
INDONESIAN REFORMED EVANGELICAL
CHURCH IN TORONTO

GENERAL OPERATING BY-LAW NO. 2

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

INDONESIAN REFORMED EVANGELICAL CHURCH IN TORONTO
(a federal corporation)
(the “Church”)

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GENERAL OPERATING BY-LAW NO. 2

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

INDONESIAN REFORMED EVANGELICAL CHURCH IN TORONTO
(a federal corporation)
(the “Church”)

WHEREAS the Church was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 7th day of August, 2003;

AND WHEREAS the current general operating by-law for the Church was attached to the application for Letters Patent as the draft General Operating By-law for the Church (“Church By-law”);

AND WHEREAS it is determined necessary to number the Church By-law as General Operating Bylaw No. 1;

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

AND WHEREAS it is determined necessary to replace General Operating By-law No. 1 with General Operating By-law No. 2 herein;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Church to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

SECTION I INTERPRETATION

1.01 Definitions

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

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) “Associate Pastor” means the associate pastor of the Church.

- (c) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.
- (d) “Board of Elders” or “Board” shall mean the Board of Elders of the Church, which shall be deemed to be the board of directors of the Church for purposes of the Act.
- (e) “Board Policy” means a board policy adopted pursuant to this General Operating By-law in pursuance of the Purposes of the Church.
- (f) “By-law” or “By-laws” means this by-law and all other by-laws of the Church as amended and which are, from time to time, in force and effect.
- (g) “By-law Policy” means a board policy adopted pursuant to this By-law from time to time in pursuance of the Purposes of the Church.
- (h) “Church” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 7th day of August, 2003, and named “Indonesian Reformed Evangelical Church in Toronto”, through which its Members may fellowship together as a church.
- (i) “Church Constitution” or “Constitution” means the Articles (including the Purposes), the By-laws (including the Statement of Faith), Board Policies and By-law Policies adopted by the Church from time to time.
- (j) “Consistory” means the Consistory of the Church;
- (k) “Consistory Member” means a member of the Church Consistory;
- (l) “Discipline” means actions taken seeking to reconcile individuals to one another through mutual forgiveness and/or reconciling individuals to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the Church, which shall be carried out in accordance with SECTION IV of this By-law.
- (m) “Elder” shall mean a member of the Board of Elders, who shall be deemed to be a director pursuant to the Act.
- (n) “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.
- (o) “Member” means a member of the Church.
- (p) “Members” or “Membership” means the collective membership of the Church.

- (q) “Officer” means an officer of the Church.
- (r) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (s) “Pastor” means the pastor of a Church congregation.
- (t) “Pastoral Staff” means all Pastors and all Associate Pastors of the Church.
- (u) “Public Accountant” means the public accountant appointed by the Membership to audit or conduct a review engagement the financial statements of the Church in accordance with the Act and this General Operating By-law.
- (v) “Purposes” mean the charitable purposes of the Church as contained in the Articles.
- (w) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (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 a male person born of the male gender and “woman” means a female person born of the female gender.
- (z) “Statement of Faith” means the statement of faith of the Church as set out in Section 1.03 of this By-law.

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 General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating 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 Statement of Faith

The Statement of Faith that the Members, Elders, and Officers of the Corporation are required to subscribe and adhere to are the Belgic Confession, the Heidelberg Catechism, the Canons of Dort and the Westminster Confession of Faith.

1.04 Interpretation

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) words importing the masculine gender include the feminine and neuter genders;
- (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 One Class and Conditions of Membership

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

- (a) profess faith in Jesus Christ as their Saviour and Lord;
- (b) have been baptized by the Church or another church of similar faith;
- (c) have evidenced agreement with the Statement of Faith in writing;
- (d) have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church as expressed in the Church Constitution and have covenanted not to engage in any activity or conduct, or seek any services from the Church, which are not in keeping with the formal teachings and the Church Constitution, or which would place the Church in a position where it might be required to support or advance a lifestyle or activity which the Church deems morally inappropriate; and

- (e) are sixteen (16) years of age or older;
- (f) are not under the Discipline of the Church as set out in SECTION IV ; and
- (g) have been admitted into Membership in accordance with Section 2.02.

2.02 Admission to Membership

- (a) Application for Membership in the Church may be initiated by either oral or written request to a Pastor or his designate or through any Elder to the Pastor or his designate, with the following steps to be taken thereafter:
 - (i) The 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.
 - (ii) The applicant will be expected to attend a new members' class where the major tenets of the Statement of Faith and Church Constitution plus the privileges and responsibilities of Membership will be discussed.
 - (iii) 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 sign 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. The written application for Membership shall be forwarded to the Board for approval, acting in its sole discretion.

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; and

- (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 4.06; 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 an Elder, 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 is habitually absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation, the Board may suspend the 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 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. Upon receipt of such written request, the Board shall determine 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 one (1) year, then that person's Membership may be terminated by resolution of Members at a meeting of Members. After the said Members' meeting, the Clerk shall send written notice by registered and regular mail to such a Member at his/her last known address to advise such person of the termination of his/her Membership. The Member's Membership shall be deemed to have terminated on the date of such Members' resolution.

2.06 Membership Record

A record of Members shall be kept by the Clerk.

SECTION III DISPUTE RESOLUTION

3.01 Resolution of Disputes Among Members

- (a) As much as possible, the Church is committed to assisting Members in resolving their disputes in accordance with Christian principles. Where a dispute involves Members who are eighteen (18) years of age or older, such Members are encouraged to review the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3-4, Galatians 6:1, Ephesians 4:31, Hebrews 12:14-15 and contemplate the use of such principles in resolving their dispute. Where the use of the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3-4, Galatians 6:1, Ephesians 4:31, and Hebrews 12:14-15 is possible, then the following procedures should be utilized, as much as possible, to resolve the dispute:
 - (i) a Member who believes that he or she has been wronged by another Member for whatever reason shall confront such Member with an explanation of the wrong which is alleged to have occurred; and
 - (ii) if the Member so confronted does not listen to the Member who confronted him, or if the matter is not resolved, then the Member who is alleged to have been wronged shall confront the Member who is alleged to have caused the wrong in the presence of one or two other Members.
- (b) However, where a Member who is eighteen (18) years of age or older does not wish to utilize the dispute resolution principles set out in Section 3.01(a) to resolve a dispute in which they are involved or, alternatively, where the dispute

resolution principles set out in Section 3.01(a) are utilized but do not resolve the dispute to the satisfaction of the parties involved, then the Church shall utilize the following procedures to assist in resolving such disputes:

- (i) the Member who is alleged to have been wronged shall refer the matter to the Pastor or his designate; and
 - (ii) the Pastor or his designate shall then confront the Member who is alleged to have caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to Board pursuant to the procedure for Discipline set out in Sections 4.03, 4.04, 4.05, 4.06 and 4.07.
- (c) Where a dispute involves a Member under eighteen (18) years of age or an otherwise vulnerable person:
- (i) the dispute resolution principles set out in Section 3.01(a) shall not be utilized to resolve such a dispute.
 - (ii) where a dispute involves an allegation of abuse of any kind as defined in the *Child and Family Services Act* (Ontario), particularly in relation to a person under eighteen (18) years of age, then the Church shall handle such matters in accordance with any applicable Board Policies and/or By-law Policies of the Church in place from time to time, including taking steps to immediately report the allegations to the appropriate authorities as required by law.
 - (iii) where a dispute does not involve abuse allegation of any kind, then the Church shall utilize the procedures set out in Section 3.01(b) to assist in resolving such disputes, provided that the Church shall ensure that notification of such procedures shall also be given to the parents or legal guardians of the Member and such parents or legal guardians may consult with the Pastor in relation to such procedures.

SECTION IV DISCIPLINE

4.01 Circumstances Giving Cause for Discipline

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

- (a) a Member has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and the individual has not appropriately repented of such conduct or behaviour;

- (b) a Member has propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church and the Member has not appropriately repented of such doctrines and practices; or
- (c) a Member has wronged another individual or caused discord or dissension in the Church, with or without malicious intent, that is not repented of, nor has been resolved through the mechanism for dispute resolution set out in Section 3.01 above.

4.02 Restoration Through Discipline

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

4.03 Procedure for Discipline

- (a) The Disciplinary procedure of the Church is set out in Sections 4.03, 4.04, 4.05, 4.06 and 4.07.
- (b) In the event that the Member in question is under the age of 18 when an allegation is made, with the exception of abuse allegations as set out in Section 3.01(c), then the Discipline procedure described in Sections 4.03, 4.04, 4.05, 4.06 and 4.07 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 therein.

4.04 Preliminary Review

- (a) No allegation giving rise to disciplinary action against a Member pursuant to Section 4.01 above shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Board setting out the nature of the allegation and an explanation of the basis upon which it is made.
- (b) If the Board determines on a preliminary basis that the written allegation is invalid, then the allegation shall be dropped and no further disciplinary action against the Member shall proceed.
- (c) If the Board determines on a preliminary basis that the written allegation requires further investigation, then the Board shall proceed to the hearing process set out in Section 4.05.

4.05 Hearing Process

- (a) If the Board determines on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred in writing to the Board for a hearing and the Member against whom the allegation is made shall be deemed to be under the Discipline of the Church and shall not be entitled to withdraw as a Member without the consent of the Board and shall not be entitled to initiate the Christian dispute resolution contained in Section 5.02 until the procedure for Discipline has been completed in accordance with Section 4.05, as determined by the Board. The Board, in its discretion, may temporarily suspend the said Member from any Officer post or other official position within the Church until the completion of the Discipline process.
- (b) The Board shall then convene a hearing to consider the allegation. The Member shall be given a minimum fourteen (14) days written notice by registered and regular mail at his last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), setting out the date, time and place at which the hearing will be held. The notice shall briefly explain the nature of the allegation and advise the Member that the allegation will be considered by the 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.
- (c) The hearing shall be conducted as a board of inquiry by the Board and an Elder shall be appointed by the Board to act as the chairperson of the hearing. The 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 and if so, what discipline is to be imposed, which decision shall be deemed to be the decision of the Board. The Board shall be responsible to ensure that due process and procedural fairness as provided for in this General Operating By-law is complied with in relation to all aspects of the hearing and that any recommendations of discipline by the Board is duly and fairly implemented.
- (d) The hearing shall not be open to the public nor to the Members of the Church. The Member shall be entitled to be accompanied at the hearing by two Members who may act as observers during the hearing but who shall not be entitled to participate thereat.
- (e) Both the Member and the 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. However, either the Member or the Board may require that the Church, at the expense of the Church, retain a lawyer or other person with experience in the law of evidence to act as an adjudicator to determine the admissibility of evidence presented before the hearing.
- (f) There shall be an equal allocation of time for the presentation of evidence by both the Board and the Member. The Board may designate a time limitation on the

hearing, provided that such limitation is applied equally to the presentation of evidence by both the Board and the Member and provided further that notice of such limitation of time is first given to the Member at least three (3) hours before the hearing is required to end.

- (g) All evidence presented before the hearing shall be kept confidential, except such summary facts that the Board determines needs to be given to the Membership of the Church at a subsequent meeting of Members.
- (h) At the end of the hearing, the Board shall convene in private to deliberate on the evidence presented. At least a Special Resolution of the Board adopted t at a Board meeting shall be required to conclude that the allegation is true; failing which the allegation will be deemed not to be proven, with the result that the Member shall no longer be subject to disciplinary proceedings by the Church and shall be reinstated as a Member in good standing. In the event that the Board determines that the allegation is true, the Board shall decide the appropriate disciplinary action to be implemented in accordance with Section 4.06.

4.06 Disciplinary Actions

- (a) Board Resolution

In the event that the Board determines that the allegation is true, the Board shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by at least a Special Resolution of the Board adopted at a Board meeting. Disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Member into fellowship pursuant to Luke 17:3-4 and Galatians 6:1.

- (b) Serious Disciplinary Action

- (i) If the disciplinary action determined by the 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 by at least a Special Resolution of the Board adopted at a Board meeting to be a serious action (referred to as "a serious disciplinary action"), such serious disciplinary action shall not be implemented until such time that it has first been referred to and approved by the Membership pursuant to the procedure set out in Section 4.07 below.
- (ii) Termination of Membership as a serious disciplinary action shall be deemed appropriate only where no other alternative is available.

(c) Non-serious Disciplinary Action

In the event of a non-serious disciplinary action, the Board may implement such disciplinary action that it deems appropriate upon at least a Special Resolution of the Board adopted at a Board meeting 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 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 Board, however, may in its sole discretion refer any non-serious disciplinary action to the Membership at any time for approval pursuant to the procedure set out in Section 4.07 below.

(d) Church Attendance

- (i) A Member who has been disciplined or whose Membership has been terminated shall not be barred from public worship unless his presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Board; in which event such Member agrees that he or she may be removed from such public worship service without the necessity of legal action.
- (ii) In the event that a Member who has been disciplined or whose Membership has been terminated attends any other church and that other church does not seek a letter of reference from the Church, then the Pastor or any Elder shall be authorized to verbally advise the other church that the Member in question has been disciplined by the Church.

4.07 Membership Approval of Disciplinary Action

- (a) In the event of a serious disciplinary action or in the event that the Board wishes to refer a non-serious disciplinary action to the Membership for approval, the Board shall give a minimum of fourteen (14) days written notification by registered and regular mail to the Member at his last known address (which period of time shall include the date of mailing but shall exclude the date of the Members' meeting) setting out the date, time and place of the Members' meeting at which 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.
- (b) The Member shall be entitled to attend the Members' meeting to hear the discussions thereat and to speak on his own behalf. Neither the Member nor the Church may be represented by legal counsel and the Members' meeting shall not

be open to the public. The meeting shall be chaired by the chair of Members' meetings and shall be for the sole purpose of determining the appropriateness of the recommendation of the form of Discipline from the Board or for substituting another form of Discipline as the Membership shall determine in its sole discretion. Any decision by the Membership with regards to Discipline shall require a Special Resolution. The meeting shall not be a trial de novo of the allegations and as such, only matters pertaining to the recommendations of Discipline and the appropriateness of such recommendations shall be considered.

- (c) The Chair of the Board shall endeavour to orally advise the Member of the decision of the Members' meeting forthwith after a vote by the Members is made. In addition, the Clerk shall promptly send written notification of the decision made by the Members of the Church by registered and regular mail to the Member at his last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- (d) The decision of the Members of the Church on the type of Discipline to be administered shall be final and binding. In the event that the decision of the Membership is to terminate the Member's Membership in the Church, then the Member shall automatically cease to be a Member of the Church upon the date that the decision by the Members is made.
- (e) No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text at a Members' meeting and only after careful and sober consideration has first been made by the Board to avoid, as much as possible, undue or unnecessary embarrassment to the Member or other undue or unnecessary prejudicial consequences to either the Member or to the Church as a whole.
- (f) In the event that the Member in question is under the age of eighteen (18) when an allegation is made, with the exception of abuse allegations as set out in Section 3.01(c), then the Discipline procedure described in this Section shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Member and such person shall be entitled to attend and speak on behalf of such Member at any hearing provided for herein.

SECTION V WAIVER, MEDIATION AND ARBITRATION

5.01 Waiver

Notwithstanding anything else contained herein, and without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or the Church Constitution, Membership in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters arising out of the Church Constitution shall not give a Member

cause for any legal action against either the Church, or its Pastor, Associate Pastors, any staff members, Elders, Officers or Members, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, and its Pastor, Associate Pastor, staff members, Elders, Officers, and Members of the Church in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

5.02 Mediation and Arbitration

In the event that a Member is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution involving the Member and the Church, if the Member does not violate or circumvent the waiver contained in Section 5.01 or attempt to do so, then without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or policies of the Church, and as an alternative to such person instituting a law suit or legal action, that Member may seek to have his concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:

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

SECTION VI
MEMBERS' MEETINGS

6.01 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.

6.02 Annual Meeting

There shall be an annual meeting of Members at such time and place in Canada as determined by the Board 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 chairs, the Pastor, and the Board;
- (b) review and approve the financial statements for the immediately preceding year, including the Public Accountant's report thereon, and the budget for the upcoming year;
- (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;
- (e) elect Members to Officer positions as required for the next fiscal year;
- (f) elect Members to committees as required for the next fiscal year;
- (g) elect Members to other Church positions as the Board determines are needed from time to time; and
- (h) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

6.03 Special Report Meeting

The initial meeting of Members each year shall be held at such time and place as determined by the Board to do the following:

- (a) receive necessary reports from the Officers, committee chairs, the Pastor, and the Board;

- (b) review and approve the preliminary unaudited financial statements for the immediate preceding year;
- (c) elect a Nominating Committee; and
- (d) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

6.04 Other Special Meetings

The Chair of the Board, a majority of the Elders or the Pastor may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Church that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

6.05 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 Elders and re-appointment of the incumbent Public Accountant, is special business.

6.06 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 Elder 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.

6.07 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.

6.08 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 Elders, 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.

6.09 Quorum

- (a) Subject to the Act and this By-law, a quorum for any meetings of Members shall be constituted by the presence of a majority of the Members entitled to vote at the meeting. For the purpose of determining quorum, a Member may be present in person, but not by proxy.
- (b) If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (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 6.16 with regard to notice shall apply to such adjournment.

6.10 Chair of Members' Meetings

The chair of Members' meetings shall be:

- (a) the Chair of the Board;
- (b) if the Chair of the Board is absent or unable to act, then the Vice-Chair of the Board;
- (c) if the Chair of the Board and the Vice-Chair of the Board are absent or unable to act, then an Elder appointed by the Board.

6.11 No Participation at Meetings by Electronic Means

Notwithstanding the Act, Members may not participate at meetings of Members by means of any telephonic, electronic or other communication facility.

6.12 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 majority of the votes cast on the question. In case of an equality of votes, 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.

6.13 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.

6.14 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 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.

6.15 Minutes

Minutes shall be kept at all meetings of Members and signed by the Chair of the Board and the Clerk. Minutes of each meeting of Members shall be submitted to all Members prior to the next meeting of Members for their approval, and once approved, copies shall be made available to each Member.

6.16 Adjournment

Subject to other provisions of this General Operating 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 VII BOARD OF ELDERS

7.01 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.

7.02 Number

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

7.03 Qualification for Elders

Each Elder shall be an individual who is at least twenty-five (25) years of age, 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). Each Elder shall be a Member of the Church and:

- (a) has been a Member in good standing of the Church for the previous three (3) years;
- (b) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
- (c) has an active involvement within the Church;
- (d) fulfills the spiritual qualifications of an Elder listed in I Timothy 3:1-7 and Titus 1:5-9;
- (e) is in full agreement with the Church Constitution;
- (f) 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;

- (g) 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;
- (h) save and except where permitted by law, does not receive any remuneration either directly or indirectly from the Church and does not have any Family Members who receive remuneration from the Church;
- (i) is not the Public Accountant of the Church; and
- (j) does not have a Spouse who is the Treasurer, the Clerk, the Public Accountant or an Elder of the Church.

7.04 Election of Elders and Term

- (a) Subject to the Articles, Elders shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Elders is required.
- (b) A person elected as an Elder shall hold office for a term of three (3) years, which term of office shall commence immediately following the annual meeting of Members at which such person was elected.
- (c) If Elders are not elected at a meeting of Members, the incumbent Elders shall continue in office until their successors are elected.
- (d) The maximum number of terms for each Elder is three (3) terms of three (3) years. An Elder will be eligible for re-election to the Board at the end of his term up to the maximum number of terms provided that such Elder continues to meet the qualification requirements to be a Elder. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to the Board is restored.

7.05 Consent

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

- (a) the individual 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 an Elder pursuant to such person's election or appointment.

7.06 Nomination of Elders

- (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 Elders of the Church. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Elders:
 - (i) by or at the direction of the Board, including pursuant to a notice of meeting;
 - (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 Clerk of the Church at the registered office of the Church. To be timely, a Nominating Member's notice to the Clerk 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 Elders (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 Clerk must set forth:
 - (i) as to each person whom the Nominating Member proposes to nominate for election as an Elder: (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 Elders 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 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 an Elder of the Church.

- (d) Eligibility - No person shall be eligible for election as an Elder of the Church unless nominated in accordance with the provisions of this Section 7.06; provided, however, that nothing in this Section 7.06 shall be deemed to preclude discussion by a Member (as distinct from the nomination of Elders) at a meeting of Members of any matter in respect of which it would have been entitled to submit a proposal pursuant to the Act. 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 7.06 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 Clerk of the Church pursuant to this Section 7.06 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Clerk 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 Clerk 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.

7.07 Resignation

- (a) If the personal circumstances of any Elder make it difficult for that Elder to devote the necessary time or energy to the work of the Board, then that Elder shall be free to resign from the Board without embarrassment or stigma regardless of the remainder of the term of that Elder.
- (b) If for any reason an Elder chooses to resign, then that Elder shall give thirty (30) days written notice, if possible, to the Chair of the Board, 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 Elder from the Board. Where the Elder who chooses to resign is the Chair of the Board, then his letter of resignation shall be directed to the Clerk, 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 an Elder becomes effective at the time a written resignation is sent to the Church or at the time specified in the resignation, whichever is later. An Elder who has resigned may not submit to the Church a written statement pursuant to section 131 of the Act.

7.08 Ceasing to Hold Office

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

- (a) an Elder resigns in accordance with Section 7.07;
- (b) an Elder is absent from meetings of the Board for a cumulative total of fifty-one percent (51%) or more of the meetings during any twelve (12) month period following his election or the anniversary of his election or appointment without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board;
- (c) an Elder no longer fulfils all of the qualifications to be an Elder in Section 7.03 as determined in the sole discretion of the Board (with the Elder in question not having the right to vote thereat);
- (d) at a meeting of Members called for that purpose, the Members determine by an Ordinary Resolution that an Elder be removed from office before the expiration of his term; and Elder who is being removed or has been removed may not submit to the Church a written statement pursuant to section 131 of the Act;

- (e) such Elder dies.

Where a person is no longer an Elder, then such person shall be deemed to have also automatically resigned as an Officer (if it is a requirement to be an Elder to hold that particular Officer position) and/or a committee member, as applicable. Where a person is no longer an Elder due to automatic vacancy of his or her Elder position in accordance with Section 7.08(b), (c), (d) or (e), then such person shall be deemed to have also automatically resigned as a Member. For greater certainty, where an Elder has resigned due to personal circumstances or for any other reason in accordance with Section 7.08(a), such person shall not be deemed to have also automatically resigned as a Member.

7.09 Filling Vacancies

Subject to the Act and the Articles the Members may fill a vacancy in the Board at a Meeting of Members duly called for that purpose. Upon a vacancy arising on the Board, 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 Elders then in office, any Member may call the meeting. An Elder appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

7.10 Authority of Board of Elders

(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 day to day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget referred to in Section 16.04;
- (ii) to formulate and recommend By-law Policies as defined in Section 15.02 to the Membership in conjunction with the Pastor and to implement those By-law Policies approved by the Membership;

- (iii) to respect the authority of the Pastor and the Associate Pastors to provide spiritual leadership for the Church and to co-operate with the Pastor and Associate Pastors in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
- (iv) to oversee Discipline in accordance with the direction of the Pastor pursuant to the procedures set out in the General Operating By-law;
- (v) to ensure that all employed personnel of the Church, including any Associate Pastors, are accountable to the Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and are in full agreement with and subject to the authority of the Church pursuant to the Church Constitution;
- (vi) to examine the relationship of the Pastor or Associate Pastors to the Church and if a change is deemed appropriate to ensure that a Members' meeting of the Church is called to discuss and authorize an appropriate change;
- (vii) to serve together with the Pastor at the ordinance of the Lord's Supper;
- (viii) to call all Members' meetings and to publish the time and place for all such Members' meetings with due notice;
- (ix) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Purposes of the Church;
- (x) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church as may be approved by the Membership on the recommendations of the Board; and
- (xi) to generally exercise such power and to do such other acts and things as the Church is, by the Act and the Church Constitution, authorized to do.

(c) Delegation of Duties of the Board

Subject to the Act, the Board may appoint from their number a managing Elder or a committee of Elders (which is referred to as the Executive Committee) and delegate to the managing Elder or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

7.11 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.

7.12 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. In addition, the Board, when possible, shall either post or distribute a brief written report as soon as possible after each monthly meeting of the Board.

7.13 No Remuneration of Elders

As required by the Articles, Elders shall serve without remuneration, and no Elder shall directly or indirectly receive any profit from his position as such, provided that an Elder 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.

7.14 Remuneration of Officers, Agents, Employees

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

However, no Officer who is also an Elder shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Church may receive reimbursement for their expenses incurred on behalf of the Church in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

SECTION VIII
BOARD OF ELDERS MEETINGS

8.01 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.

8.02 Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined by the Chair of the Board. The Pastors shall be invited to all regular meetings of the Board, unless specifically excluded by the Board. The dates for regular meetings shall be published in a schedule by the Chair of the Board and distributed to all Elders as soon as possible after each annual meeting of Members. No other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

8.03 Special Meetings

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

8.04 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 18.01 of this By-law to every Elder and the Pastors, not less than one (1) week before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Board shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

8.05 Waiver of Notice

An Elder may waive notice of a meeting of the Board and attendance of any Elder 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.

8.06 Chair of Board Meetings

The chair of Board meetings shall be:

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

8.07 Quorum

A majority of the number of Elders specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Elders specified in the Articles, a quorum shall be a majority of the number of Elders determined in accordance with Section 7.02 For the purpose of determining quorum, an Elder may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

8.08 Voting Rights

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

8.09 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 or requested by any Elder. When a recorded vote on the question is required by the chair of Board meetings or requested by any Elder, the Clerk shall record the names of the Elder 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.

8.10 Minutes

The Board shall keep written minutes of each meeting. The Board shall appoint an Elder to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board meetings the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations, which shall be disclosed to a Member upon written request, or such other matters upon the unanimous consent of the Board. In addition, the Members may examine the portions of any minutes of meetings of Elders or of committees of Elders

that contain disclosures under section 141 of the Act, and of any other documents that contain those disclosures, during the Church's usual business hours.

8.11 Meetings by Telephone or Electronic Means

If all of the Elders consent, an Elder 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. An Elder 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.

8.12 No Alternate Elders

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

8.13 Dissent at Meeting

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

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

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

8.14 Dissent of Absent Elder

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

- (a) causes 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.

8.15 Resolutions in Writing

A resolution in writing, signed by all the Elders 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 Elders.

8.16 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.

8.17 Disclosure of Interest

(a) Prohibition

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

(b) Disclosure

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

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

(ii) In addition to the disclosure made under Section 8.17(b)(i), any Elder 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 8.17(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 Elder in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The chair of Board meetings shall request any Elder who has made a disclosure referred to in Section 8.17(b) to absent himself during the discussion of the matter, with such action being recorded in the minutes. The Elder shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which an Elder 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 Elder 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.

8.18 Confidentiality

Every Elder, 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 IX
CONSISTORY**

9.01 Definition and Appointment of Consistory Members

- (a) The purpose and role of the Consistory is to be available for non-binding consultation by the Board of Elders on doctrinal and other matters and to serve on the Pastoral Search Committee where such a committee is established in accordance with Section 10.03(a). The Consistory shall perform such other duties as may from time to time be determined by the Board.
- (b) The position of Consistory Member is an honorary position, with all matters of church governance and discipline to be in the hands of the Board of Elders. All Consistory Members shall serve as such without remuneration, provided that a

Consistory Member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

- (c) The Consistory shall include all Pastors (but not Associate Pastors) and those former Elders appointed by the Board of Elders acting in its sole discretion. The number of Consistory Members shall be determined from time to time by the Board of Elders.

9.02 Qualification Requirements for Consistory Members

Consistory Members must be Persons who fulfill the following qualifications:

- (a) the Person must be a Member of the Church in good standing for the previous three (3) years;
- (b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) the Person must have demonstrated that he or she has fulfilled the qualifications for a spiritual leader as set out in I Timothy 3:1-13 and Titus 1:5-9;
- (d) the Person must have an active involvement within the Church;
- (e) the Person must be in full agreement with the Church Constitution; and
- (f) the Person must not be on the Consistory at the same time that he is serving as an Elder.

9.03 Term of Office of Consistory Members

Consistory Members who are not employees of the Church shall hold their position for a term of three (3) years, which term shall commence on the date of his or her appointment by the Board of Elders. Consistory Members who are employees of the Church shall hold office at the discretion of the Board. There is no maximum term of office for a Consistory Member.

9.04 Meetings of Consistory Members

Meetings of the Consistory Members shall be held at such time and place as shall be determined by the Board of Elders from time to time. The Pastor shall chair all meetings of the Consistory. All meetings of the Consistory shall follow the same procedure for Elder Board meetings set out in SECTION VIII .

9.05 Removal of Consistory Members

Upon appointment by the Board of Elders a Consistory Member shall remain in office until any of the following situations occurs: (1) he or she no longer fulfills the

qualifications to be a Consistory Member set out in Section 9.02; (2) he or she is under Discipline of the Church; (3) he or she has been removed from office as a Consistory Member for any reason upon Ordinary Resolution of the Board of Elders at a meeting duly called for that purpose; (4) he or she has resigned in accordance with Section 9.06; or (5) he or she dies.

9.06 Resignation of Consistory Members

If for any reason a Consistory Member chooses to resign, then that Consistory Member shall give thirty (30) days written notice, if possible, to the Chair of the Board, who shall have the power to accept such resignation. If possible, such letter should set out the reasons for the departure.

SECTION X PASTOR, ASSOCIATE PASTOR AND STAFF

10.01 Definition and Duties of the Pastor

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

- (a) to provide spiritual leadership for the designated Church congregation and to work in co-operation with the Board in implementing such spiritual leadership;
- (b) to work in conjunction with 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 at the designated Church congregation, provided that the hiring or removal of staff members, including Associate Pastors, shall require the approval of the Board and the Members of the Church in accordance with this By-law;
- (d) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his or her lifestyle does not evidence 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 and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;

- (f) to be an ex-officio member with power to vote (or appoint a designate without power to vote) on the Consistory and all committees and boards of the Church, with the exception of the Board of Elders; 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, except where permitted by law, the Pastors shall not be an Elder 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.

10.02 Definition and Duties of Associate Pastor

If, in conjunction with the Board, the Pastor(s) and existing Associate Pastor(s) so request, and upon resolution of the Membership, Associate Pastors may be called by the Church for the purpose of undertaking such ministries as the Pastor and the Board determine are necessary for the Church. An Associate Pastor by virtue of his position shall be deemed to be a Member of the Church. The duties of an Associate 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 Pastor(s) and the Elders in implementing such spiritual leadership;
- (c) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his or her lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (d) to be in full agreement with, uphold, and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings; and
- (e) to be subject to the authority and direction of the Pastor designated by the Board.

10.03 The Calling of Pastoral Staff

- (a) Establishment of Pastoral Search Committee

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

(b) Composition of Pastoral Search Committee

The Pastoral Search Committee shall consist of the Board of Elders and the Consistory Members.

(c) Duties of Pastoral Search Committee

The Pastoral Search Committee shall be responsible to recommend to the Membership the calling of a Pastor or an Associate Pastor, having first taken into consideration what is in the best interest of the Church as a whole. As much as possible, the Pastoral Search Committee shall make their recommendation to the Board on an unanimous basis, but where that is not possible, a recommendation to the Church may proceed where at least seventy-five percent (75%) of the Pastoral Search Committee support the recommendation.

(d) Term and Removal

The Pastoral Search Committee shall remain in effect until such time that the Board determines that its useful purpose has ended. Any member of the Pastoral Search Committee may be removed by a majority of not less than seventy-five percent (75%) of the votes cast by the Board.

(e) Recommendation

When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall first be presented to the Board for approval. If the Board approves the recommendation by at least a Special Resolution of the Board adopted at a Board meeting, then the recommendation shall be placed before the Membership at a special meeting called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.

(f) Vote on Recommendation

Only one name for the position of Pastor or Associate Pastor shall be presented to the Membership at any one time for consideration. Upon approval of a majority of not less than a Special Resolution of the Members adopted at a meeting of Members duly called for that purpose, a formal call will then be extended to the prospective candidate. In the event that the recommended name does not receive the approval of the Members by a seventy-five percent (75%) vote, or in the event that the prospective candidate does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Pastor or Associate Pastor, as the case may be, is found.

10.04 Resignation of Pastoral Staff

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

10.05 Removal of Pastoral Staff

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

10.06 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 (which shall be deemed to include the Pastors, Associate Pastors, all other employees of the Church, and all ongoing contract or deputation workers, where applicable) shall review and sign an engagement agreement with the Church that provides, where applicable in accordance with Section 10.06(b) below, 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 evidence 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, whose employment duties involve Church ministry programs directly connected to the Christian faith (such as the Pastors, Associate Pastors, choir director, minister of music or youth pastor) shall be required to give evidence that they are personally committed to Jesus Christ as Saviour.
- (c) The salaries of the Pastors, Associate Pastors and all employees of the Church will be reviewed by the Board annually for consideration in preparing the annual budget.
- (d) The total of all salaries shall be reported in the Church budget. Individual salaries will not be discussed at meetings of Members unless requested in writing by twenty percent (20%) of the Members entitled to vote at the meeting.

SECTION XI OFFICERS

11.01 Names of Officers

(a) Mandatory Officers

The Officers of the Church shall be:

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

(b) Other Officers

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.

11.02 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) to call all meetings of the Board;
- (iii) to preside at all Board meetings of the Board as the chair of Board meetings;

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

(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;
- (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 Elder 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.

(c) Clerk

The duties of the Clerk shall be as follows:

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

- (ii) to faithfully note and record all of the business of Members' 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 in the said resolution;
- (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) not to be another Officer, the Public Accountant, chair of the Finance Committee or the Spouse of any of the same;
- (xi) to carry out such other duties as directed from time to time by the Board or by the Membership; and
- (xii) in his absence, the duties of the Clerk shall be performed by such other Member who is temporarily assigned the duties of the Clerk 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 Membership or by the Board;
- (ii) keeping an accurate cheque register;
- (iii) issuing and signing cheques on behalf of the Church;
- (iv) maintaining payroll records;
- (v) maintaining accounts payable records;

- (vi) paying all accounts and authorized expenses by cheque whenever practical and possible;
- (vii) investing funds belonging to the Church as directed by the 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:
 - (i) recording the Church income and receipts;
 - (ii) recording the Church fund disbursements;
 - (iii) preparation of monthly bank reconciliations; and
 - (iv) preparation of monthly financial statements;
- (xi) keeping an accurate record of all contributions made through envelopes to the general, building and other funds of the Church as exist from time to time;
- (xii) ensuring that no Elder 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) not to be another Officer, the Public Accountant, chair of the Finance Committee or the Spouse of any of the same;
- (xiv) carrying out such other duties as directed from time to time by the Board or the Membership; and
- (xv) 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.

11.03 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 Member in good standing of the Church;

- (b) is at least twenty-one (21) years of age;
- (c) has not been found by a court in Canada or elsewhere to be mentally incompetent;
- (d) does not have the status of a bankrupt;
- (e) has an active involvement within the Church;
- (f) recognizes that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services; and
- (g) complies with all of the duties and restrictions of their respective Officer positions as set out in this General Operating By-law.

11.04 Election of Officers

- (a) All Officers shall be elected by the Members at a Meeting of Members at a Meeting of Members from a slate of nominations presented by the Nominating Committee.
- (b) If Officers are not elected at a meeting of Members, the incumbent Officers shall continue in office until their successors are elected.

11.05 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.

11.06 Term and Maximum Term of Officers

- (a) All Officers shall serve for a three (3) year term of office, which term of office shall commence immediately following the Membership meeting at which such Officer was elected.
- (b) The maximum number of terms for each Officer is three (3) terms of three (3) years. An Officer will be eligible for re-election in the same Officer position at the end of his term up to the maximum number of terms provided that such Officer continues to meet the qualification requirements to be an Officer. .
- (c) 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.

11.07 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.

11.08 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 no longer fulfills all the qualifications of an Officer as set out in Section 11.03;
 - (iii) such Officer, in the opinion of at least a Special Resolution of the Board adopted at a Board meeting and confirmed by a Special Resolution of the Members, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
 - (iv) such Officer is determined by a majority of not less than seventy-five percent (75%) of the votes cast by Members at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
 - (v) such Officer's death.
- (b) If any vacancies should occur for any reason as set out in Section 11.08(a) above, the Board may fill the vacancy during the remaining term.

11.09 Disclosure (Conflict of Interest)

- (a) An Officer who is an Elder shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Elders pursuant to the provisions of the Act and the By-laws set out in Section 8.17.
- (b) An Officer who is not an Elder shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Elders pursuant to the provisions of the Act and the By-laws set out in Section 8.17(b)(i), Section 8.17(c) and Section 8.17(d).

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

SECTION XII DUTIES, PROTECTION AND INDEMNITY

12.01 Duties of Elders and Officers

Every Elder and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Church and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Elder and Officer of the Church shall comply with the Act, the Regulations, Articles, By-laws, Board Policies and By-law Policies of the Church.

12.02 Limitation of Liability

No Elder, Officer (with "Elder(s)" and "Officer(s)" in this Section 12.02 to include former Elders and former Officers), Member, Pastor, Associate Pastor, committee member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Elder, 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 Elder'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 Elder'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.

12.03 Indemnity to Elders, Officers and Others

Subject to the Act, the Church shall indemnify an Elder or Officer of the Church, a former Elder or Officer of the Church or another individual who acts or acted at the Church's request as an Elder or Officer or in a similar capacity of another entity, and

such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative 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 Elder 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 shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

12.04 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.

12.05 Insurance

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

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

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

12.06 Advances

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

pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 12.03(a) and Section 12.03(b).

SECTION XIII **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. The standard terms of reference for committees of the Church shall be set forth in a By-law Policy.

SECTION XIV **ASSOCIATION**

14.01 Church Association

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

SECTION XV **POLICIES**

15.01 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.

15.02 By-law Policies

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

SECTION XVI
FINANCIAL MATTERS

16.01 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.

16.02 Banking Arrangements

The banking business of the Church shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board 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.

16.03 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 Elders and Officers of the Church and its affiliates. The Elders 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.

16.04 Annual Financial Statements and Budget

- (a) The Board of Elders shall prepare each year prior to the annual meeting of Members the following:
 - (i) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time; and
 - (ii) an annual budget for the upcoming year prepared in consultation with the chairperson of each Standing and Special committee, and to include the budget and expenditures of at least the previous year.
- (b) The financial statements and the annual budget shall be made available to the Members for review at least twenty-one (21) days prior to the annual Members' meeting.
- (c) The financial statements, the annual budget and any other documents required by the Act shall be presented at the annual meeting of Members for approval by the Members.
- (d) The Church shall send copies of the annual financial statements, the annual budget 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.

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

SECTION XVII
GENERAL

17.01 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 Elders may change the registered office to another place within the province or territory specified in the Articles.

17.02 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 Clerk of the Church shall be the custodian of the corporate seal.

17.03 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 Elders. 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 Elder may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

SECTION XVIII
NOTICES

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. The Clerk may change or cause to be changed the recorded address of any Member, Elder, Officer, Public Accountant, or member of a committee of the Board in accordance with any information believed by the Clerk to be reliable. The declaration by the Clerk that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Elder 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.

18.02 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.

18.03 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.

18.04 Omissions and Errors

The accidental omission to give any notice to any Member, Elder, 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

18.05 Waiver of Notice

Any Member, Elder, 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 XIX AMENDMENTS

19.01 Amendment of Articles

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

19.02 Amendment of By-laws

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

SECTION XX IDENTIFICATION AND REPEAL OF FORMER BY-LAWS


20.01 Repeal of Former General Operating By-law

- (a) General Operating By-law No. 1 is hereby repealed and replaced by General Operating By-law No. 2 herein effective immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.
- (b) The said repeal of By-law No. 1 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Elders of the Church this 2nd day of August , 2014




Chair of the Board



Clerk

CONFIRMED by the Members of the Church this 7th day of September , 2014



Clerk