of the Church. The meeting shall be chaired by the chair of Members' meetings and shall be for the sole purpose of determining the appropriateness of the recommendation of the form of discipline from the Board or for substituting another form of discipline as the Membership shall determine in its sole discretion. Any decision by the Membership with regards to discipline shall require a Special Resolution. The meeting shall not be a trial de novo of the allegations and as such, only matters pertaining to the type of discipline imposed by the Board shall be considered.
- (iv) The Chair of the Board shall endeavour to orally advise the Member of the decision of the Members' meeting forthwith after a vote by the Members is made. In addition, the Secretary of the Board shall promptly send written notice of the decision made by the Members of the Church by registered and regular mail to the Member at his or her last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- (v) The decision of the Members of the Church on the type of discipline to be administered shall be final and binding. In the event that the decision of the Membership is to terminate the Member's Membership in the Church, the Member shall automatically cease to be a Member of the Church upon the date that the decision by the Members is made.
- (vi) No pronouncement on matters of discipline by the Church shall be made unless given orally from a prepared text at a Members' meeting and only after careful and sober consideration has first been made by the Board to avoid, as much as possible, undue or unnecessary embarrassment to the Member or other undue or unnecessary prejudicial consequences to either the Member or to the Church as a whole.
- (f) The Board may, in its sole discretion, terminate a suspension of Membership at any time by Special Resolution.
- (g) A Member whose Membership has been terminated may re-apply for Membership unless the Discipline imposed prohibits reapplication.

## **SECTION VI** **ADHERENTS**

### **6.01 Definition**

Adherents are persons who profess faith in Jesus Christ, regularly attend public worship services and other events of the Church, and wish to maintain or explore a relationship with the Church.

### **6.02 Privileges of Adherents**

The privileges of Adherents are as follows:

- (a) Adherents may attend meetings of Members but shall not be entitled to vote. Announcement of Members' meetings from the pulpit shall be considered sufficient notice of meetings to Adherents.
- (b) The Board may, in its sole discretion, remove an Adherent by Ordinary Resolution.
- (c) For greater certainty, an Adherent is not a Member of the Church.

## **SECTION VII** **MEETINGS OF MEMBERS**

### **7.01 Annual Meetings**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Church's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements, reviewing ministry reports, approving the budget for the next fiscal year and reports of the Church required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

### **7.02 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

### **7.03 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine, or outside Canada if the place is specified in the Articles or if all of the Members entitled to vote at such meeting so agree.

### **7.04 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

### **7.05 Notice of Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Church provides notice electronically, as referred to in section 7.05(b), and if a Member requests that notice be given by non-electronic means, the Church shall give notice of the meeting to the Member so requesting in the manner set out in section 7.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Church during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

### **7.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where

such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**7.07 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Church and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Church to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

**7.08 Chair of the Meeting**

The chair of Members' meetings shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

**7.09 Quorum**

- (a) The quorum for a meeting of Members shall be fifteen percent (15%) of the Members, PROVIDED THAT the quorum for a meeting of Members to vote on the calling or removal of the Pastor or to consider any real estate matter shall be fifty percent (50%) of the Members.
- (b) For the purpose of determining quorum, a Member may be present in person, by telephonic and/or by other electronic means, or any absentee voting permitted by this By-law.
- (c) If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**7.10 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Church makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

- (b) Notwithstanding clause (a), if the Directors or Members of the Church call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Church has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Church without it being possible for the Church to identify how each Member voted.

**7.11 Absentee Voting by Mailed-In Ballot or Electronic Ballot**

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Church has prescribed by Board Policies the procedures for collecting, counting, and reporting the results of any vote that enable the votes to be gathered in a manner that permits their subsequent verification, and permit the tallied votes to be presented to the Church without it being possible for the Church to identify how each Member voted.

**7.12 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Member may appoint a proxyholder, or one or more alternate proxyholders, who need not be a Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member or, in Quebec, signed by the member or by their agent or mandatary:
  - (i) at the registered office of the Church no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
  - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing executed by the Member or such Member's attorney and filed with the registered office three (3) days in advance of the meeting. It shall be in such form that conforms with the requirements of the Regulations, specifically:
  - (i) if a form of proxy is created by a person other than the Member, the form of proxy shall:
    - (1) indicate, in bold-face type:
      - (A) the meeting at which it is to be used;
      - (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and
      - (C) instructions on the manner in which the Member may appoint the proxyholder.
    - (2) contain a designated blank space for the date of the signature;
    - (3) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
    - (4) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors;
    - (5) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors; and
    - (6) state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under section 7.12(d)(i)(4) or section 7.12(d)(i)(5) with respect to any matter to be acted on, the membership is to be voted accordingly.

- (ii) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with section 7.12(d)(i)(4) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters;
- (iii) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information;
- (iv) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs or such manner as may be adopted by the Board from time to time.

### **7.13 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

### **7.14 Resolution in Lieu of Meeting**

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Church by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

## **SECTION VIII** **DIRECTORS**

### **8.01 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Church.



## **8.02 First Directors**

The persons set out in the notice of the first Board of Directors filed with Corporations Canada shall be the first Directors of the Church whose term of office on the Board shall continue until their successors are elected at the first meeting of Members. The Board elected at the first meeting of Members following incorporation shall replace the initial Directors.

## **8.03 Number of Directors**

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. Directors must not be employees of the Church. In the event that the Church is a soliciting corporation under the Act, at least two (2) of the Directors shall not be Officers of the Church or be Officers or employees of the Church's affiliates.

## **8.04 Qualifications**

No person who has been declared by a court in Canada or elsewhere to be incapable, who has the status of a bankrupt, or who is an 'ineligible individual', as defined in the *Income Tax Act*, shall be a Director. No more than forty-nine percent (49%) of the Board shall consist of Directors who are not at arm's length with the other Directors as defined by the *Income Tax Act*. Each Director shall:

- (a) maintain the conditions for Membership in the Church;
- (b) demonstrate their commitment to Jesus Christ through a morally and spiritually exemplary Christian lifestyle as embodied in 1 Timothy 3, Titus 1 and other references in Scripture;
- (c) be committed to the regular on-going ministry of the Church and its pastoral leadership; and
- (d) be committed to using their spiritual gifts and have great boldness in their faith.

## **8.05 Election of Directors and Term**

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The terms of office of Directors shall be up to three (3) years or as determined by Ordinary Resolution of the Members, it being desired that as much as possible the

Directors shall be elected and retired in rotation as determined by the Members when the Directors are elected.

- (c) Directors shall be eligible for re-election up to a maximum of six (6) consecutive years of service. Upon the completion of the maximum number of years on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to the Board is restored.
- (d) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (e) The Board shall establish a nominating committee, the details of which shall be set forth in the Board Policies. The nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Board Policies.

#### **8.06 Consent**

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office;
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting; or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

#### **8.07 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 8.09, or no longer fulfils all of the qualifications to be a Director set out in section 8.04, as determined in the sole discretion of the Board.

#### **8.08 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Secretary of the Board or at the time specified in the resignation, whichever is later.

### **8.09 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

### **8.10 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. The Nominating Committee shall provide to the Board nominees to fill the vacancy. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

### **8.11 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) it may delegate to the managing director or committee any of the powers of the Board, except those that may not be delegated by the Board pursuant to subsection 138(2) of the Act and which are as follows:

- (a) submit to the members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Directors;
- (d) approve any financial statements referred to in section 172 of the Act;
- (e) adopt, amend or repeal By-laws; or
- (f) establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

## **8.12 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

## **8.13 Disclosure of Interest**

### **(a) Prohibition**

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Church in which the Director or any of his or her family members has any direct or indirect pecuniary or personal interest, gain or benefit. In section 8.13, “family members” means a person’s spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person’s spouse(s), who are living with and/or financially supporting or supported by the person.

### **(b) Disclosure**

(i) Pursuant to the Act, a Director of the Church shall disclose, at the time and in the manner required by the Act, in writing to the Church or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Church if the Director:

- (1) is a party to the contract or transaction;
- (2) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under section 8.13(b)(i), any Director who has any material direct or indirect pecuniary or personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Church as described in section 8.13(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

### **(c) Material Interest**

In this section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either

financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The Chairperson of Board meetings shall request any Director who has made a disclosure referred to in section 8.13(b) to absent himself or herself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which he or she shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

Every Director and Officer shall disclose to the Church the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Church, in accordance with the manner and timing provided in section 141 of the Act.

**8.14 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

**SECTION IX  
MEETINGS OF DIRECTORS**

**9.01 Calling of Meetings**

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

**9.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Church or at any other place within or outside of Canada, as the Board may determine.

### **9.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 13.01 of this By-law to every Director of the Church not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

### **9.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

### **9.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

### **9.06 Quorum**

A majority of the number of Directors determined in accordance with section 8.03 constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

### **9.07 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by Special Resolution. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **9.08 Dissent at Meeting**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Church immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

#### **9.09 Dissent of Absent Director**

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Church.

#### **9.10 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

### **SECTION X PASTORS**

#### **10.01 Definition and Duties of the Senior Pastor**

The Senior Pastor shall be the primary spiritual overseer of the Church and shall be deemed by virtue of the position to be a Member of the Church, which Membership shall terminate upon termination of their position as Senior Pastor. The duties of the Senior Pastor shall be as follows:

- (a) to provide spiritual leadership for the Church and to work in co-operation with the Board in implementing such spiritual leadership;

- (b) to preach regularly at the Church and oversee any guest speakers;
- (c) to oversee the ordinances of Communion and Baptism as required;
- (d) to oversee visiting and spiritual counselling of Members and Adherents;
- (e) to oversee funerals and weddings;
- (f) to work in conjunction with the Board in formulating and recommending Board Policies as may be necessary from time to time;
- (g) to exercise general supervisory authority over all employees of the Church;
- (h) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as 1 Timothy 3:1-7; Titus 1:5-9; Ephesians 4:11; Jeremiah 3:15, 17:16, 23:1-2; Acts 11:29-30,14:13; Philippians 1:11 and Acts 20:28 and to ensure that their lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (i) to be in full agreement with, uphold and be subject to the Church's Statement of Faith, Articles, By-laws and Board Policies;
- (j) to be an *ex-officio* member with power to vote on all committees and boards of the Church, with the exception of the Board; and
- (k) to receive notification and minutes of all meetings of the Board, to be present at Board meetings whenever possible and fully participate at such meetings, provided that, except where permitted by law, the Senior Pastor shall not be a Director nor have a vote and shall not be present when the Board is discussing the Senior Pastor's position, salary or benefits, but may in the discretion of the Board be present when the Board is discussing other aspects of the position.

#### **10.02 Definition and Duties of Associate Pastors**

Associate Pastors may be called by the Church for the purpose of undertaking such ministries as the Senior Pastor and the Board determine are necessary for the Church. Associate Pastors by virtue of their position shall be deemed to be Members of the Church, which Membership shall terminate upon termination of their position as Associate Pastor. The duties of Associate Pastors shall be as follows:

- (a) to fulfill the ministry description established for the position by the Board;
- (b) to provide spiritual leadership to the Church and to work in conjunction with the Senior Pastor and the Directors in implementing such spiritual leadership;



- (c) to work in conjunction with the Senior Pastor and the Directors in formulating, recommending and implementing Board Policies and By-law Policies as may be necessary from time to time;
- (d) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as 1 Timothy 3:1-7; Titus 1:5-9; Ephesians 4:11; Jeremiah 3:15, 17:16, 23:1-2; Acts 11:29-30,14:13; Philippians 1:11 and Acts 20:28 and to ensure that their lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (e) to be in full agreement with, uphold, and be subject to the Church's Statement of Faith, Articles, By-laws and Board Policies;
- (f) to be subject to the authority and direction of the Senior Pastor; and
- (g) to receive notification and minutes of all meetings of the Board, to be present and fully participate at such meetings when invited by the Board, provided that Associate Pastors shall not be Directors nor have a vote thereon and shall not be present when the Board is discussing their position, salary or benefits, but may in the discretion of the Board be present when the Board is discussing other aspects of their position.

### **10.03 Vacancy**

When the position of the Senior Pastor becomes vacant or the Board determines that an Associate Pastor is to be called:

- (a) The Board will immediately appoint a Search Committee of not less than five Members, of whom one will be appointed the chairperson.
- (b) The Search Committee will consult the Membership and post a job description for the Senior Pastor or Associate Pastor at all relevant institutions.
- (c) The Search Committee shall review all applications, contact available candidates and as soon as possible, make a recommendation to the Board for consideration.
- (d) The Board, if in agreement, will present the recommendation to the Members for a vote. Only the name of one candidate shall be submitted at a time.
- (e) Upon approval of a majority of not less than seventy-five percent (75%) of the votes cast by Members at the meeting of Members duly called for that purpose, a formal call will then be extended to the prospective candidate. In the event that the recommended name does not receive the approval of the Members, or in the event that the prospective candidate does not accept the call, the Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Senior Pastor or Associate Pastor is found.

#### **10.04 Resignation of the Senior Pastor or an Associate Pastor**

The Senior Pastor or an Associate Pastor shall resign by providing the Board with thirty (30) days written notice together with an explanation, provided that the notice period may be shortened in extraordinary circumstances. Such resignation will be deemed to include a resignation by the Senior Pastor or Associate Pastor as a Member of the Church and where applicable, as an *ex-officio* member on all committees.

#### **10.05 Removal of the Senior Pastor or an Associate Pastor**

- (a) The Senior Pastor or an Associate Pastor may be removed from their position for any reason upon a Special Resolution of the Members authorizing the removal of the Senior Pastor or an Associate Pastor.
- (b) Nothing contained in the said procedure shall preclude the Senior Pastor or an Associate Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Senior Pastor or an Associate Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, or the manner in which the Senior Pastor or Associate Pastor has been removed, then before any legal action is commenced the matter shall first be referred to a person or persons mutually acceptable to the Church and the Senior Pastor or Associate Pastor to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community at large.
- (c) The removal of the Senior Pastor or Associate Pastor shall be deemed to constitute their removal as a Member of the Church, and where applicable, as an *ex-officio* member on all committees.

### **SECTION XI** **OFFICERS**

#### **11.01 Appointment**

The Board may designate the offices of the Church, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Church. A Director may be appointed to any office of the Church. An Officer may, but need not, be a Director unless this By-law otherwise provide Church. Two or more offices may be held by the same person.

#### **11.02 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Church, if designated and if Officers are appointed thereto, shall have the following duties and powers associated

therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary of the Board** - The Secretary of the Board shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary of the Board shall enter or cause to be entered in the Church's minute book, minutes of all proceedings at such meetings; the Secretary of the Board shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees, the Secretary of the Board shall be the custodian of all books, papers, records, documents and other instruments belonging to the Church.
- (d) **Treasurer of the Board**- The Treasurer of the Board shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Church; whenever required, the Treasurer of the Board shall render to the Board an account of all such person's transactions as Treasurer of the Board and of the financial position of the Church.
- (e) **The Church Administrator** - The Church Administrator shall supervise the day to day operations and administration of the Church. The Church Administrator shall conform to all lawful orders given by the Board of Directors of the Church and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Church. The Church Administrator may receive notice of and participate in all meetings of the Board, unless expressly excluded by the Board. The Church Administrator shall not be a Director and shall not have the right to vote at meetings of the Board.

The duties of all other Officers of the Church shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **11.03 Term of Office**

Officers who are not employees of the Church shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy

during the year, until the first meeting of the Board immediately following the annual general meeting.

#### **11.04 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Church. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Church shall be or become vacant, the Board may appoint a person to fill such vacancy.

#### **11.05 Conflict of Interest**

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in section 8.13.
- (b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in section 8.13(b)(i), section (ii) and section 8.13(d).

In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Church's affairs would not require approval by the Board or Members.

## **SECTION XII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **12.01 Duties of Directors and Officers**

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Church and shall exercise the care, diligence and skill that a reasonably prudent person

would exercise in comparable circumstances. Every Director and Officer of the Church shall comply with the Act, the Regulations, Articles, By-laws and policies of the Church.

### **12.02 Limitation of Liability**

No Director or Officer (with “Director(s)” and “Officer(s)” in this section 12.02 to include former Directors and former Officers) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the money of the Church shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Church shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer’s part, or for any other loss, damage or misfortune which shall happen in the execution of such person’s duties of office, unless the same are occasioned by the Director or Officer’s own wilful neglect or default or otherwise result from the Director or Officer’s failure to act in accordance with the Act and the Regulations.

### **12.03 Indemnity of Directors and Officers**

Subject to the Act, the Church shall indemnify a Director or Officer of the Church, a former Director or Officer of the Church or another individual who acts or acted at the Church 's request as a Director or Officer or in a similar capacity of another entity, and such person’s heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Church or other entity if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Church or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Church’s request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Church shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

#### **12.04 Insurance**

Subject to the Act, the Church shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Church pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Church; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Church's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

#### **12.05 Advances**

The Church may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Church pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in section 12.03(a) and section 12.03(b).

### **SECTION XIII NOTICES**

#### **13.01 Method of Giving Notices**

Subject to sections 7.05 and 9.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Church, a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Church or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Church in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Church to any notice or other document to be given by the Church may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **13.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **13.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Church shall not be required to give any further notices to such Member until such Member informs the Church in writing of his or her new address.

### **13.04 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Church has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **13.05 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION XIV**  
**ARTICLES AND BY-LAWS**

**14.01 Amendment of Articles**

The Articles of the Church may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

**14.02 By-law Confirmation**

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

**14.03 Effective Date of Board Initiated By-law, Amendment or Repeal**

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Church. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

**SECTION XV**  
**EFFECTIVE DATE**

**15.01 Effective Date**

This By-law is effective upon the issuance of a Certificate of Incorporation of the Church by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

***SIGNATURE PAGE ON IMMEDIATELY FOLLOWING PAGE***



**ENACTED** by the Directors of the Church this \_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Chair of the Board

\_\_\_\_\_  
Secretary of the Board

**APPROVED** by the Members of the Church this \_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Secretary of the Board