
HEART LAKE BAPTIST CHURCH

CONSOLIDATED GENERAL OPERATING BY-LAW NO. 3

Adopted on June 8, 2014

As amended by By-law No. 4, adopted on June 14, 2015,
and as further amended by By-law No. 5, adopted on April 30, 2017
and as further amended by By-law No. 6, adopted on October 18, 2020
(for reference purposes only)

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

HEART LAKE BAPTIST CHURCH
(a federal corporation)
(the “Church”)

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(for reference purposes only)

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

HEART LAKE BAPTIST CHURCH
(a federal corporation)
(the “Church”)

WHEREAS the Church was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 18th day of November, 2005;

AND WHEREAS the Church has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act*;

AND WHEREAS General Operating By-No. 1 was enacted by the Church on the 19th day of November, 2005, which was subsequently amended by by-law amendments enacted on the 23rd day of November, 2008 and by by-law amendments set out in By-law No. 2 enacted on the 13th day of November, 2011;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Church to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* 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 *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) “Adherent” means an adherent of the Church as described in SECTION VI .
- (c) “Associate Pastor” means the associate pastor of the Church.

Heart Lake Baptist Church

1 Consolidated General Operating By-law No. 3

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- (d) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.
- (e) “Board of Elders” or “Board” means the board of elders of the Church.
- (f) “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.
- (g) “Chair of Council” means the chair of the Church Council.
- (h) “Church” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 18th day of November, 2005, and named “HEART LAKE BAPTIST CHURCH”, through which its Members may fellowship together as a New Testament Church.
- (i) “Church Constitution” or “Constitution” means the Articles (including the Purposes and Statement of Faith), the By-laws and Policy Statements adopted by the Church from time to time.
- (j) “Church Council” or “Council” shall mean the church council of the Church, which shall be deemed to be the board of directors of the Church for purposes of the Act.
- (k) “Church Council Member” or “Council Member” shall mean a member of the Church Council, who shall be deemed to be a director pursuant to the Act.
- (l) “Clerk” means the clerk of the Church.
- (m) “Committee” means a committee of the Church.
- (n) “Deacon” means a deacon who is serving in a key ministry of the Church in accordance with this By-law.
- (o) “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 IV of this By-law and any related Policy Statement in place from time to time.
- (p) “Elder” means a member of the Board of Elders of the Church.
- (q) “Family Members” means a person’s Spouse, children, parents, siblings, or the Spouses of such children, parents or siblings, or the children or parents of such person’s Spouse(s), who are living with and/or financially supporting or supported by the person.

- (r) “Member” means a member of the Church.
- (s) “Members” or “Membership” means the collective membership of the Church.
- (t) “Officer” means an officer of the Church.
- (u) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (v) “Pastor” means the senior pastor of the Church.
- (w) “Pastoral Staff” means the Pastor and Associate Pastors of the Church.
- (x) “Policy” or “Policy Statements” means any policy statements adopted or subsequently amended pursuant to this By-law as part of the Church Constitution from time to time concerning the furtherance of the objects of the Church or concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct.
- (y) “Program Year” shall be the program year of the Church, which shall run from July 1st to June 30th of each year.
- (z) “Public Accountant” means the public accountant appointed by the Membership to audit or conduct a review engagement the financial statements of the Church in accordance with the Act and this General Operating By-law.
- (aa) “Purposes” mean the charitable purposes of the Church as contained in the Articles.
- (bb) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (cc) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.
- (dd) “Spouse” means either a man who is married to a woman or a woman who is married to a man, as applicable.
- (ee) “Statement of Faith” means the statement of faith of the Church as set out in the Articles.
- (ff) “Treasurer” means the treasurer of the Church.
- (gg) “Vice-Chair of Council” means the vice-chair of the Church Council.

1.02 Purposes and Statement of Faith

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

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) words importing the masculine gender include the feminine and neuter genders; and
- (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.

SECTION II MEMBERSHIP

2.01 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 by immersion as a believer, save and except where the person is unable to take baptism for health reasons, the person may be baptized by an alternate form of baptism ceremony as may be recommended by the Board of Elders;
- (c) have evidenced agreement with the Statement of Faith;

- (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 Church Constitution 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 Church Constitution, 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; and
- (e) would not be under the Discipline of the Church as set out in SECTION IV ; and
- (f) have been admitted into Membership in accordance with the Church Constitution.

2.02 Qualification for Membership

A person, no matter what age, shall qualify to be a Member of the Church if in the unanimous opinion of the Board of Elders, such person meets all of the following qualifications:

- (a) the person fulfills the definition of Membership as set out in section 2.01 herein;
- (b) the person, if a Member, would not be under the Discipline of the church as set out in SECTION IV ; and
- (c) the person has completed the procedure for admission into Membership set out in section 2.03.

2.03 Admission to Membership

- (a) Application for Membership in the Church may be initiated by either oral or written request to the Pastor or their designate, with the following steps to be taken thereafter:
- (b) The Pastor, or their designate, shall give the applicant a complete copy of the Church Constitution with the request that the applicant read the said document in full.
- (c) The applicant will be expected to attend a new members' class where the Relational Commitments Policy, the major tenets of the Statement of Faith, and the Church Constitution, plus the privileges, rights and duties of Membership will be discussed. The applicant will declare themselves to be in agreement with the Relational Commitments Policy and the Statement of Faith of the Church.
- (d) If the applicant understands and agrees with the Relational Commitments Policy, the Church Constitution and understands the fundamental tenets of the Christian faith, the applicant shall be required to attend a membership interview conducted

by two (2) Elders and make a declaration of their faith in Jesus Christ as Saviour and Lord. Furthermore, the applicant must give written consent to the propositions in the Statement of Faith, the Relational Commitments Policy, and declare their commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution. The interviewing Elders shall make a written anecdotal record of the interview including the applicant's assent to faith in the salvific work of Christ, the Statement of Faith and agreement to be subject to the authority of the Church as expressed in the Church Constitution. This record, along with the written consent from the applicant, should be presented to the Board of Elders and kept on file by the Board of Elders.

- (e) If the applicant does not adequately understand the fundamental tenets of the Christian faith, then the Pastor or their designate or the Board of Elders shall recommend that such applicant complete a preparatory course in Church matters before proceeding further with the application for Membership in the Church.
- (f) Once the Board of Elders is satisfied by Ordinary Resolution that the applicant fulfils the qualifications of Membership set out in section 2.02 above, the Board of Elders will inform the Chair of Council that such applicant is recommended for Membership. The Church Council, by resolution, may then recommend the applicant to the Membership for approval by resolution at the next meeting of Members. In the event that the applicant is not yet baptized but meets all of the other qualifications for Membership as set out in section 2.02 herein, the Church Council may recommend the applicant for Membership upon baptism.
- (g) After the applicant is accepted into Membership in the Church by the Members, 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.

2.04 Privileges, Rights and Duties 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 Church Constitution;
- (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 Church Constitution;

- (e) the privilege to attend all public worship services of the Church subject to section 4.05(h) herein;
- (f) the privilege to participate in the ordinances administered by the Church;
- (g) the right to receive notice of, attend, speak and participate at all meetings of Members; and
- (h) the right to one (1) vote at all meetings of Members.

2.05 Termination of Membership

Membership in the Church is terminated when:

- (a) the Member dies;
- (b) if the Member is not under Discipline of the Church, the Member withdraws by delivering a written request to withdraw to the Elders accompanied by an explanation of the reasons for the request for withdrawal and such Member may be given a letter of recommendation addressed to the Church to which the Member is relocating;
- (c) the Member is removed as a Member of the Church in accordance with section 2.06 or section 4.05; or
- (d) the Church is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the 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 from all positions such as a Church Council Member, an Officer and/or a Committee Member, as applicable, provided that the Church Council may, in its discretion, subsequently re-appoint such individual as a Member and then consider reinstating them to their former position as an Officer or committee member if the Church Council deems it appropriate in the circumstances.

2.06 Suspended Membership

- (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 Church Council may suspend the Member from Membership, provided that the Chair of the Church Council has provided thirty (30) days notice of suspension as per section 20.01 to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the Elders in response to the notice received within such thirty (30) day period.

- (b) In the event that no written submissions are received by the Elders, the Church Council may notify the Member of the suspension of Membership. If written submissions are received in accordance with this Section, the Church Council will consider such submissions to arrive at a final decision and shall notify the Member concerning such final decision within thirty (30) days from the date of receipt of the submissions. Upon the effective date of the suspension, all rights of the Member set out in section 2.04(g) and section 2.04(h) shall be suspended.
- (c) At any time during the suspension, a suspended Member may request in writing that the suspension of Membership be rescinded and to reinstate the Members' rights set out in section 2.04(g) and section 2.04(h). Upon receipt of such written request, the Church Council shall determine whether such request may be granted.
- (d) In the event that a Member whose Membership has been suspended for a period of one (1) year, then that person's Membership may be terminated by resolution of Members at a meeting of Members. After the said Members' meeting, the Clerk shall send written notice by mail to such a Member at their last known address to advise such person of the termination of their Membership. The Member's Membership shall be deemed to have terminated on the date of such Members' resolution.

2.07 Non-Residence Roll

If a Member moves out of a reasonable commuting distance to the Church, such person's Membership may be placed on a non-residence roll at the sole discretion of the Church Council, with the result that such non-resident Member shall not have the right to vote at a meeting of Members. Church Council shall notify the non-resident Member of this intended action at least thirty (30) days before Council's action. After a year from the date of such notification, Church Council may consider suspending such a non-resident Member's Membership in accordance with section 2.06.

2.08 Membership Record

A record of Members shall be kept by the Clerk.

**SECTION III
RELATIONSHIPS AND DISPUTE RESOLUTION IN THE CHURCH**

3.01 Relationships in the Church

Relationships in the Church will be guided and governed by the biblical principles set forth in a policy entitled "Relational Commitments Policy", which is incorporated into this By-laws by reference. This Relational Commitments Policy establishes the Church's commitments related to peacemaking and reconciliation, protecting children and youth, confidentiality, accountability and Church discipline. These commitments shall apply to

both Members and Adherents of the Church, and may be amended from time to time in accordance with section 17.01.

3.02 Resolution of Disputes Among Members

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 18:15-17, Luke 17:3-4, Galatians 6:1, I Corinthians 5: 1-5, II Corinthians 2:6-8 and 1 Peter 4:8. The Church is also committed to encouraging Members to seek forgiveness as set out in Matthew 5:23-26 when they are aware of having wronged or offended another Member.

- (a) Where a dispute involves Members who are eighteen (18) years of age or older, in which one Member alleges that another Member has either intentionally or unintentionally wronged or offended them, such Members are encouraged to review the dispute resolution principles set out above and pray about the matter. If after prayer the Member decides to forgive and let love cover the dispute, that will be the end of the matter. If the matter is such that the Member decides they need further resolution, then the following procedures should be utilized to resolve the dispute:
 - (i) a Member who believes that he or she has been wronged or offended by another Member for whatever reason shall meet with such Member and explain the nature of the wrong/offense which is alleged to have occurred. The Members shall take responsibility for their own involvement in the alleged wrong and will seek to resolve the situation between them.
 - (ii) if the Member so approached does not listen to the Member who approached him/her, or if the matter is not resolved, then the Member who is alleged to have been wronged shall ask one or two impartial Members to meet with the Members involved in the dispute with a view to resolving the matter between them.
- (b) Where a Member who is eighteen (18) years of age or older does not wish to utilize the dispute resolution principles set out in section 3.02(a) to resolve a dispute in which they are involved or, alternatively, where the dispute resolution principles set out in section 3.02(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 a Pastor or the Elders in writing; and

- (ii) a Pastor or Elders shall then meet with the two parties together in an attempt to resolve the dispute. .
 - (iii) The Pastor or Elders will continue to work with such Members outlining steps that the Members need to take to resolve the situation. If there is willingness on the part of the Members to work toward resolution, but more time and expertise is needed, the Pastor or Elders may consider enlisting the services of a conflict mediation specialist, the cost of which is to be shared between the Church and the Members involved in the mediation.
 - (iv) If there is no willingness on the part of the Members to work toward resolution, then the Pastor or Elders will refer the matter to Church Council pursuant to the procedure for Discipline.
- (c) Where a dispute involves a Member under eighteen (18) years of age or an otherwise vulnerable person:
- (i) where a dispute involves an allegation of abuse of any kind as defined in the *Child and Family Services Act* (Ontario), particularly in relation to a person under eighteen (18) years of age, then the Church shall handle such matters in accordance with any applicable Policy Statements 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.
 - (ii) where a dispute does not involve abuse allegation of any kind, then the Church shall utilize the procedures set out in section 3.02(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 Pastor in relation to such procedures.

SECTION IV DISCIPLINE

4.01 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 Church Constitution herein;
- (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 has wronged another individual or caused discord or dissension in the Church, with or without malicious intent, that is not repented of, nor has been resolved through the mechanism for dispute resolution set out in section 3.02 above.

4.02 Restoration Through Discipline

Christ's exhortations 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 Pastoral Staff, the Board of Elders and the Church Council in fulfilling their responsibility for the Discipline of Members. The primary aim of Discipline shall be the full restoration of the offending Member to fellowship with God and with the Church. The Church not only has the right but the duty to practice such Discipline in a Christian manner. In administering Discipline, care shall be taken that all 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. The Disciplinary procedure of the Church is set out in sections 4.03, 4.04 and 4.05.

4.03 Preliminary Review

- (a) No allegation giving rise to disciplinary action against a Member pursuant to section 4.01 above shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Board of Elders setting out the nature of the allegation and an explanation of the basis upon which it is made as well as all the steps that have been taken in seeking resolution of the matter.
- (b) If the Board of Elders determines by resolution on a preliminary basis that the written allegation is invalid, then the allegation shall be dropped and no further disciplinary action against the Member shall proceed. Such determination shall be given orally to the Members(s) involved.
- (c) If the Board of Elders determines by resolution on a preliminary basis that the written allegation is valid and the Member(s) is/are willing to work towards resolution of the matter with the Elders, then the Elders will continue to seek complete resolution with such Member(s). If more time and expertise is needed the Elders may consider enlisting the services of a conflict mediation specialist,

the cost of which is to be shared between the Church and the Member(s) involved in the matter.

- (d) If the Member(s) continues to display an unwillingness to resolve the matter then the Board of Elders shall proceed to the hearing process.

4.04 Hearing Process

- (a) If the Board of Elders determines by resolution on a preliminary basis that the written allegation is valid and that all steps in the preliminary review have been exhausted, then the allegation shall be referred in writing to the Church Council for a hearing and the Member against whom the allegation is made shall be deemed to be under the Discipline of the Church and shall not be entitled to withdraw as a Member without the consent of the Church Council and shall not be entitled to initiate the Christian dispute resolution contained in section 5.02 until the procedure for Discipline has been completed in accordance with section 4.03, as determined by the Church Council. The Church Council, in its discretion, may temporarily suspend the said Member from any Officer post or other official position within the Church until the completion of the Discipline process.
- (b) The Church Council shall then convene a hearing to consider the allegation, with the said hearing to be conducted by a committee to be appointed by the Church Council in accordance with section 4.04(c) below. The Member shall be given a minimum fourteen (14) days written notice by registered mail at their last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), setting out the date, time and place at which the hearing will be held. The notice shall briefly explain the nature of the allegation and advise the Member that the allegation will be considered by the Church Council at the hearing. The Member shall be entitled to attend before the hearing to listen to the details of the allegation made and to respond thereto.
- (c) The hearing itself shall be conducted as a board of inquiry by a Committee to be appointed by the Church Council, which Committee shall be comprised of three (3) Members, two (2) of whom shall be Elders and one (1) of whom shall be a Church Council Member who will also act as the chairperson of the hearing. This Committee of the Church Council (“Church Council Committee”) shall have responsibility for carriage of the hearing and following the hearing shall make a recommendation to Church Council concerning whether a Member is to be disciplined and if so, what discipline is to be imposed. The Church Council will consider the recommendations and make a final decision on the appropriate discipline to be imposed on the Member. The Church Council shall be responsible to ensure that due process and procedural fairness as provided for in this By-law is complied with in relation to all aspects of the hearing and that any recommendations of discipline by the Church Council is duly and fairly implemented.

- (d) The hearing shall not be open to the public nor to the Members of the Church. The Member shall be entitled to be accompanied at the hearing by two (2) Members who may act as observers during the hearing but who shall not be entitled to participate thereat.
- (e) Both the Member and the Church Council Committee may call any witnesses or evidence that is relevant to the allegation being made. No party to the hearing shall be represented by legal counsel.
- (f) There shall be an equal allocation of time for the presentation of evidence by both the Church Council Committee and the Member. The Church Council Committee may designate a time limitation on the hearing, provided that such limitation is applied equally to the presentation of evidence by both the Church Council Committee and the Member and provided further that notice of such limitation of time is first given to the Member at least three (3) hours before the hearing is required to end.
- (g) All evidence presented before the hearing shall be kept confidential, except such summary facts that the Church Council determines needs to be given to the Membership of the Church at a subsequent meeting of Members.
- (h) At the end of the hearing, the Church Council Committee shall convene in private to deliberate on the evidence presented. At least a two-thirds (2/3rds) majority of the votes cast at this meeting shall be required to conclude that the allegation is true; failing which the allegation will be deemed not to be proven, with the result that the Member shall no longer be subject to disciplinary proceedings by the Church and shall be reinstated as a Member in good standing. In the event that the Church Council Committee determines that the allegation is true, the Church Council Committee shall recommend to Church Council the appropriate disciplinary action to be implemented in accordance with section 4.05.

4.05 Disciplinary Actions

- (a) Church Council Resolution

In the event that the Church Council Committee determines that the allegation is true, the Church Council shall consider the Committee's disciplinary recommendations and then shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by at least a two-thirds (2/3rds) majority of the votes cast at a Church Council meeting. Disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Member into fellowship pursuant to Luke 17:3-4 and Galatians 6:1.

- (b) Disciplinary action could be one of two possible types as follows:

- (i) Serious disciplinary action, including, but not limited to, termination of Membership, the loss of any rights of Membership, removal from an elected position within the Church or any other similar disciplinary measure; or
- (ii) Non-serious disciplinary action, including, but not limited to, the removal of the Member from any position within the Church, the prohibition of the offending conduct or behaviour, the requirement that an apology be given, or the requirement that the Member evidence an attitude of submission to the authority of the Church or a spirit of contrition.

Termination of Membership as a serious disciplinary action shall be deemed appropriate only where no other alternative is available.

- (c) The decision of the Church Council on any disciplinary action shall be communicated to the Member, together with reasons therefore, as soon as is practical after the decision has been made in the following manner:
 - (i) The Chair of Council shall endeavour to orally advise the Member of the decision of the Church Council forthwith after a vote by the Council has taken place.
 - (ii) In addition, the Clerk shall promptly send written notification of the decision made by the Church Council by registered mail to the Member at their last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- (d) The Church Council shall not be required to refer any decision on disciplinary action, regardless of whether it is serious or non-serious, to the Membership for approval, provided that appropriate notification of any such decision by Church Council is given to the Membership in accordance with section 4.05(f) below.
- (e) The decision of Church Council on the type of Discipline to be administered shall be final and binding. In the event that the decision of Church Council is to terminate the Member's Membership in the Church, then the Member shall automatically cease to be a Member of the Church upon the date that the decision by Church Council is made.
- (f) No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text at a Members' meeting and only after careful and sober consideration has first been made by the Church Council to avoid, as much as possible, undue or unnecessary embarrassment to the Member or other undue or unnecessary prejudicial consequences to either the Member or to the Church as a whole.

- (g) In the event that the Member in question is under the age of eighteen (18) when an allegation is made, with the exception of abuse allegations as set out in section 3.02(c), then the Discipline procedure described in this Section shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Member and such person shall be entitled to attend and speak on behalf of such Member at any hearing provided for herein.
- (h) Church Attendance
 - (i) A Member who has been disciplined or whose Membership has been terminated shall not be barred from public worship unless their presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Church Council; in which event such Member agrees that he or she may be removed from such public worship service without the necessity of legal action.
 - (ii) In the event that a Member who has been disciplined or whose Membership has been terminated attends any other church and that other church does not seek a letter of reference from the Church, then a member of the Pastoral Staff shall be authorized to verbally advise the other church that the Member in question has been disciplined by the Church.

SECTION V
WAIVER, MEDIATION AND ARBITRATION

5.01 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, Articles, By-laws or the Church Constitution, 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 Church Constitution shall not give a Member cause for any legal action against either the Church, or its Pastor, any Associate Pastors, employees of the Church, Church Council Members, Officers Members or volunteers, 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, Associate Pastors, employees, Church Council Members, Officers Members and volunteers of the Church in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution 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.

5.02 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 Church Constitution involving the Member and the Church, if the Member does not violate or circumvent the waiver contained in section 5.01 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 their 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.
- (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 Church Council 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 VI ADHERENTS

6.01 Definition

An Adherent is a person who regularly attends public worship services of the Church, , respects the Church Constitution and submits to the authority therein, and may be involved in approved Church ministry, but who has not made formal application for Membership in the Church. For greater certainty, an Adherent is not a Member of the Church. The details of the role and responsibilities of, as well as any other key provisions related to, Adherents may be established by the Church from time to time and set out in Policy Statements adopted in accordance with this By-law.

SECTION VII
MEMBERS' MEETINGS

7.01 Place of Meetings

Meetings of the Members may be held at any place within Canada as the Church Council may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

7.02 Special Report Meeting

There shall be a special report meeting of Members held each year at such time and place as determined by the Church Council, provided that it is held no later than June 30th of each year. The purpose of this special report meeting of Members shall be to do the following:

- (a) receive necessary reports from the Elders, Deacons, Officers, Committee chairs, Ministry Leaders, the Pastor, and the Church Council;
- (b) review and approve the preliminary unaudited financial statements for the current fiscal year, and the budget for the upcoming year;
- (c) present the report of the Nominating Committee to elect Members as Officers, Deacons, Finance Committee Members and Nominating Committee Members as required for the next fiscal year, and then elect Members to such positions for the next fiscal year;
- (d) elect Members to other Church positions as the Church Council determines are needed from time to time;
- (e) establish the ministry plans and goals of the Church for the next fiscal year; and
- (f) transact any other necessary business.

7.03 Annual Meeting

There shall be an annual meeting of Members at such time and place in Canada as determined by the Church Council to be no later than November 30th of each year, unless otherwise determined by the Church Council. The annual meeting be held not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Church's preceding fiscal year. The purpose of the annual meeting of Members shall be to do the following:

- (a) receive necessary reports from the Elders, Deacons, Officers, Committee chairs, Ministry Leaders, the Pastor, and the Church Council;
- (b) review and approve the financial statements for the immediately preceding year, including the Public Accountant's report thereon;
- (c) appoint the Public Accountant by Ordinary Resolution for the upcoming year in accordance with the Act and subject to section 18.03 of this By-law;
- (d) elect Members as Elders and to the Church Council as required, whose term of office shall commence in accordance with section 8.04(b);
- (e) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

7.04 Other Special Meetings

The Chairperson of the Church Council, or a majority of the Church Council 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 Church Council shall call a special meeting on written requisition of not less than five percent (5%) 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 following list of exceptions set out in section 167(3) of the Act:

- (a) a record date has been fixed in accordance with the Act;
- (b) a Members' meeting has been called and notice of the meeting has been given; or
- (c) the business of the meeting as stated in the requisition includes matters that meet any of the following exceptions:
 - (iii) it clearly appears that the primary purpose of the matter is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;
 - (iv) it clearly appears that the matter does not relate in a significant way to the activities or affairs of the Corporation;
 - (v) not more than two (2) years before the receipt of the requisition, the member failed to present at a meeting of members the matter that at the member's request had been included in a notice of meeting;

- (vi) substantially the same matter was submitted to members in a notice of a meeting of Members held not more than five (5) years before the receipt of the requisition and did not receive the following minimum amount of support at the meeting:
 - i) three percent (3%) of the total number of memberships voted, if the matter was introduced at one (1) annual meeting of Members;
 - ii) six percent (6%) of the total number of memberships voted at its last submission to members, if the matter was introduced at two (2) annual meetings of Members; and
 - iii) ten percent (10%) of the total number of memberships voted at its last submission to members, if the matter was introduced at three (3) or more annual meetings of Members; or
- (d) the rights to requisition a meeting are being abused to secure publicity.

7.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, the Public Accountant’s report, election of Church Council Members and re-appointment of the incumbent Public Accountant, is special business.

7.06 Notice of Meeting

- (a) In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting in at least one of the following ways:
 - (i) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; and/or
 - (ii) by affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to a notice board on which information respecting the Church’s activities is regularly posted and that is located in a place frequented by Members.
- (b) Notice of a meeting of Members shall also be given to each Church Council Member and to the Public Accountant of the Church during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

- (c) Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Church Council may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

7.07 Waiver of 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 purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.08 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 Church Council, the Officers, the Public Accountant 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 Members' meetings or by resolution of the Members.

7.09 Quorum

- (a) Subject to the Act and this By-law, a quorum for any meetings of Members shall be constituted by the presence of twenty percent (20%) of the Members entitled to vote at the meeting. For the purpose of determining quorum, a Member must be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.
- (b) No business shall be transacted at any meeting of Members unless the requisite quorum is present at the time of the transaction of such business.
- (c) If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 7.06 with regard to notice shall apply to such adjournment.

7.10 Chair of Members' Meetings

The chair of Members' meetings shall be:

- (a) the Chair of Council;
- (b) if the Chair of Council is absent or unable to act, then the Vice-Chair of Council;
- (c) if the Chair of Council and the Vice-Chair of Council are absent or unable to act, then a Church Council Member appointed by resolution of the Church Council;

provided that the chair of Members' meetings shall only be entitled to vote in: (a) the event of an equality of votes (in which event the chair of Members' meetings shall have the second or casting vote), or; (b) in the event of a secret ballot.

7.11 Participation at Meetings by Electronic Means

Under normal circumstances, the Church shall hold all meetings of Members on an in-person basis only. However, if the Church, as determined in the sole discretion of the Church Council in extenuating circumstances, or for other reasons that Council deems worthy of consideration chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

7.12 Meeting Held by Electronic Means

Notwithstanding Section 7.11, if the Church Council or Members of the Church call a meeting of Members, the Church Council or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.13 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility at Members' meetings, including those referred to in Sections 7.11 and 7.12, is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Church without it being possible for the Church to identify how each Member voted.

7.14 Votes to Govern

At any meetings of 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.

7.15 Show of Hands

Subject to the Act every question submitted to any meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. At any meeting unless a secret ballot is provided, a declaration by the chair of Members' meetings 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.

7.16 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 Members' meeting may require a ballot or any Member 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 of Members' meeting 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.

7.17 Minutes

Minutes shall be kept at all meetings of Members and signed by the Chair of Council and the Clerk. Minutes of each meeting of Members shall be submitted to all Members prior to the next meeting of Members for their approval, and once approved, copies shall be made available to each Member in such manner as determined appropriate by the Church Council from time to time.

7.18 Procedural Code

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 *Robert's Rules of Order*.

7.19 Adjournment

Subject to other provisions of this General Operating By-law, the Chair of a meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate or more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. 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
CHURCH COUNCIL

8.01 Powers

Subject to the Act and the Articles, the spiritual, administrative and temporal activities and affairs of the Church shall be managed or supervised by the Church Council.

8.02 Number and Composition

The Church Council shall consist of the minimum and maximum number of Church Council Members specified in the Articles. The precise number of Church Council Members shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Church Council Members to determine the number of Church Council Members, by Ordinary Resolution of the Church Council. At least two (2) of the Church Council Members shall not be Officers of the Church or be officers or employees of the Church's affiliates. In addition, at least forty percent (40%) of the Church Council shall be comprised of Church Council Members who also hold the position of Elders in the Church.

8.03 Qualification for Council Members

All Church Council Members shall be required from the time of becoming a Church Council Member, and on a continuous basis thereafter during their term in office, to fulfill all of the following qualification requirements:

- (a) has been a Member in good standing of the Church for the previous one (1) year;
- (b) is over the age of twenty-one (21) and has the power under law to contract;
- (c) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
- (d) has an active involvement within the Church;
- (e) fulfills the spiritual qualifications of a Church Council Member listed in I Timothy 3:8-15;
- (f) is in full agreement with the Church Constitution;
- (g) recognizes that membership on the Church Council is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (h) recognizes that membership on the Church Council is not only an administrative role but involves active participation in, and leadership of, ministries of the Church as they are needed;

- (i) 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;
- (j) is not the Treasurer, Clerk or the Public Accountant of the Church;
- (k) does not have a Spouse who is the Treasurer, the Clerk or the Public Accountant;
- (l) does not have the status of a bankrupt or subsequently receive such status at any time during their term as a Church Council Member;
- (m) has not been found by a court in Canada or elsewhere to be mentally incompetent or subsequently receive such a finding at any time during their term as an Church Council Member; and
- (n) is not an “ineligible individual” as defined in the *Income Tax Act* (Canada) and shall not become one during their term as a Church Council Member.

8.04 Election, Term and Rotation

- (a) Subject to the Articles, all Church Council Members shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which election of the Church Council is required, who shall take office on the 1st day of December immediately following the annual meeting of Members at which they were elected.
- (b) The term of office for all Church Council Members shall be three (3) years that expires on the 30th day of November which is three years immediately following the year in which each Church Council Member was elected. There is to be a maximum of two (2) consecutive terms of office for a Church Council Member following which there will be a mandatory year off and as such, a Church Council Member will be eligible for re-election for up to two (2) additional consecutive terms with a required mandatory year off thereafter provided that such Church Council Member continues to meet the qualification requirements to be a Church Council Member.
- (c) All Church Council Members shall be elected and shall retire in rotation every three (3) years. As much as possible, at the first meeting of Members immediately after passage of this By-law, one third (1/3) of the Church Council Members shall be elected to hold office until the 30th day of November which is three years next following, one third (1/3) to hold office until the 30th day of November which is two years next following, and one third (1/3) to hold office until the 30th day of November which is one year next following, and, subsequently at each annual meeting of Members thereafter, Church Council Members shall be elected to fill the position of those Church Council Members whose term of office has expired

and each Church Council Member so elected shall hold office until the 30th day of November which is three years following the date of their election.

- (d) If Church Council Members are not elected at a meeting of Members, the incumbent Church Council Members shall continue in office until their successors are elected.

8.05 Consent

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

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

8.06 Resignation

- (a) If the personal circumstances of any Church Council Member make it difficult for that Church Council Member to devote the necessary time or energy to the work of the Church Council, then that Church Council Member shall be free to resign from the Church Council without embarrassment or stigma regardless of the remainder of the term of that Church Council Member.
- (b) If for any reason a Church Council Member chooses to resign, then that Church Council Member shall give thirty (30) days written notice, if possible, to the Chair of Council, who, in turn, shall call it to the attention of the Church Council, which shall have the power to accept such resignation between meetings of Members of the Church. Such letter of resignation should set out the reasons for the departure of the Church Council Member from Church Council. Where the Church Council Member who chooses to resign is the Chair of Council, then their letter of resignation shall be directed to the Clerk, who shall call it to the attention of the Church Council. Upon the acceptance of such resignation, the Church Council shall notify the Membership. A resignation of a Church Council Member becomes effective at the time a written resignation is sent to the Church or at the time

specified in the resignation, whichever is later. A Church Council Member who has resigned may not submit to the Church a written statement pursuant to section 131 of the Act.

8.07 Ceasing to Hold Office

The position of a Church Council Member shall be automatically vacated if any of the following occurs:

- (a) a Church Council Member resigns in accordance with section 8.06;
- (b) a Church Council Member is absent from meetings of the Church Council for a cumulative total of fifty-one percent (51%) or more of the meetings during any twelve (12) month period following their election or the anniversary of their election or appointment without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Church Council;
- (c) a Church Council Member no longer fulfils all of the qualifications to be a Church Council Member in section 8.03 as determined in the sole discretion of the Church Council (with the Church Council Member in question not having the right to vote thereat);
- (d) at a meeting of Members called for that purpose, the Members determine by an Ordinary Resolution that a Church Council Member be removed from office before the expiration of their term; and a Church Council Member who is being removed or has been removed may not submit to the Church a written statement pursuant to section 131 of the Act;
- (e) such Church Council Member dies.

8.08 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Church Council Members may fill a vacancy in the Church Council, except a vacancy resulting from an increase in the number or the minimum or maximum number of Church Council Members, or from a failure of the Members to elect the number of Church Council Members required to be elected at any meeting of Members. If there is not a quorum of the Church Council, or if the vacancy has arisen from a failure of the Members to elect the number of Church Council Members required to be elected at any meeting of Members, the Church Council shall forthwith call a special meeting of Members to fill the vacancy. If the Church Council fails to call such meeting or if there are no Church Council Members then in office, any Member may call the meeting. A Church Council Member appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor. Upon the filling of such vacancy, the Church Council shall notify the Church Membership.

8.09 Authority of Church Council

(a) General Authority

The spiritual, administrative and temporal affairs of the Church shall be managed or supervised by the Church Council as the controlling board of the Church. The Church Council 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 Church Constitution.

(b) Specific Authority

Without limiting the generality of the foregoing, the Church Council 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 18.04;
- (ii) to formulate and recommend Policy Statements in accordance with section 17.01;
- (iii) to respect the authority of the Pastor and the Associate Pastors to provide spiritual leadership for the Church and to co-operate with the Pastor and Associate Pastors 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 Pastor and the Board of Elders pursuant to the procedures set out in this By-law;
- (v) to ensure that all employed personnel of the Church, including any Associate Pastors, are accountable to Council and under the general supervision of the 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 Church Constitution;
- (vi) to examine the relationship of the Pastor or Associate Pastors to the Church and, if a change is deemed appropriate by the Church Council in accordance with section 12.05, then to ensure that a Members' meeting of the Church is called to discuss and inform the membership of an appropriate change;

- (vii) to call all Members' meetings and to publish the time and place for all such Members' meetings with due notice;
- (viii) 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;
- (ix) to appoint such agents and engage such employees (with the exception of the Pastoral Staff which shall require Membership approval) as it deems necessary from time to time, and such persons shall have the authority and shall perform the duties as shall be prescribed by the Church Council at the time of such appointment;
- (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 Church Council ;
- (xi) to prescribe such internal rules and regulations not inconsistent with this By-law relating to the management and operations of the Church as the Board determines appropriate; and
- (xii) to generally exercise such power and to do such other acts and things as the Church is, by the Act and the Church Constitution, authorized to do.

(c) Delegation to Committees

The Church Council may establish one or more committees as it may deem advisable, appoint persons as members of such committees in accordance with section 15.02 and delegate any of its duties and powers to such committee(s). Each committee shall be accountable to Church Council.

(d) Church Council Report

The Church Council shall, through the Chair of Council, report to the Membership at the special report meeting of Members. At the said meeting, the Chair of Council shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Church Council.

(e) No Remuneration of Church Council Members

As required by the Articles, Church Council Members shall serve without remuneration, and no Church Council Member shall directly or indirectly receive any profit from their position as such, provided that a Church Council Member

may be reimbursed for such expenses incurred in performing their duties determined to be reasonable in the circumstances in accordance with any Policy Statement established by the Church.

(f) Remuneration of Officers, Agents, Employees

Subject to the Articles, the Church Council Members of the Church may fix, by resolution, the reasonable remuneration of the Officers, Pastoral Staff, employees and agents of the Church and may delegate any or all of this function as it determines to be appropriate. Such resolution shall have force and effect provided that such remuneration does not exceed the last approved budget of the Church, otherwise such resolution shall require the approval of the Membership before coming into force and effect.

However, no Officer who is also a Church Council Member 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 Statement in this regard that may be adopted by the Church from time to time.

SECTION IX
CHURCH COUNCIL MEETINGS

9.01 Place of Meetings

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

9.02 Regular Meetings

Regular meetings of the Church Council shall be held at such time and place as shall be determined by the Chair of Council but not less than eight (8) times a year. The dates for regular meetings shall be published in a schedule by the Chair of Council and distributed to all Church Council Members 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 138(2) of the Act that is to be dealt with at the meeting.

9.03 Special Meetings

Special meetings of the Church Council may be called by the Chair of Council upon written notice or upon written request of any two (2) members of the Church Council to the Chair of Council who shall then give notice of a special meeting of the Church Council at such place set out in the notice as soon as possible thereafter.

9.04 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Church Council shall be given in the manner provided in section 20.01 of this By-law to every Church Council Member not less than any of the following: twenty-one (21) days' notice by mail or personal delivery; published in the Church bulletin on two (2) consecutive Sundays; four (4) days' notice by electronic transfer, including facsimile or email; or, in the event of an emergency and at the call of the Chair of Council, 24 hours' telephone notice by the Chair of Council; before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Church Council shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

9.05 Waiver of Notice

A Church Council Member may waive notice of a meeting of the Church Council and attendance of any Church Council Member at such meeting shall constitute 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.

9.06 Chair of Meetings of the Church Council

The chair of meetings of the Church Council shall be:

- (a) the Chair of Council;
- (b) if the Chair of Council is absent or unable to act, then the Vice-Chair of Council; and
- (c) if the Vice-Chair of Council is absent or unable to act, then a Church Council Member appointed by resolution of the Church Council.

9.07 Quorum

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

9.08 Voting Rights

All Church Council Members shall each have one (1) vote. All questions arising at any meeting of Church Council shall be decided by a majority of the votes cast on the question, unless the Act or the By-laws otherwise provide. A Church Council Member shall be considered to be present at a meeting of Church Council Members if such Church Council Member attends the meeting of Church Council either in person, by teleconference and/or by electronic means. In the case of an equality of votes, the chair of Church Council meetings, in addition to their original vote, shall have the second or casting vote.

9.09 Voting Procedures

At all meetings of the Church Council, every question shall be decided by a show of hands on the question, unless a recorded vote is required by the chair of Church Council meetings or requested by any Church Council Member. When a recorded vote on the question is required by the chair of Church Council meetings or requested by any Church Council Member, the Clerk shall record the names of the Church Council Member and whether they voted in support or opposition. A declaration by the chair of Church Council meetings that a resolution has been carried and an entry to that effect in the minutes of the Church Council is conclusive evidence of the fact without proof of the number or proportionate votes recorded in favour or against the resolution. If secret ballots are utilized at any meeting, such secret ballots are to be destroyed following the completion of the meeting.

9.10 Minutes

The Church Council shall keep written minutes of each meeting. The Clerk shall prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Church Council the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Church Council. In addition, the Members may examine the portions of any minutes of meetings of Church Council or of committees of Council Members that contain disclosures under section 141 of the Act, and of any other documents that contain those disclosures, during the Church's usual business hours.

9.11 Meetings by Telephone or Electronic Means

If all of the Church Council Members consent, a Church Council Member may, in accordance with the Regulations, participate in a Church Council meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Church Council Member participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before

or after the meeting to which it relates and may be given with respect to all meetings of the Church Council and committees of the Church Council.

9.12 No Alternate Council Members

No person shall act for an absent Church Council Member at a Church Council meeting.

9.13 Dissent at Meeting

Subject to the Act, a Church Council Member who is present at a Church Council meeting or a meeting of a committee of Church Council Members is deemed to have consented to any resolution passed or action taken at the meeting unless:

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

provided that a Church Council Member who votes for or consents to a resolution may not dissent.

9.14 Dissent of Absent Council Member

A Church Council Member 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 Church Council Member:

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

9.15 Resolutions in Writing

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

9.16 Meetings In Camera

Where matters confidential to the Church are to be considered at a meeting of the Church Council, 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 Church Council, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Church Council and such person.

9.17 Disclosure of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Church Council, a Church Council Member and their Family Members shall not enter into a contract, business transaction, financial arrangement or other matter with the Church in which the Church Council Member or any of their Family Members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the Act, a Church Council Member 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 Church Council meetings, the nature and extent of any interest that the Church Council Member has in any material contract or material transaction whether made or proposed, with the Church if the Church Council Member:

- i) is a party to the contract or transaction;
- ii) is a Church Council Member or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- iii) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under section 9.17(b)(i), any Church Council Member who has any material direct or indirect 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 9.17(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Church Council.

(c) Material Interest

In this section, “material” shall mean that the Church Council Member in question, directly or indirectly, is personally receiving a material benefit or gain

of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Church Council from time to time.

(d) Procedure Where Disclosure

The Chair of Council meetings shall request any Church Council Member who has made a disclosure referred to in section 9.17(b) to absent themselves during the discussion of the matter, with such action being recorded in the minutes. The Church Council Member 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 Church Council proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Church Council Member has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Church Council, such Church Council Member shall be required to immediately resign from the Church Council, failing which they shall be deemed to have resigned from the Church Council upon the passing of a Church Council resolution to that effect.

9.18 Confidentiality

Every Church Council Member, as well as every Officer, Elder, Deacon, Committee Member, employee or volunteer shall respect the confidentiality of matters brought before the Church Council or before any committee of the Church Council, or any matter dealt with in the course of employment or involvement of such person in the activities of the Church.

SECTION X
BOARD OF ELDERS

10.01 Definition and Responsibilities Of Board Of Elders

(a) Definition of Elders

The Board of Elders shall be a body of spiritually qualified people, elected by the Members, as required, at the annual meeting of Members each year, to have oversight over the spiritual ministry of the Church. By virtue of their position, the Pastor and all Associate Pastors shall be deemed to be Elders without term. Other Pastoral Staff may meet with the Elders from time to time as determined by the Elders.

(b) Number

At all times, the number of elected Elders (that is, Elders who are not the Senior Pastor and the Associate Pastors) shall be a minimum of four (4) to such maximum number as may be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Church Council Members to determine the number of elected Elders, by resolution of the Church Council.

(c) Chair of the Board of Elders

The chair of the Board of Elders shall be appointed by the Elders from among the Elected Elders at the first Elders meeting of each fiscal year. The chair shall serve for a term of one (1) year. The duties of the chair of the Board of Elders shall be as follows:

- (i) to call, prepare the agenda for and preside at all meetings of the Board of Elders;
- (ii) to ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Board of Elders;
- (iii) to ensure that all directives and resolutions of the Church Council are carried into effect; and
- (iv) to carry out such duties as may from time to time be determined by the Board of Elders, the Church Council or the Members.

(d) Vice-Chair of the Board of Elders

The vice-chair of the Board of Elders shall be appointed by the Elders from among the Elected Elders at the first Elders meeting of each fiscal year. The vice-chair shall serve for a term of one (1) year. The duties of the vice-chair of the Board of Elders shall be as follows:

- (i) in the event that the chair of the Board of Elders is not able to function in their position then the chair shall be replaced by the vice-chair of the Board of Elders who shall exercise all of the authority and comply with all of the obligations of the chair;
- (ii) to carry out such duties as may from time to time be determined by the Board of Elders, the Church Council or the Members.

If absent, the duties of the vice-chair shall be performed by such other Elder who is assigned the duties of the vice-chair by Resolution of the Board of Elders.

(e) Duties Of Board Of Elders

(i) Spiritual & Pastoral Needs

The Board of Elders, in conjunction with the Pastor, shall be responsible for the spiritual and pastoral ministry of the Church, which shall include the following:

- i) nurturing the discipline of prayer;
- ii) establishing the Church's long-term and short-term objectives which, in turn, will be the guidelines by which the program directives of the Church will be established;
- iii) evaluating all programs operating in the Church;
- iv) ensuring that programs of evangelism and community outreach are implemented;
- v) ensuring small groups are developing in a healthy way; and
- vi) equipping and training Church leadership.

(ii) Administration of Lord's Supper & Examination of Candidates for Membership

The Board of Elders shall assist in administering the Lord's Supper and be responsible for examining candidates for baptism, as well as Church Membership, as outlined in section 2.03, including ensuring that new believers are disciplined in the ways of the Christian faith and reviewing the Membership rolls at least once annually.

(iii) Questions Relating to Christian Conduct

The Board of Elders shall be responsible to determine any questions relating to standards of Christian conduct for Members, Pastoral Staff, employees and volunteers.

(iv) Benevolent Fund

The Board of Elders shall be responsible for administering the benevolent fund of the Church.

10.02 Qualification For Board Of Elders

A person may be considered for election as an Elder if the person fulfills all of the following qualifications:

- (a) is a Member in good standing for a minimum of one (1) year;

- (b) is over the age of twenty-one (21) and have power under law to contract;
- (c) is personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (d) has an active involvement within the Church;
- (e) fulfills the spiritual qualifications of an Elder listed in I Timothy 3:1-7, Titus 1:5-10, and I Peter 5:1-5;
- (f) is in full agreement with the Church Constitution;
- (g) recognizes that election as an Elder is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (h) recognizes that election as an Elder shall involve active participation in and leadership of the spiritual ministries of the Church as they are needed;
- (i) is not a Deacon and, together with their Spouse, is not the Treasurer, Clerk or the Public Accountant;
- (j) does not have the status of a bankrupt or subsequently receive such status at any time during their term as an Elder; and
- (k) has not been found by a court in Canada or elsewhere to be mentally incompetent or subsequently receive such a finding at any time during their term as an Elder.

10.03 Election And Term Of Office of Board of Elders

(a) Election of Board of Elders

With the exception of the Pastor and the Associate Pastor(s) who shall be Elders by virtue of their positions, the Board of Elders shall be elected by Ordinary Resolution of the Members at the annual meeting of Members to be held each year from the slate of nominations presented by the Nominating Committee. Where there is more than one (1) nominee for a vacant Elder position, then the vote of the Members shall be held by secret ballot.

(b) Terms and Maximum Term of Office

With the exception of the Pastor and the Associate Pastor(s) who shall be Elders without term, each Elder shall hold office for a term of three (3) years. The term of office of an Elder elected at the annual meeting of Members shall begin on the 1st day of December immediately following the annual meeting of Members at which the Elder is elected to their position. There is to be a maximum of two (2) consecutive terms of office for an Elder following which there will be a

mandatory year off. As such, an Elder shall be eligible for re-election for up to two (2) terms on a consecutive basis provided that such person continues to meet the qualification requirements to be an Elder set out in section 10.02.

(c) Rotating Terms of Office

As much as possible, the terms of office of the Elders are to be arranged so that approximately one-third (1/3) of the Elders' terms expire in each year. The Nominating Committee, at its discretion, may nominate Elders for a term less than three (3) years to maintain the rotational balance, subject to ratification by Ordinary Resolution of the Members at a meeting of Members called for such purpose.

10.04 Resignation From Board Of Elders

(a) Resignation

If the personal circumstances of any Elder make it difficult for that Elder to devote the necessary time or energy to the work of the Board of Elders, then that Elder shall be free to resign from the Board of Elders without embarrassment or stigma regardless of the remainder of the term of that Elder.

(b) Written Notice of Resignation

If, for any reason, an Elder chooses to resign, then that Elder shall give thirty (30) days written notice, if possible, to the chair of the Board of Elders who, in turn, shall call it to the attention of the Board of Elders who shall then have the power to accept such resignation. Such letter of resignation should set out the reasons for the departure of the Elder from the Board of Elders. The resignation of an Elder from the Board of Elders does not necessarily require their resignation from any other position that they may also hold within the Church.

10.05 Vacancy On Board Of Elders

(a) Automatic Vacancy

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

- (i) they resign their position as an Elder by delivery of the written resignation to the chair of the Board of Elders as set out in section 10.04;
- (ii) they are found to be mentally incompetent or of unsound mind;
- (iii) they become bankrupt;

- (iv) they cease to be a Member of the Church; or
- (v) they die.

(b) Removal of Elders

An Elder shall be removed if any of the following situations occur:

- (i) An Elder may be removed from their position when they no longer fulfill all of the qualifications to be an Elder set out in section 10.02 as determined by a two-thirds (2/3rds) resolution of the Board of Elders (excluding the Elder in question) at a meeting called for that purpose, subject to confirmation by resolution of the Church Council at a meeting called for that purpose; or
- (ii) An Elder, in the opinion of a two-thirds (2/3rds) resolution of the Church Council at a meeting called for that purpose and confirmed by a Special Resolution of the Members present in person at a Meeting of Members called for that purpose, or, if authorized under this By-law, by teleconference and/or by other electronic means, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution; or
- (iii) An Elder is determined by a Special Resolution of the Members present in person at a meeting of Members called for that purpose, or, if authorized under this By-law, by teleconference and/or by other electronic means, to be unfit to hold office as an Elder for any reason.

(c) Notice of Removal

If an Elder is removed as an Elder in accordance with section 10.05(b), then no action is required by the Church other than the sending of a written notice to the Elder that they are no longer an Elder effective as of the date determined by the Board of Elders by Ordinary Resolution.

(d) Deemed Co-ordinated Resignation

Where an Elder is removed pursuant to section 10.05(b), then such person shall be deemed to have also automatically resigned as a Church Council Member, the chair of the Board of Elders or the vice-chair of the Board of Elders, as applicable.

(e) Election to Fill Vacancy

If any vacancies should occur for any reason as set out in section 10.05(a) or section 10.05(b) above, the Members may elect replacement Elders, as recommended by the Nominating Committee, by Ordinary Resolution at a meeting of Members called for such purpose, which replacement Elders shall fill the vacancy for the balance of the unexpired term caused by such vacancy.

10.06 Board Of Elders Meetings

The Board of Elders shall meet at such times as are determined by the chair of the Board of Elders. The procedure to be adopted during the meetings of the Board of Elders shall be the same as those set out in this By-law for the Church Council, with modifications as necessary.

SECTION XI
DEACONS

11.01 Definition And Responsibilities Of Deacons

(a) Definition

Deacons shall be qualified Persons responsible for ministry within the life of the Church and will report to the Elders and/or the Church Council as required. The number of Deacons and their areas of ministry shall be determined by the Church Council from time to time.

(b) Key Areas of Ministry

Deacons shall be elected by the Membership of the Church to serve in the following areas:

(i) Deacon of Finance

The Deacon of Finance shall oversee all financial matters of the Church. The Deacon of Finance shall also be appointed on an ex-officio basis to be on the Finance Committee.

(ii) Deacon of Property

The Deacon of Property is responsible for the care and maintenance of the Church building(s) and the Church property. The Deacon of Property shall also be appointed on an ex-officio basis to be the chair of the Property Committee, where such a Property Committee is in place from time to time.

(iii) Deacon of Small Groups

The Deacon of Small Groups shall be responsible for overseeing the ministry of small groups of the Church. The Deacon of Small Groups shall also be appointed on an ex-officio basis to be the chair of the Small Groups Committee, where such a Small Groups Committee is in place from time to time.

(iv) Deacon of Christian Education

The Deacon of Christian Education shall be responsible for all aspects of the Christian education programs of the Church. The Deacon of Christian Education shall also be appointed on an ex-officio basis to be the chair of the Christian Education Committee, where such a Christian Education Committee is in place from time to time.

11.02 Qualifications for a Deacon

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

- (a) is a Member in good standing for a minimum of one (1) year;
- (b) is over the age of twenty-one (21) and have power under law to contract;
- (c) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
- (d) fulfills the spiritual qualifications of a Deacon listed in I Timothy 3:8-15;
- (e) is in full agreement with the Church Constitution;
- (f) recognizes that the position of Deacon is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (g) recognizes that the position of Deacon is not only an administrative role but shall involve active participation in ministries of the Church as they are needed;
- (h) is not an Elder and, together with their Spouse, is not the Treasurer or Public Accountant;
- (i) does not have the status of a bankrupt or subsequently receive such status at any time during their term as a Deacon; and
- (j) has not been found by a court in Canada or elsewhere to be mentally incompetent or subsequently receive such a finding at any time during their term as a Deacon.

11.03 Election And Term Of Office of Deacons

(a) Election of Deacons

Deacons shall be elected by an Ordinary Resolution of the Members at the special report meeting of Members each year from the slate of nominations presented by the Nominating Committee. Where there is more than one (1) nominee for a vacant Deacon position, then the vote of the Members shall be held by secret ballot.

(b) Term and Maximum Term of Office

Each Deacon shall hold office for a term of three (3) years. The term of office of a Deacon shall begin on the first day of the next fiscal year immediately following the special reports meeting of Members at which the Deacon is elected to their position. There is no maximum term of office for a Deacon. Therefore, at the end of one full three (3) year term, a Deacon shall be eligible for re-election on a consecutive basis thereafter provided that such person continues to meet the qualification requirements to be a Deacon set out in section 11.02.

11.04 Resignation of Deacons

(a) Resignation

If the personal circumstances of any Deacon make it difficult for that Deacon to devote the necessary time or energy to the work of the Deacons, then that Deacon shall be free to resign from the position of Deacon without embarrassment or stigma regardless of the remainder of the term of that Deacon save and except where such conflict of interest has been authorized by court approval. The resignation of a Deacon does not necessarily require their resignation from any other position that they may also hold within the Church.

(b) Written Notice of Resignation

If for any reason a Deacon chooses to resign, then that Deacon shall give thirty (30) days written notice, if possible, to the Chair of Council who, in turn, shall call it to the attention of the Church Council who should then have the power to accept such resignation. Such letter of resignation should set out the reasons for the departure of the Deacon.

11.05 Vacancy of Deacons

(a) Automatic Vacancy

The position of a Deacon shall be automatically vacated if any of the following situations occur:

- (i) they resign their position as a Deacon by delivery of the written resignation to the Chair of Council as set out in section 11.04;
 - (ii) they are found to be mentally incompetent or of unsound mind;
 - (iii) they become bankrupt;
 - (iv) they cease to be a Member of the Church; or
 - (v) they die.
- (b) Removal of Deacons

A Deacon shall be removed if any of the following situations occur:

- (i) a Deacon may be removed from their position when they no longer fulfill all of the qualifications to be a Deacon as set out in section 11.02 as determined by a two-thirds (2/3) resolution of the Church Council (excluding the Deacon in question, if applicable) at a meeting called for that purpose;
- (ii) a Deacon, in the opinion of a two-thirds (2/3) resolution of the Church Council at a meeting called for that purpose and confirmed by a Special Resolution of the Members present in person at a meeting of Members called for that purpose, or, if authorized under this By-law, by teleconference and/or by other electronic means, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution; or
- (iii) a Deacon is determined by a Special Resolution of the Members present in person at a meeting of Members called for that purpose, or, if authorized under this By-law, by teleconference and/or by other electronic means to be unfit to hold office as a Deacon for any reason.

(c) Notice of Removal

If a Deacon is automatically removed as a Deacon in accordance with section 11.05(b), then no action is required by the Church other than the sending of a written notice to the Deacon that they are no longer a Deacon effective as of the date determined by the Church Council.

(d) Deemed Co-ordinated Resignation

Where a Deacon is removed pursuant to section 11.05(b), then such person shall be deemed to have also automatically resigned as a Church Council Member, the Chair of Council and/or Vice-Chair of Council, as applicable.

(e) Appointment to Fill Vacancy

If any vacancies should occur for any reason as set out in section 11.05 above, the Church Council by resolution may, on the recommendation of the Nominating Committee, appoint a replacement Deacon to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Church Council shall notify the Members.

If the number of Deacons is increased by the Church Council during the year within the prescribed limit of Deacons, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

SECTION XII
PASTOR, ASSOCIATE PASTOR AND OTHER EMPLOYEES

12.01 Definition and Duties of the Pastor

The Pastor shall be the primary spiritual overseer of the Church and shall be deemed by virtue of their position to be a Member of the Church. The duties and rights of the Pastor shall be as follows:

- (a) the duty to provide spiritual leadership for the Church and to work in co-operation with the Board of Elders and Church Council in implementing such spiritual leadership;
- (b) the duty to work in conjunction with the Church Council in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
- (c) the duty to exercise general supervisory authority over the Associate Pastors and other employees of the Church;
- (d) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that their lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (e) the duty to be in full agreement with, uphold and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in its

Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;

- (f) the right to be an Elder and an ex-officio member on all Committees and boards of the Church, with the exception of the Church Council, provided that the Pastor shall not have a vote at any meetings of any Committees or boards of the Church on which they are an ex-officio member;
- (g) the right to receive notification and minutes of all meetings of the Church Council, to be present and fully participate at all such meetings, provided that, except where permitted by law, the Pastor shall not be a Church Council Member nor have a vote thereon and shall not be present when the Church Council is discussing their position, salary or benefits, but may in the discretion of the Church Council be present when the Church Council is discussing other aspects of their position; and
- (h) the right to have an annual performance review conducted by the Church in order to constructively review the Pastor's ministry with a view to improving the Pastor's effectiveness, which review shall be carried out by the Chair of Council, two (2) Elders appointed by the Church Council and the Deacon of Finance.

12.02 Definition and Duties of Associate Pastor

If, in conjunction with the Church Council, the Pastor and existing Associate Pastor(s) so request, and upon resolution of the Membership, Associate Pastors may be called by the Church for the purpose of undertaking such ministries as the Pastor and the Church Council determines are necessary for the Church. An Associate Pastor by virtue of their position shall be deemed to be a Member of the Church. The duties and rights of an Associate Pastor shall be as follows:

- (a) the duty to fulfill the ministry description established for their position by the Church Council;
- (b) the duty to provide spiritual leadership to the Church and to work in conjunction with the Pastor, the Board of Elders and the Church Council Members in implementing such spiritual leadership;
- (c) the duty to work in conjunction with the Pastor and the Church Council Members in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
- (d) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 1:5-9, Titus 1:5-9 and 1 Peter 5:3-1 and to ensure that

their lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles;

- (e) the duty to be in full agreement with, uphold, and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;
- (f) the duty to work as part of a team under the direction of the Pastor;
- (g) the right to be an Elder;
- (h) the right to receive notification and minutes of all meetings of the Church Council, to be present and fully participate at all such meetings, provided that the Associate Pastor shall not be a Church Council Member nor have a vote thereon and shall not be present when the Church Council is discussing their position, salary or benefits, but may in the discretion of the Church Council be present when the Church Council Members are discussing other aspects of their position; and
- (i) the right to have an annual performance review conducted by the Church in order to constructively review the Associate Pastor's ministry with a view to improving the Pastor's effectiveness, which review shall be carried out by the Chair of Council, two (2) Elders appointed by the Church Council and the Deacon of Finance.

12.03 The Calling of Pastoral Staff

(a) Establishment of Pastoral Search Committee

Whenever a vacancy in the position of Pastor occurs or the Church determines that an Associate Pastor is to be called, a Pastoral Search Committee shall be established.

(b) Composition of Pastoral Search Committee

The Pastoral Search Committee shall consist of six (6) persons to be appointed or elected in the following manner:

- (i) Three (3) Members shall be appointed by resolution of the Church Council, provided that at least two (2) of the said three (3) are Elders and one (1) is a Church Council Member; and

(ii) Three (3) Members who are not either Church Council Members or Spouses of Church Council Members shall be elected by Ordinary Resolution of the Members present in person at a Members' meeting called for that purpose, or, if authorized under this By-law, by teleconference and/or by other electronic means. The three (3) Members shall be nominated by the Nominating Committee, who shall obtain the consent of all nominees and shall post a list of its nominees at least two (2) Sundays prior to the Members' meeting to elect the Pastoral Search Committee. Members may add further nominations from the floor, provided that such additional nominees have first consented in writing, in which event the three (3) nominees receiving the most number of votes shall be elected as members of the Pastoral Search Committee.

(c) Composition of Associate Pastoral Search Committee

In relation to the calling of an Associate Pastor, the number of members of the Associate Pastoral Search Committee shall be determined by the Church Council from time to time and the members of such Associate Pastoral Search Committee shall be appointed by resolution of the Church Council.

(d) Duties of Pastoral Search Committee

The Pastoral Search Committee shall be responsible to recommend to the Membership the calling of a Pastor or an Associate Pastor, having first taken into consideration what is in the best interest of the Church as a whole. As much as possible, the Pastoral Search Committee shall make their recommendation to the Church Council on a unanimous basis.

(e) Term and Removal

The Pastoral Search Committee shall remain in effect until such time that the Church Council determines that its useful purpose has ended. Any elected member of the Pastoral Search Committee may be removed from such Committee by a Special Resolution of the Members present in person at a meeting of Members called for that purpose, or, if authorized under this By-law, by teleconference and/or by other electronic means, and any appointed member of the Pastoral Search Committee may be removed by two-thirds (2/3rds) of the votes cast by the Church Council at a meeting called for that purpose.

(f) Recommendation

When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall first be presented to the Church Council for approval. If the Church Council approves the recommendation by at least a two-thirds (2/3rds) vote of the Church at a meeting called for that purpose, then the recommendation

shall be placed before the Members at a meeting of Members called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.

(g) Vote on Recommendation

Only one name for the position of Pastor or Associate Pastor shall be presented to the Membership at any one time for consideration. Upon approval of seventy-five percent (75%) of the votes cast by Members present in person at the meeting of Members called for that purpose, or, if authorized under this By-law, by teleconference and/or by other electronic means, a formal call will then be extended to the prospective candidate. In the event that the recommended name does not receive the approval of the Members by a seventy-five percent (75%) vote, or in the event that the prospective candidate does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Pastor or Associate Pastor, as the case may be, is found.

12.04 Resignation of Pastoral Staff

If the Pastor or an Associate Pastor wishes to resign, they shall first notify the Church Council in writing together with an explanation and shall provide no less than thirty (30) days notice prior to the effective date of their resignation, unless there are extraordinary circumstances. Such resignation will be deemed to include a resignation by the Pastor or Associate Pastor as a Member of the Church, an Elder and where applicable, as an ex-officio member on all Committees and boards of the Church.

12.05 Removal of Pastoral Staff

- (a) The Pastor or an Associate Pastor may be removed from their position with the Church for any reason by a seventy-five percent (75%) vote of the Church Council Members at a Church Council meeting called for that purpose. Where the Church Council approves the removal of the Pastor or an Associate Pastor in accordance with this section, the Church Council shall forthwith advise the Members of its decision subject to section 12.05(b) below.
- (b) No pronouncement on the removal of the Pastor or an Associate Pastor by the Church shall be made unless given orally from a prepared text at a Members' meeting and only after careful and sober consideration has first been made by the Church Council to avoid, as much as possible, undue or unnecessary embarrassment to the Pastor or Associate Pastor, or other undue or unnecessary prejudicial consequences to either the Pastor or Associate Pastor, or to the Church as a whole.

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

12.06 Hiring of Additional Pastoral Staff or Other Employees

As it is deemed necessary by the Members, additional Pastoral Staff and/or other employees will be employed on either a full-time or part-time basis. The Church Council will be responsible for establishing the procedures for hiring and for selecting the appropriate person(s) to be hired as employees, with the exception of Pastoral Staff who shall be hired in accordance with section 12.03(g). All such hiring is subject to funding having been approved by the Members.

12.07 Terms of Employment of Pastoral Staff and Other Employees

- (a) The Church Council will develop appropriate policies regarding the requirements, guidelines and procedures for job descriptions, evaluations and accountability structures for its Pastoral Staff and other employees of the Church. In recognition of the integral part that all employees (including Pastoral Staff) are to the overall ministry of the Church, each employee shall review and sign an engagement agreement with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the employee recognizes and agrees that employment or ongoing contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Church Council is unbecoming of a Christian contrary to Biblical principles, and as such, the employee will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such employee was a Member of the Church.
- (b) All employees (as defined above) who are, in whole or in part, involved in ministries of the Church (such as the Pastor, Associate Pastors, minister of music, youth minister or church secretary) shall be required to give evidence that they are personally committed to Jesus Christ as Saviour.

- (c) The salary of the Pastoral Staff will be determined by the Church Council Members who conduct the annual performance reviews of the Pastoral Staff, subject to approval of the Church Council, with the resulting recommendations being submitted to the Finance Committee for consideration in preparing the annual budget. All other salaries will be reviewed by the Finance Committee in co-operation with the Pastor and the Chair of Council in preparation of the annual budget.
- (d) The total of all salaries shall be reported in the Church budget. Individual salaries will not be discussed at meetings of Members unless requested in writing by fifty-one percent (51%) of the Members entitled to vote at the meeting. Itemized information about salaries will be made available to any Member through the Church Council Members at regular meetings of the Church Council Members.

SECTION XIII
OFFICERS

13.01 Names of Officers

(a) Mandatory Officers

The Officers of the Church shall be:

- (i) Chair of Council;
- (ii) Vice-Chair of Council;
- (iii) Clerk; and
- (iv) Treasurer.

(b) Other Officers

The Church Council may appoint such other Officers as the Church Council determines is appropriate and the duties of such Officers shall be determined at the discretion of the Church Council.

13.02 Description of Officers

(a) Chair of Council

The duties of the Chair of Council shall be as follows:

- (i) for purposes of the Act, to act as the President of the Church for corporate purposes;

- (ii) to call all meetings of the Church Council;
- (iii) to preside at all Church Council meetings as the Chair of Council;
- (iv) to prepare the agenda for all meetings of the Church Council;
- (v) to ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Church Council;
- (vi) to conduct such meeting in a prayerful manner seeking the guidance of Jesus Christ in all matters of the Church;
- (vii) to be permitted to express an opinion on any matter discussed at the Church Council;
- (viii) to ensure that all directives and resolutions of the Church Council are carried into effect;
- (ix) to call all meetings of Members in accordance with the procedures set out in this By-law;
- (x) to prepare the agenda for all meetings of the Members;
- (xi) to preside at all meetings of the Members as the chair of Members' meetings;
- (xii) to ensure the fairness, objectivity and completeness of all Members' meetings;
- (xiii) to vote at Members' meetings only when a deciding vote is necessary; and
- (xiv) to carry out such other duties as are directed from time to time by the Membership of the Church or by the Church Council.

(b) Vice-Chair of Council

The duties of the Vice-Chair of Council shall be as follows:

- (i) for purposes of the Act, to act as the Vice-President of the Church for corporate purposes;
- (ii) in the event that the Chair of Council is not able to function in their position then the Chair of Council shall be replaced by the Vice-Chair of Council who shall exercise all of the authority and comply with all of the obligations of the Chair of Council;

- (iii) if absent, the duties of the Vice-Chair of Council shall be performed by such other Church Council Member who is assigned the duties of the Vice-Chair of Council by resolution of the Church Council; and
- (iv) to carry out such duties as may from time to time be determined by the Church Council or the Membership.

(c) Clerk

The duties of the Clerk shall be as follows:

- (i) to act as the corporate secretary of the Church for purposes of the Act;
- (ii) to faithfully note and record all of the business of Members' and Church Council meetings and present the minutes of previous meetings when called upon to do so;
- (iii) to conduct all correspondence on behalf of the Church arising out of such meetings;
- (iv) to publish the time and place for all Members' meetings with due notice;
- (v) to be the custodian of the seal of the Church which they shall deliver only when authorized by the Church Council to do so and to such person or persons as may be named in the said resolution;
- (vi) to establish and maintain a system of filing administrative records of the Church's Committees and to be the custodian of all papers and documents of the Church;
- (vii) to keep the records of the Church Membership, including admissions, resignations, removals, deaths and deletions therefrom;
- (viii) to give an annual written summary of the records of the Church Membership and changes thereto ;
- (ix) to maintain a record of Church baptisms;
- (x) not to be a Church Council Member, another Officer, the Public Accountant, chair of the Finance Committee or the Spouse of any of the same;
- (xi) to carry out such other duties as directed from time to time by the Church Council or by the Membership; and

- (xii) in their absence, the duties of the Clerk shall be performed by such other Member who is temporarily assigned the duties of the Clerk by the Church Council.

(d) Treasurer

The duties of the Treasurer shall be to oversee and to be responsible for:

- (i) disbursing monies on behalf of the Church, provided that the Treasurer should not, as much as possible, receive any funds or keep any envelope records, which is to be the responsibility of another Member appointed by the Membership or alternatively by the Church Council;
- (ii) keeping an accurate cheque register;
- (iii) issuing and co-signing cheques on behalf of the Church;
- (iv) maintaining payroll records;
- (v) maintaining accounts payable records;
- (vi) paying all accounts and authorized expenses by cheque whenever practical and possible;
- (vii) investing funds belonging to the Church as directed by the Church Council;
- (viii) the collection of monies received by the Church;
- (ix) deposit of the monies received by the Church into the proper bank accounts;
- (x) keeping an account of all monies received by the Church and keeping a full and accurate account of all assets, liabilities, receipts and disbursements of the Church including the following:
 - i) recording the Church income and receipts;
 - (ii) recording the Church fund disbursements;
 - (iii) preparation of monthly bank reconciliations; and
 - (iv) preparation of monthly financial statements.
- (xi) keeping an accurate record of all contributions made through envelopes to the general, building and other funds of the Church as exist from time to time;

- (xii) ensuring that no Church Council Member receives any remuneration from the Church, except where specifically permitted by law, unless such monies are for purposes of reimbursing such person for such expenses incurred on behalf of the Church;
- (xiii) not to be a Church Council Member, another Officer, the Public Accountant, chair of the Finance Committee or the Spouse of any of the same;
- (xiv) carrying out such other duties as directed from time to time by the Church Council or the Membership; and
- (xv) if absent, the duties of the Treasurer shall be performed by such Member who is temporarily assigned the duties of the Treasurer by the Church Council.

13.03 Qualifications for Officers

A person may be considered for election or appointment as an Officer of the Church if they fulfill all of the following qualifications:

- (a) is a Member in good standing of the Church;
- (b) is at least twenty-one (21) years of age;
- (c) is personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (d) has an active involvement within the Church;
- (e) is in full agreement with the Church Constitution;
- (f) recognizes that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services; and
- (g) complies with all of the duties and restrictions of their respective Officer positions as set out in this By-law.

13.04 Election and Appointment of Officers

- (a) All Officers, with the exception of the Chair of Council and Vice-Chair of Council, shall be elected by the Members at the special report meeting of Members from a slate of nominations presented by the Nominating Committee. Where there is more than one (1) nominee for a vacant Officer position, then the vote of the Members shall be held by secret ballot.

- (b) The Chair of Council and the Vice-Chair of Council shall be elected by the Members at the annual meeting of Members to be held each year from amongst the Church Council Members who are currently in office or who are earlier elected at the same annual meeting of Members.

13.05 Delegation of Duties of Officers

Unless otherwise provided for by the Church Council, 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 Church Council in relation to the duties that have been so delegated.

13.06 Term and Maximum Term of Officers

- (a) The Chair and Vice Chair shall serve for a one (1) year term of office, which term of office shall commence on the 1st day of December immediately following the annual meeting of Members at which such Officer was elected.
- (b) The Treasurer and Clerk shall serve for a one (1) year term of office, which term of office shall commence on the 1st day of July immediately following the special reports meeting of Members at which such Officer was elected.
- (c) There is no maximum term of office for an Officer. Therefore, at the end of a full one (1) year term, an Officer shall be eligible for re-election by the Members to the same or any other Officer position at the end of their term on a consecutive basis thereafter provided that such person continues to meet the qualification requirements to be an Officer is section 13.03.

13.07 Resignation of Officers

If for any reason any Officer chooses to resign their position, a letter of resignation together with an explanation shall be directed to the Church Council at least thirty (30) days, if possible, prior to the effective date of such resignation and the Church Council shall then have the power to accept such resignation on behalf of the Church.

13.08 Vacancy

- (a) The position of an Officer shall be automatically vacated if any of the following situations occur:
 - (i) such Officer resigns their office by delivery of a written resignation to the Church Council;
 - (ii) such Officer no longer fulfills all the qualifications of an Officer as set out in section 13.03;

- (iii) such Officer is found to be mentally incompetent or of unsound mind;
 - (iv) such Officer becomes bankrupt;
 - (v) such Officer ceases to be a Member of the Church;
 - (vi) such Officer, in the opinion of at least a two-thirds (2/3rds) majority of the votes cast at a Church Council meeting and confirmed by a Special Resolution of the Members, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
 - (vii) such Officer is determined by a two-thirds (2/3) of the votes cast by Members at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
 - (viii) such Officer's death.
- (b) If any vacancies should occur for any reason as set out in section 13.08(a) above, the Church Council may fill the vacancy during the remaining term.

13.09 Disclosure (Conflict of Interest)

- (a) An Officer who is a Church Council Member 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 Church Council Members pursuant to the provisions of the Act and the By-laws set out in section 9.17.
- (b) An Officer who is not a Church Council Member 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 Church Council Members pursuant to the provisions of the Act and the By-laws set out in section 9.17(b)(i), section 9.17(c) and section 9.17(d).
- (c) In all cases, any such contract or proposed contract may be referred to the Church Council 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 Church Council or Members.

SECTION XIV
DUTIES, PROTECTION AND INDEMNITY

14.01 Duties of Council Members and Officers

Every Church Council Member 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 Church Council Member and Officer of the Church shall comply with the Act, the Regulations, Articles, By-laws and Policy Statements of the Church.

14.02 Limitation of Liability

No Church Council Member, Officer, Member, Pastor, Associate Pastor, Committee Member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Church Council Member, Officer, Pastor, Associate Pastor, 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 by the Church for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of or belonging to the Church shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Church Council Member's, Officer's, Pastor's, Associate Pastor's, Committee Member's, employee's or volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default or otherwise result from the Church Council Member's, Officer's, Pastor's, Associate Pastor's, Committee Member's, employee's or volunteer's failure to act in accordance with the Act and the Regulations.

14.03 Indemnity to Council Members, Officers and Others

Subject to the Act, the Church may indemnify a Church Council Member or Officer of the Church, a former Church Council Member or Officer of the Church or another individual who acts or acted at the Church 's request as a Church Council Member 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 action or other proceeding in which the individual is involved because of that association with the Church or other entity if,

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

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.

14.04 Indemnity to 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.

14.05 Insurance

Subject to the Act, the Church may 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 Church Council may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Church Council Member or an Officer of the Church; or
- (b) in the individual's capacity as a Church Council Member 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 Church Council Members and officers liability insurance.

14.06 Advances

The Church may advance money to a Church Council Member, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is

provided by the Church pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in section 14.03(a) and section 14.03(b).

SECTION XV COMMITTEES

15.01 Establishment of Committees

Subject to Committee provisions set out in this By-law, the Church Council may appoint additional committees whose chairperson and members will hold their offices at the will of the Church Council. The Church Council shall determine the duties of such Committees in its sole discretion.

15.02 Standard Terms of Reference

(a) Application

These standard terms of reference shall apply to all Committees of the Church unless specifically stated otherwise in the sections of this By-law regarding each specific Committee.

(b) Qualification for Membership on a Committee

A person may be considered for appointment to a Committee if they fulfill all of the following qualifications, except provided otherwise in this By-law:

- (i) the person must be at least eighteen (18) years of age or older, unless provided otherwise in this By-law;
- (ii) the person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (iii) the person must have an active involvement within the body of the Church; and
- (iv) the person must be in full agreement with the Church Constitution.

(c) Composition of Committees

All Committees shall be comprised of a majority of Committee Members who are also Members of the Church. The chair of each Committee shall also be a Member.

(d) Pastor as Ex Officio Member

The Pastor shall be an ex officio member of all committees. The Pastor shall have the right to participate in all meetings of a Committee, but shall not be included in the calculation of the authorized number of Committee Members and shall not have the right to vote at any Committee meetings.

(e) Quorum

A majority of the members of the Committee, but not less than (2) members, constitutes a quorum for the transaction of business at any meeting of such Committee. Only those Committee Members present in person (and where permitted by section 15.02(j) by telephone or electronically) shall be counted in determining whether or not a quorum is present.

(f) Notice of Meeting

Meetings of the Committee shall be held at such times determined by the chair, but not less than once a year and provided that 24 hours' written, telephone or electronic, including facsimile transfer and e-mail, notice of such meeting shall be given, other than by mail, to each committee member. Notice by mail shall be sent at least ten (10) days prior to the meeting.

(g) Waiver of Notice

Whenever any notice of a Committee meeting is required to be given under the provisions of the Act, or in accordance with this By-law, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a Committee meeting by a person entitled to notice shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(h) Omission of Notice

The accidental omission to give notice of any Committee meeting or any irregularity in the notice of any such meeting of the committee or the non-receipt of any notice by any committee member shall not invalidate any resolution passed

or any proceedings taken at any committee meeting, provided that no committee member objects in writing to the committee chair of such omission or irregularity within thirty (30) days of the relevant meeting.

(i) Place of Meetings

Meetings of the Committee shall be held at the head office of the Church or at any other place as designated by the chair in the notice calling the meeting.

(j) Meetings by Telephone or Electronic Means

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

(k) Voting Rights and Procedures

All Committee Members shall have one (1) vote on every question put to the meeting unless the Act or the By-laws otherwise provide. Questions arising at any meeting of a Committee shall be decided by a majority of the members of the Committee present and voting. Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair that a majority of the votes cast on the question has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the committee is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a secret ballot is conducted. A Committee Member shall be considered to be present at a meeting of a committee if such person attends the meeting either in person, by telephone conference call or by other electronic means. In the case of an equality of votes, the chair of the Committee, in addition to their original vote, shall have the second or casting vote.

(l) Co-opted Members

Any Committee may, within the limits prescribed by the Church Council from time to time, co-opt persons with expertise that may be required by the Committee. The role of any co-opted committee member is to be advisory in nature and to provide observations and recommendations concerning the mandate of the Committee on which they serve. A co-opted Committee member is not to be provided with the right to vote on a Committee.

(m) Confidentiality

Every Committee Member shall be subject to the same conflict of interest requirements that govern Church Council Members as set out in section 9.17.

(n) Open Committee Meeting

Meetings of any Committee shall be open to all Members of the Church, and to such other persons as the Committee from time to time determines can be present, provided that no one other than a Committee Member shall have the right to participate in discussions at any Committee meeting.

(o) Meetings in Camera

Where matters confidential to the Church are to be considered at a Committee meeting, 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 Committee meeting, the part of the meeting concerning such person shall be held in camera, unless there is mutual agreement to the contrary by the Committee and such person.

(p) Secretary of the Committee

The secretary of the Committee shall be determined by the Committee Members.

(q) Minutes of Meeting

Minutes shall be kept of all Committee meetings and a summary report of such meetings shall be presented to the Church Council at the next meeting of the Church Council.

(r) No Remuneration

The members of the Committee, save and except where such members are employees of the Church, shall serve as such without remuneration and no member of the Committee shall directly or indirectly receive any profit from their position as such, nor shall any member of the Committee receive any direct or indirect remuneration from the Church, except where approved by the Church Council, provided that Committee Members may be reimbursed for such expenses incurred by them in the performance of their duties determined to be reasonable in the circumstances in accordance with any Policy Statement established by the Church Council.

(s) Delegation of Committees

Unless otherwise provided for by the Church Council, the members of the Committee 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 employees, volunteers and other persons the performance of any or all of such duties, provided that such Committee Members remain accountable to the Church Council in relation to the duties that have been so delegated.

15.03 Nominating Committee

(a) Duties of Nominating Committee

- (i) The duties of the Nominating Committee are to: prepare and submit a slate of nominations in accordance with the scriptural principle found in Acts 6:3 for election of Deacons, Treasurer, Clerk, Committee members, and other Church positions as the Church Council determines are needed from time to time at the special reports meeting of Members; and to prepare and submit a slate of nominations for election of Elders, Church Council members, the Chair of Church Council and the Vice Chair of Church Council at the annual meeting of Members.
- (ii) The Nominating Committee shall give due consideration to suggestions made by the Membership for nominated positions in accordance with the scriptural principle found in Acts 6:3 and shall ensure that all persons being nominated are qualified and, as such, obtain the consent of all nominees before presenting their names to the Church.
- (iii) The Nominating Committee shall post a list of its nominees at least two (2) Sundays prior to the applicable meetings of Members in accordance with sub-section (i) above. With the exception of the position of Elder, additional nominations may be made in writing and signed by two (2) Members whose Membership has not been suspended by the Church and have the consent of the nominee and have provided such nomination to the Nominating Committee not later than the Sunday immediately before the applicable meeting of Members.
- (iv) The standard terms of reference for Committees as detailed in section 15.02 shall apply to the Nominating Committee except as modified in this section 15.03.

(b) Qualification for Membership on Nominating Committee

In addition to the qualifications set out in section 15.02(b), the person must also not be related to another member of the Nominating Committee, with the term

"related" being defined as any of the following: Spouse, parent, sibling, child, grand-child, parent-in-law, child-in-law, uncle, aunt, niece or nephew.

(c) Election and Term of Nominating Committee

- (i) The Nominating Committee shall be established at the special report meeting of Members each year and shall consist of five (5) Members, two (2) of which are appointed by Church Council from either the Members, the Church Council or the Elders. The remaining three (3) members of the Nominating Committee shall be elected at the special report meeting of Members from a slate of nominees prepared by the Nominating Committee. In addition, the Pastor shall be an ex-officio member of this committee as outlined in section 15.02(d).
- (ii) The term of membership on the Nominating Committee shall be for a period of three (3) years and shall be effective as of July 1st of the then current fiscal year.
- (iii) The maximum term of office for a Nominating Committee Member shall be two (2) consecutive terms of three (3) years. Therefore, at the end of a full three (3) year term, a Nominating Committee Member is eligible for re-election at the end of their term on a consecutive basis thereafter for one (1) additional term, following which there shall be a mandatory one (1) year off. As such, a person shall be eligible for re-election as a Nominating Committee Member provided that such person continues to meet the qualification requirements to be a Nominating Committee Member set out in section 15.03(b).

(iv) Rotating Terms of Office

As much as possible, the terms of office of the Nominating Committee Members are to be arranged so that approximately one-third (1/3) of the said Nominating Committee Members' terms expire in each year. For those Nominating Committee Members who are elected by the Members, the Nominating Committee, at its discretion, may nominate the said Nominating Committee Members for a term less than three (3) years in order to maintain the rotational balance, subject to ratification by Ordinary Resolution of the Members at a meeting of Members called for such purpose. Similarly, the Church Council may, in relation to those Nominating Committee Members whom it is authorized to appoint in accordance with this By-law, appoint one or both of them for a term less than three (3) years in order to maintain the rotational balance.

(d) Chairperson of Nominating Committee

The chairperson of the Nominating Committee shall be appointed from among the membership of the Nominating Committee at the first meeting of the Nominating Committee for the balance of that person's term of office on the Nominating Committee.

(e) Removal of Members from Nominating Committee

Any member of the Nominating Committee may be removed for any reason by an Ordinary Resolution of the Members at a Members' meeting called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the Nominating Committee shall be filled by an election by the Membership of the Church.

15.04 Finance Committee

(a) Establishment of Finance Committee

(i) The Church shall establish a Finance Committee of a minimum of five (5) members and a maximum of nine (9) Members, to include at least three (3) Church Council Members, the Treasurer and the Deacon of Finance. The Finance Committee is responsible for overseeing the financial operations of the Church and the preparation and review of the financial statements and annual budget for consideration by the Church Council and approval by the Membership. All decisions, actions and recommendations by the Finance Committee shall be subject to review and approval by the Church Council.

(ii) The standard terms of reference for committees as detailed in section 15.02 shall apply to the Finance Committee except as modified in this section 15.04.

(b) Qualification for Membership on the Finance Committee

Notwithstanding the qualifications set out in section 15.02(b)(i), the person must be at least twenty-one (21) years of age.

(c) Election and Term of Office on the Finance Committee

(i) The general members of the Finance Committee shall be elected by the Members at the special report meeting of Members each year.

(ii) The term of membership on the Finance Committee shall be for a period of three (3) years and shall be effective as of July 1st of the then current fiscal year.

(iii) The maximum term of office for a Finance Committee Member shall be two (2) consecutive terms of three (3) years. Therefore, at the end of a full three (3) year term, a Finance Committee Member is eligible for re-election at the end of their term on a consecutive basis for up to one (1) additional term, following which there shall be a mandatory one (1) year off. As such, a person shall be eligible for re-election as a Finance Committee Member provided that such person continues to meet the qualification requirements to be a Finance Committee Member set out in section 15.02(b) and 15.04(b).

(iv) Rotating Terms of Office

As much as possible, the terms of office of the Finance Committee Members are to be arranged so that approximately one-third (1/3) of the said Finance Committee Members' terms expire in each year. For those Finance Committee Members who are elected by the Members, the Nominating Committee, at its discretion, may nominate Finance Committee Members for a term less than three (3) years in order to maintain the rotational balance, subject to ratification by Ordinary Resolution of the Members at a meeting of Members called for such purpose. Similarly, the Church Council may, in relation to those Finance Committee Members whom it is authorized to appoint in accordance with this By-law, appoint one or more of them for a term less than three (3) years in order to maintain the rotational balance.

(d) Chairperson of the Finance Committee

The chairperson of the Finance Committee shall be the Deacon of Finance, provided that they are not the Chair of Council, the Treasurer or the Public Accountant.

(e) Removal of Members from the Finance Committee

Any member of the Finance Committee may be removed for any reason by the Members at a Members' meeting called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the Finance Committee shall be filled by an election by the Membership of the Church.

(f) Notice of Meetings and Attendance by the Public Accountant

Notice of the time and place of any meetings of the Finance Committee shall be sent to the Public Accountant, who shall be entitled to attend any such meetings at the expense of the Church and be heard. The Public Accountant shall also attend every meeting of the Finance Committee if requested to do so by any of the Finance Committee Members.

(g) Calling of Meetings

The Public Accountant or any Finance Committee Member may call a meeting of the Finance Committee.

15.05 Standing Committees

(a) Establishment of Standing Committees

The Church Council by resolution may establish such Standing Committees as it determines necessary from time to time, which Standing Committee may include, but are not limited to, the Property, Hospitality, Christian Education, Worship and Small Groups Standing Committees. The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the Church Council from time to time. The standard terms of reference for committees as detailed in section 15.02 shall apply to each Standing Committee except as modified in this section 15.05.

(b) Appointment and Term of Office on Standing Committees

- (i) The members of the Standing Committee shall be appointed by resolution of the Church Council. The term of membership on Standing Committee shall be for a period of one (1) year.
- (ii) Re-appointment of a member of a Standing Committee shall be at the discretion of the Church Council.

(c) Specific Duties of Standing Committees

The specific duties of each Standing Committee shall:

- (i) be determined by such Standing Committee in writing and approved by the Church Council;
- (ii) include the preparation of an annual budget for presentation to the Finance Committee and subsequent approval by the Church Council and by the Membership;
- (iii) be task oriented; and
- (iv) require that a report be made to the special reports meeting of Members through the Church Council.

(d) Chairperson of Standing Committees

The chairperson of each Standing Committee shall be appointed by the Church Council from amongst the membership of the particular Standing Committee during each fiscal year for the balance of that person's term of office on the Standing Committee.

(e) Removal of Members from Standing Committees

Either the Church Council or the Membership of the Church may remove any member from any Standing Committee for any reason upon resolution of either the Church Council or a resolution of the Members at a Members' meeting called for that purpose, in which event, depending on which body decided upon the removal, the Church Council or the Membership, as applicable, may fill such vacancy.

15.06 Special Committees

(a) Either the Church Council or the Members are authorized to appoint such Special Committees as are deemed necessary from time to time and to empower such Committee or Committees with such authority or directives as is deemed appropriate.

(b) The members of such Special Committee or Committees shall be appointed by resolution of the Church Council.

(c) The term of office and the duties of such Special Committee, as well as the appointment of a chairperson of such Special Committee, shall be determined by the Church Council.

(d) All Special Committees shall report to the Members through the Church Council.

(e) Either the Church Council or the Membership of the Church may remove any member from any Special Committee for any reason upon resolution of either the Church Council or a resolution of the Members at a Members' meeting called for that purpose, in which event, depending on which body decided upon the removal, the Church Council or the Membership, as applicable.

(f) The standard terms of reference for committees as detailed in section 15.02 shall apply to each Special Committee except as modified in this section 15.06.

SECTION XVI
ASSOCIATION

16.01 Church Association

- (a) The Church may associate with such denominations in accordance with its Objects and Statement of Faith as the Members may determine from time to time by a seventy-five percent (75%) resolution at a Membership Meeting called for that purpose, provided that the quorum of Members for such a vote is eighty percent (80%) of the total active Members of the Church.
- (b) Having fulfilled the requirement set out in section 16.01(a), the Church shall be associated with the Canadian Baptists of Ontario and Quebec. Through the Canadian Baptists of Ontario and Quebec, the Church is affiliated with the Canadian Baptist Ministries and the Baptist World Alliance.
- (c) The Church may affiliate with such other non-denominational organizations and associations in accordance with its Objects and Statement of Faith as the Church Council may determine from time to time by resolution, provided that such membership in such non-denominational organizations and associations is subject to funding having been approved by the Members as part of the annual budget of the Church.

SECTION XVII
POLICY STATEMENTS

17.01 Policy Statements for the Church

- (a) In consideration of the ongoing need for the Church to provide policies, guidelines and directions to its Members on furtherance of the Objects of the Church or on practical applications of Biblical principles, teachings, doctrinal considerations and Christian conduct, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Church Council and such Policy Statements upon adoption as set out below shall be deemed to be a part of this By-law and the Church Constitution.
- (b) A Policy Statement may be proposed or amended by the Church Council but shall not become operative until first approved by an eighty percent (80%) resolution of the Church Council at a meeting called for such purpose. Any Policy Statement adopted by the Church Council shall continue to have force and effect until the next Meeting of Members at which the said Policy Statement shall be ratified by a Special Resolution of the Members present at the said Members' meeting.

SECTION XVIII
FINANCIAL MATTERS

18.01 Financial Year

Unless otherwise changed by resolution of the Church Council, the financial year end of the Church shall be the 30th day of June in each year.

18.02 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 Church Council 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 Church Council may from time to time designate, direct or authorize.

18.03 Public Accountant and Financial Review

- (a) Unless otherwise permitted by the Act, the Church shall be considered to be a soliciting corporation in accordance with the Act. The Members shall, by Ordinary Resolution at each annual meeting, appoint a Public Accountant to hold office until the next following annual meeting. If the Church meets the requirements for a “designated corporation” under the Act (by having \$50,000 or less in gross annual revenues for its last completed financial year), the Members may resolve not to appoint a Public Accountant upon unanimous approval of the Members.
- (b) If the Church meets the requirements for a “designated corporation” under the Act and if a Public Accountant is appointed by the Members, the Public Accountant must conduct a review engagement of the Church’s financial statements. However, the Members may, by an Ordinary Resolution, require an audit be conducted instead.
- (c) If the Church does not meet the requirements for a “designated corporation” under the Act and if a Public Accountant is appointed by the Members, the Public Accountant must conduct an audit of the Church’s financial statements. However, if the Church’s gross annual revenues for its last completed financial year are equal to or less than \$250,000, the Members may by a Special Resolution, require a review engagement be conducted instead.
- (d) The Public Accountant must meet the qualifications in the Act, including being independent of the Church and its affiliates, as well as the Church Council Members and Officers of the Church and its affiliates. The Church Council Members may fill any casual vacancy in the office of the Public Accountant to

hold office until the next following annual meeting of Members. The remuneration of the Public Accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Church Council.

18.04 Annual Financial Statements and Budget

- (a) The Finance Committee shall prepare each year the following:
 - (i) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time; and
 - (ii) an annual budget for the upcoming fiscal 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.
- (b) The annual budget shall be forwarded to the Church Council for approval at least four (4) weeks prior to the special report meeting of Members and shall thereafter be made available to the Members for review at least twenty-one (21) days prior to the special report meeting of Members.
- (c) The financial statements shall be forwarded to the Church Council 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 at least twenty-one (21) days prior to the annual Members' meeting.
- (d) The annual budget and any other documents required by the Act shall be presented at the special report meeting of Members for approval by the Members. The financial statements 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, the annual budget and any other documents referred to in subsection 172(1) of the Act to the Members between twenty-one (21) to sixty (60) days before the day on which an annual or special report meeting of Members, as applicable, is held, unless a Member declines to receive them. Alternatively, the Church may publish a notice to the Members stating that such documents are available at the registered office of the Church and any Member may request a copy free of charge at the registered office or by prepaid mail.

18.05 Borrowing

(a) Borrowing Powers

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

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

(b) Authorization

From time to time, the Church Council may authorize any Church Council Member 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 Church Council may authorize and generally to manage, transact and settle the borrowing of money by the Church.

SECTION XIX GENERAL

19.01 Registered Office

The registered office of the Church shall be situated in the province or territory specified in the Articles at such address as the Church Council may determine from time to time. The Church Council Members may change the registered office to another place within the province or territory specified in the Articles.

19.02 Corporate Seal

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

19.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Church may be signed by any two (2) of its Officers or Church

Council Members. Notwithstanding the foregoing, the Church Council 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 or Church Council Member may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

SECTION XX NOTICES

20.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Church Council, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Church Council Member, Officer, member of a committee of the Church Council, or the Public Accountant shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any 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. The Clerk may change or cause to be changed the recorded address of any Member, Church Council Member, Officer, Public Accountant, or member of a committee of the Church Council in accordance with any information believed by the Clerk to be reliable. The declaration by the Clerk that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Church Council Member or Officer of the Church to any notice or other document to be given by the Church may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

20.02 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.

20.03 Undelivered Notices

If any notice given to a Member is returned on two (2) 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 their new address.

20.04 Omissions and Errors

The accidental omission to give any notice to any Member, Church Council Member, Officer, member of a committee of the Church Council or the Public Accountant, 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

20.05 Waiver of Notice

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

SECTION XXI AMENDMENTS

21.01 Amendment of Articles

The Articles of the Church may only be amended by eighty percent (80%) of the votes cast at a Church Council meeting called for that purpose and then such amendment must be sanctioned by a Special Resolution of the Members at a meeting of Members called for the purpose of considering the said amendment, provided that notice of such Members' meeting shall, in addition to the notice provisions for Members meetings set out in this By-law, be given in the Church bulletin on four (4) consecutive Sundays prior to such Members' meeting and provided further that the notice shall state the proposed

amendment and the purpose thereof. Any amendment to the Articles is effective on the date shown in the certificate of amendment. A Church Council resolution is not required to amend the Articles which is made pursuant to subsection 197(1) of the Act.

21.02 Amendment of By-laws

Subject to the Act, the Church Council 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 approved by a seventy-five percent (75%) of the votes cast at a Church Council meeting called for that purpose and sanctioned by a Special Resolution of the Members at a meeting of Members called for the purpose of considering the said amendment, provided that notice of such Members' meeting shall, in addition to the notice provisions for Members' meetings set out in this By-law, be given in the Church bulletin on two (2) consecutive Sundays prior to such Members' meeting and provided further that the notice shall state the proposed amendment and the purpose thereof. A Church Council resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

SECTION XXII TRANSITION PROVISIONS

22.01 Effective Date of General Operating By-law No. 3

This By-law, after enactment by the Church Council and confirmation by the Members, shall take effect immediately upon the issuance of certificate of continuance by the federal Government under the Act.

22.02 Church Council Members

Upon this By-law coming into effect, any Church Council Members who do not meet the requirements of Church Council Members and the composition of the Church Council set out in section 8.04 shall forthwith cease to be Church Council Members of the Church. All other Church Council Members then in office at the time 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. Any vacancy on the Church Council may be filled in accordance with section 8.08.

22.03 Maximum Term of Office

Upon this By-law coming into effect, section 8.04(b) shall be deemed to be applicable to all Church Council Members then in office on a go forward basis. For greater certainty, where any Church Council Members are not in compliance with the maximum term of office provisions set out in section 8.04(b), they shall be allowed to complete their natural term of office and only after completing their natural term of office will the maximum term provision in section 8.04(b) be applicable.

22.04 Effective Date of Amending By-law No. 5

Amending By-law No. 5, after enactment by the Church Council and confirmation by the Members in accordance with General Operating By-law No. 3, as amended, shall take effect immediately.

22.05 Extension of Term of Office for Elders

Upon this By-law coming into effect, all Elders then in office shall continue to remain in office for the remainder of their respective terms, with the said term of office of each Elder to be extended until November 30th of the applicable calendar year in which their term is currently scheduled to end.

SECTION XXIII IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

23.01 Repeal of Former General Operating By-law

- (a) General Operating By-law No. 2 is hereby repealed and replaced by General Operating By-law herein effective immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.
- (b) The said repeal of By-law No. 2 shall not affect the previous operations of such By-law 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 By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Church Council or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

**General Operating By-law No. 3, ADOPTED on the 8th day of June, 2014
AS AMENDED by By-law No. 4, ADOPTED on the 14th day of June, 2015
AS AMENDED by By-law No. 5, ADOPTED on the 30th day of April, 2017
AS AMENDED by By-law No. 6, ADOPTED on the 18th day of October, 2020**