

GENERAL OPERATING BY-LAW NO.1

Draft Revision 11 on August 6, 2020

A By-Law relating generally to the transaction of the affairs of the

AURORA CHRISTIAN COMMUNITY CHURCH
(a Federal Corporation)

hereinafter referred to as the "Church"

WHEREAS the Church was granted Certificate of Incorporation by the Federal Government of Canada under the *Canada Not-for-profit Corporations Act (CNCA)* dated the 31st day of July, 2020 under the name, **AURORA CHRISTIAN COMMUNITY CHURCH**.

AND WHEREAS the By-law herein was not attached to the application for Certificate of Incorporation, but will be filed subsequently after it is passed;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of **AURORA CHRISTIAN COMMUNITY CHURCH** as follows:

SECTION I

DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

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) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.
- (c) "Board" means the Executive Church Board of the Church, which shall be deemed to be the board of directors of the Church for purposes of the Act.
- (d) "Board Policy" means a policy adopted by the Board pursuant to Section 10.01 of this By-law.
- (e) "By-law" or "By-laws" means this by-law and all other by-laws of the Church as amended and which are, from time to time, in force and effect.
- (f) "By-law Policy" means a policy adopted by the Church pursuant to Section 10.02 of this By-law.

- (g) “Church Constitution” or “Constitution” means the Articles (including the Purposes and Statement of Faith), the By-laws, Board Policies and By-law Policies adopted by the Church from time to time.
- (h) “Deacon” or “Deacons” means deacons elected to the Board and shall be deemed to be directors of the Church for purposes of the Act.
- (i) “Discipline” means actions taken seeking to reconcile individuals to one another through mutual forgiveness and/or reconciling individuals to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the Church, which shall be carried out in accordance with SECTION III of this By-law and any related By-law Policy.
- (j) “Executive Church Board” – see definition for “Board”.
- (k) “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.
- (l) “Inquiry Board” means the inquiry board as defined in Section 3.03(e) herein.
- (m) “Member” means a member of the Church.
- (n) “Members” or “Membership” means the collective membership of the Church.
- (o) “Officer” means an officer of the Church.
- (p) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (q) “Pastor” or “Pastors” means collectively all Pastors of the Church, save and except the Senior Pastor.
- (r) “Pastoral Staff” or “Pastoral Team” means collectively the Senior Pastor of the Church, as well as all Pastors of the Church.
- (s) “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 By-law.
- (t) “Purposes” mean the charitable purposes of the Church as contained in the Articles.
- (u) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (v) “Review Panel” means a review panel referred to in Section 3.03(l) herein.
- (w) “Senior Pastor” means the senior pastor of the Church as described herein.

- (x) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.
- (y) “Spouse” means either a man who is married to a woman or a woman who is married to a man, as applicable, whereby “man” means only a male person born of the male gender and “woman” means only a female person born of the female gender.
- (z) “Statement of Faith” means the statement of faith of the Church as set out in the Articles.

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 neutered genders unless this Bylaw otherwise specifically provides;
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II **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 those persons who:

- (a) profess faith in Jesus Christ as their Saviour and Lord;
- (b) are aged 18 or over;
- (c) have been baptized;
- (d) have evidenced agreement with the Statement of Faith in writing;
- (e) 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 Church's 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
- (f) have been admitted into Membership in accordance with Section 2.02

2.02 Admission To Membership

Application for Membership in the Church may be initiated by either oral or written request to the Senior Pastor or his designate or through any Deacon to the Senior Pastor or his designate, with the steps set out below to be taken thereafter. Persons who have submitted an application for baptism at the Church may also initiate their request for Membership in the Church at the same time, provided that the application for Membership to the Church will not be approved until after the application for baptism has already been approved.

- (a) The Senior Pastor, or his designate, shall give the applicant a complete copy of the Church Constitution with the request that the applicant read the said document in full.
- (b) The applicant will be expected to attend and complete a preparatory course on Church Membership where the major tenets of the Statement of Faith and Church Constitution plus the privileges and responsibilities of Membership will be discussed.
- (c) If the applicant understands and agrees with the Church Constitution and understands the fundamental tenets of the Christian faith, the applicant shall be required to complete and submit to the Senior Pastor or his designate a written application for Membership and declaration of his profession of faith in Jesus

Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution.

- (d) If the applicant does not fully understand the fundamental tenets of the Christian faith, then the Senior Pastor or his designate shall recommend that such applicant complete a preparatory course in Church matters before proceeding further with the application for Membership in the Church.
- (e) Once the Senior Pastor or his designate is satisfied that the applicant has fulfilled the qualifications of Membership set out in Section 2.01 above, the application and declaration set out in Section 2.02(c) shall be forwarded to the Board for consideration. Upon receipt of such application, one of the Deacons will interview the applicant to independently satisfy the Board that the applicant has fulfilled all of the qualifications for Membership in the Church.
- (f) In the event that the Board is not satisfied that the applicant fully understands the fundamental tenets of the Christian faith, the Board may recommend that such applicant attend a preparatory course in such matters before proceeding further with the application for Membership.
- (g) Once the Board is satisfied that the applicant (i) would not, if he or she were a Member, be under the Discipline of the Church as set out in SECTION III and there is no circumstances that would or might give cause for such Discipline, (ii) has regularly attended public worship services of the Church for at least six (6) months, and (iii) otherwise fulfills all the qualifications for Membership in the Church as set out in Section 2.01, the Board shall by a Special Resolution admit the applicant to the Membership of the Church.
- (h) After the applicant is accepted into Membership in the Church by the Board, 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.

2.03 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 participate in the ordinances administered by the Church;

- (f) the right to receive notice of, attend, speak, participate and cast one (1) vote at all meetings of Members.

2.04 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 Board 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 2.05 or Section 3.03; 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 as a Deacon, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

2.05 Suspension of Membership Rights and Privileges

- (a) In the event that a Member does not attend at three (3) consecutive meetings of Members without a reasonable explanation, the Board may suspend Membership rights and privileges of such a Member, provided that the Chair of the Board has provided twenty (20) days notice of suspension to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period.
- (b) In the event that no written submissions are received by the Chair of the Board, he may notify the Member of the suspension of Membership rights and privileges. If written submissions are received in accordance with this Section, the Board will consider such submissions to arrive at a final decision and shall notify the Member concerning such final decision within twenty (20) days from the date of receipt of the submissions. Upon the effective date of the suspension, all rights and privileges of the Member set out in Section 2.03 shall be suspended.
- (c) At any time during the suspension, a Member whose rights and privileges have been suspended may request in writing that the suspension be rescinded and to reinstate the Members' rights and privileges set out in Section 2.03, provided that

such Member provide the Board written certification from two (2) Members of the Church (whose Membership status is not suspended) certifying that the suspended Member has regularly attended worship services of the Church for six (6) months prior to the time of application of the suspended Member, and provided further that such Member continues to satisfy all of the qualifications of Membership set out in Section 2.01. Upon receipt of such written request and certification, the Board shall determine by a Special Resolution whether such request may be granted.

- (d) In the event that a Member whose Membership rights and privileges have been suspended for a period of three (3) years, then that person's Membership will be automatically terminated at the end of the suspension period. Thereafter, the Secretary shall send written notice by regular mail to such a Member at his/her last known address to advise such person of the termination of his/her Membership.

2.06 Membership Record

A record of Members shall be kept by the Secretary.

SECTION III **DISCIPLINE**

3.01 Circumstances Giving Cause for Discipline

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

- (a) a Member has evinced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (b) a Member's conduct evinces 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; or
- (d) a Member's act, conduct or behaviour, whether with or without malicious intent, has caused or is likely to cause in the opinion of the Board serious disunity, discord or dissension in the Church, or hindrance to the ministry influence of the Church in the community.

3.02 Restoration Through Discipline

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

3.03 Procedure for Discipline

- (a) No allegation giving rise to disciplinary action against a Member pursuant to Section 3.01 above shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Board setting out the nature of the allegation and an explanation of the basis upon which it is made.
- (b) If the Board determines by Resolution on a preliminary basis that the written allegation is not sufficiently substantiated to warrant further investigation, or that the Church is not an appropriate forum for handling such matter, then the allegation shall be dropped and no further disciplinary action against the individual shall proceed.
- (c) If the Board determines by Resolution on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred in writing to the Executive Church Board for a hearing and the individual 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 Board. The Board, in its discretion, may temporarily suspend the said individual from any Officer post or other official position within the Church until the completion of the Discipline process.
- (d) The Board shall then convene a hearing to consider the allegation. The individual shall be given a minimum fourteen (14) days written notice by registered and regular mail at his or her last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), of 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 individual that the allegation will be considered by the Board 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 either in person or in writing.
- (e) The hearing shall be conducted as a board of inquiry by the Executive Church Board and a member of the Executive Church Board shall be appointed by the Executive Church Board to act as the chairperson of the hearing. Alternatively, the Executive Church Board may appoint an inquiry committee

to be conducted as a board of inquiry, such inquiry committee shall consist of the Senior Pastor or his designate, at least one other member of the Pastoral Team, and such other persons, who may or may not be Members of the Church, appointed by the Executive Church Board and said inquiry committee will conduct inquiries as it considers necessary and report back to the Executive Church Board. The Executive Church Board sitting as a board of inquiry as aforesaid, or the inquiry committee where one is appointed (each of which is hereinafter referred to as the "Inquiry Board") shall have responsibility for conducting inquiries as it considers necessary and may have regard to such information, circumstances and/or evidence as the Executive Church Board considers relevant in determining the existence of grounds for discipline. The Inquiry Board shall have responsibility for carriage of the hearing and shall make the determination concerning whether a Member is to be disciplined at the end of the hearing, which decision shall be deemed to be the decision of the Executive Church Board, provided that the disciplinary action to be imposed shall, subject to the provisions of this General Operating By-law, be determined by the Executive Church Board. The Executive Church Board shall be responsible to ensure that due process and procedural fairness as provided for in this General Operating By-law are complied with in relation to all aspects of the hearing and that any recommendation of discipline by the Executive Church Board is duly and fairly implemented.

- (f) 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 Members who may act as observers during the hearing but who shall not be entitled to participate thereat.
- (g) Both the Member and the Inquiry Board 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.
- (h) There shall be an equal allocation of time for the presentation of evidence by both the Inquiry Board and the Member. The Inquiry Board may designate a time limitation on the hearing, provided that such limitation is applied equally to the presentation of evidence by both the Inquiry Board and the Member and provided further that notice of such limitation of time is first given to the Member at least three hours before the hearing is required to end.
- (i) All evidence presented before the hearing shall be kept confidential, except such summary facts that the Executive Church Board, in its sole discretion, determines to be given to the Membership of the Church at a subsequent Meeting of Members.
- (j) At the end of the hearing, the Inquiry Board shall convene in private to deliberate on the evidence presented. A sixty-seven percent (67%) majority vote by the Inquiry Board (or where the Executive Church Board is itself sitting as the Inquiry Board, a Resolution by the Executive Church Board) 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 as the case may be in good standing.

- (k) In the event that the Inquiry Board determines that the allegation is true, then (unless the Executive Church Board is itself sitting as the Inquiry Board) the Inquiry Board shall report its findings to the Executive Church Board for the determination of the appropriate disciplinary action. Subject to Section 3.03(1) below, the Executive Church Board shall determine the appropriate disciplinary action to be implemented by a Resolution of the Board, and may, for the purpose, have regard to any or all of the evidence presented before the hearing of the Inquiry Board. The Executive Church Board shall inform the Member and the Member shall have the right to attend before the Executive Church Board to speak on his or her own behalf before the appropriate disciplinary action is determined, but shall not be entitled to be present during the discussion and deliberation by the Executive Church Board on the matter. 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 and Galatians 6:1.
- (l) If the disciplinary action determined by the Executive Church Board involves termination of Membership, the loss of any rights of Membership, removal from an elected position within the Church, or any other similar disciplinary measure that is determined in the sole opinion of the Executive Church Board by a Resolution of the Executive Church Board to be a serious action (referred to as "a serious disciplinary action"), the Executive Church Board shall inform the Member and the Member shall have the right, within fourteen (14) days of the Member after having been informed by the Executive Church Board, to request such serious disciplinary action be referred to and reviewed by an independent panel (a "Review Panel") pursuant to the procedure set out in Section 3.03(0) through 3.03(r) below prior to the implementation of such serious disciplinary action. If the Member does not request the serious disciplinary action be reviewed by a Review Panel within fourteen (14) days of the Member after having been informed by the Executive Church Board of his or her right to do so, the disciplinary action determined by the Executive Church Board shall be final and binding.
- (m) Termination of Membership as a serious disciplinary action shall be deemed appropriate only where no other alternative is available.
- (n) In the event of a non-serious disciplinary action, the Executive Church Board may implement such disciplinary action that it deems appropriate upon a Resolution of the Executive Church Board without referral to the Membership, including but not limited to the removal of the Member from a teaching 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. The decision of the Executive Church Board on non-serious disciplinary action shall be communicated to the Member

either orally or in writing together with reasons therefore as soon as is practical after the decision has been made. The decision on a non-serious disciplinary action by the Executive Church Board shall be final and binding.

- (o) In the event that an Member requests a serious disciplinary action be reviewed by a Review Panel pursuant to Section 3.03(1) above, the Executive Church Board shall appoint a Review Panel of not more than five (5) persons from among the consulting pastors, or former Deacons of the Church (or of the unincorporated church from which the Church has been formed), and shall give a minimum of fourteen (14) days written notification by registered and regular mail to the Member at his or her last known address of the date, time and place of the Review Panel's meeting at which such matters will be considered. The notification to the Member shall set out the recommendation of Discipline together with a succinct statement of the reasons for such recommendation.
- (p) The Member shall be entitled to attend before the Review Panel to speak on his or her own behalf. The sitting and procedure of the Review Panel meeting shall not be open to the public or the Members of the Church. The sole purpose for the Review Panel's meeting shall be for the review of the appropriateness of the recommendation of the form of Discipline from the Executive Church Board, and, if the Review Panel considers the recommendation to be inappropriate, for substituting another form of Discipline as determine by the Review Panel in its sole discretion. Any decision by the Review Panel with regards to Discipline shall require a sixty-seven percent (67%) majority vote of the Review Panel. The review and consideration of the matter by the Review Panel shall not be a trial de novo of the allegations and as such, only matters pertaining to the recommendations of Discipline and the appropriateness of such recommendations shall be considered.
- (q) The Review Panel shall report its decision to the Executive Church Board forthwith or as soon as practicable after a vote by the Review Panel is made, whereupon the Chairperson shall endeavour to orally advise the Member of the decision of the Review Panel forthwith. In addition, the Secretary of the Executive Church Board shall promptly send written notification of the decision made by the Review Panel by registered and regular mail to the Member at his or her last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- (r) The decision of the Review Panel on the type of Discipline to be administered shall be final and binding. In the event that the decision of the Review Panel 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 the Review Panel is made.
- (s) 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 Executive Church

Board to avoid, as much as possible, undue or unnecessary embarrassment to the Member or other undue or unnecessary prejudicial consequences to either the Member or to the Church as a whole.

- (t) An Member who has been disciplined or whose Membership has been terminated shall not be barred from public worship unless his or her presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Executive Church Board; in which event such person agrees that he or she may be removed from such public worship service without the necessity of legal action, whether or not such person is at that time a Member of the Church.
- (u) In the event that an 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 the Senior Pastor or any member of the Executive Church Board shall be authorized to verbally advise the other church that the Member in question has been disciplined by the Church.
- (v) In the event that the Member in question is under the age of 18 when an allegation is made, 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. However, where an allegation is made that involves 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 Statement of the Church in place from time to time, including taking steps to immediately report the allegations matter to the appropriate authorities as required by law.

3.04 Waiver

Notwithstanding anything else contained herein, 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, the Senior Pastor, any Pastors, any staff member of the Church, any Deacon, any Officer, or any Member of the Church, 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, the Senior Pastor, Pastor, any staff member of the Church, any Deacon, any Officer or any Member 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.

SECTION IV
MEMBERS' MEETINGS

4.01 Place of Meetings

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

4.02 Annual Meeting

There shall be an annual meeting of Members at such time and place in Canada as determined by the Board to be no later than June 30 of each year. The annual meeting shall 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 will be to do the following:

- (a) receive necessary reports from the Officers, Committee chair, the Senior Pastor, and the Board;
- (b) review and approve the financial statements for the immediately preceding year, including Public Accountant's report thereon;
- (c) appoint the Public Accountant by Ordinary Resolution for the upcoming year in accordance with the Act;
- (d) elect Members to the Board as required for the next fiscal year; and
- (e) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

4.03 Special Report Meeting

A special report meeting of Members shall be held at such time and place as determined by the Executive Church Board during the month of December of each year or such other month as determined by the Board to do review and approve the annual budget for the next fiscal year, and transact any other necessary business.

4.04 Other Special Meetings

- (a) The (1) Senior Pastor of the Church acting on behalf of the Chair of the Board save and except when directed otherwise by an Ordinary Resolution of the Board, or (2) the Chair of the Board, or (3) a majority of the Deacons, may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members.

- (b) On written requisition of 30 members or five percent (5%) of the votes (whichever the most votes) that may be cast at a meeting of Members requesting a meeting of the Members 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, the Board shall call a special meeting within 21 days from the date of the deposit of the requisition.

4.05 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 Deacons and re-appointment of the incumbent Public Accountant, is special business.

4.06 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 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 Deacon 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 Board 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.
- (d) Notice of a meeting of Members shall remind Members that they have the right to vote by proxy in accordance with Section 4.15.

4.07 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.

4.08 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 Deacons, 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.

4.09 Quorum

- (a) Subject to the Act and this By-law, a quorum for any meetings of Members shall be constituted by the presence of fifty percent (50%) of the Members entitled to vote at the meeting. For the purpose of determining quorum, a Member may be present in person or by proxy.
- (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 4.16 with regard to notice shall apply to such adjournment.

4.10 Chair of Members' Meetings

The chair of Members' meetings shall be:

- (a) the Senior Pastor on behalf of the Chair of the Board, unless directed otherwise by an Ordinary Resolution of the Board;
- (b) the Chair of the Board if the Senior Pastor is absent or unable to act, or if the Board directs that the Senior Pastor not act as the chair of a meeting of Members; and
- (c) a Deacon appointed by Special Resolution of the Board if neither the Senior Pastor nor the Chair of the Board acts as chair of a meeting of Members.

4.11 Participation at Meetings by Electronic Means

If the Board or any person or persons pursuant to Clause 4.04 call a meeting of Members, the Board or those persons, as the case may be, may determine that the meeting shall be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.

4.12 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 Special Resolution. In case of an equality of votes, the chair of Members' meetings, save and except where the Senior Pastor is acting as the chair of Members' meetings, in addition to an original vote, shall have a second or casting vote. The chair of Members' meetings shall also be permitted to vote in the event of a secret ballot.

4.13 Show of Hands

Subject to the Act, every question 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.

4.14 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the Members' meeting may require a ballot or any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair of the 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.

4.15 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be a Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following: a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;

- (a) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations or, in Quebec, signed by the member or by their agent or mandatary:
 - (i) at the registered office of the Church no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (b) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (c) a proxy shall be in writing executed by the Member or such Member's attorney and shall be in such form that conforms with the requirements of the Regulations;

- (d) votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs or such manner as many be adopted by the Board from time to time.

4.16 Adjournment

Subject to other provisions of this By-law, the Chair of Members' meetings 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 of 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 V EXECUTIVE CHURCH BOARD AND DEACONS

5.01 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 Board. For purposes of the Act, the Executive Church Board shall be deemed to be the board of directors and in this regard Deacons, being members of the Board, shall be deemed to be directors for the purposes of the Act.

5.02 Number

The Board shall consist of the minimum and maximum number of Deacons specified in the Articles. The precise number of Deacons on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Deacons to determine the number of the Deacons, by Ordinary Resolution of the Board. At least two (2) of the Deacons shall not be Officers of the Church or be officers or employees of the Church's affiliates.

5.03 Qualification for Deacons

Each Deacon shall meet all of the following qualifications:

- (a) has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt, and is not an "ineligible individual" as defined in the *Income Tax Act* (Canada);
- (b) is a Member in good standing of the Church;
- (c) is either male or female over the age of twenty-one (21) and have power under law to contract;

- (d) is personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (e) has an active involvement within the Church;
- (f) fulfills the spiritual qualifications of a Deacon listed in 1 Timothy 3:8-15;
- (g) is in full agreement with the Church Constitution;
- (h) recognizes that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (i) recognizes that membership on the Board is not only an administrative role but involves active participation in, and leadership of, ministries of the Church as they are needed;
- (j) 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 directly or indirectly from the Church;
- (k) is not the Public Accountant of the Church; and
- (l) does not have a Spouse who is the Public Accountant of the Church.

5.04 Election of Deacons and Term

- (a) Subject to the Articles, Deacons shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Deacons is required from the slate of nominations presented by the Board.
- (b) A person elected as a Deacon shall hold office for a term of two (2) years, which term of office shall commence January 1st immediately following the annual meeting of Members at which such person was elected.
- (c) The Deacons shall be elected and shall retire in rotation every two (2) years. At the first meeting of Members, one half (1/2) of the Board shall be elected to hold office until the end of the second full fiscal year after that date, and one half (1/2) shall be elected to hold office until the end of the first full fiscal year after that date and subsequently at each annual meeting of Members thereafter, Deacons shall be elected to fill the position of those Deacons whose term of office has expired and each Deacon so elected shall hold office until the end of the second full fiscal year after his election.
- (d) No Deacons shall be elected for more than three (3) consecutive full two (2) year terms, unless the Members vote to permit a Deacon to be elected for one additional consecutive two (2) year term or part thereof, if applicable, where the Members believe that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of office for such Deacon shall be granted. Upon the completion of the

maximum term on the Board, a minimum of a one year absence is required before eligibility for re-election as a Deacon is restored.

5.05 Consent

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

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

5.06 Nomination of Deacons

- (a) Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Deacons of the Church. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Deacons:
 - (i) by or at the direction of the Board, including pursuant to a notice of meeting in accordance with such nomination policies of the Church that may be in place from time to time;
 - (ii) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
 - (iii) by any person ("Nominating Member"): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Church's membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
- (b) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice in proper written form to the Secretary of the Church at the registered office of the Church. To be timely, a Nominating Member's notice to the Secretary of the Church must be made:
 - (i) in the case of an annual meeting of Members, not less than 30 nor more than 65 days prior to the date of the annual meeting of Members; provided, however, that in the event that the annual meeting of Members

is to be held on a date that is less than 50 days after the date (the Notice Date) on which notice of the annual meeting was made, notice by the Nominating Member may be made not later than the close of business on the tenth (10th) day following the Notice Date; and

- (ii) in the case of a special meeting (which is not also an annual meeting) of Members called for the purpose of electing Deacons (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of Members was made;

in no event shall any adjournment or postponement of a meeting of Members or the announcement thereof commence a new time period for the giving of a Nominating Member's notice as described above.

- (c) Proper Form - To be in proper written form, a Nominating Member's notice to the Secretary must set forth:
 - (i) as to each person whom the Nominating Member proposes to nominate for election as a Deacon: (A) the name and address of the person; (B) the principal occupation or employment of the person; and (C) any other information confirming that the person meets all of the qualification requirements of Deacons set out in the By-laws of the Church and such other applicable policies of the Church; and
 - (ii) as to the Nominating Member giving the notice, (A) the name and residential address of the person; (B) the principal occupation or employment of the person; (C) the ~~class~~ of membership of the person of the Church, if applicable; and (D) confirmation that the person has the right to vote at the meeting of Members where election is to be held;

provided that the Church may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Church to determine the eligibility of such proposed nominee to serve as a Deacon of the Church.

- (d) Eligibility - No person shall be eligible for election as a Deacon of the Church unless nominated in accordance with the provisions of this Section 5.06. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 5.06 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- (e) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Church pursuant to this Section 5.06 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Church for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the registered

office of the Church; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

- (f) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

5.07 Resignation

- (a) 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 Board, then that Deacon shall be free to resign from the Board without embarrassment or stigma regardless of the remainder of the term of that Deacon.
- (b) 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 the Board, who, in turn, shall call it to the attention of the Board, 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 Deacon from the Board. Where the Deacon who chooses to resign is the Chair of the Board, then his letter of resignation shall be directed to the Secretary, who shall call it to the attention of the Board. Upon the acceptance of such resignation, the Board shall notify the Membership. A resignation of a Deacon 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 Deacon who has resigned may not submit to the Church a written statement pursuant to section 131 of the Act.

5.08 Ceasing to Hold Office

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

- (a) a Deacon resigns in accordance with Section 5.07;
- (b) a Deacon no longer fulfils all of the qualifications to be a Deacon in Section 5.03 as determined in the sole discretion of the Board (with the Deacon in question not having the right to vote thereat);
- (c) at a meeting of Members called for that purpose, the Members determine by an Ordinary Resolution that a Deacon be removed from office before the expiration of his term for reasons including but not limited to the Deacon having evinced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution; and the Deacon who is being removed or has been removed may not submit to the Church a written statement pursuant to section 131 of the Act;
- (d) such Deacon dies.

Where a person is no longer a Deacon, then such person shall be deemed to have also automatically resigned as an Officer (if it is a requirement to be a Deacon to hold that particular Officer position) and/or a committee member, as applicable.

5.09 Filling Vacancies

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

5.10 Authority of the Board

(a) General Authority

The spiritual, administrative and temporal affairs of the Church shall be managed or supervised by the Board as the controlling Board of the Church. The Board 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 Board shall be authorized to carry out the following duties and responsibilities:

- (i) to exercise overall responsibility over the operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget referred to in Section 11.04;
- (ii) to formulate and recommend By-law Policies as defined in Section 10.02 to the Membership in conjunction with the Senior Pastor and to implement those By-law Policies approved by the Membership;
- (iii) to respect the authority of the Senior Pastor and the Pastors to provide spiritual leadership for the Church and to co-operate with the Senior Pastor and 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 Senior Pastor pursuant to the procedures set out in the By-law;

- (v) to ensure that all employed personnel of the Church, including any Pastors, are accountable to the Senior Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and are in full agreement with and subject to the authority of the Church pursuant to the Church Constitution;
- (vi) to examine the relationship of the Senior Pastor or Pastors to the Church and if a change is deemed appropriate to ensure that a Members' meeting of the Church is called to discuss and authorize an appropriate change;
- (vii) to serve together with the Senior Pastor at the ordinance of the Lord's Supper;
- (viii) to call all Members' meetings and to publish the time and place for all such Members' meetings with due notice;
- (ix) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Purposes of the Church;
- (x) to elect Members to Officer positions as required;
- (xi) to elect Members to Committees as required;
- (xii) to elect Members to other Church positions as the Board determines are needed from time to time;
- (xiii) to appoint such agents and engage such employees, including all Pastors, (with the exception of the Senior Pastor which shall require Membership approval) as it deems necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment;
- (xiv) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church as may be approved by the Membership on the recommendations of the Board;
- (xv) to prescribe such rules not inconsistent with this By-law relating to the management and operations of the Church as the Board determines appropriate; and
- (xvi) 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.

5.11 Delegation to Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its

quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

5.12 Board Report

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

5.13 No Remuneration of Deacons

As required by the Articles, Deacons shall serve without remuneration, and no Deacon shall directly or indirectly receive any profit from his position as such, provided that a Deacon may be reimbursed for such expenses incurred in performing his duties determined to be reasonable in the circumstances in accordance with any By-law Policy established by the Board.

5.14 Remuneration of Agents, Employees

Subject to the Articles, the Deacons of the Church may fix by Ordinary Resolution the reasonable remuneration of agents and employees 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.

**SECTION VI
BOARD MEETINGS**

6.01 Place of Meetings

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

6.02 Regular Meetings

Regular meetings of the Board shall be held or at such time and place as shall be determined by (1) the Senior Pastor acting on behalf of the Chair of the Board, save and except when directed otherwise by an Ordinary Resolution of the Board, or (2) the Chair of the Board, but not less than three (3) times a year. The dates for regular meetings shall be published in a schedule and distributed to all Deacons 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.

6.03 Special Meetings

Special meetings of the Board may be called by (1) the Senior Pastor acting on behalf of the Chair of the Board, save and except when directed otherwise by an Ordinary Resolution of the Board, or (2) the Chair of the Board or (3) upon written request of twenty percent (20%) of Deacons to the Chair of the Board who shall then give notice of a special meeting of the Board as soon as possible thereafter.

6.04 Notice of Meeting

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given to every Deacon, the Senior Pastor and all Pastors fourteen (14) days before the meeting either addressed and mailed or delivered, or five (5) days notice before the meeting by other electronic means of communication, or published in the Church Bulletin on two consecutive Sunday mornings prior to such meeting, or at the call of the Senior Pastor or the Chair of the Board upon 24 hour telephone notice in the event of an emergency.
- (b) 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 Board shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.05 Waiver of Notice

The Senior Pastor and any Deacon may waive notice of a meeting of the Board and attendance of such person 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.

6.06 Chair of Board Meetings

The chair of Board meetings shall be:

- (a) the Senior Pastor on behalf of the Chair of the Board, unless directed otherwise by an Ordinary Resolution of the Board;
- (b) the Chair of the Board if the Senior Pastor is absent or unable to act, or if the Board directs that the Senior Pastor not be the chair of the Board meeting and
- (c) a Deacon appointed by Special Resolution of the Board if neither the Senior Pastor nor the Chair of the Board acts as chair of the Board meeting.

6.07 Quorum

A majority of the number of Deacons specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Deacons specified in the Articles, a quorum shall be a majority of the number of Deacons determined in accordance with Section 5.02. For the purpose of determining quorum, a Deacon may be present in person, or, if authorized under this By-law, by

teleconference and/or by other electronic means. Since the Senior Pastor is not a member of the Board, the Senior Pastor shall not be included for purposes of calculating the quorum for Board meetings.

6.08 Voting Rights

All Deacons shall each have one (1) vote. All questions arising at any meeting of the Board shall be decided by a Special Resolution on the question, unless the Act or the By-laws otherwise provide. A Deacon shall be considered to be present at a meeting of the Board if such Deacon attends the meeting of the Board either in person, by teleconference and/or by electronic means. In the case of an equality of votes, the chair of Board meeting, save and except where the Senior Pastor is acting as the chair, in addition to his original vote, shall have the second or casting vote.

6.09 Voting Procedures

At all meetings of the Board, every question shall be decided by a show of hands on the question, unless a recorded vote is required by the chair of Board meetings, the Senior Pastor (if he is not acting as the chair of Board meetings) or requested by any Deacon. When a recorded vote on the question is required, the Secretary shall record the names of the Deacon and whether they voted in support or opposition. A declaration by the chair of Board meetings that a resolution has been carried and an entry to that effect in the minutes of the Board 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.

6.10 Minutes

The Board shall keep written minutes of each meeting. The Board shall appoint a Deacon to prepare and maintain such minutes. Minutes of Board meetings shall be kept confidential and Members have no right of access to the same unless with the unanimous consent of the Board or required by the Act.

6.11 Meetings by Telephone or Electronic Means

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

6.12 No Alternate Deacons

No person shall act for an absent Deacon at a Board meeting.

6.13 Dissent at Meeting

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

- (a) the Deacon requests a dissent to be entered in the minutes of the meeting; or
- (b) the Deacon sends a written dissent to the Secretary of the meeting before the meeting is adjourned; or
- (c) the Deacon 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 Deacon who votes for or consents to a resolution may not dissent.

6.14 Dissent of Absent Deacon

A Deacon 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 Deacon:

- (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.

6.15 Resolutions in Writing

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

6.16 Meetings In Camera

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

6.17 Disclosure of Interest

(a) Prohibition

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

(b) Disclosure

- (i) Pursuant to the Act, a Deacon of the Church shall disclose, at the time and in the manner required by the Act, in writing to the Church or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Deacon has in any material contract or material transaction whether made or proposed, with the Church if the Deacon:
- (1) is a party to the contract or transaction;
 - (2) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (3) has a material interest in a party to the contract or transaction.
- (ii) In addition to the disclosure made under Section 6.17(b)(i), any Deacon 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 6.17(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, “material” shall mean that the Deacon in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The chair of Board meetings shall request any Deacon who has made a disclosure referred to in Section 6.17(b) to absent himself during the discussion of the matter, with such action being recorded in the minutes. The Deacon shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

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

6.18 Confidentiality

Every Deacon, as well as every Officer, committee member, staff or volunteer shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Church.

SECTION VII
SENIOR PASTOR, PASTORS AND STAFF

7.01 Definition and Duties of the Senior Pastor

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

- (a) to provide spiritual leadership for the Church and to work in co-operation with the Deacons on the Board in implementing such spiritual leadership;
- (b) to work in conjunction with the Deacons on the Board in formulating and recommending Board Policies and By-law Policies to the Church as may be necessary from time to time;
- (c) to exercise general supervisory authority over all staff members of the Church, provided that the hiring or removal of staff members, including Pastors, shall require the approval of the Board in accordance with this By-law;
- (d) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as 1 Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his lifestyle does not evince unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (e) to be in full agreement with, uphold and be subject to the Church Constitution;
- (f) to be an ex-officio member with power to vote (or appoint a designate without power to vote) on all committees and boards of the Church, with the exception of the Executive Church Board; and
- (g) to receive notification and minutes of all meetings of the Board, and to be present and fully participate at all such meetings, provided that, except where permitted by law, the Senior Pastor shall not be a member of the Board nor have a vote thereon and shall not be present when the Board is discussing his position, salary or benefits, but may in the discretion of the Board be present when the Board is discussing other aspects of his position;
- (h) to do the following on behalf of the Chair of the Board in relation to meetings of the Board, save and except when directed otherwise by an Ordinary Resolution of the Board:
 - (i) to call all meetings of the Board;
 - (ii) to preside at all such meetings as the chair of Board meetings;
 - (iii) to prepare agenda for all Board meetings; and

- (iv) to ensure the fairness, objectivity and completeness of matters occurring at such meetings;
- (i) to do the following on behalf of the Chair of the Board in relation to meetings of Members, save and except when directed otherwise by an Ordinary Resolution of the Board :
 - (i) to call all Members' meetings in accordance with the procedures set out in the Constitution;
 - (ii) to prepare agenda for all Members' meetings;
 - (iii) to preside at all Members' meetings as the chair of Members' meetings;
 - (iv) to ensure the fairness, objectivity and completeness of matters occurring at such Members' meetings; and
- (j) to have the final decision, in consultations with other Pastors of the Church, on all doctrinal and theological issues including teachings, interpretations or other matters as they apply to the Church, as well as the manner of application of those doctrinal and theological issues to the ordinances, practices, procedures and directions from time to time practised or adopted by the Church.

7.02 Definition and Duties of Pastors

If the Senior Pastor and existing Pastors so request in conjunction with the Board, Pastors may be called by the Church for the purpose of undertaking such ministries as the Senior Pastor and the Board determine are necessary for the Church. A Pastor by virtue of his position shall be deemed to be a Member of the Church. The duties of a Pastor shall be as follows:

- (a) to fulfill the ministry description established for his position by the Board;
- (b) to provide spiritual leadership to the Church and to work in conjunction with the Senior Pastor and the Deacons in implementing such spiritual leadership;
- (c) to work in conjunction with the Senior Pastor and the Deacons in formulating and recommending Board Policies and By-law Policies to the Church as may be necessary from time to time;
- (d) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as 1 Timothy 1:5-9, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his lifestyle and conduct does not evince unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (e) to be in full agreement with, uphold, and be subject to the Church Constitution;
- (f) to be subject to the authority and direction of the Senior Pastor; and
- (g) to receive notification and minutes of all meetings of the Board, to be present and fully participate at all such meetings, provided that the Pastor shall not be a

member of the Board nor have a vote thereon and shall not be present when the Board is discussing his position, salary or benefits, but may in the discretion of the Board be present when the Board is discussing other aspects of his position.

7.03 The Calling of Pastoral Staff

(a) Calling of Pastoral Staff

Whenever a vacancy in the position of Senior Pastor occurs or the Board determines that a Pastor is to be called, the Board shall determine the procedure to be followed in relation to the calling of candidates to fill such vacancies.

(b) Senior Pastor

A Senior Pastor shall be called if a candidate is approved by seventy-five percent (75%) of the votes cast at a Board meeting duly called for that purpose and sanctioned by an affirmative seventy-five percent (75%) of the votes cast at a Members' meeting duly called for the purpose of considering the said calling of a Senior Pastor.

(c) Pastors

The Board shall have the full power to call Pastors without the need for approval by the Members of the Church, having first taken into consideration what is in the best interest of the Church as a whole.

7.04 Resignation of Pastoral Staff

(a) If the Senior Pastor or a Pastor wishes to resign, he/she shall first notify the Board in writing together with an explanation and shall provide no less than three (3) months notice prior to the effective date of his/her resignation in the case of the Senior Pastor and thirty (30) days notice prior to the effective date of his resignation in case of other Pastors, unless there are extraordinary circumstances. Such resignation will be deemed to include a resignation by the Senior Pastor or Pastor as a Member of the Church and where applicable, as an ex-officio member on all committees and boards, where applicable.

(b) After having resigned, the former Senior Pastor or Pastor may apply to become a Member of the Church in accordance with Section 2.02.

7.05 Removal of Pastoral Staff

(a) A Senior Pastor may be removed from his position with the Church for any reason upon a Special Resolution of the Board at a Board meeting duly called for that purpose and sanctioned by a Special Resolution of the Members at a Members' meeting duly called by the Board for the purpose of authorizing the removal of the Senior Pastor. All other Pastoral Staff may be removed from his position with the Church for any reason upon a Special Resolution of the Board at a Board meeting duly called for that purpose of authorizing the removal of the Pastor.

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

7.06 Terms of Employment of Staff Members

- (a) In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member 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 staff member recognizes and agrees that employment or ongoing contract work with the Church requires that the lifestyle of such staff member must not evince unethical or immoral conduct or behaviour that in the opinion of the Board is unbecoming of a Christian contrary to Biblical principles, and as such, the staff member 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 staff member was a Member of the Church.
- (b) All staff members as defined above who are in whole or in part involved in ministries of the Church shall be required to give evidence that they are personally committed to Jesus Christ as Saviour, have evidenced their agreement with the Statement of Faith in writing, and have committed 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.

SECTION VIII OFFICERS

8.01 Names of Officers

The Officers of the Church shall be the Chair of the Board, the Vice Chair of the Board, Secretary and Treasurer. The Board may appoint such other Officers as the Board determines is appropriate and the duties of such Officers shall be determined at the discretion of the Board.

8.02 Description of Officers

(a) Chair of the Board

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

- (i) to act as the Chair of the Board for purposes of the Act;
- (ii) in relation to meetings of the Board in the event that the Board has by an Ordinary Resolution directed that the Senior Pastor not carry on such duties on behalf of the Chair of the Board:
 - (1) to call all meetings of the Board;
 - (2) to preside at all Board meetings of the Board as the chair of Board meetings;
 - (3) to prepare the agenda for all meetings of the Board;
 - (4) to ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Board;
 - (5) to conduct such meeting in a prayerful manner seeking the guidance of Jesus Christ in all matters of the Church;
- (iii) to be permitted to express an opinion on any matter discussed at the Board;
- (iv) to ensure that all directives and resolutions of the Board are carried into effect;
- (v) in relation to Members' meetings in the event that the Board has by an Ordinary Resolution directed that the Senior Pastor not carry on such duties on behalf of the Chair of the Board:
 - (1) to call all meetings of Members in accordance with the procedures set out in this By-law;
 - (2) to prepare agenda for all meetings of the Members;
 - (3) to preside at all meetings of the Members as the chair of Members' meetings; and
 - (4) to ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Members;
- (vi) to vote at Membership meetings; and
- (vii) to carry out such other duties as are directed from time to time by the Board or the Members.

(b) Vice-Chair of the Board

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

- (i) to act as the Vice-Chair of the Board for purposes of the Act in relation to administrative matters of the Church;
- (ii) in the event that the Chair of the Board is not able to function in his position then the Chair of the Board shall be replaced by the Vice-Chair of the Board who shall exercise all of the authority and comply with all of the obligations of the Chair of the Board;
- (iii) in his absence, the duties of the Vice-Chair of the Board shall be performed by such other Deacon who is assigned the duties of the Vice-Chair of the Board by the Board; and
- (iv) to carry out such duties as may from time to time be determined by the Board or the Members.

(c) Secretary

The duties of the Secretary 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' meetings and present the minutes of previous Members' 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 he or she shall deliver only when authorized by the Board to do so and to such person or persons as may be named by the Board;
- (vi) 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 for inclusion in the annual report;
- (ix) to maintain a record of Church baptisms;
- (x) to carry out such other duties as directed from time to time by the Board or by the Members; and
- (xi) in his absence, the duties of the Secretary shall be performed by such other Member who is temporarily assigned the duties of the Secretary by the Board.

(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 Members or by the Board;
- (ii) keeping an accurate cheque register;
- (iii) issuing and sign 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 Board;
- (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:
 - (1) recording the Church income and receipts;
 - (2) recording the Church fund disbursements;
 - (3) preparation of monthly bank reconciliations; and
 - (4) 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; and
- (xii) ensuring that no Deacon 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 determined to be reasonable in the circumstances in accordance with any By-law Policy established by the Board;
- (xiii) carrying out such other duties as directed from time to time by the Board or the Membership; and

- (xiv) in his absence, the duties of the Treasurer shall be performed by such Member who is temporarily assigned the duties of the Treasurer by the Board.

8.03 Qualifications for Officers

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

- (a) is a Deacon of the Church;
- (b) 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
- (c) complies with all of the duties and restrictions of their respective Officer positions as set out in this By-law.

8.04 Election and Appointment of Officers

All Officers shall be appointed by the Board from among the Deacons.

8.05 Delegation of Duties of Officers

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

8.06 Term and Maximum Term of Officers

All Officers shall serve for a two (2) year term of office. No Officer shall be elected or appointed for more than one (1) consecutive terms in the same Officer position unless the Members vote to permit an Officer to be elected or appointed for one (1) additional consecutive terms in the same Officer position where the Members believe that extraordinary circumstances warrant such extension of the maximum term, provided that no further extension of the consecutive term for the same Officer position shall be permitted. Upon the completion of the maximum term for the same Officer position, a minimum of a one (1) year absence is required before eligibility for re-election or re-appointment to the same Officer position is restored.

8.07 Resignation of Officers

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

8.08 Vacancy

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

- (i) such Officer resigns his office by delivery of a written resignation to the Board;
 - (ii) such Officer is no longer a Deacon;
 - (iii) such Officer no longer fulfills all the qualifications of an Officer as set out in Section 8.03;
 - (iv) such Officer, in the opinion of a Special Resolution of the Board, is unfit to hold office as an Officer of the Church for any reason;
 - (v) such Officer's death.
- (b) If any vacancies should occur for any reason as set out in Section 8.08(a) above, the Board may fill the vacancy during the remaining term.

8.09 Disclosure (Conflict of Interest)

An Officer 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 Deacons pursuant to the provisions of the Act and the By-laws set out in Section 6.17.

**SECTION IX
DUTIES, PROTECTION AND INDEMNITY**

9.01 Duties of Deacons and Officers

Every Deacon 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 Deacon and Officer of the Church shall comply with the Act, the Regulations, Articles, By-laws, Board Policies and By-law Policies of the Church.

9.02 Limitation of Liability

No Deacon, Officer (with "Deacon(s)", "Officer(s)" in this Section 9.02 to include former Deacons, former Officers), Member, Pastor, Associate Pastor, committee member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Deacon, 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 Deacon'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 Deacon'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.

9.03 Indemnity to Deacons, Officers and Others

Subject to the Act, the Church may indemnify a Deacon or Officer of the Church, a former Deacon or Officer of the Church or another individual who acts or acted at the Church's request as a Deacon 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 Deacon 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.

9.04 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.

9.05 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 Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Deacon or an Officer of the Church; or

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

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

9.06 Advances

The Church may advance money to a Deacon, 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 9.03(a) and Section 9.03(b).

SECTION X **POLICIES**

10.01 Board Policies

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

10.02 By-law Policies

In consideration of the ongoing need for the Church to provide policies, guidelines, and directions to its Members on practical applications of Biblical principles, teachings, doctrinal considerations and Christian conduct, the Church may adopt By-law Policies that are not inconsistent with the By-laws of the Church on such matters as are deemed necessary from time to time by the Board. A By-law Policy may be proposed or amended by either the Senior Pastor or the Board, but shall not become operative until first approved by Special Resolution of the Board and ratified by a Special Resolution of the Members. Any By-law Policy adopted by the Members will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Members.

SECTION XI **FINANCIAL MATTERS**

11.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Church shall be the 31st day of December in each year.

11.02 Banking Arrangements

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

11.03 Public Accountant and Financial Review

- (a) Unless otherwise permitted by 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 Deacons and Officers of the Church and its affiliates. The Deacons 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 Board.

11.04 Annual Financial Statements

- (a) The Board shall prepare each year prior to the annual meeting of Members 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.
- (b) The financial statements shall be forwarded to the Board 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.

- (c) 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.
- (d) The Church shall send copies of the annual financial statements and 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 meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Church may 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.

11.05 Borrowing

(a) Borrowing Powers

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

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

(b) Authorization

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

SECTION XII DECLARED STEWARDSHIP PRINCIPLES

12.01 Declared Stewardship Principles

The Church, where appropriate, shall guide and assist individuals in the stewardship of property which has been entrusted to them. In the event that the Church establishes a stewardship program, the Church shall provide and make available adequate training to any stewardship representatives or consultants working on behalf of the Church in accordance with the specific terms of the following stewardship principles.

12.02 Terms of Stewardship Principles

All stewardship activities of the Church shall be carried out only in accordance with the following principles:

- (a) No portion of the remuneration of stewardship representatives and/or consultants shall be based on gifts received by the Church or gifts committed to it.
- (b) Donors shall be advised and encouraged to seek independent professional advice before making a gift to the Church which in the opinion of the Church's stewardship representative or consultant might significantly affect the donor's financial position or income or might adversely affect the Donor's relationship with family members.
- (c) Donors shall be provided with comprehensive and current information regarding the Church and its ministries.
- (d) Gifts which are designated for the support of a particular ministry of the Church, or gifts which are to be used for a particular project or purpose approved by the Church, are to be used solely for such purpose or purposes.
- (e) Gifts shall not be accepted for projects or purposes which are not within the Purposes of the Church or have not been approved by the Board.
- (f) Donors will be advised at the time of a request for donation that each gift designated by the donors towards an approved program of the Church will be used as designated, provided that when any designated need has been met, any residual amount of a designated gift will be used where needed most in fulfilment of the general charitable purposes of the Church.
- (g) All donations shall be acknowledged promptly and receipted with an official receipt for income tax purposes in excess of a minimum amount to be determined by the Board from time to time.

SECTION XIII GENERAL

13.01 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 Board may determine from time to time. The Board may change the registered office to another place within the province or territory specified in the Articles.

13.02 Corporate Seal

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

13.03 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 Deacons. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer or Deacon may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

SECTION XIV NOTICES

14.01 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 Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Deacon, Officer, member of a committee of the Board, or the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Church or in the case of notice to a Deacon 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 Secretary may change or cause to be changed the recorded address of any Member, Deacon, Officer, Public Accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to

be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Deacon 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.

14.02 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.

14.03 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 his new address.

14.04 Omissions and Errors

The accidental omission to give any notice to any Member, Deacon, Officer, member of a committee of the Board 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

14.05 Waiver of Notice

Any Member, proxyholder, Deacon, Officer, member of a committee of the Board 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 Board or of a committee of the Board, which may be given in any manner.

SECTION XV
AMENDMENTS


15.01 Amendment of Articles

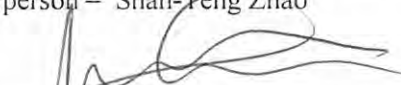
As set out in the Articles, the Articles of the Church may only be amended by eighty percent (80%) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative eighty percent (80%) of the votes cast at a Members' meeting duly called for the purpose of considering the said amendment. A Board resolution is not required to amend the Article which is made pursuant to subsection 197(1) of the Act.

15.02 Amendment of By-laws

Subject to the Act, the Board may, by seventy-five percent (75%) of the votes cast at a Board meeting, from time to time enact By-laws relating in any way to the Church or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

ENACTED this 13th day of August, 2020 under seal of the Church.

Per: 
Chairperson – Shan-Teng Zhao

Per: 
Secretary – K.F. Michael Lee

CONFIRMED by a sixty-seven percent (67%) vote of the Members of the Church at the Town of Aurora, in the Region of York, this 13th day of August, 2020.

Per: 
Secretary – K.F. Michael Lee