

GENERAL OPERATING BY-LAW NO. 1

A By-Law relating generally to the transaction of the affairs of **EMMANUEL BAPTIST CHURCH BLOOMFIELD** - (a Provincial Corporation)

WHEREAS Letters Patent were issued by the Province of Ontario pursuant to the Ontario Corporations Act R.S.O. 1990, c.C-38, on the 11 day of August, 2000, to a not-for-profit corporation by the name of 'EMMANUEL BAPTIST CHURCH BLOOMFIELD' (hereinafter also referred to as the 'Corporation' and as the 'Church');

AND WHEREAS it is determined necessary for the efficient and effective governance of the Corporation, in compliance with provisions of the Ontario Not-for-Profit Corporations Act S.O. 2010, c.15, to enact a General Operating By-Law No. 1;

NOW THEREFORE BE IT ENACTED that General Operating By-Law No. 1 herein shall be the governing by-law for the corporation known as **Emmanuel Baptist Church Bloomfield** as follows:

ARTICLE 1 - DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATION

DEFINITIONS

- 1.01 In this By-Law and all other By-laws, Resolutions and Policy Statements of the Church, unless the context otherwise requires, the following definitions shall apply:
- (a) **"Act"** means the Ontario Not-for-Profit Corporations Act S.O. 2010, c.15 as may be 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 Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
 - (b) **"Auditor"** when capitalized shall mean a professional accountant pursuant to the Act;
 - (c) **"Board"** means the Board of Elders, which shall act as the Board of Directors for purposes of the Act;
 - (d) **"By-Law"** or **"By-Laws"** means any By-Law of the Corporation from time to time in force and effect until repealed, including the General Operating By-Law;
 - (e) **"Church"** when capitalized means the legal entity incorporated as a corporation without share capital under the Act by provincial Letters Patent on the 11 day of August, 2000, granted to a not-for-profit corporation by the name of 'EMMANUEL BAPTIST CHURCH BLOOMFIELD' through which its Members may fellowship together as a New Testament Church;

- (f) **“church”** when not capitalized means either the building in which worship and other ministry services are held, or the body of believers comprising the Membership, or the entirety of Christian believers who acknowledge Jesus Christ as Lord and Saviour, as the context may reasonably require;
- (g) **"Constitution"** means the Letters Patent, any Supplementary Letters Patent, Articles of Continuance, Articles of Amendment, General Operating By-Law, Covenant, Statement of Faith, and any Policy Statements adopted by the Church from time to time and for which all Members are required to subscribe to;
- (h) **“Committee”** means any Committee of the Church as established in accordance with this General Operating By-Law No. 1;
- (i) **"Corporation"** means both the ‘Emmanuel Baptist Church’ and the ‘Church’ as defined herein;
- (j) **“Covenant”** means the Church Covenant regarding religious matters as approved by Board Policy and subsequently ratified by a two-thirds (2/3) Membership vote from time to time;
- (k) **“Discipline”** means to seek to reconcile Individuals to one another through mutual forgiveness, and restoring offenders to fellowship with God and the Church through a disciplinary process applied with such in mind;
- (l) **"Documents"** includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, contracts, 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;
- (m) **“Elder”** means a member of the Board of Elders who shall be deemed to be a Director pursuant to the Act;
- (n) **"General Operating By-Law"** means this By-Law and any other By-Laws intended to amend or replace the General Operating By-law herein;
- (o) **"Letters Patent"** means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent, and Articles of Continuance or any Articles of Amendment as from time to time may be filed;
- (p) **"Membership Meeting"** means any annual or special meeting of the Members;
- (q) **"Member"** means a Member of the Church. "Members" or "Membership" means all the Members of the Church, unless the context otherwise requires;

- (r) **"Objects"** means the charitable Objects and/or purposes of the Corporation as contained in the Letters Patent, Articles of Continuance and any Supplementary Articles or Articles of Amendment as filed;
- (s) **"Officer"** means an Officer of the Church as described in Section 5.01 of this General Operating By-law;
- (t) **"Pastor"** means the senior or lead Pastor of the Church as described herein;
- (u) **"Person"** or **"Persons"** means an individual person or persons only, and does not include corporations, partnerships, trusts, or unincorporated organizations;
- (v) **"Policy Statements"** means any Policy Statements adopted as part of the Church Constitution from time to time concerning practical applications of Biblical principles, doctrinal considerations, Christian conduct and Church governance and administration. Policy Statements shall be approved by the Board;
- (w) **"Resolution"** means a Resolution passed by either the Board or the Members by a majority vote, unless the Act or this By-Law otherwise requires;
- (x) **"Statement of Faith"** means the Statement of Faith as approved by Board Policy Statement and subsequently ratified by a two-thirds (2/3) Membership vote from time to time

FUNDAMENTAL TERMS AND INTERPRETATION

- 1.02 The Constitution, including all By-Laws and Policy Statements, of the Corporation shall be strictly interpreted at all times in accordance with, and subject to, the Objects and Statement of Faith. If any of the provisions contained in these By-Laws or any Policy Statements are inconsistent with those contained in the Letters Patent, the Covenant, and the Statement of Faith, the provisions contained in the Letters Patent, the Covenant, and specifically the Statement of Faith, as the case may be, shall prevail.
- 1.03 In all By-laws and Resolutions, 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 such are specifically excluded or context requires otherwise.
- 1.04 Headings used in this By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

ARTICLE 2 – MEMBERSHIP

QUALIFICATION FOR MEMBERSHIP

- 2.01(i) The Membership shall be comprised of those Persons who are Members of the Church who have been admitted into Membership in accordance with the Constitution.
- (ii) Any Person shall qualify to be a Member if he:
- (a) Professes faith in Jesus Christ as Saviour and Lord;
 - (b) Has been baptized by immersion as a believer in testimony of their salvation;
 - (c) Would not be under the discipline as set out in Section 2.17, if they were a Member; and,
 - (d) Has completed the procedure for admission into Membership set out in Section 2.02 to 2.06.
 - (e) Has reached eighteen (18) years of age.

ADMISSION TO MEMBERSHIP

- 2.02 Any person may initiate an application for Membership by either an oral or written request to the Pastor, or any Elder.
- 2.03 The applicant shall be required to sign a written application for Membership, a Declaration of their profession of faith in Jesus Christ as Saviour and Lord, agreement with both the then current Church Covenant and Statement of Faith, and a commitment to adhere and be subject to the authority of the Church leadership as expressed in the Church Constitution.
- 2.04 The applicant shall be interviewed by two (2) Elders appointed by the Board to verify that the applicant fulfills all the qualifications for Membership and understands the Church policies and the responsibilities of Membership and exhibits a lifestyle and attitude consistent with the teachings of the scriptures. In the Board's sole discretion, they may require the completion of the Biblical Foundations Course by the applicant.
- 2.05 Once the Board is satisfied that the applicant fulfills all the qualifications for Membership as set out in Section 2.01(ii) of this By-Law, the Board may in their absolute discretion accept such Person into the Membership.
- 2.06 After the Person is voted into Membership by the Board, then such Person shall immediately be deemed to have become a Member of the Church.

PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP

2.07 Membership carries the duties, privileges and rights as herein set out:

(i) Members shall:

- (a) minister to one another's spiritual needs as part of the Body of Christ;
- (b) participate in Church activities and ministries as the Lord directs and personal circumstances permit, in accordance with Church policies and subject to the absolute discretion of the Board;
- (c) financially support the work of the Church as the Lord directs and personal circumstances permit;
- (d) respect and submit to the spiritual authority and procedures of the Church as expressed in the Constitution;

(ii) Members may:

- (a) attend all public meetings of the Church subject to Section 2.36 herein;
- (b) attend, speak and participate at all Membership Meetings; and
- (c) exercise a single vote at all Membership Meetings.

WITHDRAWAL AND REMOVAL

2.08 A Member, who is not under discipline, may withdraw as a Member. Every Person withdrawing as a Member must do so in writing to the Board.

2.09 Upon receipt of such request for withdrawal as a Member, and upon the Board confirming that such Person is not under Discipline of the Church, such Person shall be removed from Membership and shall be deemed to have also resigned from his position, if applicable, as an Officer, Elder, or Committee Member of the Church. If a Member is under the Discipline of the Church, then notwithstanding their request for withdrawal, they shall continue as a Member and be subject to the authority of the Church as set out in the Constitution until such time as the discipline process is complete, after which time they are free to withdraw as a Member.

2.10 If a Member is regularly absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation, the Board, in its sole discretion, may place their Membership on the inactive roll, with the result that they shall not have the right to vote at Membership Meetings.

2.11 A Member who is on the inactive roll may request that their Membership be reinstated onto the active list of Members, in which event the Board in its sole discretion shall determine whether such request shall be granted.

- 2.12 If a Member has been on the inactive roll for a period of two (2) years, then their Membership may be terminated by a Resolution at a regular meeting of the Board, in which event the Clerk shall thereafter send written notice by regular mail to such Member at their last known address to advise them of the termination of their Membership, which shall be deemed to have ceased on the date of such Resolution.

MEMBERSHIP RECORD

- 2.13 A record of Members, both active and inactive, shall be kept by the Church Clerk.

SERVICE IN THE CHURCH

- 2.14 Service in the ministries of the Church is not restricted to Members. Each non-member approved for service may be required to sign a statement declaring their profession of faith in Jesus Christ as Saviour and Lord and to commit themselves to adhere and be subject to the authority of the Church Constitution and leadership, including issues of Church discipline, as expressed in the Church Constitution.

RESOLUTION OF DISPUTES AMONG MEMBERS

- 2.15 Disputes amongst Members should, as much as possible, be resolved in accordance with the principles in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5. Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where a dispute occurs amongst Members (defined hereafter in this Section collectively as an "Individual"):
- (a) an Individual who believes that they have been wronged by another Individual for whatever reason shall approach such Individual with an explanation of the wrong which is alleged to have occurred;
 - (b) if the Individual so approached does not listen to the Individual who has approached them, or if the matter is not resolved, then the Individual who is alleged to have been wronged shall again approach the Individual who is alleged to have caused the wrong in the presence of one or two other Individuals;
 - (c) if the Individual who is alleged to have done the wrong still does not listen or if the dispute is not resolved, then the Individual who is alleged to have been wronged shall refer the matter to the senior Pastor, or an Elder; and
 - (d) The senior Pastor or Elder, may then approach 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 the Board, pursuant to the procedure for Discipline set out in Section 2.19 to 2.38 herein.

CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE

- 2.16 An Individual shall be deemed to be under the Discipline of the Church if the Board determines by Resolution that any of the following circumstances have occurred:
- (a) they have evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and commands;
 - (b) their conduct evidences an unwillingness to either comply with, adhere to or submit to the authority and procedures set out in the Constitution;
 - (c) they have propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church;
 - (d) they have wronged another Individual causing discord or dissension in the Church, with or without malicious intent, that is not repented of, and has not been resolved through the mechanism for dispute resolution set out in Section 2.15 above.

PROCEDURE FOR DISCIPLINE

It is the desire of the Church to deal with Members in an amicable and restorative manner according to the Biblical principles set out in Galatians 6:1-2. In the sole discretion of the Board, in the event circumstances become untenable the following process will be followed:

- 2.17 No allegation giving rise to disciplinary action against a Member pursuant to Section 2.16 above shall be considered by the Church unless such allegation is first provided in a signed written statement given to the Board setting out the nature of the allegation and an explanation of the basis upon which it is made.
- 2.18 If the Board determines on a preliminary basis that the written allegation is invalid, then the allegation shall be dropped and no further disciplinary action against the Individual shall proceed. The person making the allegation shall be notified of the Board's decision.
- 2.19 If the Board determines on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred in writing to the Board for a hearing and the Individual against whom the allegation is made shall be deemed to be under the Discipline of the Church and shall not be entitled to withdraw as a Member without the consent of the Board. The Board, in its discretion, may temporarily suspend the said Individual from any Officer post or other position within the Church until the completion of the Discipline process.
- 2.20 The Board shall convene a hearing to consider the allegation. The Individual shall be given fourteen (14) days written notice by personal delivery, or by registered mail at his last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), of the date, time and place at which the hearing will be

held. The notice shall briefly explain the nature of the allegation and advise the Individual that the allegation will be considered by the Board at the hearing. The Individual shall be entitled to attend before the hearing to listen to the details of the allegation made and to respond thereto.

- 2.21 The hearing shall be conducted as a board of inquiry by the Board, and an Elder shall be appointed by the Board to act as the Chairperson of the hearing. The Board shall have responsibility for carriage of the hearing and shall make the determination concerning whether 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 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 for discipline by the Board are duly and fairly implemented.
- 2.22 The hearing shall not be open to the public or to the Members. The Individual shall be entitled to be accompanied at the hearing by two (2) Members who may act as observers during the hearing but who shall not be entitled to participate.
- 2.23 The Individual and the Board may call any witnesses or evidence that is relevant to the allegation(s) 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 before the hearing.
- 2.24 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 one (1) hour before the hearing is required to end.
- 2.25 All evidence presented before the hearing shall be kept confidential, except such summary facts that the Board determines should be given to the Membership at a subsequent Membership meeting, providing to do so does not violate any confidentiality laws or prejudice the Member's ability to have a fair hearing.
- 2.26 At the end of the hearing, the Board shall convene in private to deliberate on the evidence presented. A majority vote by the Board present 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 as the case may be in good standing.
- 2.27 In the event that the Board determines that the allegation is true then, subject to Section 2.29 below, the Board shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by a majority vote 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 Individual into fellowship pursuant to Luke 17:3 and Galatians 6:1.

- 2.28 If the disciplinary action determined by the Board involves termination or the loss of any rights of Membership status, removal from an elected position within the Church, or any other similar disciplinary measure that is determined in the sole opinion of the Board by a majority vote to be a serious action (referred to as "a serious disciplinary action"), such serious disciplinary action shall not be implemented until it has been referred to and approved by the Membership pursuant to the procedure set out in Sections 2.31 through 2.36 below.
- 2.29 Termination of Membership as a serious disciplinary action shall be deemed appropriate only where no other reasonable alternative is available.
- 2.30 In the event of a non-serious disciplinary action, the Board may implement such disciplinary action that it deems appropriate by a two-thirds (2/3) majority vote without referral to the Membership, 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, or the requirement that the Individual evidence an attitude of submission to the authority of the Church or a spirit of contrition. The decision of the Board on non-serious disciplinary action shall be communicated to the Individual either orally or in writing together with reasons therefore as soon as is practical after the decision has been made. The Board, however, may in its sole discretion refer any non-serious disciplinary action to the Membership at any time for approval pursuant to the procedure set out in Sections 2.31 to 2.36 below.
- 2.31 In the event of a serious disciplinary action or in the event that the Board wishes to refer a non-serious disciplinary action to the Membership for approval, the Board shall give fourteen (14) days' written notification by registered and regular mail to the Individual at his last known address (which period of time shall include the date of mailing but shall exclude the date of the Membership Meeting) of the date, time and place of the Membership Meeting at which such matters will be considered. The notification to the Individual shall set out the recommendation of Discipline together with a succinct statement of the reasons for such recommendation.
- 2.32 The Individual shall be entitled to attend the Membership Meeting to hear the discussions and to speak on their own behalf. Neither the Individual nor the Church may be represented by legal counsel and the Membership Meeting shall not be open to the public. The Membership Meeting shall be for the sole purpose of determining the appropriateness of the recommendation of the form of Discipline from the Board or for substituting another form of Discipline as the Members shall determine in their sole discretion. Any decision by the Members regarding Discipline shall require a majority vote of the Members present. The meeting shall not be a trial de novo of the allegations and as such, only matters pertaining to the recommendations for Discipline of the Individual and the appropriateness of such recommendations shall be considered.

- 2.33 The Chairman of the meeting shall endeavour to verbally advise the Individual of the decision of the Membership Meeting forthwith after a vote by the Members is made. In addition, the Church shall promptly send written notification of the decision made by the Members by registered and regular mail to the Individual at his last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- 2.34 The decision of the Members on the type of Discipline to be administered shall be final and binding. In the event that the decision of the Membership is to terminate the Individual's Membership in the Church, then the Individual shall automatically cease to be a Member upon the date that the decision by the Members is made.
- 2.35 No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text at a Membership 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 Individual or to the Church as a whole.
- 2.36 An Individual who has been disciplined or whose Membership status has been terminated shall not be barred from public worship unless their presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Board; in which event such Individual agrees that they may be removed from such public worship service without the necessity of legal action, whether or not such Individual is at that time a Member.
- 2.37 In the event that an Individual who has been disciplined attends any other church and that other church does not seek a letter of reference from the Church, the Pastor or any Elder shall be authorized to verbally advise the other church that the Individual in question has been disciplined by the Church.

WAIVER

- 2.38 Notwithstanding anything else contained herein, Membership status is given upon the strict condition that disciplinary proceedings, the results thereof, and any other proceedings or matters carried out in accordance with the Constitution shall not give a Member cause for any legal action against either the Church, the Pastor, other ministry staff, staff Member, Elder, Deacon, Officer, Member, and the acceptance of Membership status shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, the Pastor, other ministry staff, staff member, Elder, Deacon, Officer, or Member in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel in the event that such action is commenced in violation hereof.

MEMBERSHIP MEETINGS

2.39 There shall be an annual Membership Meeting at such time and place determined by the Board to be no later than the 30th day of June of each year, or as otherwise required by the Act, to:

- (a) hear necessary reports from the Officers, Committee Chairs, Pastor, other ministry staff and the Board;
- (b) review and approve the financial statements for the immediately preceding year, including the Auditor's report, if any, and/or the financial reviewers report thereon;
- (c) appoint Members as auditors pursuant to Section 14.10 or, if required by the Act or desired by the Members, to appoint an Auditor for the upcoming year;
- (d) elect Members to the Board as required;
- (e) approve the proposed budget for the upcoming fiscal year; and
- (f) transact any other business.

2.40 At the request of a majority of the Board, or upon the request of at least fifteen (15) Members comprising not less than ten (10%) percent of the Membership, other special meetings of the Members shall be called and convened by the Chair of the Board within thirty (30) days of the request. Further:

(a) A Member entitled to vote at an Annual Meeting may submit to the Corporation notice of any matter that the Member proposes to raise at that Annual Meeting and, except as provided for in the Act, that proposal and any supporting statement shall be included in the Notice of the Meeting. A proposal that includes nominations for the election of Directors must be signed by at least five percent (5%), or such other minimum percentage as may be prescribed by the Act from time to time, of the Members entitled to vote at that Meeting. The Member who submitted the proposal shall pay the cost of including the proposal and any supporting statement in the notice of Meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the Meeting.

(b) A proposal herein may be rejected by the Church for any reason set out in section 56(6) of the Act, or that otherwise does not meet Act requirements.

2.41 Notice of all Membership Meetings (annual, special and other), wherein any matters presented will be voted upon, shall be given to Members by notice verbally from the pulpit and/or Church bulletin, posting on the official website, or whatever electronic means are of current practice and custom at least two (2) Sundays prior to the date of the Membership Meeting, provided such notice is provided at least ten (10) days and no more than fifty (50) days prior to the holding of the meeting for which it is given. 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 any decisions to be taken.

- 2.42 A Member may waive notice of a Membership meeting and attendance at a Membership Meeting 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 is not lawfully called.
- 2.43 The accidental omission to give notice of any Membership Meeting 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 Corporation, if any, shall not invalidate any Resolution passed or any proceedings taken at any Membership meeting, provided that no Member objects to such omission or irregularity either at the meeting or in writing within fifteen (15) days thereafter.
- 2.44 A quorum for all Membership Meetings shall be constituted by the presence of thirty-four (34%) percent of the total Membership (save and except inactive Members and Members under discipline) immediately prior to the time of the meeting in question. Members will be considered present if participating virtually and remotely through some electronic method. No business shall be transacted at any Membership Meeting unless the requisite quorum is present at the time of the transaction of such business. Members providing their vote by Proxy shall be considered present for purposes of quorum. If a quorum is not present at the time appointed for a Membership Meeting 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 2.42 with regard to notice shall apply to such adjournment.
- 2.45 The Board Chair (hereinafter the 'Chair') or in their absence the vice-chair, or in their absence a designate appointed by the Board by Resolution, shall act as Chair of all Membership Meetings and shall only be entitled to vote in the event of an equality of votes or if the vote is by secret ballot.
- 2.46 At all Membership Meetings, every Resolution shall be determined by majority vote, unless otherwise provided for by the Act or elsewhere in this By-law.
- 2.47 Every motion submitted to any Membership Meeting 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 by a show of hands or by secret ballot, as applicable, the Chair shall have the casting vote. At any meeting unless a secret ballot is provided, a declaration by the Chair 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 or upon request of any Member and shall be taken in such manner as the Chair 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.

- 2.48 The Chair 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.
- 2.49 If the person, or persons, that calls a Meeting of Members is or are either Directors or Members, that person or persons may determine that the Meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting.

ARTICLE 3 - BOARD

DEFINITION OF BOARD

- 3.01 The administrative and temporal affairs of the Church shall be the responsibility of the Board consisting of five (5) members. For purposes of the Act, the Board of Elders shall be deemed to be the Board of Directors and, in this regard, an Elder shall be deemed to be a Director of the Corporation.

QUALIFICATION FOR BOARD OF ELDERS

- 3.02 A Member may be considered for election to the Board if such person:
- (a) is a male over the age of twenty-one (21);
 - (b) has an active involvement within the Church;
 - (c) fulfills the spiritual qualifications listed in I Timothy 3:1-15 and Titus 1:6-9;
 - (d) is in full agreement with the Church Constitution;
 - (e) recognizes that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;
 - (f) recognizes that membership on the Board is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church;
 - (g) is not an undischarged bankrupt;
 - (h) is not in a conflict of interest wherein the individual's spouse, children or siblings are in full-time permanent employment with the Church; and
 - (i) meets any other requirements for a Director as required by the Act.

ELECTION OF BOARD OF ELDERS

- 3.03 The Board shall be elected by the Members from the slate of nominations presented to them by the Board of Elders. The election of Board members shall be held at the annual Membership Meeting to be held each year on a date determined by the Board of Elders.

TERM OF OFFICE AND ROTATION OF BOARD OF ELDERS

- 3.04 An Elder shall hold office for a term of three (3) years. The Elders shall be elected and shall retire in rotation every three (3) years. At the first Membership Meeting after the passing of this By-Law, two-fifths (2/5) of the Elders shall be elected to hold office until the end of the third (3rd) full fiscal year after that date, two-fifths (2/5) to hold office until the end of the second full fiscal year after that date, and one Elder to hold office until the end of the first full fiscal year after that date and subsequently at each special election Membership Meeting. Thereafter, Elders shall be elected to fill the position of those Elders whose term of office has expired and an Elder so elected shall hold office until the end of the third (3rd) full fiscal year after his election.

MAXIMUM TERM OF BOARD OF ELDERS

- 3.05 Elders may serve for an indefinite number of terms.

AUTHORITY OF BOARD OF ELDERS

- 3.06 The Board shall be responsible for the overall administrative and temporal affairs 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, this By-Law, the Act or might otherwise be authorized to do.
- 3.07 Without limiting the generality of the foregoing, the Board shall be authorized to carry out the following duties and responsibilities:
- (a) overall responsibility for the day to day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget referred to in Section 10.07 through Section 10.09;
 - (b) adopt and implement Policy Statements as defined in Section 9.01 to the Membership.
 - (c) to respect the authority of the Senior Pastor to provide spiritual leadership for the Church and to assist in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;

- (d) to oversee the Discipline of Members pursuant to the procedures set out in the General Operating By-Law;
- (e) to ensure that all employed personnel of the Church, including other ministry staff, are accountable to the Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and are in full agreement with and subject to the authority of the Church pursuant to the Church Constitution;
- (f) to examine the relationship of the Senior Pastor or other ministry staff to the Church and if a change is deemed appropriate to ensure that a Membership Meetings is called to discuss and authorize an appropriate change;
- (g) to take such steps as are necessary to enable the Church to acquire, accept or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects;
- (h) to appoint such agents and engage such employees (with the exception of the Pastoral staff which shall require Membership approval) as it deems necessary from time to time and such Persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment; and
- (i) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church as may be approved by the Membership on the recommendations of the Board.

- 3.08 The remuneration for all employees and agents of the Church shall be fixed by Board Resolution. Such Resolution shall have force and effect provided that remuneration does not exceed the current approved budget of the Church, otherwise such Resolution shall require the approval of the Membership before coming into force and effect.
- 3.09 The Board shall through the Chair report to the Membership at the annual Membership Meeting and the Chair shall be available to answer any questions by Members and to entertain any motion concerning the proceedings of the Board presented at that meeting.
- 3.10 The Elders shall serve without remuneration and no Elder shall directly or indirectly receive any profit from his position as such, nor shall any Elder receive any direct or indirect remuneration from the Church, provided that the Elder may be paid for reasonable expenses incurred in the performance of his duties or as otherwise allowed by the Act and the law.
- 3.11 No Elder shall place himself in a position where there is a conflict of interest between his duties as an Elder and his other interest. Every Elder who is in any way directly or

indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement with a member of his family (with "family" defined as spouse, father, mother, child, brother or sister, or spouse of such family members) or by the involvement of his partner, business associate or Corporation that the Elder is involved with as either a director, shareholder, officer, employer or agent, then such Elder shall declare his conflict of interest fully at a meeting of the Board and shall withdraw from any discussion or vote thereon.

RESIGNATION FROM BOARD

- 3.12 If the personal circumstances of any Elder make it difficult for that Elder to devote the necessary time or energy to the work of the Board, then that Elder shall be free to resign from the Board without embarrassment or stigma regardless of the remainder of the term of that Elder.
- 3.13 If for any reason an Elder chooses to resign, then that Elder shall give thirty (30) days written notice, if possible, to the Chairman who in turn shall call it to the attention of the Board who shall then have the power to accept such resignation between Membership meetings. Such letter of resignation shall set out the reasons for the departure of the Elder.

VACANCY ON BOARD OF ELDERS

- 3.14 The position of an Elder shall be automatically vacated in any of the following circumstances:
- (a) he resigns as an Elder by delivery of the written resignation to the Chairman;
 - (b) he no longer fulfils all the qualifications for the position set out in section 3.02;
 - (c) he is found to be mentally incompetent or of unsound mind;
 - (d) he ceases to be a Member;
 - (e) he, in the opinion of a majority vote of the Board and confirmed by Resolution passed by a majority of the Members present as set forth in Sec. 2.46, in person at a Membership Meeting 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;
 - (f) he is determined by a majority vote of the Members present as set forth in Sec. 2.46 at a Meeting called for that purpose to be unfit to hold office as an Elder for any reason;
 - (g) he enters into bankruptcy; or
 - (h) he dies.

- 3.15 If any vacancies should occur for any reason as set out in Section 3.15, the Board may by a majority vote, fill the vacancy until the next annual Membership Meeting. Upon the filling of such vacancy, the Board shall notify the Membership.

BOARD OF ELDERS MEETINGS

- 3.16 Generally, regular meetings of the Board shall be held monthly at such time and place as shall be determined by the Board but not less than nine (9) times a year.
- 3.17 Special meetings of the Board may be called by the Chairman or by request of any three (3) Elders to the Chairman who shall then give notice of a special meeting of the Board as soon as possible thereafter.
- 3.18 The Chairman shall be appointed by the Board from amongst the Elders at the first Elders' meeting of each fiscal year. The Chairman shall serve for a term of one (1) year and shall be an Officer. The duties of Chairman shall be those set out in Section 5.02 herein.
- 3.19 The Vice-Chairman shall be appointed by the Board from amongst the Elders at the first Elders' meeting of each fiscal year. The Vice-Chairman shall serve for a term of one year and shall be an Officer. The duties of the Vice-Chairman shall be those set out in Section 5.03 herein.
- 3.20 A quorum for a meeting of the Board shall be a majority of the Elders.
- 3.21 With the exception of the Chairman, who shall only vote in the event of an equality of votes, all Elders shall have one (1) vote.
- 3.22 The Board shall keep written minutes of each meeting. The Board shall appoint an Elder to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request, or such other matters upon the unanimous consent of the Board.
- 3.23 A Resolution in writing, signed by all of the Elders entitled to vote on the Resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.
- 3.24 If all Elders consent thereto generally or in respect of a particular meeting, an Elder may participate in a meeting of the Board by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and the Elder so participating by such means is deemed to be present at the meeting.

ARTICLE 4 - SENIOR PASTOR AND OTHER MINISTRY STAFF

DEFINITION AND DUTIES OF THE SENIOR PASTOR

- 4.01 The Senior Pastor shall be the spiritual overseer of the Church and his duties and rights shall be as follows:
- (a) to provide spiritual leadership to the Church and to work in conjunction with the Board in implementing such spiritual leadership;
 - (b) to work in conjunction with the Board in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
 - (c) to exercise general supervisory authority over all staff members of the Church, provided that the hiring or removal of staff members shall require the approval of the Board and/or the Members in accordance with this By-law as the case may be;
 - (d) to ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles;
 - (e) to be in full agreement with, uphold and be subject to the Constitution;
 - (f) the right to be an ex-officio member of (without power to vote) or appoint a designate to (without power to vote) all committees and boards of the Church, with the exception of the Board; and
 - (g) the right to receive notification and minutes of all meetings of the Board, to be present and fully participate at all such meetings, provided that the Senior Pastor shall not be an Elder nor have a vote and shall not be present nor entitled to minutes when the Board is discussing his position or salary or benefits.

DEFINITION AND DUTIES OF OTHER MINISTRY STAFF

- 4.02 If the Senior Pastor with the Board by Resolution determine it is necessary, other ministry staff may be called by the Church for the purpose of undertaking such ministries as the Senior Pastor and the Board determine are necessary for the Church. The duties of such staff shall be as established in a job description approved by a Resolution of the Board.

THE CALLING OF A SENIOR PASTOR OR FULL TIME PASTORAL STAFF

- 4.03 When a vacancy in the position of Senior Pastor or other full time Pastoral staff occurs or the Church determines that an additional full time Pastor is to be called, a Pastoral

Search Committee shall be established, consisting of the Board and any others they may appoint. Pastoral Staff that are not full time and/or will be employed for less than six (6) months may be hired on approval of the majority of the Board without subsequent Membership approval being required.

- 4.04 The Pastoral Search Committee shall be responsible to recommend to the Membership the calling of a Pastor. As much as possible, the Pastoral Search Committee shall make their recommendation to the Church on a unanimous basis, but where that is not possible, a recommendation to the Church may proceed where a majority exceeding 75% of the members of the Pastoral Search Committee support the recommendation.
- 4.05 When the Pastoral Search Committee is prepared to make a recommendation, then the recommendation shall be placed before the Membership at a special meeting called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.
- 4.06 Only one name for the position of Pastor shall be presented to the Membership at any one time for consideration. Upon approval of seventy-five percent (75%) of Members present in person at the special meeting called for that purpose, with an effort being made to have the vote unanimous, a formal call will then be extended to the prospective Pastor. In the event that the recommended name does not receive the approval of seventy-five percent (75%) of the Members present at the said special meeting, or in the event that the prospective Pastor does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Pastor is found.

RESIGNATION OF PASTORAL STAFF

- 4.07 If a Pastor wishes to resign, he shall first notify the Board in writing together with an explanation and shall provide no less than a thirty (30) day notice prior to the effective date of his resignation. Such resignation will be deemed to include a resignation by the Pastor as an ex-officio member on all committees and boards.

REMOVAL OF PASTORAL STAFF

- 4.08 A Pastor may be removed from his position with the Church for any reason upon a majority vote of the Members present in person at a special meeting called for the purpose of authorizing the removal of the Pastor.
- 4.09 Nothing contained in the said procedure shall preclude a Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and a Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to Person or Persons mutually acceptable to the Church and the Pastor to resolve such dispute in a

spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.

- 4.10 The removal of a Pastor from the Church shall be deemed to constitute his removal as a Member, unless otherwise directed by the Board.

TERMS OF EMPLOYMENT OF STAFF MEMBERS

- 4.11 All staff members of the Church (which shall be deemed to include the Senior Pastor, all other employees of the Church, and all permanent contract or deputation workers, where applicable) shall be required to fulfill and maintain the following qualifications:

- (a) all staff members must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof; and
- (a) in recognition of the integral part that each staff member is to the overall ministry of the Church, each prospective staff member shall review and sign an engagement agreement with the Church. The prospective staff member recognizes and agrees that employment or permanent contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board is contrary to biblical principles. As such, the prospective staff member will be subject to the authority of the Church as expressed in the Constitution, including provisions dealing with Discipline, in the same manner as if such person is a Member.

ARTICLE 5 - OFFICERS

TITLES OF OFFICERS

- 5.01 The Officers shall hold the following positions:

- (a) Chairman, who shall also be an Elder;
- (b) Vice-Chairman, who shall also be an Elder;
- (c) Clerk, who may be an Elder; and
- (d) Treasurer, who may be an Elder.

DEFINITION OF OFFICERS

- 5.02 The duties of the Chairman shall be as follows:

- (a) to call and preside at all meetings of the Board and the Membership;
- (b) to ensure the fairness, objectivity and completeness occurring at such meetings;
- (c) to prayerfully seek the guidance of Jesus Christ in all matters of the Church;

- (d) to ensure that all directives and Resolutions of the Board are carried into effect;
- (e) to act as President of the Corporation for purposes of the Act; and
- (f) to carry out such other duties as are directed from time to time by the Board.

5.03 In the event that the Chairman is not able to function in his position, then the Chairman shall be replaced by the Vice-Chairman who shall exercise all of the authority and comply with all of the obligations of the Chairman.

5.04 The duties of the Clerk shall be as follows:

- (a) to faithfully note and record all of the business of Membership Meetings;
- (b) to conduct correspondence on behalf of the Church arising out of such meetings;
- (c) to publish the time and place for all Membership Meetings with due notice in accordance with procedures set out in the Constitution;
- (d) to be the custodian of the seal of the Church, if such is available, which he shall deliver only when authorized by Resolution of the Board to do so and to such Person or Persons as may be named in the said Resolution;
- (e) to be the custodian of all papers and documents of the Church and keep all such records on the church premises;
- (f) to act as the corporate Secretary for purposes of the Act;
- (g) to carry out such other duties as directed from time to time by the Board or by the Membership; and
- (h) in his absence, the duties of the Clerk shall be performed by such other Member who is temporarily acceptable to the Board upon a Resolution of the Board.

5.05 The duties of the Treasurer shall be as follows:

- (a) to ensure that accounting systems and procedures are acceptable to the auditor and the CRA, or whichever government agency is responsible for overseeing charitable corporations
- (b) to be responsible for overseeing the disbursing of monies on behalf of the Church;
- (c) to ensure that an accurate cheque register is kept;
- (d) to issue and sign cheques and/or appoint others to do so, on behalf of the Church;

- (e) to ensure that payroll records are maintained and to provide for the remitting and reporting of taxes and contributions required by law;
- (f) to ensure accounts payable records are maintained;
- (g) to ensure that all accounts and authorized expenses are paid by cheque whenever practical and possible, or by whatever electronic method is currently available;
- (h) to oversee the investment of funds belonging to the Church as directed by the Board;
- (i) to be responsible for overseeing the collection of monies received by the Church;
- (j) to ensure that monies received by the Church are deposited into the proper bank accounts;
- (k) to ensure that an account of all monies received by the Church and full and accurate account of all assets, liabilities, receipts and disbursements of the Church is kept including the following:
 - (i) recording the Church income and receipts;
 - (ii) recording the Church fund disbursements;
 - (iii) preparation of monthly bank reconciliations; and
 - (iv) preparation of monthly financial statements.
- (l) to ensure that an accurate record of all contributions made to the general, building and other funds of the Church as exist from time to time is kept;
- (m) to ensure that no Elder receives any remuneration from the Church unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
- (n) to oversee the filing of financial reports to the government as and when required;
- (o) to carry out such other duties as directed from time to time by the Board or the Membership; and
- (p) in his temporary absence, the duties of the Treasurer shall be performed by such other Person who is acceptable to the Board upon a Resolution of the Board.

QUALIFICATIONS FOR CLERK AND TREASURER

5.06 A Person may be considered for appointment as Clerk or Treasurer if they are a Member in good standing and over the age of twenty-one (21).

- 5.07 Unless otherwise specified in this By-law, a Person may be considered for appointment as an Officer notwithstanding that such Person may also be a member of the Board.

ELECTION, APPOINTMENT AND TERM OF OFFICERS

- 5.08 All Officers, including the Chairman and Vice-Chairman shall be appointed by the Board.
- 5.09 With the exception of Chairman and Vice-Chairman, Sections 3.05 and 3.14 of this Bylaw apply with the necessary modifications to the term of Officers, their resignation, and the creation of vacancies. If any vacancies should occur, the Board by Resolution may by appointment, fill the vacancy during the remaining term.

ARTICLE 6 - PROTECTION AND INDEMNITY

PROTECTION AND INDEMNITY TO ELDERS, PASTOR AND OFFICERS

- 6.01 Except as otherwise provided in the Act, no Elder, Senior Pastor, other ministry staff or Officer shall be liable for the acts, receipts, neglects or defaults of any other Elder, Pastor, other ministry staff or Officer or employee of the Church, or for any loss, damage or expense occasioned 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 moneys of or belonging to the Church shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person including any Person with whom or by which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Elder, Pastor, other ministry staff or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through such Person's own willful neglect or default. The Elder, Pastor, other ministry staff and Officers 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 Board.
- 6.02 Every Elder, Pastor, other ministry staff, Officer, Member, or person (with "person" in this section to mean to include corporations, partnership, joint ventures, sole proprietorships, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Church, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

- (a) all costs, charges and expenses which such Elder, Pastor, other ministry staff, Officer, Member, or person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her 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 office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default;
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own negligence, neglect or default.

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

ARTICLE 7 - COMMITTEES (GENERAL PROVISIONS)

DEFINITION OF COMMITTEES

- 7.01 Committees as are deemed necessary by the Board of Elders, or by the Members with the approval of the Board of Elders, may be established from time to time.
- 7.02 The Board by Resolution may establish such Committees as it determines necessary from time to time.
- 7.03 The Members, with Board approval, are authorized to appoint such Committees as are deemed necessary from time to time and to empower such committees with such authority or directives as is deemed appropriate.

QUALIFICATION FOR MEMBERSHIP ON COMMITTEES

- 7.04 Any Member in good standing may be considered for appointment to a Committee provided, however, that a Member must be at least twenty-one (21) years old to be appointed to the Finance Committee.
- 7.05 Committee Members shall serve without remuneration, provided that a Committee member may be paid reasonable expenses incurred by him or her in the performance of his duties.

ARTICLE 8 - AFFILIATION

CHURCH AFFILIATION

- 8.01 The Church shall only enter into a legal affiliation with other associations and organizations as the Board may determine from time to time, and as subsequently approved by a vote of two-thirds (2/3) of the Members present in person at a meeting called for that purpose.
- 8.02 Subject to the above, the Church shall be affiliated with the Fellowship of Evangelical Baptist Churches in Canada.

ARTICLE 9- POLICY STATEMENTS

POLICY STATEMENTS FOR THE CHURCH

- 9.01 In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications of Biblical teachings, doctrinal considerations and Christian conduct, as well as matters of governance and administration, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Board and such statements upon adoption as set out below shall be deemed to be a part of the Constitution.
- 9.02 A Policy Statement may be proposed or amended by either the Pastor or the Board. Policies enacted by the Board shall be made known to the Membership when deemed necessary.

ARTICLE 10 - GENERAL PROVISIONS

CORPORATE SEAL

- 10.01 The Church may have a corporate seal and, if so, an impression thereof is stamped in the margin hereof, or if changed by Resolution of the Board from time to time, the impression of the new seal shall be stamped in the margin hereof and it shall be the seal of the Church.

EXECUTION OF DOCUMENTS AND CHEQUES

- 10.02 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by Resolution to appoint an Officer or Officers or other Person employed by the Church, on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation'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 Corporation. The seal of the Corporation when

required, and if available, may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.

- 10.03 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or Person or Persons, whether or not an Officer and in such manner as the Board may from time to time designate by Resolution.

FINANCIAL YEAR END

- 10.04 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be the 31st day of December of each year.

HEAD OFFICE

- 10.05 The head office of the Corporation shall be in the Village of Bloomfield, Prince Edward County, in the Province of Ontario.

BOOKS AND RECORDS

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

FINANCIAL STATEMENTS AND BUDGET

- 10.07 The Treasurer shall prepare each year prior to the annual Membership Meeting the following:
- (a) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time; and
 - (b) a budget for the upcoming year to include the budget and expenditures of at least the previous year.
- 10.08 The financial statements and the budget shall be forwarded to the Board for approval and made available to the Members for review at least one (1) week (including one Sunday) prior to the annual meeting.
- 10.09 The financial statements and the budget shall be presented at the annual Membership Meeting for approval by the Members.

AUDIT

- 10.10 The Members shall at each annual Membership Meeting appoint an Auditor if required by the Act or otherwise desired by the Members, or two (2) of its Members as financial reviewers to hold office until the next annual Membership Meeting to do the following:
- a) In the case of an Auditor, the auditor shall report to the Members on the fairness of the financial statements presented by the Treasurer at the annual meeting or
 - b) In the case of a Financial Reviewer:
 - b.i) Review 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 reviews to the Membership at the next annual Membership meeting;
 - b.ii) act as a liaison between the Church and any professional accountant retained by the Church and to ensure that the recommendations of such accountant are implemented; and
 - b.iii) to carry out such other duties as are directed from time to time by the Board or by the Membership.

RULES, POLICIES AND GUIDELINES

- 10.11 The Board may prescribe such rules, policies and guidelines not inconsistent with this By-Law or the Constitution relating to the management and operation of the Church as the Board deem expedient.

AMENDMENTS

- 10.12 Notwithstanding the Act, the Letters Patent may be amended by an eighty (80%) percent vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least seventy-five (75%) percent of the Members voting in person, or deemed to be present through the use of whatever electronic means are currently in use at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Membership Meeting shall be given in the Church Bulletin, and/or by the Official Website of the Church, or by mass email to all members, or other electronic means currently in use or verbally from the pulpit at least twenty-eight (28) days prior to the meeting, and 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.
- 10.13 The By-Laws may be repealed or amended by By-Law and enacted by a eighty (80%) percent vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least two-thirds of the Members voting in person, or by electronic means, or by proxy at a meeting duly called for the purpose of considering the said By-Law, provided that notice of such Membership Meeting shall be given in the Church Bulletin on two (2) consecutive Sundays prior to such Membership Meeting, with notice being of at least twenty-one (21) days in any event, and provided further that the notice shall state the proposed amendment and the purpose thereof.

ARTICLE 11 – REPEAL ON CONTINUATION

REPEAL

11.01 Subject to Section 11.02 and Section 11.03, all prior By-Laws, policies, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law heretofore enacted or made, are repealed. Any previously existing operating By-laws of the church are repealed upon the enactment of this General Operating By-law No. 1.

11.02 The provisions of Section 11.01 shall not extend to any By-Law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow and/or enter into affairs for the financial arrangements of the Corporation.

11.03 The repeal of prior By-Laws, policies, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, policy, resolution or other enactment.

ENACTED by the Elders as a By-Law of the Corporation this 2nd day of April, 2023.

Vice-Chair of Elders Board

Clerk

CONFIRMED by Members in accordance with the Ontario Not-for-Profit Corporations Act S.O. 2010, c.15, on the 2nd day of April, 2023.

Chair of Elders Board

Clerk