

# ELEVATION CHURCH GENERAL OPERATING BY-LAW NO. 1

## GENERAL OPERATING BY-LAW NO. 1

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

### ELEVATION CHURCH

(a provincial corporation)

hereinafter referred to as the “Church”

## Index

<b>SECTION I DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS.....</b>	<b>4</b>
1.01 Definitions .....	4
1.02 Objects .....	7
1.03 Interpretation .....	7
1.04 Headings .....	7
<b>SECTION II MEMBERSHIP .....</b>	<b>7</b>
2.01 Definition of Membership .....	7
2.02 Qualification for Membership .....	8
2.03 Admission to Membership.....	9
2.04 Privileges, Rights and Duties of Membership .....	9
2.05 Withdrawal and Removal .....	10
2.06 Membership Record .....	11
2.07 Resolution of Disputes Among Members (including non-members).....	11
2.08 Circumstances Giving Cause for Discipline .....	12
2.09 Restoration Through Discipline .....	12
2.10 Procedure for Discipline.....	12
2.11 Preliminary Review .....	13
2.12 Hearing Process .....	13
2.13 Disciplinary Actions .....	14
2.14 Waiver, Mediation and Arbitration .....	16
2.15 Members Meetings .....	17

<b>SECTION III CHURCH BOARD .....</b>	<b>19</b>
3.01 Definition of Church Board .....	19
3.02 Residency and Relationship of Church Board Members .....	19
3.03 Provisional Church Board .....	19
3.04 Qualification for Church Board .....	20
3.05 Election of Church Board .....	21
3.06 Term of Office of Church Board .....	22
3.07 Rotating Term of Church Board .....	22
3.08 Maximum Term of Church Board .....	23
3.09 Authority of Church Board .....	23
3.10 Conflict of Interest .....	24
3.11 Resignation from Church Board .....	25
3.12 Vacancy on Church Board .....	25
3.13 Church Board Meetings .....	26
<b>SECTION IV SENIOR PASTOR, STAFF PASTORS AND EMPLOYEES .....</b>	<b>29</b>
4.01 Definition and Duties of the Senior Pastor .....	29
4.02 Duties of Staff Pastors .....	30
4.03 The Calling of Pastoral Staff .....	31
4.04 Resignation of Senior Pastor .....	31
4.05 Removal of Senior Pastor .....	31
4.06 Terms of Employment of Employees .....	32
4.07 Religious Order Worker .....	33
<b>SECTION V OFFICERS .....</b>	<b>34</b>
5.01 Names of Officers .....	34
5.02 Definition of Officers .....	34
5.03 Qualifications for Officers .....	36
5.04 Election and Appointment of Officers .....	36
5.05 Delegation of Duties of Officers .....	36
5.06 Term and Maximum Term of Officers .....	36
5.07 Resignation of Officers .....	36
5.08 Vacancy .....	37
<b>SECTION VI PROTECTION AND INDEMNITY .....</b>	<b>37</b>
6.01 Protection and Indemnity to Church Board Members, Pastors and Officers	37
<b>SECTION VII COMMITTEES .....</b>	<b>38</b>
7.01 Standard Terms of Reference .....	38
7.02 Standing Committees .....	41
7.03 Special Committees .....	42

<b>SECTION VIII POLICIES .....</b>	<b>44</b>
8.01 Board Policies .....	44
8.02 By-law Policies .....	44
<b>SECTION IX FINANCIAL MATTERS AND AUDITORS.....</b>	<b>44</b>
9.01 Financial Year End .....	44
9.02 Financial Statements .....	44
9.03 Auditor .....	45
9.04 Real Estate .....	45
9.05 Borrowing.....	45
<b>SECTION X DEPARTMENTS.....</b>	<b>46</b>
10.01 Departments .....	46
<b>SECTION XI GENERAL PROVISIONS .....</b>	<b>46</b>
11.01 Corporate Seal .....	46
11.02 Execution of Documents and Cheques.....	46
11.03 Securities for Safekeeping .....	47
11.04 Head Office .....	47
11.05 Books and Records .....	47
11.06 Notice .....	47
11.07 Dissolution .....	48
<b>SECTION XII AMENDMENTS.....</b>	<b>48</b>
12.01 Amendments to the Letters Patent .....	48
12.02 Amendments to By-law .....	48

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

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

## **ELEVATION CHURCH**

(a provincial corporation )

hereinafter referred to as the “Church”

**WHEREAS** the Church was granted Letters Patent by the Province of Ontario under the Ontario Corporations Act on the 22<sup>nd</sup> day of February, 2011 under the name, ELEVATION CHURCH;

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

### **SECTION I**

#### **DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS**

##### **1.01 Definitions**

In this By-law and all other By-laws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply, with the defined words and phrases being capitalized in this General Operating By-law for ease of reference:

“**Act**” means the Ontario Corporations Act R.S.O. 1990, c.C. 38 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Church to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes.

“**Agent**” means any Person who performs services on behalf of the Church and receives remuneration for such services.

“**Auditor**” means the Person, corporations, partnerships, joint ventures, unincorporated associations, or other form of business organization appointed by the Membership to audit the financial statements of the Church in accordance with the Act and this General Operating By-law.

“**Board**” or “**Church Board**” means the church board of the Church, which shall be deemed to be the board of directors of the Church pursuant to the Act.

“**Board Policy**” means a board policy adopted pursuant to this General Operating By-law from time to time in pursuance of the Objects of the Corporation.

“**By-law**” or “**By-laws**” means any by-law of the Church from time to time in force and effect, including the General Operating By-law herein.

**“By-law Policy”** means a board policy adopted pursuant to this General Operating By-law from time to time in pursuance of the Objects of the Corporation.

**“Chair of Members Meetings”** means the Person chairing the Meeting of Members as described herein.

**“Chair of Board Meetings”** means the Person chairing meetings of the Church Board as described herein.

**“Church”** means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 22<sup>nd</sup> day of February, 2011, and named “ELEVATION CHURCH”, through which both its Members and Adherents may fellowship together as a New Testament Church.

**“Church Board”** means the church board of the Church, which shall be deemed to be the board of directors of the Church pursuant to the Act. The Church Board may also be referred to as the Steering Committee of the Church.

**“Church Board Member”** means a member of the Church Board of the Church, who shall be deemed to be a director of the Church pursuant to the Act.

**“Church Constitution” or “Constitution”** means the Letters Patent (including the Objects), General Operating By-law, By-laws, Board Policies and By-law Policies adopted by the Church from time to time.

**“Committee”** means a committee of the Church as established in accordance with this General Operating By-law.

**“Committee Member”** means a member of a Committee of the Church.

**“Constitution”** – see the definition for “Church Constitution”.

**“Discipline”** means actions taken seeking to reconcile Members and Adherents to one another through mutual forgiveness and/or reconciling Members and Adherents to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the Church.

**“Documents”** includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing, including any form of representation of information or of concepts of any of the above fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by any means.

**“Employees” or “Employees of the Church”** mean all full-time and part-time employees of the Church, Religious Order Workers and all contracts for service providers who are deemed to be employees for purposes of the *Income Tax Act* (Canada), where applicable.

**“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.

**“General Operating By-law”** means this By-law, any amendments thereto, and any other By-laws of the Church intended to amend or replace the general operating by-law herein.

**“Inactive Member”** means an inactive member of the Church as described in Section 2.06 (d) of this General Operating By-law.

**“Individual”** means both Members and non-members.

**“Key Values”** means the statement of the Key Values of the Church.

**“Letters Patent”** means the Letters Patent incorporating the Church under the name of “ELEVATION CHURCH”, as from time to time amended or supplemented by Supplementary Letters Patent.

**“Man”** means a male Person born of the male gender.

**“Meeting of Members”, “Membership Meeting” or “Members Meeting”** means any annual Meeting of Members or special Meeting of Members.

**“Member”** means a member of the Church.

**“Members” or “Membership”** means the collective membership of the Church.

**“Objects”** mean the charitable objects of the Church as contained in the Letters Patent.

**“Officer”** means an officer of the Church as described in this General Operating By-law.

**“Our Core Beliefs”** means the doctrinal paper of the Church called **Our Core Beliefs**.

**“Pastoral Staff”** means the Senior Pastor and all Staff Pastors of the Church.

**“Person”** means a natural person, but does not include corporations, partnerships, trusts, or unincorporated organizations.

**“Reasonable Expenses”** means those expenses determined to be reasonable in the circumstances in accordance with any By-law Policy established by the Church Board from time to time.

**“Regular Member”** means a regular member of the Church as described herein.

**“Religious Order Worker”** means any Employee who has been appointed a Religious Order Worker in accordance with this General Operating By-law.

**“Resolution”** means a resolution passed by a majority of the votes cast by persons entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.

**“Secretary”** means the secretary of the Church elected in accordance with this General Operating By-law.

**“Section”** means a section of this General Operating By-law.

**“Senior Pastor”** means the senior pastor of the Church as described herein.

**“Staff Pastor”** means a person who is a member of the Pastoral Staff, other than the Senior Pastor.

**“Treasurer”** means the treasurer of the Church elected in accordance with this General Operating By-law.

**“Volunteer”** means any Person who performs services or ministries on behalf of the Church without receiving remuneration, other than repayment of out of pocket expenses.

**“Woman”** means a female Person born of the female gender.

## 1.02 Objects

This General Operating By-law and any other By-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the Objects, 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 Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

### **1.03 Interpretation**

In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:

- a) words importing the singular number include the plural and vice versa;
- b) words importing the masculine gender include the feminine and neuter genders unless this By-law otherwise specifically provides; and
- c) words importing or referring to Person or Persons shall include natural persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

### **1.04 Headings**

Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

## **SECTION II**

### **MEMBERSHIP**

#### **2.01 Definition of Membership**

Membership involves an intentional commitment to follow Jesus alongside others:

With respect to doctrinal guidance, Members acknowledge that their understanding of what it means to be a follower of Jesus is reflected in *Our Core Beliefs*, which Members affirm as having formational significance in their lives.

Membership is primarily about a way of life, and so the *Key Values* of the Church are embraced as the principles that guide how Members will follow Jesus together.

Further to this understanding, Membership in the Corporation shall consist only of the Persons recorded as Members of the Church as of the date of passing this General Operating By-law. Thereafter, Members will be persons who are at least 18 years of age and have been admitted into Membership in accordance with the Church Constitution.

Membership in the Church as a corporation shall consist only of those Persons who give credible profession of faith in the Lord Jesus Christ as Saviour. They shall give evidence of compliance with the biblical standard of Christian practice and manifest spiritual growth by giving evidence of the fruit of the Spirit: "love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control" (Galatians 5:22,23 NIV). They shall refrain from "acts of the sinful nature: sexual immorality, impurity and debauchery, idolatry and witchcraft; hatred, discord, jealousy, fits of rage, selfish ambition, dissensions, factions and envy; drunkenness, orgies, and the like" (Galatians 5:19-21 NIV). Sexual immorality shall be interpreted to mean common-law marital relationships, pre-marital and extra-marital sexual relationships (1 Corinthians 6:15-18; 7:1-2; 1 Thessalonians 4:3-8; Hebrews 13:4), along with other practices deemed inexcusable for Christian conduct, and which place a person under God's judgment.

Members shall have committed themselves 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 Constitution of the Church, or which would place the Church in a position where it might be required to support or advance any lifestyle or activity which the Church deems morally inappropriate.

## **2.02 Qualification for Membership**

A Person shall qualify to be a Member of the Church if in the opinion of the Pastoral Staff by Resolution and subject to final approval by the Senior Pastor, such Person meets all of the following qualifications:

- a) the Person fulfills the definition of Membership as set out in Section 2.01 herein;
- b) the Person, if a Member, would not be under the Discipline of the Church as set out in Section 2.09; and
- c) the Person has completed the procedure for admission into Membership set out in Section 2.03.

## **2.03 Admission to Membership**

Application for Membership in the Church may be initiated by a request made in writing to the Senior Pastor or his or her designate, or through any Church Board Member.

- a) The Senior Pastor, or his or her designate, shall make available to the applicant a complete copy of the Church Constitution with the request that the applicant read the said document in full.
- b) The Senior Pastor, or his or her designate, shall make available to the applicant a copy of the document, *An Introduction to Membership with Elevation*, which will



be used to gain further understanding of the vision we have for membership in our local context, to which the applicant will attach his or her signature.

- c) Once the Pastoral Staff is satisfied by Resolution that the applicant fulfills all the qualifications for Membership in the Church as set out in Section 2.02 herein, the Pastoral Staff may approve such Person for Membership in the Church, subject to final approval by the Church Board.
- d) After the Person is accepted into Membership in the Church by the Pastoral Staff and receives the final approval of the Board, then such Person shall immediately be deemed to have become a Member.
- e) Upon Resolution of the Board, existing members of the unincorporated church from which this Church has been formed shall be deemed to be Members of the Church for a period of six (6) months after such Resolution, after which time if such Members have failed to confirm their Membership in the Church in writing, they shall be deemed to have resigned as Members of the Church.

#### **2.04 Privileges, Rights and Duties of Membership**

Church Membership shall carry the following duties, privileges and rights:

- i. the duty to minister to one another's spiritual needs as part of the Body of Christ;
- ii. the duty to participate in leadership of Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Church Constitution;
- iii. the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
- iv. the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
- v. the privilege to attend all public worship services of the Church subject to Sections 2.11 to 2.14 herein;
- vi. the right to attend, speak and participate at all Meetings of Members; and
- vii. the right to a single vote in person at all Meetings of Members.

#### **2.05 Withdrawal and Removal**

- a) Provided that a Member is not under Discipline of the Church as defined herein, a Member may withdraw at any time as a Member of the Church and, upon request by a Member, such Member may be given a letter of recommendation addressed to the Church to which the Member is relocating to.
- b) Every Person withdrawing or transferring as a Member must do so by notification to the Pastoral Staff, together with an explanation of the reasons for the request for withdrawal.

- c) Upon receipt of such request for withdrawal or transfer as a Member and upon the Board confirming that such Person is not under Discipline of the Church, such Person shall be removed from the Membership roll of the Church and shall be deemed to have also resigned from his or her position, if applicable, as an Officer, Church Board Member, or Committee Member. If a Member is under the Discipline of the Church, then notwithstanding his or her request for withdrawal, such Person shall continue as a Member and be subject to the authority of the Church as set out in the Church Constitution until such time that the discipline process is complete, after which time such Member is free to withdraw as a Member.
- d) Members that are habitually absent from the Church for a period of three (3) consecutive months may be removed from Membership and issued a letter acknowledging their voluntary withdrawal unless the Member contacts the Church office with a reasonable explanation to avoid being removed from Membership.
- e) Upon the death of a Member, his or her Membership status shall be terminated.

### **2.06 Membership Record**

A record of Members, both active and inactive, shall be kept by the office staff of the Church, under the authority of the Secretary.

### **2.07 Resolution of Disputes Among Members (including non-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 involving Members who are eighteen (18) years of age or older, such Members are encouraged to review the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 and contemplate the use of such principles in resolving their dispute. Where the use of the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 is possible, then the following procedures should be utilized, as much as possible, to resolve the dispute:
  - i. an Individual who believes that he or she has been wronged by another Individual for whatever reason shall confront such Individual with an explanation of the wrong which is alleged to have occurred; and
  - ii. if the Individual so confronted does not listen to the Individual who has confronted him or her, or if the matter is not resolved, then the Individual who is alleged to have been wronged shall confront the Individual who is alleged to have caused the wrong in the presence of one or two other Individual.
- b) However, where an Individual who is eighteen (18) years of age or older does not wish to utilize the dispute resolution principles set out in Section 2.08(a) to resolve a dispute in which they are involved or, alternatively, where the dispute

resolution principles set out in Section 2.08(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 Individual who is alleged to have been wronged shall refer the matter to the Senior Pastor or his or her designate; and
  - ii. the Senior Pastor or his or her designate shall then confront the Individual 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 2.11, 2.12, 2.13 and 2.14.
- c) Where a dispute involves an Individual under eighteen (18) years of age or an otherwise vulnerable person:
- i. The dispute resolution principles set out in Section 2.08(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 2.08(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 Individual and such parents or legal guardians shall be entitled to consult with the Senior Pastor in relation to such procedures.

### **2.08 Circumstances Giving Cause for Discipline**

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

- a) an Individual 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) an Individual has propagated doctrines and practices contrary to those set forth in *Our Core Beliefs*, or the general teachings of the Church and the Individual has not appropriately repented of such doctrines and practices; or
- c) an Individual 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 2.08 above.

## **2.09 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 Individuals. The primary aim of Discipline shall be the restoration of the offender to fellowship with God and with the Church. The Church has not only the right, but the duty to practice such Discipline in a Christian manner. In administering Discipline, care shall be taken that the Members of the Church carry a worthy witness of their faith before the world both for the sake of the spiritual life of each Member and for the testimony of the Church.

## **2.10 Procedure for Discipline**

- a) The Disciplinary procedure of the Church is set out in Sections 2.11, 2.12, 2.13 and 2.14.
- b) In the event that the Individual in question is under the age of 18 when an allegation is made, with the exception of abuse allegations as set out in Section 2.08(c), then the Discipline procedure described in Sections 2.11, 2.12, 2.13 and 2.14 shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Individual and such person shall be entitled to attend and speak on behalf of such Individual at any hearing provided for therein.

## **2.11 Preliminary Review**

- a) No allegation giving rise to disciplinary action against a Member pursuant to Section 2.09 above shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Church Board setting out the nature of the allegation and an explanation of the basis upon which it is made.
- b) If the Board determines by Resolution on a preliminary basis that the written allegation is invalid, then the allegation shall be dropped and no further disciplinary action against the Individual shall proceed.
- c) If the Board determines by Resolution on a preliminary basis that the written allegation requires further investigation, then the Board shall proceed to the hearing process set out in Section 2.13.

## **2.12 Hearing Process**

- a) If the Board determines by Resolution on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred in writing to the Board for a hearing and the Individual against whom the allegation is made shall be deemed to be under the Discipline of the Church and shall not be entitled to withdraw as a Member without the consent of the Board and shall not be entitled to initiate the Christian dispute resolution contained in Section 2.15
- b) Until the procedure for Discipline has been completed in accordance with this Section 2.13 herein, as determined by a Resolution of the Board, the Board, in its

discretion, may temporarily suspend the said Individual from any Officer post or other official position within the Church until the completion of the Discipline process.

- c) The Board shall then convene a hearing to consider the allegation. The Individual shall be given a minimum fourteen (14) days written notice by registered and regular mail at his or her last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), 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 Individual that the allegation will be considered by the Board at the hearing. The Individual shall be entitled to attend before the hearing to listen to the details of the allegation made and to respond thereto.
- d) The hearing shall be conducted as a board of inquiry by the Board and a Church Board Member shall be appointed by the Board to act as the chairperson of the hearing. The Church Board shall have responsibility for carriage of the hearing and shall make the determination concerning whether an Individual 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 Church 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.
- e) The hearing shall not be open to the public nor to the Members of the Church. The Individual shall be entitled to be accompanied at the hearing by two Individuals who may act as observers during the hearing but who shall not be entitled to participate thereat.
- f) Both the Individual 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 Individual 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.
- g) There shall be an equal allocation of time for the presentation of evidence by both the Board and the Individual. 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 Individual and provided further that notice of such limitation of time is first given to the Individual at least three (3) hours before the hearing is required to end.

- h) 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.
- i) At the end of the hearing, the Board shall convene in private to deliberate on the evidence presented. A two thirds (2/3rds) Resolution by the Board shall be required to conclude that the allegation is true; failing which the allegation will be deemed not to be proven, with the result that the Individual 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 2.14.

## **2.13 Disciplinary Actions**

### **a) Board Resolution**

- i. 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 a two thirds (2/3rds) Resolution of the Board. Disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Member into fellowship pursuant to Luke 17:3 and Galatians 6:1.

### **b) Disciplinary Action to be Taken**

- i. In the event disciplinary action is required to be taken, the Board may implement such disciplinary action that it deems appropriate upon a two thirds (2/3rds) Resolution without referral to the Membership.
- ii. Such disciplinary action can be non-serious in nature including but not limited to the removal of the Individual from a teaching position within the Church, the prohibition of the offending conduct or behaviour, the requirement that an apology be given, the requirement that the Individual evidence an attitude of submission to the authority of the Church or a spirit of contrition, or some other non-serious disciplinary measure.
- iii. However, the disciplinary action could also be serious in nature including, but not limited to, termination of Membership, the loss of any rights of Membership, removal from an elected position within the Church, or any other similar serious disciplinary measure. Termination of Membership as a serious disciplinary action shall be deemed appropriate only where no other alternative is available.

### **c) Church Attendance**

- i. A Member who has been disciplined or whose Membership has been terminated shall not be barred from public worship unless his or her presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the 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, whether or not such Member is at that time a Member of the Church.

- ii. In the event that an Individual who has been disciplined or whose Membership has been terminated attends any other church and that other church does not seek a letter of reference from the Church, then the Senior Pastor or any Church Board Member shall be authorized to verbally advise the other church that the Individual in question has been disciplined by the Church.

d) Advising of the Decision

- i. The Senior Pastor shall endeavour to orally advise the Individual of the decision of the Board forthwith after a vote by the Board is made. In addition, the Secretary shall promptly send written notification of the decision made by the Board by registered and regular mail to the Individual at his or her last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- ii. The decision of the Board on the type of Discipline to be administered shall be final and binding. In the event that the decision of the Board is to terminate the Individual's Membership in the Church, then the Individual shall automatically cease to be a Member of the Church upon the date that the decision by the Board is made.
- iii. 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 Individual or other undue or unnecessary prejudicial consequences to either the Member or to the Church as a whole.
- iv. In the event that the Individual in question is under the age of 18 when an allegation is made, with the exception of abuse allegations as set out in Section 2.08(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 Individual and such person shall be entitled to attend and speak on behalf of such Individual at any hearing provided for herein.

**2.14 Waiver, Mediation and Arbitration**

- a) Notwithstanding anything else contained herein, Membership in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters arising out of the Church Constitution shall not give a Member cause for any legal action against either the Church, or its Senior Pastor, Pastoral Staff, any Employees, Church Board Members, Officers, Members or non-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 Senior Pastor, Pastoral Staff, Employees, Church Board Members, Officers, Members and non-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.

- b) 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 2.15(a) or attempt to do so, then that Member may seek to have his or her concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:
  - i. The matter shall first be submitted to a panel of Christian mediators whereby the Member appoints one mediator, the Church appoints one mediator and the two mediators so appointed jointly appoint a third mediator.
  - ii. The number of mediators may be reduced from three to one or two upon the agreement of both the Church and the Member.
  - iii. The mediators so appointed shall then meet with the Board and the Member in an attempt to mediate a resolution.
  - iv. 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.
  - v. All costs of the mediation and arbitration shall be borne equally by the Member and the Church.

## **2.15 Members Meetings**

### **a) Place of Meetings**

Meetings of the Members may be held at any place within Canada as the board may determine or outside Canada if a majority of the members so agree.

### **b) Annual Meeting**

There shall be an annual Meeting of Members at such time and place in Canada as determined by the Church Board. The purpose of the annual Meeting of Members will be to do the following:

- i. receive necessary reports from the Officers, Committee chairs, the Senior Pastor, and the Church Board;
- ii. review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon, if applicable;
- iii. appoint the Auditors for the upcoming year, as required;



- iv. transact any other necessary business.
- c) Other Special Meetings  
At the request of the Senior Pastor, the Secretary upon the written order of a majority of the Church Board, or upon the request of a majority of the total Membership of the Church, other special Meetings of Members shall be called and convened by the Church Board within thirty (30) days of the request.
- d) Notice of Meeting  
Notice of all Membership Meetings (annual and special) shall be given to Members by notice orally from the pulpit and in the Church program at least two (2) Sundays prior to the date of the Membership Meeting. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- e) Waiver of Notice  
A Member may waive notice of a Meeting of Members, and attendance of any such Person at a Meeting of Members shall constitute 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 of Members is not lawfully called.
- f) Omission of Notice  
The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the Auditor of the Church shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity. Objections must be in writing to the Secretary and be submitted prior to the approval of the minutes of the Meeting in question.
- g) Quorum  
A quorum for an annual or other special Meetings of Members shall be constituted by the presence of twenty-five percent (25%) of the total active Membership of the Church (excluding any Members under disciplinary suspension or otherwise not entitled to vote) in person immediately prior to the time of the meeting in question. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. 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 2.16(d) with regard to notice shall apply to such adjournment.
- h) Chair of Members Meetings

The Chair of Members Meetings shall be:

- i. the Senior Pastor;
- ii. if the Senior Pastor is absent or unable to act, then the Secretary;
- iii. if the Senior Pastor and the Secretary are absent or unable to act, then a Church Board Member appointed by Resolution of the Board; provided that the Chair of Members Meetings shall be entitled to vote:
  - in the event of an equality of votes (in which event the Chair of Members Meetings shall, in addition to his or her original vote, have the second or casting vote), or;
  - in the event of a secret ballot.

i) Voting Rights of Members

All Members aged 18 or over shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members. At all annual and special Meetings of Members, every question shall be determined by Resolution, unless otherwise provided for by the Act or elsewhere in the General Operating By-law.

j) Voting Procedure

Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chair of Members Meetings shall, either by a show of hands or by secret ballot, as applicable, have the casting vote, in addition to his or her original vote. At any Meeting unless a secret ballot is provided, a declaration by the Chair of Members Meetings that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chair of Members Meetings or upon request of any Member and shall be taken in such manner as the Chair of Members Meetings directs. The result of a secret ballot shall be deemed to be the decision of the Meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

k) Minutes

(i) Minutes shall be kept at all Members Meetings and signed by the Secretary. Minutes of each Members Meeting shall be provided to all Members for their review, prior to the next Members Meeting.

(ii) Once the Minutes of the previous Members Meeting are approved by the Members at the next following Members Meeting, with any necessary amendments approved by the members, copies of the minutes shall be made available, within seven (7) days thereafter, to each Member requesting a copy.

l) Procedural Code

Any questions of procedures at or for any Meetings of the Members, which have not been provided for in this by-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

m) 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. 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 III**

### **CHURCH BOARD**

#### **3.01 Definition of Church Board**

The spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Church Board consisting of no fewer than three (3) and no more than nine (9) Church Board Members of the Church, with the number of Church Board Members to be recommended by the Church Board and then ratified by the Members, as necessary. For purposes of the Act, the Church Board shall be deemed to be the board of directors and in this regard a Church Board Member shall be deemed to be a director of the Church.

The Church Board may invite Officers and other individuals to participate in meetings, either from time to time, or on a regular basis.

#### **3.02 Residency and Relationship of Church Board Members**

The Church Board shall consist of not less than fifty-one percent (51%) of Persons who are residents of Canada and not more than forty-nine percent (49%) of Persons who deal with each other in a non arm's length relationship as defined in the *Income Tax Act* (Canada) from time to time.

#### **3.03 Provisional Church Board**

The applicants for incorporation herein shall become the provisional members of the Church Board whose term of office shall continue until their successors are elected. At the first Meeting of Members, the members of the Church Board then elected shall replace the provisional members of the Church Board named in the Letters Patent.

#### **3.04 Qualification for Church Board**

General Qualifications of Church Board Members:

The individual must demonstrate Christian discipleship, as indicated by:

- a) A commitment to spiritual growth
  - i. Character is above reproach
  - ii. Has healthy relationships with others
- b) Proven commitment to the church
  - i. Involvement and investment
  - ii. Shared sense of key values, mission, and philosophy of ministry

iii. A Member in good standing

The kind of person who will serve well on the Church Board will:

- a) Have a passion to serve in this capacity
- b) Be able to think with the big picture in mind
- c) Be able to work well with a team of leaders, demonstrating respect
- d) Be trustworthy and will extend trust to the rest of the team
- e) Be approachable
- f) Have applicable life experience via employment and/or ministry
- g) Have connections relevant to areas of need

Expectations of All Church Board Members:

- vi. Execute the specific responsibilities of the Board
- vii. Attend all meetings
- viii. Make valuable contributions
- ix. Maintain confidentiality
- x. Work towards consensus and agreement
- xi. Commit to the terms of service

A Person may be considered for election to the Church Board if he or she fulfills all of the following qualifications:

- a) the Person must be a Member in good standing;
- b) the Person may be either male or female but must be over the age of twenty-one and have power under law to contract;
- c) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- d) the Person must have an active involvement within the Church and regularly attend the Church's Sunday worship services;
- e) the Person must be an example to the congregation in matters of stewardship, church attendance, and spiritual maturity, seeking constantly to be filled with the Holy Spirit (Acts 2:4; Ephesians 5:18).
- f) the Person must fulfill the spiritual qualifications of a Church Board Member listed in I Timothy 3:8-15;
- g) the Person must be in full agreement with the Church Constitution;
- h) the Person must recognize that membership on the Church Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;

- i) the Person must recognize that membership on the Church Board is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed;
- j) save and except where permitted by law, the Person and his or her Family Members must not be an Employee, Agent or individual that is receiving remuneration either directly or indirectly from the Church; the Person and his or her Spouse must not be the Senior Pastor, an Auditor, and in the case of the Spouse, a Church Board Member;.
- k) the Person must not be an undischarged bankrupt or become one at any time during his or her term as a Church Board Member; and
- l) the Person must not be a mentally incompetent person or become a mentally incompetent person at any time during his or her term as a Church Board Member.

### **3.05 Election of Church Board**

- a) Board positions will come up either for renewal or rotation in September of the final year of a Board Member's term.
- b) In the case of renewal (Board Member continuing on):
  - i. a current Board Member will let his or her name stand;
  - ii. there will be a vote of the Church Board requiring unanimity;
  - iii. the Church Membership will be asked to ratify the nomination by Resolution at a Special Meeting of the Members;
  - iv. any expression of no confidence will lead the Board to review feedback on a case-by-case basis in order to determine if the Member in question is in fact qualified. A second vote by Board Members requiring unanimity will take place;
  - v. if the Board Member is deemed qualified, the Board will present the newly selected Board Member to the Membership;
  - vi. if it is determined that the Individual is not qualified, or if unanimity is not reached, the Church Board will begin the process established in the case of a rotation;
  - vii. The process should be completed by the end of the calendar year.
- c) In the case of a rotation (Board Member being replaced):
  - i. Members of the Church will be invited to approach a member of the Board to suggest a candidate for consideration based on stated qualifications; potential candidates will be established by the Church Board;
  - ii. a formal nomination will be put forward at a Board Meeting;
  - iii. there will be a vote by Board Members requiring unanimity;

- iv. the Church Membership will be asked to ratify the nomination by Resolution at a Special Meeting of the Members;
- v. any expression of no confidence will lead the Board to review feedback on a case-by-case basis in order to determine if the Member in question is in fact qualified. A second vote by Board Members requiring unanimity will take place;
- vi. if the Individual is deemed qualified and the Board desires to present the same individual for a Resolution, the Board will re-present to the Members;
- vii. if it is determined that the Individual is not qualified, or if unanimity is not reached, the process will start over;
- viii. The process should be completed by the end of the calendar year.

d) From time to time the Church Board may initiate a process to add a new member, receive the resignation of an existing member, or remove an existing member. A member of the Church Board may be removed from his or her position if there is a significant breach of qualifications or expectations, in keeping with the By-laws.

### **3.06 Term of Office of Church Board**

A Person elected as a Church Board Member shall hold office for a term of three (3) years, which term of office shall commence at the start of the calendar year after which such Person was selected.

### **3.07 Rotating Term of Church Board**

As much as possible, the members of the Church Board shall be elected and shall retire in rotation every three (3) years. Upon passage of this By-law, a rotation shall be established as follows: one member of the Church Board shall be appointed to his or her “first” year of office, one member of the Church Board shall be appointed to his or her “second” year of office, and one member of the Church Board shall be appointed to his or her “third” year of office. These Board Members shall be considered to be in their “first” term of office. If the number of Board Members exceeds three (3), additional Board Members shall be appointed to their “second” term of office, following the same pattern of rotation as members appointed to their “first” term of office. Subsequently at the end of each calendar year thereafter, members of the Church Board shall be elected to fill the position of those members of the Church Board whose term of office has expired and each Church Board Member so elected shall hold office until the end of the third full fiscal year after his or her election.

### **3.08 Maximum Term of Church Board**

- a) No Church Board Member shall be elected for more than two (2) full three (3) year term unless the Church Membership votes to permit a member on the Church Board to be elected for one additional consecutive three (3) year term or part thereof, if applicable, where the Church Membership believes that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of office for such Church Board

Member shall be granted; provided further that such Church Board Member continues to meet the qualification requirements to be a Church Board Member in Section 3.04.

- b) Upon the completion of the maximum term on the Church Board, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Church Board is restored.

### **3.09 Authority of Church Board**

- a) General Authority

The Church Board shall be responsible for the overall spiritual, administrative and temporal affairs of the Church as the controlling Board of the Church and 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 by its Letters Patent, the Act, or otherwise authorized to do.

- b) Remuneration of Employees

The reasonable remuneration for all Employees and Agents of the Church as determined appropriate by the Church Board shall be fixed by the Church Board by Resolution.

- c) Board Report and Financial Report

The Church Board shall, through the Senior Pastor, or where the Senior Pastor is unavailable the Secretary, report to the Membership at the annual Membership Meeting. In addition, the Treasurer shall present the annual financial report of the Church at the annual Membership Meeting. At the said Meeting, the Senior Pastor and the Treasurer shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Church Board or the financial matters of the Church.

- d) No Remuneration of Church Board Members

The Church Board Members shall serve as such without remuneration and no Church Board Members shall directly or indirectly receive any profit from his or her position as such, nor shall any Church Board Member receive any direct or indirect remuneration from the Church, save and except where specifically permitted by law, provided that the Church Board Member may be paid for Reasonable Expenses incurred by him or her in the performance of his or her duties.

### **3.10 Conflict of Interest**

- a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Church Board Member and his or her Family Members shall not enter into a contract, business transaction, financial arrangement or other matter with

the Church in which the Church Board Member or any of his or her Family Members has any direct or indirect personal interest, gain or benefit.

b) Disclosure

Any Church Board Member who has any 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 3.10(a), whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

c) Material Interest

Notwithstanding the provisions in Section 3.10 herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Church unless the direct or indirect personal interest, gain or benefit of the Church Board Member in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase “material nature” shall mean that the Church Board Member in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law concerning conflict of interest of directors as fiduciaries and the provisions of the Act

d) Procedure Where Disclosure

The Chair of Board Meetings shall request any Church Board Member who has declared a direct or indirect (i.e. through his or her Family Members) personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Church, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Church Board Member has a direct or indirect personal interest, gain or benefit in contravention of this Section 3.10, save and except where permitted by law and approved by a Resolution of the Board, such Church Board Member 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.

### **3.11 Resignation from Church Board**

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



- b) If for any reason a Church Board Member chooses to resign, then that member shall give thirty (30) days written notice, if possible, to the Senior Pastor, or where the Senior Pastor is unavailable the Secretary, who in turn shall call it to the attention of the Church 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 member from the Church Board. Where the Church Board Member who chooses to resign is the Secretary, then his or her letter of resignation shall be directed to the Treasurer, who shall call it to the attention of the Church Board. Upon the acceptance of such resignation the Board shall notify the Membership.

### **3.12 Vacancy on Church Board**

- a) The position of a Church Board Member shall be automatically vacated if any of the following situations occur:
- i. such Church Board Member resigns his or her position as a member on the Church Board by delivery of the written resignation to the Secretary;
  - ii. such Church Board Member no longer fulfills all the qualifications of a Church Board Member set out in Section 3.04 as determined in by Resolution of the Board (with the Church Board Member in question not having the right to vote thereat);
  - iii. such Church Board Member is found to be mentally incompetent or of unsound mind;
  - iv. a Church Board Member is absent from meetings of the Board for a cumulative total of fifty-one percent (51%) or more of the meetings during any 12 month period following his or her election or the anniversary of his or her 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,
  - v. such Church Board Member becomes bankrupt;
  - vi. such Church Board Member ceases to be a Member of the Church;
  - vii. such Church Board Member, in the opinion of a two thirds (2/3rds) Resolution of the Board (with the Church Board Member in question not having the right to vote thereat) and confirmed by a two thirds (2/3rds) Resolution of the Members at a Meeting of Members duly called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
  - viii. such Church Board Member is determined by an eighty percent (80%) Resolution of the Members at a Meeting of Members duly called for that purpose to be unfit to hold office as a Church Board Member for any reason; or
  - ix. such Church Board Member dies.
  - x. If any vacancies should occur for any reason as set out in Section 3.12(a) above, the Church Board, by Resolution, may by appointment, fill the

vacancy until the next annual Meeting of Members, at which time the Church Board shall fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Church Board shall notify the Church Membership.

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

### **3.13 Church Board Meetings**

a) Place of Meetings

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

b) Regular Meetings

Regular meetings of the Church Board shall be held at such time and place as shall be determined by the Senior Pastor but not less than bi-monthly from September to June. At the conclusion of a given meeting, a date for the next regular meeting shall be determined by the Board Members present. A reminder shall be sent out by the Senior Pastor not less than one week in advance of the next scheduled meeting.

c) Special Meetings

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

d) Notice of Meeting

All regular and special meetings of the Church Board shall be held on thirty (30) days notice (with a reminder to be sent seven (7) days before the said meeting) unless emergency or time-sensitive circumstances require that the Board meet on short notice, in which case the Senior Pastor, or, where the Senior Pastor is unavailable, the Secretary, will give 24 hours' telephone or e-mail notice.

e) Waiver of Notice

A Church Board Member may waive notice of a meeting of the Church Board and attendance of any Church Board Member at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

f) Omission of Notice

The accidental omission to give notice of any meeting of the Board or any irregularity in the notice of any such meetings or the non-receipt of any notice by any Church Board Member shall not invalidate any Resolution passed or any

proceeding taken at such meeting, provided that no Church Board Member objects in writing to such omission or irregularity within thirty (30) days of the relevant meeting.

g) Chair of Board Meetings

The Chair of Board Meetings shall be:

- i. the Senior Pastor of the Church, unless directed otherwise by a Resolution of the Board;
- ii. if the Senior Pastor is absent or unable to act, then the Secretary; and
- iii. if neither the Senior Pastor nor the Secretary acts as the Chair of Board Meetings, then a Church Board Member appointed by Resolution of the Board.

h) Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Church Board Members then in office, but not fewer than two (2) directors, provided that vacancies on the Church Board shall not be included when establishing the requisite quorum. Only those Church Board Members present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

i) Voting Rights

All members of the Church Board shall each have one (1) vote. All questions arising at any meeting of Church Board Members shall be decided by a Resolution of the Church Board Members present and voting, unless the Act or the By-laws otherwise provide. A Church Board Member shall be considered to be present at a meeting of Church Board Members if such Church Board Member attends the meeting of Church Board Members either in person, by telephone conference call or by electronic means. In the case of an equality of votes, the Chair of Board Meetings, save and except where the Senior Pastor is acting as the Chair of Board Meetings, shall, in addition to his or her original vote, have the second or casting vote.

j) Voting Procedures

At all meetings of the Church Board, every question shall be decided by a show of hands on the question as required by the Chair of Board Meetings or requested by any Church Board Member. When a recorded vote on the question is required by the Chair of Board Meetings or requested by any Church Board Member, the secretary shall record the names of the Church Board Member 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.

k) Minutes

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

l) Meetings by Telephone or Electronic Means

If all Church Board Members consent, either at a Church Board meeting by Resolution or by consents signed individually by a majority of the Church Board, a meeting of the Church Board may be held by telephone conference call or by other electronic means that permits each Church Board Member to communicate adequately with each other, provided that:

- i. the Church Board has passed a Resolution addressing the mechanics of holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- ii. each Church Board Member has equal access to the specific means of communication to be used; and
- iii. each Church Board Member has consented in advance to meeting or by electronic means using the specific means of communication proposed for the meeting of Church Board Members.

m) Confidentiality

Every Church Board Member, Officer and Committee Member, Employee and 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 IV**

### **SENIOR PASTOR, STAFF PASTORS AND EMPLOYEES**

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

The Senior Pastor shall be the primary spiritual overseer of the Church and shall be deemed by virtue of his or her position to be an ex-Officio Member of the Church, which Membership shall terminate upon termination of his/her position as Senior Pastor. The duties and rights of the Senior Pastor shall be as follows:

- a) the duty to provide spiritual leadership for the Church and to work in co-operation with the Church Board in implementing such spiritual leadership;
- b) the duty to work in conjunction with the Church Board in formulating and recommending Board Policies and By-law Policies to the Church as may be necessary from time to time;

- c) the duty of serving as Chair of Board Meetings and Membership Meetings;
- d) the duty to exercise general supervisory authority over all Employees of the Church, provided that the hiring or removal of Employees, including Staff Pastors, shall require the approval of the Church Board, in accordance with the General Operating By-law;
- e) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- f) the duty to be in full agreement with, uphold and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;
- g) the right to be an ex-officio member with power to vote (or appoint a designate without power to vote) on all Committees and boards of the Church, with the exception of the Church Board;
- h) the right to receive notification and minutes of all meetings of the Church Board, to be present and fully participate at all such meetings, as an ex-Officio Church Board Member provided that, he shall not have a vote thereon and shall not be present when the Church Board is discussing his or her position, salary or benefits, or any other matter wherein there is, or appears to be, a conflict of interest as determined by a majority of the Board, but may in the discretion of the Board be present when the Church Board is discussing other aspects of his or her position;
- i) in addition to the duties and rights set out in Section 4.01(g), the right to do the following on behalf of the Secretary in relation to meetings of the Church Board, save and except directed otherwise by a Resolution of the Church Board:
  - i. to call all meetings of the Church Board;
  - ii. to preside at all such meetings as the Chair of the meetings of the Church Board;
  - iii. to prepare agenda for all meetings of the Church Board; and
  - iv. to ensure the fairness, objectivity and completeness of matters occurring at such meetings, the right to have the final decision, in consultations with other Staff Pastors of the Church, on all doctrinal and theological issues including teachings, interpretations or other matters as they apply to the Church, as well as the manner of application of those doctrinal and

theological issues to the ordinances, practices, procedures and directions from time to time practiced or adopted by the Church.

#### **4.02 Duties of Staff Pastors**

If the Senior Pastor so requests, Staff Pastors may be called by resolution of the Church Board for the purpose of undertaking such ministries as the Senior Pastor and the Church Board determines are necessary for the Church. The duties of a Staff Pastor shall be as follows:

- a) the duty to fulfill the ministry description established for his or her position by the Church Board;
- b) the duty to provide spiritual leadership to the Church and to work in conjunction with the Senior Pastor and the Church Board Members in implementing such spiritual leadership;
- c) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 1:5-9, Titus 1:5-9, and 1 Peter 5:3-1 and to ensure that 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) the duty to be in full agreement with, uphold, and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings; and
- e) the duty to be subject to the authority and direction of the Senior Pastor.

#### **4.03 The Calling of Pastoral Staff**

- a) Whenever a vacancy in the position of Senior Pastor occurs or the Church Board determines that a Senior Pastor is to be called, the Board shall determine the procedure to be followed in relation to the calling of candidates to fill such vacancies.
- b) A Senior Pastor shall be called if a candidate is approved by a two-thirds (2/3rds) Resolution of the Church Board voting at a meeting duly called for that purpose and sanctioned by an affirmative two-thirds (2/3rds) Resolution of the votes cast at a Membership Meeting duly called for the purpose of considering the calling of a Senior Pastor.
- c) The Church Board shall have the full power to call Staff Pastors without the need for approval by the Members of the Church, having first taken into consideration

what is in the best interest of the Church as a whole and the special qualifications required by the Senior Pastor.

#### **4.04 Resignation of Senior Pastor**

If the Senior 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 or her resignation, unless there are extraordinary circumstances. Such resignation will be deemed to include a resignation by the Senior Pastor as a Member of the Church and where applicable, as an ex-officio member on all Committees.

#### **4.05 Removal of Senior Pastor**

The Senior Pastor may be removed in keeping with the following procedure:

- a) When difficulties have arisen between the Senior Pastor and the Church, the Senior Pastor, the Church Board, or a petition signed by thirty-three percent (33%) of the Members of the Church may call a Meeting of Members of the Church. The Chair of the said Members Meeting, who shall not be the Senior Pastor, may call for a vote of confidence in the Senior Pastor by the Members. For the Senior Pastor to retain the position as Senior Pastor, the Members at a Members Meeting duly called for such purpose must adopt a Resolution approving the Senior Pastor. If such a Resolution is not obtained, the Senior Pastor's duties shall be terminated immediately, and the Senior Pastor shall be given a minimum of one month's salary but not more than three month's salary with benefits and the use of the parsonage during that period, or the regular housing allowance if the Senior Pastor is not living in the Church parsonage. If the Senior Pastor has served for a period of a minimum of two (2) years and has failed to receive the required Resolution in the confidence vote by the Members, or has complied with a request from the Board to resign, the Senior Pastor shall be given a maximum of three (3) month's salary with benefits and the use of the parsonage during that period, or the equivalent housing allowance if the Senior Pastor is not living in the Church parsonage, with the Board reserving the right to extend provision beyond the maximum of three (3) months.

#### **4.06 Terms of Employment of Employees**

- a) In recognition of the integral part that all Employees are to the overall ministry of the Church, each Employee (which shall be deemed to include the Senior Pastor, Staff 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, in addition to any other applicable matters involving duties and remuneration, that the Employee recognizes and agrees that employment or ongoing contract work with the Church requires that the lifestyle of such Employee must not evidence unethical or immoral conduct or behaviour that in the opinion of the Church Board Members is unbecoming of a Christian contrary to Biblical principles, and as such, the Employee will be

subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such staff member was a Member of the Church.

- b) All Employees as defined above who are in whole or in part involved in ministries of the Church (such as the Senior Pastor, Staff Pastors, choir director, minister of music, youth minister or church secretary) shall be required to give evidence that they are personally committed to Jesus Christ as Saviour.
- c) The salary of the Senior Pastor will be reviewed by the Church Board annually. All other Employee salaries will be reviewed by the Church Board.
- d) The total of all salaries shall be reported in the Church financial statements. Individual salaries will not be divulged or discussed at Meetings of Members.

#### **4.07 Religious Order Worker**

##### **a) Appointment**

In accordance with the status of the Church as a “religious order” pursuant to the *Income Tax Act (Canada)*, the Board may from time to time appoint Employees as Religious Order Workers, provided that such Employees fulfil all the requirements to be a Religious Order Worker set out below at the time of such appointment and on a continuous basis thereafter.

##### **b) Qualifications Requirements**

To be qualified to be appointed as a Religious Order Worker, the Employee must fulfill all of the following requirements:

- i. the Employee must be a full time Employee committed to carrying out the Objects on a long term basis;
- ii. the Employee must sign a statement to evidence:
  - (1) their commitment to Jesus Christ as Lord and Saviour as laid out in *Our Core Beliefs*;
  - (2) their commitment to abide by the Objects our *Our Core Beliefs*; and
  - (3) their agreement to abide by the terms of the Constitution;
- iii. the Employee must agree to abide by such life style requirements and disciplinary proceedings as may be imposed by the Church for Religious Order Workers from time to time, in addition to the general requirements applicable to all the Employees of the Church as provided for in this General
- iv. Operating By-law;
- v. the Employee must agree and adhere to a strict moral and spiritual regime of self sacrifice and dedication to the Objects and *Our Core Beliefs* to the detriment of their own material well being;
- vi. the Employee must agree that the amount of financial support that the Employee receives from the Church and its donors is to be regulated by the Church; and



- vii. the Employee must fulfill such other requirements established by the Church from time to time by Board Policies and/or By-law Policies to be a member of a “Religious Order” as determined in accordance with the provisions of the Income Tax Act (Canada), as amended from time to time.

## **SECTION V**

### **OFFICERS**

#### **5.01 Names of Officers**

The Officers of the Church shall be:

- a) Secretary
- b) Treasurer

#### **5.02 Definition of Officers**

- a) Secretary

The duties of the Secretary shall be as follows:

- i. for purposes of the Act, to act as the President of the Church for corporate purposes;
- ii. in relation to meetings of the Church Board in the event that the Senior Pastor is unavailable but has issued express written consent, :
  - 1) to call meetings of the Church Board;
  - 2) to preside at such meetings as the Chair of meetings of the Church Board;
  - 3) to prepare agenda for such meetings of the Church Board;
  - 4) to ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Church Board;
  - 5) to conduct such meeting in a prayerful manner seeking the guidance of Jesus Christ in all matters of the Church;
- iii. to ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Church Board;
- iv. to conduct such meeting in a prayerful manner seeking the guidance of Jesus Christ in all matters of the Church;
- v. to be permitted to express an opinion on any matter being discussed at the Church Board meeting;
- vi. to ensure that all directives and Resolutions of the Church Board are carried into effect;
- vii. to faithfully note and record all of the business of Members Meetings and present the minutes of previous Membership Meetings when called upon to do so;
- viii. in consultation with the Senior Pastor, to conduct all correspondence on behalf of the Church arising out of such meetings;

- ix. to publish the time and place for all Members Meetings with due notice;
- x to be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Church Board to do so and to such Person or Persons as may be named in the said Resolution;
- xi. to be the custodian of all papers and documents of the Church;
- xii to oversee the keeping of the records of the Church Membership, including admissions, resignations, removals, deaths and deletions there from;
- xiii not to be another Officer, an Auditor, or the Spouse of any of the same;
- xiv to carry out such other duties as directed from time to time by the Church Board or by the Membership; and
- xv. in his or her absence, the duties of the Secretary shall be performed by such other Member who is temporarily acceptable to the Church Board upon a Resolution of the Church Board.

b) Treasurer

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

- i. disbursing monies on behalf of the Church, provided that the Treasurer should not, as much as possible, receive any funds or keep any envelope records, which is to be the responsibility of another Member appointed by the Membership or alternatively by the Church Board;
- ii. keeping an accurate cheque register;
- iii. issuing and sign cheques on behalf of the Church;
- iv. maintaining payroll records;
- v. maintaining accounts payable records;
- vi. paying all accounts and authorized expenses by cheque whenever practical and possible;
- vii. investing funds belonging to the Church as directed by the Church Board;
- viii the collection of monies received by the Church;
- ix deposit of the monies received by the Church into the proper bank accounts;
- x. keeping an account of all monies received by the Church and keeping a full and accurate account of all assets, liabilities, receipts and disbursements of the Church including the following:
  - 1) recording the Church income and receipts;
  - 2) recording the Church fund disbursements;
  - 3) preparation of monthly bank reconciliations; and
  - 4) preparation of monthly financial statements.
- xi. keeping an accurate record of all contributions made through envelopes to the general, building and other funds of the Church as exist from time to time; and
- xii ensuring that no Church Board Member receives any remuneration from the Church, except where specifically permitted by law, unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
- xiii not to be another Officer, an Auditor, or the Spouse of any of the same;

- xiv carrying out such other duties as directed from time to time by the Church Board or the Membership; and
- xv in his or her absence, the duties of the Treasurer shall be performed by such Member who is temporarily acceptable to the Church Board upon a Resolution of the Church Board.

### **5.03 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. the Person must be a Member in good standing;
- b. the Person may be either male or female but must be at least twenty-one (21) years of age;
- c. the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- d. the Person must have an active involvement within the Church and regularly attend the Church's Sunday worship services;
- e. the Person must be in full agreement with the Church Constitution;
- f. the Person must recognize 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. the Person must be complying with all of the duties and restrictions of their respective Officer positions as set out in this General Operating By-law.

### **5.04 Election and Appointment of Officers**

All Officers shall be elected or appointed by a Resolution of the Church Board at the first Board meeting of each calendar year.

### **5.05 Delegation of Duties of Officers**

Unless otherwise provided for by the Church 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.

### **5.06 Term of Officers**

All Officers shall serve for a one (1) year term of office, which term of office shall commence immediately following the Board meeting at which such Officer was elected.

### **5.07 Resignation of Officers**

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

### **5.08 Vacancy**

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

- i. such Officer resigns his or her office by delivery of a written resignation to the Church Board;
- ii. such Officer no longer fulfills all the qualifications of an Officer as set out in Section 5.03;
- iii. such Officer is found to be mentally incompetent or of unsound mind;
- iv. such Officer becomes bankrupt;
- v. such Officer ceases to be a Member of the Church;
- vi. such Officer, in the opinion of a two thirds (2/3rds) Resolution of the Board has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- vii. such Officer is determined by a seventy-five percent (75%) Resolution of the Board at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
- viii such Officer dies.

If any vacancies should occur for any reason as set out in Section 5.08(a) above, the Church Board by Resolution, may by appointment, fill the vacancy during the remaining term.

## **SECTION VI**

### **PROTECTION AND INDEMNITY**

#### **6.01 Protection and Indemnity to Church Board Members, Pastors and Officers**

- a) Protection of Church Board Members, Senior Pastor, Staff Pastors, and Officers  
Except as otherwise provided in the Act, no Church Board Member, Senior Pastor, Staff Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Church Board Member, Senior Pastor, Staff Pastor, Officer or Employee 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 or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the monies, 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 tortuous act of any person (with "person" in this Section to include corporations, partnerships, joint ventures, sole

proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Church Board Member's, Senior Pastor's, Staff Pastor's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such person's willful neglect or default. The Church Board Members, Senior Pastor, Staff Pastors and Officers of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Church Board.

b) Indemnity to Church Board Members and Officers

Every Church Board Member, Senior Pastor, Staff Pastor, Officer or any Member or Adherent who has undertaken or is about to undertake any liability on behalf of the Church, his/her/its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

- i. all costs, charges and expenses whatsoever which such Church Board Member, Senior Pastor, Staff Pastor, Officer or any other Member or Adherent of the Church sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the said Person in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default; and
- ii. all other costs, charges and expenses which such Church Board Member, Senior Pastor, Staff Pastor, Officer or any other Member or Adherent of the Church sustains or incurs in or about or in relation to the affairs thereof, except where such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

c) Indemnity to Others

The Church shall also indemnify any other such Persons as it determines necessary from time to time. Nothing in this By-law shall limit the right of any Person entitled to indemnification to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

d) Insurance

The Church may purchase and maintain insurance for the benefit of any Person entitled to be indemnified by the Church pursuant to the immediately preceding section, 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.

## **SECTION VII**

### **COMMITTEES**

#### **7.01 Standard Terms of Reference**

a) Application

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

b) Qualification for Membership on a Committee

A Person may be considered for appointment to a Committee if he or she fulfills all of the following qualifications, except provided otherwise in this By-law:

- i. the Person must be a Member in good standing or have received an invitation from the Senior Pastor to serve in said capacity;
- ii. the Person may be either male or female but must be at least sixteen (16) years of age or older, unless provided otherwise in this By-law;
- iii. the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- iv. the Person must have an active involvement within the body of the Church; and
- v. the Person must be in full agreement with the Constitution.

c) Quorum

A majority of the members of the Committee, but not less than (2) members, constitutes a quorum for the transaction of business at any meeting of such Committee. Only those Committee Members present in person (and where permitted by Section 7.01(h) by telephone or electronically) shall be counted in determining whether or not a quorum is present.

d) Notice of Meeting

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

e) Waiver of Notice

Whenever any notice of a Committee meeting is required to be given under the provisions of the Act, or in accordance with this General Operating By-law, a waiver thereof in writing signed by the Person or Persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a Committee meeting by a Person entitled to notice shall constitute a waiver of notice of such meeting, except where attendance is for the express

purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

f) Omission of Notice

The accidental omission to give notice of any Committee meeting or any irregularity in the notice of any such meeting of the Committee or the non-receipt of any notice by any Committee Member shall not invalidate any Resolution passed or any proceedings taken at any Committee meeting, provided that no Committee Member objects in writing to the President or the Committee chair of such omission or irregularity within thirty (30) days of the relevant meeting.

g) Place of Meetings

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

h) Meetings by Telephone or Electronic Means

If a majority of the Committee Members consent, either at a Committee meeting by Resolution or by consents signed individually by a majority of the Committee, a Meeting of the Committee may be held by telephone conference or by other electronic means that permits each Committee Member to communicate adequately with each other, provided that:

- i. the Church Board has passed a Resolution addressing the mechanics of holding such Committee meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- ii. each Committee Member has equal access to the specific means of communication to be used; and
- iii. each Committee Member has consented in advance to meeting by telephone or electronic means using the specific means of communication proposed for the Committee meeting.

i) Voting Rights

All Committee Members shall have one (1) vote on every question put to the meeting unless the Act or the By-laws otherwise provide.

j) Voting Procedures

Questions arising at any meeting of a Committee shall be decided by a majority of the members of the Committee present and voting. A Committee Member shall be considered to be present at a meeting of a Committee if such Person attends the meeting either in person, by telephone conference call or by other electronic means. In the case of an equality of votes, the chair of the Committee, in addition to his original vote, shall have the second or casting vote.

k) Confidentiality

Every Committee Member shall respect the confidentiality of matters brought before the Committee.

- l) **Open Committee Meeting**  
Meetings of any Committee shall be open to all Members of the Church, and to such other Persons as the Committee from time to time determines can be present by Resolution, provided that no one other than a Committee Member shall have the right to participate in discussions at any Committee meeting.
- m) **Meetings in Camera**  
Where matters confidential to the Church are to be considered at a Committee meeting, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a Person may be considered at a Committee meeting, the part of the meeting concerning such Person shall be held in camera, unless there is mutual agreement to the contrary by the Committee and such Person.
- n) **Secretary of the Committee**  
The secretary of the Committee shall be determined by Resolution of the Committee Members.
- o) **Minutes of Meeting**  
Minutes shall be kept of all Committee meetings and a summary report of such meetings shall be presented to the Board at the next meeting of the Board.
- p) **No Remuneration**  
The members of the Committee, save and except where such members are Employees of the Church, shall serve as such without remuneration and no member of the Committee shall directly or indirectly receive any profit from his or her position as such, nor shall any member of the Committee receive any direct or indirect remuneration from the Church, except where approved by a Resolution of the Board, provided that Committee Members may be reimbursed for Reasonable Expenses incurred by them in the performance of their duties.

## **7.02 Standing Committees**

- a) **Establishment of Standing Committees**
  - i. The Church Board by Resolution may establish such Standing Committees as it determines necessary from time to time.
  - ii. The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the Church Board from time to time.
  - iii. The Standard Terms of Reference for Committees as detailed in Section 7.01 shall apply to each Standing Committee except as modified in Section 7.02.
- b) **Appointment and Term of Office on Standing Committees**



- i. The chairperson for the Standing Committee shall be appointed by Resolution of the Church Board, provided that the chairperson is a Church Board Member but shall not be the Treasurer, the Secretary or the Auditor.
- ii. The other members of the Standing Committee shall be appointed by the chairperson of the Standing Committee, provided that the names of the members of each Standing Committee are first presented to and approved by the Church Board. The term of membership on each Standing Committee shall be for a period of one (1) year.
- iii. No member of a Standing Committee shall be appointed for more than three (3) consecutive terms on the same Standing Committee unless the Membership votes to permit a member of a Standing Committee to be elected for one additional consecutive term on the same Standing Committee where the Membership believes that extra-ordinary circumstances warrant such extension of the maximum term provided that no further extension of the consecutive term shall be granted.
- iv. Upon the completion of the maximum term on a Standing Committee, a minimum of a one (1) year absence is required before eligibility for reappointment of membership on the same Standing Committee is restored.

c) Specific Duties of Standing Committees

The specific duties of each Standing Committee shall:

- i. be determined by such Standing Committee in writing and approved by the Church Board;
- ii. be task oriented; and
- iii. require that a report be made to the annual Meeting of Members through the Church Board.

d) Removal of Members from Standing Committees

The Church Board may remove any member from any Standing Committee for any reason upon a Resolution of the Church Board at a Board meeting duly called for that purpose, in which event the Church Board may fill such vacancy in the said Standing Committee.

### 7.03 Special Committees

a) Establishment of Special Committees

- i. The Church Board shall be authorized to appoint such Special Committees as are deemed necessary from time to time and to empower such Committee or Committees with such authority or directives as is deemed appropriate.
- ii. The members of such Special Committee or Committees shall be appointed by a Resolution of the Church Board.
- iii. The term of office and the duties of such Special Committee as well as the appointment of a chairperson of such Special Committee shall be determined by the Church Board.

- iv. All Special Committees shall report to the Members through the Church Board.
- v. The Church Board may remove any member from an Special Committee for any reason upon a Resolution of the Church Board at a Church Board meeting duly called for that purpose, in which event the Church Board may fill such vacancy in the said Special Committee.
- vi. The Standard Terms of Reference for Committees as detailed in Section 7.01 shall apply to each Special Committee except as modified in Section 7.03.

## **SECTION VIII**

### **POLICIES**

#### **8.01 Board Policies**

The Church Board may adopt, amend, or repeal by resolution such Board Policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation 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.

#### **8.02 By-law Policies**

The Church Board may, from time to time, prescribe, amend or repeal by-law policies which deal with matters that are set out in Section 155(2) of the Act or other matters that the Members or the Board considers necessary to require the approval of Members. By-law policies may be prescribed, amended or repealed by resolution of the Church Board, but any such by-law policy, amendment thereto or repeal thereof, shall have force and effect only after it has been confirmed by two-thirds (2/3rds) of the votes cast by the Members present and voting at a meeting called for that purpose.

## **SECTION IX**

### **FINANCIAL MATTERS AND AUDITORS**

#### **9.01 Financial Year End**

Unless otherwise ordered by the Church Board, the fiscal year end of the Church shall be December 31st of each year.

#### **9.02 Financial Statements**

- a) Each year prior to the annual Meeting of Members, the Church Board shall prepare financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time.

- b) The financial statements shall be forwarded to the Church Board for approval at least two weeks prior to the annual Meeting of Members and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the annual Membership Meeting.
- c) The financial statements shall be presented at the annual Meeting of Members for approval by the Members by Resolution.

### **9.03 Auditor**

- a) The Members shall at each annual Meeting of Members appoint an Auditor (who is not a Church Board Member or Officer of the Church) in accordance with the requirements of the Act to hold office until the next annual Meeting of Members to do the following:
  - i. report to the Members on the fairness of the financial statements presented by the Church Board at the annual Meeting of Members;
  - ii. audit the financial statements, accounts, general fund of the Church and other general funds which may be in existence from time to time and to submit the results of such audits to the Membership at the next annual Meeting of Members unless directed otherwise by the Membership in keeping with the Act; and
  - iii. to carry out such other duties as are directed from time to time by the Church Board or by the Membership.
- b) In the event that an Auditor is not appointed at an annual Meeting of Members, the Auditor then in office shall continue in office until a successor Auditor is appointed.
- c) The Auditor is entitled to attend any Meeting of Members and to be heard at such meeting on any part of the business that concerns them as Auditor. The Auditor shall be given written notice of the annual Members Meeting in addition to the notice provided for in this General Operating By-law.

### **9.04 Real Estate**

All building projects and/or acquisition or disposal of real property exceeding 10% of the annual income of the Church must be authorized by a two-thirds (2/3rds) Resolution of the Members at a Members Meeting duly called for that purpose.

### **9.05 Borrowing**

- a) Subject to the limitations set out in the Act and this By-law, the Board may:
  - i. borrow money upon the credit of the Church;
  - ii. limit or increase the amount to be borrowed;
  - iii. issue or cause to be issued bonds, debentures or other securities of the Church and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; and

- iv. secure any such debentures, or other securities, or any other present or future borrowing or liability of the Church, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Church, and the undertaking and rights of the Church.
  
- b) From time to time, the Board may authorize any Church Board Member or Officer 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 therefore, 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 X**

### **DEPARTMENTS**

#### **10.01 Departments**

Recognizing that functional structures are necessary to the purposes and work of the Church, and that these structures are subject to change, the Church Board shall, in consultation with the Senior Pastor, have authority to institute, suspend or dissolve departments, ministries, and committees of the Church. Leaders shall be Members or shall have received an invitation from the Senior Pastor to serve in said capacity. Leaders serve at the pleasure of the Church Board. Termination of Membership shall be deemed as resignation from the position.

## **SECTION XI**

### **GENERAL PROVISIONS**

#### **11.01 Corporate Seal**

By a Resolution of the Church Board, a corporate seal may be commissioned, an impression of which would appear in the margin hereof, being recognized as the seal of the Church.

#### **11.02 Execution of Documents and Cheques**

##### **a) Documents**

Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two Officers or Church Board Members, and all contracts, Documents and instruments in writing so signed shall be binding upon the Church without further authorization or formality. The Church Board shall have the power from time to time by Resolution to appoint any two Church Board Members, Officers or other Persons on behalf of the Church to specifically sign contracts, documents and instruments in writing. The Board may give the church's power of attorney to any registered dealer in securities for the purposes of the

transferring of and dealing with any stocks, bonds, and other securities of the Church. The seal of the Church when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid whereby any officer or officers appointed.

b) Cheques

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the following persons: an Officer, a Church Board Member or any other Person, whether or not an Officer or Church Board Member, designated as such and in such manner as the Church Board may from time to time determine by Resolution.

**11.03 Securities for Safekeeping**

The securities of the Church shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Church Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Church signed by such Officer or Officers, agent or agents of the Church, and in such manner, as shall from time to time be determined by Resolution of the Church Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Church Board shall be fully protected in acting in accordance with the directions of the Church Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**11.04 Head Office**

The head office of the Church shall be in Waterloo in the Province of Ontario.

**11.05 Books and Records**

The Church Board shall see that all necessary books and records of the Church required by the By-laws of the Church or by any applicable statute or law are regularly and properly kept.

**11.06 Notice**

- a) For purpose of sending notice to any Member, Church Board Member or Committee Member, the address of the Church Board Member, Member or Committee Member shall be his or her last address recorded in the books of the Church, or if no address has been given therein, then to the last address as of such Church Board Member, Member or Committee Member known to the Secretary.
- b) The signature of any Church Board Member or Officer of the Church to any notice or Document to be given by the Church may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.
- c) Where a given number of days notice is required to be given under the By-laws and the Act, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days.

- d) The declaration of the Secretary that notice has been given pursuant to this General Operating By-law shall be sufficient and conclusive evidence of the giving of such notice.

**11.07 Dissolution**

In the event of dissolution or winding up of the corporation, all its remaining assets after payment of liabilities shall be distributed according to charitable law.

**SECTION XII**

**AMENDMENTS**

**12.01 Amendments to the Letters Patent**

Notwithstanding the Act, the Letters Patent of the Church may only be amended by a seventy-five percent (75%) Resolution of the Board voting at a meeting duly called for that purpose and sanctioned by a seventy-five percent (75%) Resolution of the Members at a Membership Meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given in the Church Program on four (4) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

**12.02 Amendments to By-law**

The By-laws of the Church not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a two-thirds (2/3rds) Resolution of the Board voting at a meeting duly called for that purpose and sanctioned by a two-thirds (2/3rds) Resolution of the Members at a Membership Meeting duly called for the purpose of considering the said Bylaw, provided that notice of such Members Meeting shall be given in the Church Bulletin on two (2) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof, and provided further that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Ministry of Industry has been obtained.

---

**ENACTED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ under seal of the Church.**

**Per [print]: \_\_\_\_\_ Title [print]: \_\_\_\_\_**

**Per [print]: \_\_\_\_\_ Title [print]: \_\_\_\_\_**

**IN WITNESS WHEREOF we the Church Board have hereunto set our hands at the  
City of**

\_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

Per [print]: \_\_\_\_\_ Title [print]: \_\_\_\_\_

Per [print]: \_\_\_\_\_ Title [print]: \_\_\_\_\_

**CONFIRMED by a two thirds (2/3rds) vote of the Members of the Church at the  
City of**

\_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

Per [print]: \_\_\_\_\_ Title [print]: \_\_\_\_\_

Per [print]: \_\_\_\_\_ Title [print]: \_\_\_\_\_