
**MISSISSAUGA CHINESE CHRISTIAN
CHURCH**

GENERAL OPERATING BY-LAW NO. 2

GENERAL OPERATING BY-LAW NO. 2

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

MISSISSAUGA CHINESE CHRISTIAN CHURCH
(an Ontario corporation)
(the “Church”)

INDEX

SECTION I INTERPRETATION	1
1.01 Definitions.....	1
1.02 Purposes and Statement of Faith	3
1.03 Interpretation.....	3
SECTION II ASSOCIATION	3
2.01 Church Association	3
2.02 Statement of Faith	4
2.03 Vision.....	4
SECTION III MEMBERSHIP	4
3.01 Classes and Conditions of Membership	4
3.02 Baptism	4
3.03 Admission to Membership	5
3.04 Rights, Duties and Privileges of Membership.....	6
3.05 Membership Dues	6
3.06 Termination of Membership	6
3.07 Suspension of Membership Rights and Privileges.....	7
3.08 Membership Record.....	7
SECTION IV DISPUTE RESOLUTION	7
4.01 Resolution of Disputes Among Members	7
SECTION V DISCIPLINE	9
5.01 Circumstances Giving Cause for Discipline	9
5.02 Restoration Through Discipline	9
5.03 Procedure for Discipline	9
SECTION VI WAIVER, MEDIATION AND ARBITRATION	10
6.01 Waiver.....	10
6.02 Mediation and Arbitration.....	10
SECTION VII MEETINGS OF MEMBERS	11
7.01 Meeting of Members	11
7.02 Annual Meetings	11
7.03 Special Meetings	11
7.04 Place of Meetings.....	11
7.05 Special Business.....	12
7.06 Notice of Meetings.....	12
7.07 Record Date	12
7.08 Waiving Notice	12
7.09 Persons Entitled to be Present.....	13
7.10 Chairperson of the Meeting.....	13
7.11 Quorum	13
7.12 No Meetings by Telephonic or Electronic Means.....	13
7.13 Voting at Meetings.....	13
7.14 No Absentee Voting by Mailed-In Ballot or Telephonic or Electronic Means.....	14

7.15	Absentee Voting by Proxy	14
7.16	Votes to Govern	15
7.17	Resolution in Lieu of Meeting	15
7.18	Minutes	15
7.19	Rules of Order.....	15
7.20	Adjournment	16
SECTION VIII BOARD OF ELDERS.....		16
8.01	Powers.....	16
8.02	Number	16
8.03	Qualifications.....	16
8.04	Election and Term.....	17
8.05	Appointment by Elders	17
8.06	Consent	18
8.07	Nomination of Elders	18
8.08	Ceasing to Hold Office	19
8.09	Resignation	19
8.10	Removal	19
8.11	Filling Vacancies.....	19
8.12	Authority of Board of Elders	20
8.13	Board Report.....	21
8.14	Remuneration of Elders	22
8.15	Remuneration of Officers, Agents, Employees.....	22
8.16	Committees	22
SECTION IX MEETINGS OF ELDERS		22
9.01	Place of Meetings.....	22
9.02	Regular Meetings	22
9.03	Other Meetings.....	22
9.04	Calling of Meetings.....	23
9.05	Notice of Meeting	23
9.06	Waiving Notice	23
9.07	First Meeting of New Board of Elders.....	23
9.08	Quorum	23
9.09	Meeting by Telephonic or Electronic Means	24
9.10	No Alternate Elders.....	24
9.11	Chairperson of the Meeting.....	24
9.12	Senior Pastor	24
9.13	Votes to Govern	24
9.14	Dissent at Meeting	24
9.15	Dissent of Absent Elder	25
9.16	Resolutions in Writing	25
9.17	Meetings In Camera	25
9.18	Disclosure of Interest	25
9.19	Confidentiality	26
SECTION X DEACONS COMMITTEE		27
10.01	Establishment.....	27
10.02	Duties of Deacons Committee	27
10.03	Number of Deacons	27
10.04	Qualifications for Deacons.....	27
10.05	Appointment, Term, Meetings	27
SECTION XI PASTOR, OTHER PASTORAL STAFF, AND STAFF.....		28
11.01	Pastoral Staff.....	28

11.02	Appointment and Termination of Pastoral Staff and Other Staff.....	28
SECTION XII OFFICERS		29
12.01	Name of Officers.....	29
12.02	Description of Offices.....	29
12.03	Qualifications for Officers	30
12.04	Election, Appointment and Term of Officers	30
12.05	Delegation of Duties of Officers	30
12.06	Vacancy.....	30
12.07	Remuneration of Officers.....	30
12.08	Agents and Attorneys.....	31
12.09	Disclosure (Conflict of Interest)	31
SECTION XIII PROTECTION OF ELDERS, OFFICERS AND OTHERS		31
13.01	Duties of Elders and Officers.....	31
13.02	Limitation of Liability.....	31
13.03	Indemnity of Elders and Officers.....	32
13.04	Indemnity of Others	32
13.05	Insurance	32
13.06	Advances.....	33
SECTION XIV POLICIES		33
14.01	Policies	33
SECTION XV GENERAL		33
15.01	Registered Office	33
15.02	Corporate Seal.....	33
15.03	Execution of Documents.....	33
SECTION XVI FINANCIAL MATTERS		34
16.01	Financial Year	34
16.02	Banking Arrangements	34
16.03	Auditor and Financial Review	34
16.04	Annual Financial Statements and Budget	34
16.05	Borrowing	35
16.06	Real Property	36
SECTION XVII NOTICES		36
17.01	Method of Giving Notices.....	36
17.02	Computation of Time	36
17.03	Undelivered Notices.....	36
17.04	Omissions and Errors	36
17.05	Waiver of Notice.....	37
SECTION XVIII AMENDMENTS.....		37
18.01	Amendment of Articles.....	37
18.02	Amendment of By-laws	37
SECTION XIX TRANSITION PROVISIONS		37
19.01	Members	37
19.02	Elders and Officers.....	37
SECTION XX IDENTIFICATION AND REPEAL OF FORMER BY-LAWS.....		38
20.01	Repeal of Former General Operating By-law	38
Schedule A – STATEMENT OF FAITH OF THE CHURCH		39
Schedule B – VISION.....		40

GENERAL OPERATING BY-LAW NO. 2

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

MISSISSAUGA CHINESE CHRISTIAN CHURCH

(an Ontario corporation)

(the “Church”)

WHEREAS the Church was granted Letters Patent by the Government of Ontario under Part III of the *Corporations Act* (Ontario) on the October 25, 1994, which was amended by Supplementary Letters Patent dated November 2, 2018;

AND WHEREAS as a result of the *Not-for-Profit Corporations Act, 2010* (Ontario) being proclaimed into force on October 19, 2021, it is necessary to replace its By-law, with General Operating By-law No. 2 herein;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Church to take effect immediately upon the proclamation of the *Not-for-Profit Corporations Act, 2010* (Ontario) as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

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

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15, 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) “Deacons Committee” means a committee consisting of Deacons as set out in SECTION X. For greater certainty, the Deacons Committee is not the board of directors of the Church for purposes of the Act.
- (d) “Board” or “Board of Elders” means the board of Elders of the Church, which shall be deemed to be the board of directors of the Church for purposes of the Act.
- (e) “By-law” or “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) “Church” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated October 25, 1994, which was amended by Supplementary Letters Patent dated November 2, 2018, through which its Members may fellowship together as a New Testament Church.

- (g) “Director” means a member of the Board of Elders who is a director for purposes of the Act.
- (h) “Deacon” means those persons referred to in SECTION X who are not directors for purposes of the Act.
- (i) “Discipline” means actions taken seeking to reconcile individuals to one another through mutual forgiveness and/or reconciling individuals to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the Church, which shall be carried out in accordance with SECTION V of this By-law and the related Policy.
- (j) “Elder” means a member of the Board of Elders who shall be deemed to be a director for purposes of the Act.
- (k) “Family Members” means a person’s Spouse, children, parents, grandparents or siblings, or the Spouses of such children, parents, grandparents or siblings, or the children, parents, grandparents or siblings of such person’s Spouse(s), who are living with and/or financially supporting or supported by the person.
- (l) “Governing Documents” means the Articles (including the Purposes and Statement of Faith), the By-laws, and Policies adopted by the Church from time to time.
- (m) “Member” means a member of the Church.
- (n) “Members” or “Membership” means the collective membership of the Church.
- (o) “Officer” means an officer of the Church.
- (p) “Ordinary Resolution” means a resolution that is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney.
- (q) “Senior Pastor” means the senior pastor of the Church. Where the Church does not have a Senior Pastor, all reference to the Senior Pastor shall refer to the Board of Elders, all duties and responsibilities of the Senior Pastor in this By-law shall be undertaken by the Board of Elders, and the powers of the Senior Pastor to appoint a designate shall be designated by the Board of Elders.
- (r) “Pastoral Staff” means the Senior Pastor, and all associate pastors, assistant pastors, and preachers of the Church.
- (s) “Policy” or “Policies” means each policy (and the policies on a collective basis) approved by the Board in accordance with Section 14.01 of this By-law.
- (t) “Purposes” mean the charitable purposes of the Church as contained in the Articles.
- (u) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.

- (v) “Special Resolution” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney.
- (w) “Spouse” means either a man who is married to a woman or a woman who is married to a man, as applicable, whereby “man” means a male person born of the male gender and “woman” means a female person born of the female gender.
- (x) “Statement of Faith” means the Statement of Faith referred to in Section 2.02 and as set out in Schedule “A” attached hereto this By-law.
- (y) “Vision” means the Vision referred to in Section 2.03 and as set out in Schedule “B” attached hereto this By-law.

1.02 Purposes and Statement of Faith

The By-laws and Policies of the Church shall be strictly interpreted at all times in accordance with and subject to the Purposes and Statement of Faith, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof.

1.03 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 shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the person’s capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) 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 **ASSOCIATION**

2.01 Church Association

The Church may associate with such organizations and associations as the Members may determine from time to time by a Special Resolution of the Members.

2.02 Statement of Faith

The Church shall subscribe to the Statement of Faith as set out in Schedule “A” attached hereto this By-law.

2.03 Vision

The Church shall abide by the Vision as set out in Schedule “B” attached hereto this By-law.

SECTION III **MEMBERSHIP**

3.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Church. Membership in the Church shall consist only of the persons recorded as Members of the Church as of the date of passing this General Operating By-law. Thereafter, Membership in the Church shall consist only of those persons who:

- (a) profess faith in Jesus Christ as their Saviour and Lord;
- (b) have been baptized;
- (c) have evidenced agreement with the Statement of Faith in writing;
- (d) have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church as expressed in the Governing Documents and have covenanted not to engage in any activity or conduct, or seek any services from the Church, which are not in keeping with the formal teachings and the Governing Documents, or which would place the Church in a position where it might be required to support or advance a lifestyle or activity which the Church deems morally inappropriate
- (e) are eighteen (18) years of age or older;
- (f) have attended the Church service of public worship for at least three (3) consecutive months;
- (g) are not under the Discipline of the Church as set out in SECTION V ; and
- (h) have been admitted into Membership in accordance with Section 3.03.

3.02 Baptism

- (a) A person may be accepted for baptism in the Church if the person meets the following requirements:
 - (i) professes faith in Jesus Christ as their Saviour and Lord;

- (ii) has completed the Church's baptismal class;
 - (iii) has been successfully interviewed by an Elder designated by the Board of Elders, and by a Pastoral Staff designated by the Board of Elders; and
 - (iv) has been approved by the Board of Elders to be baptized.
- (b) Where the person is unable to take baptism for health reasons or factors such as physical limitations or medical conditions, the person may be baptized by an alternate form of baptism ceremony as may be recommended by the Board of Elders.
 - (c) Where the person was baptized by another church of similar faith where the sacrament differs from the Church and the person was not baptized by immersion, the requirement to be baptized by immersion may be waived by the Board of Elders.

3.03 Admission to Membership

Application for Membership in the Church may be initiated by either oral or written request to the Senior Pastor or the Senior Pastor's designate or through any Elder to the Senior Pastor or the Senior Pastor's designate, with the following steps to be taken thereafter:

- (a) The Senior Pastor, or the Senior Pastor's designate, shall give the applicant a complete copy of the Governing Documents with the request that the applicant read the said document in full.
- (b) The applicant will be expected to attend a new members' orientation where the major tenets of the Statement of Faith and Governing Documents plus the privileges and responsibilities of Membership will be discussed.
- (c) If the applicant understands and agrees with the Governing Documents and understands the fundamental tenets of the Christian faith, the applicant shall be required to sign a written application for Membership and declaration of the applicant's profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church as expressed in the Governing Documents.
- (d) If the applicant does not fully understand the fundamental tenets of the Christian faith, then the Senior Pastor or the Senior Pastor's designate shall recommend that such applicant complete a preparatory course in Church matters before proceeding further with the application for Membership in the Church.
- (e) Once the Senior Pastor or the Senior Pastor's designate is satisfied that the applicant has fulfilled the qualifications of Membership set out in Section 3.01 above, the application and declaration set out in Section 3.03(c) shall be forwarded to the Board of Elders for consideration. Upon receipt of such application, the Board of Elders shall appoint two (2) of the Elders to interview the applicant to independently satisfy the Board of Elders that the applicant has fulfilled all of the qualifications for Membership in the Church.
- (f) In the event that the Board of Elders is not satisfied that the applicant fully understands the fundamental tenets of the Christian faith, the Board of Elders may recommend that such applicant attend a preparatory course in such matters before proceeding further with the application for Membership.

- (g) Once the Board of Elders is satisfied that the applicant fulfills all the qualifications for Membership in the Church as set out in Section 3.01, the Board of Elders may accept the person as a Member.
- (h) After the applicant is accepted into Membership, then such person shall immediately be deemed to have become a Member with recognition to be made thereof at the next convenient worship service of the Church.

3.04 Rights, Duties and Privileges of Membership

A Member shall have the following duties, privileges and rights:

- (a) the duty to minister to one another's spiritual needs as part of the body of Christ;
- (b) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Governing Documents;
- (c) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
- (d) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Governing Documents;
- (e) the privilege to participate in the ordinances administered by the Church; and
- (f) the right to receive notice of, attend, speak, participate and cast one (1) vote at all meetings of Members.

3.05 Membership Dues

There shall be no membership fees or dues unless otherwise directed by the Board of Elders.

3.06 Termination of Membership

Membership in the Church is terminated when:

- (a) the Member resigns;
- (b) the Member dies;
- (c) if the Member is not under Discipline of the Church, the Member withdraws by delivering a written request to withdraw to the Board of Elders accompanied by an explanation of the reasons for the request for withdrawal;
- (d) the Member is removed as a Member of the Church in accordance with Section 3.07 or SECTION V ; or
- (e) the Church is liquidated or dissolved under the Act.

Pursuant to the Act, Membership in the Church is not transferable except to the Church. Subject to the Articles, upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also

automatically resigned as an Elder, an Officer (if it is a requirement to be an Elder to hold that particular Officer position) and/or a committee member, as applicable.

3.07 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, the Board of Elders may suspend the Membership rights and privileges of such a Member, provided that the Chair of the Board has provided fifteen (15) days notice of suspension to the Member and shall provide 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 fifteen (15) day period.
- (b) In the event that no written submissions are received by the Chair of the Board, the Chair of the Board may notify the Member of the suspension of Membership rights and privileges. If written submissions are received in accordance with this Section, the Board of Elders will consider such submissions to arrive at a final decision and shall notify the Member concerning such final decision within fifteen (15) days from the date of receipt of the submissions. Upon the effective date of the suspension, all rights privileges of the Member set out in Section 3.04 shall be suspended.
- (c) At any time during the suspension, a Member whose rights and privileges have been suspended may request in writing that the suspension be rescinded and to reinstate the Members' rights and privileges set out in Section 3.04. Upon receipt of such written request, the Board of Elders shall determine whether such request may be granted in accordance with such appropriate conditions as determined by the Board of Elders.
- (d) In the event that a Member whose Membership rights and privileges have been suspended for a period of one (1) then that person's Membership may be terminated by resolution of the Board of Elders. After the said Members' meeting, the Secretary shall send written notice by registered and regular mail to such a Member at the Member's last known address to advise such person of the termination of the person's Membership. The Member's Membership shall be deemed to have terminated on the date of such Board of Elders resolution.

3.08 Membership Record

A record of Members shall be kept by the Secretary.

SECTION IV **DISPUTE RESOLUTION**

4.01 Resolution of Disputes Among Members

- (a) As much as possible, the Church is committed to assisting Members in resolving their disputes in accordance with Christian principles. Where a dispute involves Members who are eighteen (18) years of age or older, such Members are encouraged to review the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 and contemplate the use of such principles in resolving their dispute. Where the use of the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3,

Galatians 6:1, and 1 Corinthians 5:1-5 is possible, then the following procedures should be utilized, as much as possible, to resolve the dispute:

- (i) a Member who believes that they have been wronged by another Member for whatever reason shall confront such Member with an explanation of the wrong which is alleged to have occurred; and
 - (ii) if the Member so confronted does not listen to the Member who confronted them, or if the matter is not resolved, then the Member who is alleged to have been wronged shall confront the Member who is alleged to have caused the wrong in the presence of one or two other Members.
- (b) However, where a Member who does not wish to utilize the dispute resolution principles set out in Section 4.01(a) to resolve a dispute in which they are involved or, alternatively, where the dispute resolution principles set out in Section 4.01(a) are utilized but do not resolve the dispute to the satisfaction of the parties involved, then the Church shall utilize the following procedures to assist in resolving such disputes:
 - (i) the Member who is alleged to have been wronged shall refer the matter to the Senior Pastor or the Senior Pastor's designate; and
 - (ii) the Senior Pastor or the Senior Pastor's designate shall then confront the Member who is alleged to have caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to the Board of Elders pursuant to the procedure for Discipline set out in Sections 5.031(a) to 5.03(e) below.
- (c) Where a dispute involves a Member who is a vulnerable person:
 - (i) the dispute resolution principles set out in Section 4.01(a) shall not be utilized to resolve such a dispute.
 - (ii) where a dispute involves an allegation of abuse of any kind as defined in the *Child and Family Services Act* (Ontario), then the Church shall handle such matters in accordance with any applicable Policies of the Church in place from time to time, including taking steps to immediately report the allegations to the appropriate authorities as required by law.
 - (iii) where a dispute does not involve an abuse allegation of any kind, then the Church shall utilize the procedures set out in Section 4.01(b) to assist in resolving such disputes, provided that the Church shall ensure that notification of such procedures shall also be given to the parents or legal guardians of the Member and such parents or legal guardians may consult with the Senior Pastor in relation to such procedures.
 - (iv) For purpose of this Section, a "vulnerable person" means a person who, because of the person's age, a disability (e.g. mental or physical), or other circumstances, whether temporary or permanent is either:
 - (1) in a position of dependency on others; or
 - (2) is otherwise at a greater risk than the general population of being harmed by a person in a position of trust or authority towards them.

SECTION V **DISCIPLINE**

5.01 Circumstances Giving Cause for Discipline

A Member shall be deemed to be under the Discipline of the Church if the Board of Elders in its sole discretion determines that any of the following circumstances have occurred:

- (a) 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;
- (b) 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 Governing Documents;
- (c) 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
- (d) 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 of Elders serious disunity, discord or dissension in the Church, or hindrance to the ministry influence of the Church in the community.

5.02 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 of Elders 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.

5.03 Procedure for Discipline

- (a) The detailed Disciplinary procedure of the Church shall be set out in a Policy.
- (b) In the event that the Board of Elders proposes that a Member should be removed or suspended from Membership in the Church, no allegation giving rise to disciplinary action against a Member, shall be considered by the Church unless the procedure for Discipline, established by a Policy of the Church, is followed.
- (c) The Disciplinary process shall be done in good faith and in a fair and reasonable manner. The chair of the Board of Elders shall provide fifteen (15) days' notice of disciplinary action, including suspension or removal to the Member and shall provide reasons for the proposed disciplinary action. The Member may make written submissions to the chair of the Board in response to the notice received within such fifteen (15) day period.
- (d) In the event that no written submissions are received by the chair of the Board, the Board of Elders may make a decision on the Disciplinary action.

- (e) Where written submissions are received, the Board of Elders will consider such submissions in arriving at a decision on the Disciplinary action, and the chair of the Board shall notify the Member of the decision within a further twenty (20) days from the date of receipt of the submissions. The decision of the Board of Elders shall be final and binding.

SECTION VI

WAIVER, MEDIATION AND ARBITRATION

6.01 Waiver

Notwithstanding anything else contained herein, and without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations or the Governing Documents, Membership in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters arising out of the Governing Documents shall not give a Member cause for any legal action against either the Church, or its Pastor, other Pastoral Staff, any staff members, Elders, Officers, or Members, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, and its Pastor, other Pastoral Staff, staff members, Elders, Officers, and Members of the Church in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Governing Documents or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

6.02 Mediation and Arbitration

In the event that a Member is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Governing Documents involving the Member and the Church, if the Member does not violate or circumvent the waiver contained in Section 6.01 or attempt to do so, then without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or policies of the Church, and as an alternative to such person instituting a law suit or legal action, that Member may seek to have the Member's concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:

- (a) The matter shall first be submitted to a panel of Christian mediators whereby the Member appoints one (1) mediator, the Church appoints one (1) mediator and the two (2) mediators so appointed jointly appoint a third mediator. All mediators to be selected must confirm that they are Christians.
- (b) The number of mediators may be reduced from three (3) to one (1) or two (2) upon the agreement of both the Church and the Member. The mediators so appointed shall then meet with the Board and the Member in an attempt to mediate a resolution.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitrations Act* (Ontario), and the Arbitration Rules of Arbitration and Mediation Institute of Canada Inc. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- (d) All costs of the mediation and arbitration shall be borne equally by the Member and the Church.

SECTION VII

MEETINGS OF MEMBERS

7.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

7.02 Annual Meetings

- (a) 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 eighteen (18) months after the Church comes into existence and thereafter, not later than fifteen (15) months after holding the preceding annual meeting but not later than six (6) months after the end of the Church’s preceding financial year.
- (b) The annual meeting shall be held for the purpose of considering the financial statements and reports of the Church required by the Act to be presented at the meeting, electing Elders, appointing the auditor and transacting such other business as may properly be brought before the meeting or is required under the Act.
- (c) In addition, the following matters will be addressed at the annual meeting of Members: (i) receive necessary reports from the Senior Pastor, the Board of Elders, Officers and committee; (ii) elect Members to Officer positions, committees and other Church positions as required for the next financial year; and (iii) other items that need to report to the Members as determined by the Board of Elders.

7.03 Special Meetings

The Board of Elders may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board of Elders shall call a special meeting on written requisition of not less than ten percent (10%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Church that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. However, a meeting would not need to be held if the requisition falls within the list of exceptions set out in section 60(3) of the Act.

7.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board of Elders may determine or outside Ontario if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Ontario is deemed to have agreed to it being held outside Ontario except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

7.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members are special business, except the following: consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or not have an audit or a review engagement; election of Elders; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

7.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of the Members shall be given not less than ten (10) days and not more than fifty (50) days before the meeting, to each Member entitled to receive notice of the meeting, each Elder and the auditor of the Church or the person appointed to conduct a review engagement of the Church in accordance with the manner provided in Section 17.01 of this By-law. For greater certainty, pursuant to Section 7.12, meetings of Members cannot be held entirely by one or more telephonic or electronic means and persons may not attend a meeting of the Members by telephonic or electronic means.
- (b) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.

7.07 Record Date

The Elders may fix a date as the record date for determining Members entitled to receive notice of or to vote at a meeting of the Members, or determining Members for any other purpose; provided that the record date must not be more than fifty (50) days and not less than twenty (20) days before the day of the event or action to which it relates. If no record date is fixed:

- (a) the record date for the determination of Members entitled to receive notice of a meeting of Members or to vote shall be,
 - (i) at the close of business on the day immediately before the day on which the notice is given, or
 - (ii) if no notice is given, the day on which the meeting is held; and
- (b) the record date for the Members for any other purposes shall be at the close of business on the day on which the Elders pass the relevant resolution.

7.08 Waiving Notice

A Member and any other person entitled to notice of 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.

7.09 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 Elders, the auditor of the Church (or the person who has been appointed to conduct a review engagement, if any) 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 resolution of the Members.

7.10 Chairperson of the Meeting

The chairperson 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 one of the Elders to chair the meeting.

7.11 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a simple majority of the Members entitled to vote at the meeting. 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. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business. For the purpose of determining quorum, a Member may be present in person or by proxy.

7.12 No Meetings by Telephonic or Electronic Means

All meetings of Members shall be held in person. No meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.

7.13 Voting at Meetings

- (a) Show of Hands - Any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member or proxyholder entitled to vote at the meeting or otherwise is required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- (b) Ballots - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.
- (c) Voting by telephonic or electronic means - If the Corporation chooses to make available a telephonic or electronic means for voting, a vote at a meeting of the Members may be

conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

7.14 No Absentee Voting by Mailed-In Ballot or Telephonic or Electronic Means

For greater certainty, Members entitled to vote at a meeting of Members but who are unable to attend may not vote by mail or by telephonic or electronic means.

7.15 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Members but who is unable to attend may appoint a proxyholder, or one or more alternate proxyholders, who must be a Member of the Church, to attend and act at the meeting in the manner and to the extent and with the authority conferred by it subject to the following:

- (a) The Church shall send, or otherwise make available, a form of proxy (in a form that complies with the Regulations) to each Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.
- (b) The proxy must be signed by the Member or the Member's attorney or, if the Member is a body corporate, by an officer or attorney of the body corporate duly authorized.
- (c) The Elders may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Church or an agent of the Church, and any period of time so fixed must be specified in the notice calling the meeting.
- (d) The proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- (e) A Member may revoke a proxy by:
 - (i) signing a revocation by the Member or by the Member's attorney or in any other manner permitted by law; and
 - (ii) depositing a revocation signed by the Member or by the Member's attorney with the Church and the revocation must be received (i) at the registered office of the Church at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used; or (ii) by the chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.
 - (iii) in any other manner permitted by law;
- (f) A person who is appointed a proxyholder shall attend in person, or cause an alternate proxyholder to attend, the meeting in respect of which the proxy is given and shall comply with the directions of the Member who appointed the person.
- (g) A proxyholder or an alternate proxyholder has the same rights as the Member who appointed the proxyholder to speak at a meeting of the Member in respect of any matter,

to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting in respect of any matter by way of a show of hands.

- (h) Despite the foregoing, if the chair of a meeting of the Members' meeting declares to the meeting that, to the best of the chair's belief, if a ballot is conducted, the total number of votes of Members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than five percent (5%) of all the votes that might be cast at the meeting on such ballot, and if a Member, proxyholder or alternate proxyholder does not demand a ballot, then (i) the chair may conduct the vote in respect of that matter or group of matters by a show of hands; and (ii) a proxyholder or alternate proxyholder may vote in respect of that matter or group of matters by a show of hands.
- (i) A vote referred to in Section 7.15(g) and Section 7.15(h) at a meeting of Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person but only if the Members are permitted to vote by telephonic or electronic means at that meeting of Members in accordance with Section 7.13(c).

7.16 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 a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

7.17 Resolution in Lieu of Meeting

A resolution in writing signed by all 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 an Elder in relation to the Elder's resignation or removal, or by the auditor of the Church in relation to the person's resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

7.18 Minutes

Minutes shall be kept at all meetings of Members and signed by the chair of the Board and the secretary.

7.19 Rules of Order

The chairperson of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Bourinot's Rules of Order*.

7.20 Adjournment

- (a) The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time.
- (a) If the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, no notice of such adjournment need be given other than by announcement of the place of the continued meeting
- (b) If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be in the manner as if it is an original meeting.
- (c) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION VIII **BOARD OF ELDERS**

8.01 Powers

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

8.02 Number

The Board of Elders shall consist of the minimum and maximum number of Elders specified in the Articles. The precise number of Elders on the Board of Elders shall be determined from time to time by the Members by Special Resolution or, if the Special Resolution empowers the Elders to determine the number of the Elders, by resolution of the Board of Elders.

8.03 Qualifications

Each Elder shall meet all of the following qualification requirements:

- (a) at least forty (40) years of age; has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; has not been found to be incapable by any court in Canada or elsewhere; does not have the status of a bankrupt;
- (b) is not an “ineligible individual” as defined in the *Income Tax Act* (Canada).
- (c) has been a Member in good standing of the Church for at least seven (7) years;
- (d) has served as a Deacon or Deaconesses for at least one (1) term;
- (e) has been baptized for at least ten (10) years;
- (f) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
- (g) has an active involvement within the Church;

- (h) fulfills the spiritual qualifications of an Elder listed in I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3;
- (i) is in full agreement with the Governing Documents;
- (j) recognizes that membership on the Board of Elders is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (k) recognizes that membership on the Board of Elders is not only an administrative role but involves active participation in, and leadership of, ministries of the Church as they are needed; and
- (l) save and except where permitted by law, does not receive any remuneration either directly or indirectly from the Church and does not have any Family Members who receive remuneration from the Church.

8.04 Election and Term

- (a) Subject to the Articles, Elders shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Elders is required.
- (b) The Elders' term of office shall be four (4) years calculated from 1st day of the first month after the annual meeting at which they are elected until 1st day of first month after the fifth (5th) annual meeting of Members next following or until their successors are elected.
- (c) An Elder not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Elder's election. If Elders are not elected at a meeting of Members, the incumbent Elders shall continue in office until their successors are elected.
- (d) As much as possible, the Elders shall be elected and shall retire in rotation as determined by the Members when the Elders are elected.
- (e) The maximum number of terms for each Elder is two (2) terms of four (4) years. An Elder will be eligible for re-election to the Board of Elders at the end of the term up to the maximum number of terms provided that such Elder continues to meet the qualification requirements to be an Elder. Upon the completion of the maximum term on the Board of Elders, a minimum of a one (1) year absence is required before eligibility for re-election to the Board of Elders is restored.

8.05 Appointment by Elders

The Board of Elders may appoint additional Elders for a term expiring not later than the close of the next annual meeting of Members but the total number of Elders appointed may not exceed one-third (1/3) of the number of Elders elected at the previous annual meeting of Members. The precise number of Elders to be appointed in this manner may be fixed by Ordinary Resolution of the Members.

8.06 Consent

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

- (a) the individual consented in writing to hold office as an Elder before or within ten (10) days after the election or appointment, or
- (b) the individual elected or appointed consents in writing at any time after ten (10) days after the election or appointment; or
- (c) the individual elected or appointed is re-elected or reappointed where there is no break in the term of office.

8.07 Nomination of Elders

Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Elders of the Church. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Elders:

- (a) by or at the direction of the Board of Elders, including pursuant to a notice of meeting, in accordance with such nomination policies of the Church that may be in place from time to time;
- (b) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
- (c) by any person who intends to nominate from the floor at a Members meeting (“Nominating Member”): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Church’s membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
 - (i) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than 7 days prior to the date of the meeting of Members in proper written form to the Secretary of the Church at the registered office of the Church.
 - (ii) Proper Form - To be in proper written form, a Nominating Member’s notice to the Secretary must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Elders; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Church may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Church to determine the eligibility of such proposed nominee to serve as an Elder of the Church.

- (iii) Eligibility - No person shall be eligible for election as an Elder of the Church unless nominated in accordance with the provisions of this Section 8.07. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 8.07 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- (iv) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Church pursuant to this Section 8.07 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Church for purposes of this notice).
- (v) Notwithstanding the foregoing, the Board of Elders may, in its sole discretion, waive any requirement in this Section.

8.08 Ceasing to Hold Office

The position of an Elder shall be automatically vacated if any of the following occurs:

- (a) an Elder resigns in accordance with Section 8.09;
- (b) an Elder no longer fulfils all of the qualifications to be an Elder in Section 8.03 as determined in the sole discretion of the Board of Elders (with the Elder in question not having the right to vote thereat);
- (c) an Elder is removed from office by the Members in accordance with Section 8.10; or
- (d) such Elder dies.

8.09 Resignation

A resignation of an Elder becomes effective at the time a written resignation is sent to the Church or at the time specified in the resignation, whichever is later. An Elder who has resigned may not submit to the Church a written statement pursuant to section 27 of the Act.

8.10 Removal

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Elder from office before the expiration of the Elder's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Elder so removed, failing which such vacancy may be filled by the Board of Elders. An Elder who is being removed or has been removed may not submit to the Church a written statement pursuant to section 27 of the Act.

8.11 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Elders may fill a vacancy in the Board of Elders, except if there has been a failure to elect the number or minimum number of Elders provided for in the Articles. If there is not a quorum of Elders or if there has been a failure to elect the number or minimum number of Elders provided for in the Articles, the Elders then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or

if there are no Elders then in office, the meeting may be called by any Member. Notwithstanding the foregoing, a vacancy among the Elders is not required to be filled if the vacancy results from an increase in the number or the minimum number of Elders provided for in the Articles or from a failure to elect that increased number or minimum number of Elders. An Elder appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

8.12 Authority of Board of Elders

(a) General Authority

The spiritual, temporal and administrative affairs of the Church shall be managed or supervised by the Board of Elders as the controlling Board of the Church. The Board of Elders shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is authorized to do in accordance with the Act and the Governing Documents.

(b) Specific Authority

Without limiting the generality of the foregoing, the Board of Elders shall be authorized to carry out the following duties and responsibilities:

- (i) to exercise overall responsibility over the day-to-day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget referred to in Section 16.04;
- (ii) to formulate and implement Policies;
- (iii) to respect the authority of the Senior Pastor and other Pastoral Staff based on biblical principles, to provide spiritual leadership for the Church and to co-operate with the Senior Pastor and other Pastoral Staff in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
- (iv) to oversee Discipline in accordance with the direction of the Senior Pastor pursuant to the procedures set out in this General Operating By-law;
- (v) to ensure that all employed personnel of the Church are accountable to the Senior Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and are in full agreement with and subject to the authority of the Church pursuant to the Governing Documents;
- (vi) to examine the relationship of the Senior Pastor or other Pastoral Staff to the Church and if a change is deemed appropriate to ensure that a Members' meeting of the Church is called to discuss and authorize an appropriate change;
- (vii) to serve together with the Senior Pastor at the ordinance of the Lord's Supper;
- (viii) to call all Members' meetings and to publish the time and place for all such Members' meetings with due notice;

- (ix) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Purposes of the Church;
- (x) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church as may be approved by the Membership on the recommendations of the Board of Elders; and
- (xi) to generally exercise such power and to do such other acts and things as the Church is, by the Act and the Governing Documents, authorized to do.

(c) Delegation of Duties of the Board of Elders

Subject to the Act, the Board of Elders may appoint from their number a committee of Elders (which may be referred to as an executive committee) and delegate to the committee any of the powers of the Board of Elders, except the following matters which are prohibited by subsection 36(2) of the Act to be delegated by the Board of Elders:

- (i) To submit to the Members any question or matter requiring the approval of the Members;
- (ii) To fill a vacancy among the Elders or in the position of auditor or of a person appointed to conduct a review engagement of the Church;
- (iii) To appoint additional Elders;
- (iv) To issue debt obligations except as authorized by the Elders;
- (v) To approve any financial statements under section 83 of the Act;
- (vi) To adopt, amend or repeal By-laws; or
- (vii) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act.

Unless otherwise determined by the Board of Elders, 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.

8.13 Board Report

The Board of Elders shall, through the chair of the Board, report to the Members at the annual meeting of Members. At the said meeting, the chair of the Board shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board of Elders. In addition, the Board of Elders, when possible, shall either post or distribute a brief written report as soon as possible after each monthly meeting of the Board of Elders.

8.14 Remuneration of Elders

As required by the Articles, Elders shall serve without remuneration, and no Elder shall directly or indirectly receive any profit from the Elder's position as such, provided that an Elder may be reimbursed for reasonable expenses incurred in performing the Elder's duties.

8.15 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Elders of the Church may fix the reasonable remuneration of the Officers, committee members and employees of the Church and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also an Elder shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Church may receive reimbursement for their expenses incurred on behalf of the Church in their respective capacities as an Officer, committee member or employee, subject to any Policy in this regard that may be adopted by the Board of Elders from time to time.

8.16 Committees

The Board of Elders 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 of Elders shall see fit. The chairperson and members of any committee will hold their offices at the will of the Board of Elders. Unless otherwise determined by the Board of Elders, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

SECTION IX **MEETINGS OF ELDERS**

9.01 Place of Meetings

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

9.02 Regular Meetings

Regular meetings of the Board of Elders shall be held at such time and place as shall be determined by the chair of the Board but not less than two (2) times a year. The Senior Pastor shall be invited to all regular meetings of the Board of Elders, unless specifically excluded by the Board of Elders. The dates for regular meetings shall be published in a schedule by the chair of the Board and distributed to all Elders as soon as possible after each annual meeting of Members. No other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.

9.03 Other Meetings

Other meetings of the Board of Elders may be called by the chair of the Board upon written notice or upon written request of any two (2) Elders to the chair of the Board who shall then give notice of a special meeting of the Board of Elders at such place set out in the notice as soon as possible thereafter. For the first organization meeting following incorporation, such meeting may be called by any Elder.

9.04 Calling of Meetings

Meetings of the Board of Elders may be called by the chair of the Board, the vice-chair of the Board or any two (2) Elders at any time.

9.05 Notice of Meeting

- (a) Notice of the time and place for the holding of a meeting of the Board of Elders shall be given in the manner provided in Section 17.01 of this By-law to every Elder of the Church and the Senior Pastor not less than 48 hours before the time when the meeting is to be held. Notwithstanding the foregoing, a notice of a meeting of Elders need not specify the place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
- (b) If an Elder and the Senior Pastor may attend a meeting of the Board of Elders by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice of a meeting that continues an adjourned meeting of Elders is not required to be given if all of the following are announced at the time of an adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.06 Waiving Notice

The Senior Pastor and an Elder may waive notice of a Board of Elders meeting, and attendance of an Elder at a Board of Elders meeting is a waiver of notice of the meeting, except if the Elder attends a Board of Elders meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.07 First Meeting of New Board of Elders

Provided that a quorum of Elders is present, a newly elected Board of Elders may, without notice, hold its first meeting immediately following the meeting of Members at which such Board of Elders is elected.

9.08 Quorum

A majority of the number of Elders specified in the Articles constitutes a quorum at any meeting of the Board of Elders; provided that where there is a minimum and maximum number of Elders specified in the Articles, a quorum shall be a majority of the number of Elders determined in accordance with Section 8.02. For the purpose of determining quorum, an Elder may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

9.09 Meeting by Telephonic or Electronic Means

A meeting of Elders may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of Elders held in these manners must ensure that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Elders is deemed for the purposes of the Act to be present in person at the meeting.

9.10 No Alternate Elders

No person shall act for an absent Elder at a Board of Elders meeting

9.11 Chairperson of the Meeting

The chairperson of Board of Elders 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 Elders who are present shall choose one of their number to chair the meeting.

9.12 Senior Pastor

The Senior Pastor shall be entitled to receive notification and minutes of all meetings of the Board of Elders, to be present and fully participate at all such meetings, as a guest thereof, unless specifically excluded by the Board of Elders or when the Board of Elders is discussing the Senior Pastor's position, salary or benefits, but may in the discretion of the Board of Elders be present when the Board of Elders is discussing other aspects of their positions. 9.04.

9.13 Votes to Govern

Each Elder may exercise one (1) vote. At all meetings of the Board of Elders, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting shall not have a second or casting vote.

9.14 Dissent at Meeting

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

- (a) the Elder's dissent is entered in the minutes of the meeting; or
- (b) the Elder requests that the Elder's dissent be entered in the minutes of the meeting; or
- (c) the Elder gives the Elder's dissent in writing to the secretary of the meeting before the meeting is terminated; or
- (d) the Elder submits (in such manner required by the Act and the Regulations) the Elder's dissent immediately after the meeting is terminated to the Church;

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

9.15 Dissent of Absent Elder

An Elder 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 Elder:

- (a) causes the Elder's dissent to be placed with the minutes of the meeting; or
- (b) submits (in such manner required by the Act and the Regulations) the Elder's dissent to the Church.

9.16 Resolutions in Writing

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

9.17 Meetings In Camera

Where matters confidential to the Church are to be considered at a meeting of the Board of Elders, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board of Elders, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board of Elders and such person.

9.18 Disclosure of Interest

(a) Prohibition

Save and except where permitted by law and as approved by the Board of Elders, an Elder and the Elder's family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Church in which the Elder or any of the Elder's family members, or any person closely connected to the Elder, has any direct or indirect pecuniary or personal interest, gain or benefit. In this Section 9.18, "family members" means a person's Spouse, children, parents, grandparents or siblings, or the Spouses of such children, parents, grandparents 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, an Elder 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 of Elders meetings, the nature and extent of any interest that the Elder has in any material contract or transaction or proposed material contract or transaction with the Church if the Elder:
 - (1) is a party to such material contract or transaction or proposed material contract or transaction with the Church; or

- (2) is a director or an officer of, or has a material interest in, any person who is a party to such material contract or transaction or proposed material contract or transaction with the Church.
 - (ii) In addition to the disclosure made under Section 9.18(b)(i), any Elder 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 9.18(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 Elder 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 made by the Board of Elders from time to time.
- (d) Procedure Where Disclosure
- The chairperson of Board of Elders meetings shall request any Elder who has made a disclosure referred to in Section 9.18(b) to be absent during the discussion of the matter, with such action being recorded in the minutes. The Elder 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 of Elders proceeds with a contract, business transaction, financial arrangement, or other matter, in which an Elder has a direct or indirect pecuniary or personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board of Elders, such Elder shall be required to immediately resign from the Board of Elders, failing which the Elder shall be deemed to have resigned from the Board of Elders upon the passing of a Board of Elders resolution to that effect.

9.19 Confidentiality

Every Elder, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board of Elders, or any matter dealt with in the course of employment or involvement of such person in the activities of the Church. All materials whether in print or electronic format shall be the property of the Church and every Elder, Officer, committee member, employee or volunteer shall, when requested by the Church, return or destroy such materials upon termination of their association with the Church.

SECTION X
DEACONS COMMITTEE

10.01 Establishment

- (a) There shall be a Deacons Committee which would be responsible for duties set out in Section 10.02
- (b) All Deacons shall serve as such without remuneration, provided that they may be paid reasonable expenses incurred by them in the performance of their duties.
- (c) For greater certainty, Deacons are not directors for purposes of the Act, the Deacon Committee is not the board of directors for purposes of the Act, and Deacons are not members of the Board of Elders.

10.02 Duties of Deacons Committee

The Deacons Committee shall be responsible for the following duties:

- (a) Formulate and implement the annual ministry action plan based on the Board of Elder's direction;
- (b) Cooperate with the Pastoral Staff to promote the Church's spiritual building ministry;
- (c) Hold monthly meetings to discuss, study, and decide on matters related to the ministry as defined by Board of Elders; and
- (d) Report on the progress of ministry promotion and the annual ministry plan and financial budget to the Board of Elders.

10.03 Number of Deacons

The number of Deacons shall be determined by the Board of Elders.

10.04 Qualifications for Deacons

A person may be considered for election as a Deacon if they fulfil all of the following qualifications:

- (a) has been a Member in good standing of the Church for at least five (5) years;
- (b) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
- (c) has an active involvement within the Church;
- (d) fulfills the spiritual qualifications of a Deacon in I Timothy 3:8-13; and
- (e) is in full agreement with the Governing Documents.

10.05 Appointment, Term, Meetings

- (a) The Board of Elders may appoint such number of Deacons from time to time as necessary.

- (a)
- (b) A Deacon shall serve a term of two (2) year.
- (c) The Board of Elders may remove a Deacon.

SECTION XI

PASTOR, OTHER PASTORAL STAFF, AND STAFF

11.01 Pastoral Staff

- (a) Pastoral staff consists of the Senior Pastor and other pastors of the Church (including pastors, associate pastors, assistant pastors and pastoral assistants).
- (b) The Senior Pastor shall be the spiritual leader in the overall ministry of the Church and shall be a minister of the Gospel. The Senior Pastor, by virtue of the position held, shall be a non-voting *ex officio* member of all committees of the Church. Duties of the Senior Pastor is to provide spiritual leadership for the Church as set out in the employment contract, which shall include conducting church ordinances, preaching, caring and nurturing the congregation, supervising and coordinating the work of all Pastoral Staff, as well as to work in co-operation with the Board of Elders in implementing such spiritual leadership.
- (c) In the absence of a Senior Pastor, the duties of the Senior Pastor shall be performed by another Pastoral Staff, committee(s) or Deacon(s) as determined by the Board of Elders.
- (d) Other Pastoral Staff (including associate pastor, assistant pastor, pastoral assistant, or other members of the pastoral staff) may be appointed when considered appropriate by the Church to promote the Purposes of the Church and to assist the Senior Pastor in the Church ministry.
- (e) All members of the Pastoral Staff and their spouse, by virtue of their positions, shall be Members of the Church.
- (f) For those Pastoral Staff who were not Members of the Church prior to their appointment, their Membership in the Church will cease upon the termination of employment.
- (g) All pastoral staff must subscribe to the Governing Documents of the Church.
- (h) All Pastoral Staff shall be entitled to receive notification and minutes of all meetings of the Board of Elders, to be present and fully participate at all such meetings, as a guest thereof, unless specifically excluded by the Board of Elders or when the Board of Elders is discussing their position, salary or benefits, but may in the discretion of the Board of Elders be present when the Board of Elders is discussing other aspects of their positions.

11.02 Appointment and Termination of Pastoral Staff and Other Staff

- (a) The appointment of any Pastoral Staff shall be proposed and discussed by the Board of Elders. Once a candidate is approved by a decision of the Elders by a two-thirds majority of the votes cast, the recommendation shall be presented to the Members for approval by a Special Resolution at meetings of Members duly called for this purpose. Upon approval a

Special Resolution of the Members, the resolution shall be referred back to the Board of Elders to prepare the necessary terms and conditions for appointment.

- (b) The resignation, termination and other employment matters of the Senior Pastor and all other Pastoral Staff shall be dealt with by the Board of Elders by a two-thirds majority of the votes cast.
- (c) The appointment, resignation, termination and other employment matters of all other non-pastoral Staff shall be dealt with by the Board of Elders by a two-thirds majority of the votes cast.
- (d) Other guidelines pertaining to the appointment and termination of employment may be set out in the human resources manual in place from time to time.

SECTION XII

OFFICERS

12.01 Name of Officers

- (a) The Officers of the Church shall be:
 - (i) Chair of the Board;
 - (ii) Vice-Chair of the Board;
 - (iii) Secretary; and
 - (iv) Treasurer.
- (b) The Board of Elders may appoint such other Officers as the Board determines is appropriate and the duties of such Officers shall be determined at the discretion of the Board of Elders.
- (c) Two or more offices may be held by the same person, save and except for the chair of the Board and vice-chair of the Board positions.

12.02 Description of Offices

- (a) Chair of the Board - The chair of the Board shall be an Elder. The chair of the Board, if any, shall, when present, preside at all meetings of the Board of Elders, committees of Elders, if any, and the Members.
- (b) Vice-Chair of the Board - 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 of Elders, committees of Elders, if any, and the Members.
- (c) Secretary - The secretary shall attend and be the secretary of all meetings of the Board of Elders, Members and committees of the Board of Elders. The secretary shall enter or cause to be entered in the Church's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members,

Elders, the auditor and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Church.

- (d) Treasurer - The treasurer 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 shall render to the Board of Elders an account of all such person's transactions as treasurer and of the financial position of the Church.

12.03 Qualifications for Officers

Only Elders are eligible to be Officers.

12.04 Election, Appointment and Term of Officers

- (a) All Officers shall be elected by Ordinary Resolution of the Members at the annual meeting of Members.
- (b) The term of Officers shall be the start of each year for a term of four (4) years calculated from 1st day of the first month after the annual meeting at which they are elected until 1st day of first month after the fourth (4th) annual meeting of Members next following or until their successors are elected.
- (c) The maximum number of terms for each Officer is two (2) terms of four (4) years. Upon the completion of the maximum term, a minimum of a one (1) year is required before eligibility for re-election to the same Officer position.

12.05 Delegation of Duties of Officers

Unless otherwise provided for by the Board of Elders, the Officers of the Church shall be responsible for the duties set forth in this By-law but are not necessarily required to perform such duties personally, and as such may delegate to other persons the performance of any or all of such duties, provided that such Officer remains accountable to the Board of Elders in relation to the duties that have been so delegated.

12.06 Vacancy

The position of an Officer shall be automatically vacated if any of the following situations occur:

- (a) such Officer resigns their office by delivery of a written resignation to the Board of Elders;
or
- (b) such Officer is no longer an Elder.

If any vacancies should occur for any reason as set out in Section 12.06 above, the Board of Elders may fill the vacancy during the remaining term.

12.07 Remuneration of Officers

The remuneration of any Officers appointed by the Board of Elders shall be determined in accordance with Section 8.15.

12.08 Agents and Attorneys

Subject to the By-laws, the Board of Elders may authorize any Officer from time to time to appoint agents or attorneys for the Church in or out of Canada with such powers of management, administration or otherwise as the Board of Elders considers fit.

12.09 Disclosure (Conflict of Interest)

- (a) An Officer who is an Elder 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 Elders pursuant to the provisions of the Act and the By-laws set out in Section 9.18.
- (b) An Officer who is not an Elder 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 Elders pursuant to the provisions of the Act and the By-laws set out in Section 9.18.
- (c) In all cases, any such contract or proposed contract may be referred to the Board of Elders 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 of Elders or Members.

SECTION XIII PROTECTION OF ELDERS, OFFICERS AND OTHERS

13.01 Duties of Elders and Officers

Every Elder 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 Elder and Officer of the Church shall comply with the Act, the Regulations, Articles, By-laws and policies of the Church.

13.02 Limitation of Liability

No Elder or Officer (with "Elder(s)" and "Officer(s)" in this Section 13.02 to include former Elders and former Officers), Member, Pastor, Other Pastoral Staff, committee member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Elder, Officer, Pastor, Other Pastoral Staff, Member, committee member, employee or volunteer of the Church, or for joining in any receipt of 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 Elder's, Officer's, Pastor's, Other Pastoral Staff's, committee member's, employee's or volunteer'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 Elder's, Officer's, Pastor's, Other Pastoral Staff's, committee member's, employee's or volunteer's own wilful neglect or default or otherwise result from the Elder's, Officer's, Pastor's, Other Pastoral

Staff's, committee member's, employee's or volunteer's failure to act in accordance with the Act and the Regulations.

13.03 Indemnity of Elders and Officers

Subject to the Act, the Church shall indemnify an Elder or Officer of the Church, a former Elder or Officer of the Church or another individual who acts or acted at the Church's request as an Elder 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 action or 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 Elder or Officer or in a similar capacity at the Church's request; and
- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful;

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.

The Church may 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.

13.04 Indemnity of Others

The Church may also indemnify such other persons in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the Act or the law.

13.05 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 of Elders may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as an Elder 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.

13.06 Advances

The Church may advance money to an Elder, Officer or other individual for the costs, charges and expenses of an action or 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 13.03(a) and Section 13.03(b).

SECTION XIV POLICIES

14.01 Policies

The Board of Elders may adopt, amend, or repeal by resolution such Policies that are not inconsistent with the By-laws of the Church relating to its management and operations or to any requirements related to the By-laws as the Board of Elders may deem appropriate from time to time. Any Policy adopted by the Board of Elders will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board of Elders.

SECTION XV GENERAL

15.01 Registered Office

The registered office of the Church shall be situated in Ontario at the location specified in the Articles. The Elders may change the location of its registered office within a municipality or geographic township by resolution. The Members may change the municipality or geographic township in which its registered office is located to another place in Ontario by Special Resolution.

15.02 Corporate Seal

The Church may have a corporate seal in the form approved from time to time by the Board of Elders. If a corporate seal is approved by the Board of Elders, the secretary of the Church shall be the custodian of the corporate seal.

15.03 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. Notwithstanding the foregoing, the Board of Elders 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 thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

SECTION XVI

FINANCIAL MATTERS

16.01 Financial Year

Unless otherwise changed by resolution of the Board of Elders, the financial year end of the Church shall be the 31st day of December in each year. For greater certainty, changes to the financial year end shall be subject to approval of the Canada Revenue Agency under the *Income Tax Act*.

16.02 Banking Arrangements

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

16.03 Auditor and Financial Review

- (a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint an auditor to hold office until the next following annual meeting to conduct an audit in respect of the Church's financial year. If the Church's annual revenue in a financial year is more than \$100,000 (or such other prescribed amount in the Regulations) and less than \$500,000 (or such other prescribed amount in the Regulations), the Members may, by extraordinary resolution, have a review engagement instead of an audit in respect of that financial year. If the Church's annual revenue in a financial year is \$100,000 or less (or such other prescribed amount in the Regulations); the Members may, by extraordinary resolution, not appoint an auditor and not have an audit or a review engagement in respect of that financial year. Extraordinary resolution means a resolution that is, (a) submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or (b) consented to by each Member of the Church entitled to vote at a meeting of the Members or the Member's attorney.
- (b) The auditor must meet the qualifications in the Act, including being independent of the Church and its affiliates, as well as the Elders and Officers of the Church and its affiliates. The Elders may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board of Elders.

16.04 Annual Financial Statements and Budget

The Finance Committee shall prepare each year prior to the annual meeting of Members the following:

- (a) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Chartered Professional Accountants of Canada for Charitable and Non-Profit Organizations as may be in place from time to time; and

- (b) an annual budget for the upcoming year prepared in consultation with the chairperson of each standing and special committee, and to include the budget and expenditures of at least the previous year.
- (c) The financial statements and the annual budget shall be forwarded to the Board of Elders for approval at least four (4) weeks prior to the annual meeting of Members and shall thereafter be made available to the Members for review in accordance with Section 16.04 **Error! Reference source not found.** below.
- (d) The financial statements, the annual budget and any other documents required by the Act shall be presented at the annual meeting of Members for approval by the Members.
- (e) The Church shall send copies of the annual financial statements and other documents referred to in subsection 84(1) of the Act to all Members who have informed the Church that they wish to receive a copy of those documents not less than twenty-one (21) days (or the prescribed 5 days under the Regulations) before the day, or such other period as required by the Act or the Regulations, 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.

16.05 Borrowing

(a) Borrowing Powers

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

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

provided that approval of a Special Resolution of the Members is obtained at a meeting duly called for the purpose of considering the transaction.

(b) Authorization

From time to time, the Board of Elders may authorize any Elder 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 of Elders may authorize and generally to manage, transact and settle the borrowing of money by the Church.

16.06 Real Property

All real properties of the Corporation may not be sold, leased, licensed, charged, encumbered, mortgaged, hypothecated, pledged, gifted or otherwise dealt with in any manner unless the transaction has been approved by Special Resolution of the Members at a meeting duly called for the purpose of considering the transaction.

SECTION XVII NOTICES

17.01 Method of Giving Notices

Any notice required to be sent to any Member or Elder or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to such Member at the Member's latest address as shown in the records of the Church; or such Elder at the Elder's latest address as shown in the records of the Church or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; or such auditor or the person who has been appointed to conduct a review engagement at its business address; provided that if no address be given then to the last address of such person known to the secretary; provided further always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a notice, communication or document so sent by facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier.

17.02 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.

17.03 Undelivered Notices

If any notice given to a Member is returned on three (3) 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 the Member's new address.

17.04 Omissions and Errors

The accidental omission to give any notice to any Member, Elder, Officer, member of a committee of the Board of Elders or auditor, or the non-receipt of any notice by any such person where the Church has provided notice in accordance with the By-laws 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

17.05 Waiver of Notice

Any Member, Elder, Officer, member of a committee of the Board of Elders or auditor 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 of Elders or of a committee of the Board of Elders, which may be given in any manner.

SECTION XVIII **AMENDMENTS**

18.01 Amendment of Articles

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

18.02 Amendment of By-laws

Subject to the Act, the Board of Elders may from time to time enact By-laws relating in any way to the Church or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members.

SECTION XIX **TRANSITION PROVISIONS**

19.01 Members

- (a) Upon this By-law coming into effect, all Members eighteen (18) years or older who are not suspended at the time when this By-law comes into effect shall continue to be the Members under this By-law.
- (b) Upon this By-law coming into effect, all Members under eighteen (18) years old who are not suspended at the time when this By-law comes into effect shall immediately cease to be the Members under this By-law.
- (c) Upon this By-law coming into effect, all “suspended” and “inactive” members when this By-law comes into effect shall immediately deemed to have been suspended under Section 3.07(a).

19.02 Elders and Officers

- (a) Upon this By-law coming into effect, the Elders and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

- (b) The number of terms served by the Elders up to the time of this By-law coming into effect shall be included in the maximum number of terms Elders are permitted to be served under this By-law.

SECTION XX
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

20.01 Repeal of Former General Operating By-law

- (a) The Constitution and By-laws are hereby repealed and replaced by General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Church.
- (b) The said repeal of The Constitution and By-laws shall not affect the previous operations of such The Constitution and By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such The Constitution and By-laws prior to its repeal. All Officers and persons acting under such The Constitution and By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board of Elders or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Elders of the Church this _____ day of _____, 2025

Chair of the Board

Secretary

CONFIRMED by the Members of the Church this _____ day of _____, 2025

Secretary

SCHEDULE A – STATEMENT OF FAITH OF THE CHURCH

1 The Bible

We believe that the entire Bible, comprising sixty-six books of the Old and New Testaments, is the only inspired and absolutely inerrant Word of God. The Bible is the highest authority for all Christian faith and conduct. [2 Timothy 3:16-17; 1 Thessalonians 2:13; 2 Peter 1:19-21; 1 Timothy 4:12-13; James 1:21-25].

2 God

We believe in one true and living God, eternal and existing in three co-equal and co-eternal Persons: the Father, the Son, and the Holy Spirit. This Triune God is the Creator, Sustainer, and Ruler of all things. [Deuteronomy 6:4; Matthew 28:19; Ephesians 2:18].

3 Christ

We believe that our Lord Jesus Christ is the Son of God, fully God and fully man, and the Savior of the world. Through His incarnation, death, and resurrection, He redeemed sin and provided salvation for all humanity. [Matthew 1:18-25; John 1:14, 3:16; Romans 3:25; 1 Timothy 3:16; Hebrews 2:9; 1 Peter 3:18].

4 The Holy Spirit

We believe that the Holy Spirit, the third Person of the blessed Trinity, leads people into a saving relationship with God. He is the Comforter, the Sanctifier, and the Guide for all who accept Jesus Christ as their personal Savior. [John 3:3-8; 14:16-18,26; 16:8-11,13,15; Titus 3:5; Romans 15:16; 2 Thessalonians 2:13].

5 Humanity

We believe that humans were created in God's image to glorify Him. We believe that the fall resulted in the entrance of sin into humanity, condemning all people to death. [Genesis 1:27; 3:1-6; Romans 5:12, 18; 3:10-12, 23].

6 Salvation

We believe that repentance and acceptance of Jesus Christ as one's personal Savior is the only way for sinners to receive eternal life. [Acts 4:12; John 5:12].

7 The Church

We believe that the Church is the union of all believers in Christ, with Christ as the Head. The invisible universal Church is composed of the redeemed throughout the ages; the local church is the visible manifestation of the universal Church. [Acts 2:46-47; Matthew 16:18; Ephesians 4:4-6,11-16; 5:23].

8 The End Times

We believe that at the end of the age, the Lord Jesus Christ will descend from heaven to save His people into eternal life and to judge the wicked into eternal damnation. [1 Peter 4:7; Acts 1:11; 24:15; Matthew 25:31-46; 1 Thessalonians 4:14-17].

9 Baptism

We believe that water baptism is a public testimony of accepting Christ as Savior; it is a sign of one's faith in union with Christ's death, burial, and resurrection. [Matthew 28:19; Acts 2:38-41; Romans 6:3-5]. We believe that all believers must observe the Lord's Supper, which includes corporately partaking of the bread and the cup to remember Christ's atoning death. [1 Corinthians 11:23-24; Luke 22:19-20].

SCHEDULE B – VISION

Our vision is Christ and the Church, which is a profound mystery; our burden is to take Christ as life and the Church as corporate living; our goal is to glorify God by expanding His kingdom through the mission and proclamation of the Gospel, by producing disciples of Christ through spiritual growth and ministry, by establishing communion with God through church worship and prayer, and by strengthening the bond among saints through loving care and support to fulfill God's will. [Ephesians 5:32; Colossians 3:4: "Christ is our life"; 1 Peter 4:11; John 17:1: "Glorify your Son, that your Son may glorify you"; Matthew 6:9-13 The Lord's Prayer].

1 A Great Mission:

To expand God's kingdom through the Gospel, first within our local community, then by church planting in nearby cities, and finally through missionary work to the ends of the earth. [Acts 1:8: "Be my witnesses"; 2 Corinthians 5:20: "Ambassadors for Christ"; Matthew 28:18-20: The Great Commission; 2 Peter 3:9: "Wants everyone to repent"].

2 Dual Discipleship Training:

(a) Through the knowledge and application of God's Word, to bring God's people to the fullness and maturity of the Christian life. [Ephesians 4:15-16: "Grow up in every way into him who is the head, into Christ"; 2 Peter 3:18: "Grow in the grace and knowledge of our Lord"; Philippians 1:25: "Progress and joy in the faith"].

(b) Through equipping and perfecting the saints to achieve the functioning of a universal priesthood system, to build the body of Christ. [Ephesians 4:12-13: "Equip the saints for the work of ministry"; 1 Peter 2:9: "You are a chosen race, a royal priesthood"; Revelation 5:10: "Made them a kingdom and priests to our God"].

3 Three Important Values:

(a) The Great Commandment: Love God and love one another. [Mark 12:29-30: "Love the Lord your God; Love your neighbor as yourself"; Luke 10:27].

(b) The Great Charge: Commitment to serving God's household together. [1 Timothy 3:15; Ephesians 4:16; Romans 12:5-8].

(c) The Great Commission: Being witnesses of the Lord to the ends of the earth. [Acts 1:8: "Be my witnesses to the ends of the earth"; Mark 16:20].

4 Fourfold Ministry Goals:

(a) Maintain unity in love. [Philippians 2:1-2; Ephesians 4:2-3].

(b) Nourishment and training. [1 Thessalonians 2:7; 2 Timothy 2:2].

(c) Evangelism and church planting. [Acts 14:21-23].

(d) Community care. [Galatians 2:10; Acts 20:35].

5 Five Growth Drivers:

(a) A clear vision of the Great Commission: Go (action); make disciples of all nations (evangelism); teach them to obey (equipping and nurturing). [Matthew 28:19].

(b) Strong servant leadership. [Matthew 20:25-28].

(c) Equipping and mobilizing disciples to be soldiers for Christ. [2 Timothy 2:3].

(d) Biblical community care. [2 Timothy 2:15].

(e) Vibrant small groups. [Acts 5:42].