

# GENERAL OPERATING BY-LAW NO. 1

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

## WOODSIDE BIBLE FELLOWSHIP

(a Federal Corporation)

hereinafter referred to as the "Corporation" or the "Church".

**WHEREAS** the Corporation was incorporated by Letters Patent issued by Industry Canada on the 28th day of October, 1998;

**AND Woodside Bible Fellowship**, the Corporation, has filed Articles of Continuance pursuant to the provisions of the Canada Not-For-Profit Corporations Act, s.c 2009, c. 23 in order to continue its corporate existence pursuant to such statute;

**NOW THEREFORE BE IT ENACTED** that By-law No. 2 be repealed and the following By-law be enacted as the General Operating By-law No. 1 of **Woodside Bible Fellowship** (hereinafter referred to as the "Corporation").

### I - DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

#### 1. DEFINITIONS

1.01 In this By-Law and all other By-laws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:

- (a) "Act" means the *Canada Not-For-Profit Corporations Act, S.C. 2009, c.23* 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 Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Articles" means the Articles of Continuance continuing the Corporation incorporated under the Canada Corporations Act, R.S.C. 1970, c.C32 under the Act as amended or supplemental from time to time by Articles of Amendment, including the purpose and power clauses and any special provisions;
- (c) "Auditor" means a Public Accountant who meets the qualifications set out in Section 180 of the Act and who has been appointed by the Membership to audit the financial statements of the Church in accordance with the Act and this General Operating By-law;

- (d) "Board" or "Church Board" or "Board of Directors" or "Board of Elders" means the Board of Directors of the Corporation pursuant to the Act;
- (e) "By-law" or "By-laws" means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
- (f) "Church Constitution" or "Constitution" means the Articles (including the Objects), the General Operating By-law (including the Statement of Faith), all other By-laws and all Policy Statements adopted by the Church from time to time;
- (g) "Corporation" means the Church as defined herein;
- (h) "Discipline" means Church Discipline as provided for in Section 11 of this By-law;
- (i) "Elder" means a member of the Board of Elders and as such shall be a director pursuant to the provisions of the Act;
- (j) "Fiscal Year" means the fiscal year for the Church commencing on the first day of January and ending on the thirty-first day of December of each year;
- (k) "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;
- (l) "Individual" means both Members and such other persons who are in regular attendance at the Church as defined herein.
- (m) "Meeting of Members" or "Membership Meetings" means any annual or special Meeting of Members;
- (n) "Member" means a Member of the Church;
- (o) "Objects" means the charitable Objects of the Corporation as contained in the Letters Patent and continued unchanged in the Articles of Continuance;
- (p) "Officer" means an officer of the Church as set out in this By-law;
- (q) "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 and Christian conduct;
- (r) "Resolution" means a Resolution passed by either the Board of Elders, Deacons Committee, or Members by a 51% majority vote of those voting

who are present or are represented by proxy, unless the Act or this By-law otherwise requires; and

- (s) "Statement of Faith" means the Statement of Faith of the Church set out in the General Operating By-Law or as may otherwise be amended from time to time.

## **2. FUNDAMENTAL TERMS**

- 2.01 Purpose/Objects - This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Letters Patent of the Corporation, and continued unchanged in the Articles of Continuance, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **II - MEMBERSHIP**

### **3. GENERAL STATEMENT RE: MEMBERSHIP**

- 3.01 We believe that everyone who has received Jesus Christ as their Saviour and Lord becomes a member of the church universal. However, we also believe that a Christian needs to be identified with, and committed to, a particular group of believers that meet as a local church. We believe this to be the teaching of the New Testament. In order to have a local church which is to be a place of worship, ministry, encouragement and accountability, Woodside Bible Fellowship recognizes the need for church membership.

### **4. CLASSES OF MEMBERSHIP**

- 4.01 There shall be one (1) class of membership in the Church.

### **5. QUALIFICATION FOR MEMBERSHIP**

- 5.01 All individuals who have personally trusted Jesus Christ as their Saviour and Lord, and who are living a consistent Christian life, may become Members of the Church through the following procedure:
  - (a) have been in regular attendance at the services of the Church for at least six months;
  - (b) have completed the required membership classes of the Church. However, such requirement may be waived by the Elders if the individual seeking membership has read and understood the manual for new members and is transferring membership from another evangelical Christian Church;

- (c) have been interviewed by at least one (1) Elder;
- (d) have signed a written application for membership in which they declare their faith in Jesus Christ and make a commitment to be subject to the authority of the Church as expressed in the Constitution; and
- (e) have agreed in writing with the Statement of Faith set out in the By-Laws of the Church. When an applicant is not in full agreement with the Statement of Faith, the points of disagreement must be disclosed to the Elders, who shall consider such matters in determining whether or not to recommend the Individual for membership.

## **6. ADMISSION OF NEW MEMBERS**

- 6.01 Individuals who have complied with the provisions set out in Section 5.01 shall be considered for membership by the Board of Elders. The Board of Elders shall vote to determine if such Individual is to be admitted as a Member. If so admitted, such Individual shall be presented to the other Members of the Church as a new Member at the next convenient worship service of the Church.

## **7. ADMISSION OF EXISTING MEMBERS**

- 7.01 The Members of the Church shall continue as Members of the Church upon the continuance of the Church in accordance with the provisions of the Act. For the purposes of clarification, persons who are in regular attendance at the Church but who have not been accepted into membership in accordance with the provisions of Section 6.01 or who were not Members of the Church prior to its continuance under the Act are not Members and do not have any rights of Members pursuant to the Act or this By-law. Persons previously referred to as Adherents in accordance with any previous by-law of the Church are not Members.

## **8. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP**

- 8.01 Church membership carries with it the following privileges, rights and duties:
- (a) the privilege to partake of communion;
  - (b) the privilege and duty to participate in the programs and activities of the Church;
  - (c) the privilege and duty to serve in key leadership positions as the opportunity arises and as appointed in accordance with the Church Constitution;
  - (d) the privilege and duty to use spiritual gifts in the life of the body of the Church;

- (e) the duty to financially support the ministries of the Church;
- (f) the duty to respect and submit to the authority of the Church leadership;
- (g) the right to attend, and participate in meetings of Members;
- (h) the right for all Members (18 years of age or over) to vote either in person or by proxy at meetings of Members. Each Member shall have a single vote.

8.02 Church membership is non-transferable.

## **9. TERMINATION OF MEMBERSHIP**

9.01 A Member may withdraw at any time from Church Membership provided that the Individual is not under Discipline. Upon request by a Member, a letter of transfer will be addressed to the church to which the Member is transferring. When a person withdraws from membership, his name will be removed from the membership roll of the Church. If a Member is under discipline, then notwithstanding a request for withdrawal, such a person shall continue as a Member and be subject to the authority of the Church until the Discipline process is complete. When this process is complete, the Member is free to withdraw from membership.

9.02 In the event that a Member is habitually absent from the Church for a period of twelve (12) months without a reasonable cause, the Board of Elders may, in its discretion, terminate that person's membership. A written notice will be sent to such Member at the Member's last known address advising the Member that the Board has terminated such Individual's membership.

## **10. MEMBERSHIP RECORD**

10.01 A record of Members of the Church will be kept by such person as designated by the Board from time to time.

## **11. CHURCH DISCIPLINE**

11.01 Because the Church represents Christ to the world, it is imperative that we represent not only God's grace but also His holiness. For this reason the Lord has entrusted the local church with the authority and responsibility to discipline members for flagrant sin or serious doctrinal error. The objective of Church Discipline is restoration. The desire of the Church body is that the Individual confess his or her sin, repent of it and be restored to Church fellowship.

It is recognized that the concept of moral discipline is quite foreign to contemporary society. It is important that each Member or prospective Member be aware of the Church's practice in these matters. It is also recognized that at

certain times in church history, discipline has been exercised in an arbitrary manner. The Church will strive to exercise discipline in a fair and Biblical way.

In circumstances where, at the discretion of the Church Elders, Church Discipline is warranted, the procedure for Church Discipline shall be as set out in the Discipline Procedure Policy of the Church as is then in force and effect.

## **12. CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE**

12.01 An Individual shall be subject and submit to Discipline if the Board of Elders determines that any of the following circumstances have occurred:

- (a) an Individual has given evidence of unethical or immoral conduct, or behaviour that is inappropriate for a Christian. Without limiting the generality of the foregoing statement, immoral conduct includes, adultery, fornication, drunkenness and homosexual activity;
- (b) an Individual has propagated doctrines and teachings which are contrary to the Christian faith as set forth in the Statement of Faith of the Church;
- (c) an Individual has displayed an unwillingness to comply with, adhere to and submit to scriptural authority and the Constitution of the Church;
- (d) an Individual has wronged another Individual causing discord and dissension in the Church.

## **13. WAIVER**

13.01 Membership in the Church is given upon the strict condition that disciplinary proceedings against a Member shall not give a Member cause for legal action against the Church, any staff member, any Elder, any officer or other Member of the Church. Membership in the Church shall constitute conclusive evidence of a waiver by the Member, of all claims, causes or rights of action, demands against the Church, its employees, officers, Elders or any Member of the Church with respect to disciplinary proceedings and the results thereof and this provision shall be pleaded as a complete estoppel in event that such an action is commenced in violation hereof.

## **14. MEMBERS MEETINGS**

14.01 Annual Members Meetings. An Annual Meeting of the Members shall be held not later than six months from the fiscal year end, the time and place to be determined by the Board of Elders. Unless otherwise determined by the Board of Directors, the meetings shall be held at the registered office of the Church. The business to come before the meeting shall include, but not be limited to:

- (a) the review of the financial statements for the immediately preceding year, including the Auditor's report thereof;
- (b) the receipt of the reports of the Elders and Senior Pastor;
- (c) the election of such officers and Elders as may then be required;
- (d) the appointment of the Auditor; and
- (e) the transaction of such other business as deemed appropriate or necessary by the Board of Elders and/or Members.

14.02 Notice of Members Meeting. Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting and the Public Accountant/Auditor by one of the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- (c) notice is affixed to a notice board of the Church upon which announcements are regularly posted not later than 30 days before the date of the meeting; or
- (d) where the Church has more than 250 members, by publication at least once in a publication of the Church that is sent to all its Members, during a period of 21 to 60 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

14.03 Annual Financial Statements. Not later than twenty-one (21) days before the Annual Members Meeting, the Church shall send to the Members a copy of the comparative annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Church reproducing the information contained in the documents. Instead of sending documents, the Church may send a summary to each Member along with a notice informing the Members of the procedure for obtaining at the registered office of the Church a copy of the documents themselves free of charge. The Church is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

- 14.04 Quorum. A quorum for an Annual Meeting of Members shall consist of twenty (20%) percent of the Members, present in person.
- 14.05 Voting At Annual Meeting. When voting on issues requiring Members' approval, a simple majority vote of those present or who are represented by proxy shall determine the question unless otherwise provided for by the Act or elsewhere in the General Operating By-law. All meetings shall be chaired by the Chairman of the Board of Elders. In case of an equality of votes, the Chairman shall not be entitled to a second or casting ballot. Votes shall ordinarily be by show of hands, but may be taken by secret ballot if any Member present so requests.
- 14.06 Information Meetings. In addition to the Annual Meeting, not less than one information meeting for Members will be held each year. The purpose of an information meeting is to inform the Members of matters of general interest and hear concerns from Members. Notice of meeting shall be given in accordance with the provisions of Section 14.02 above.
- 14.07 The accidental omission to give notice or any irregularity in the notice or non-receipt of any notice by any Member shall not invalidate any decision made at such meeting provided no Member objects to the omission or irregularity. Objections must be in writing and submitted to the Chairman and be submitted prior to the approval of the minutes of the meeting in question.
- 14.08 Adjournment. Any Annual Members Meeting, information meeting or special meeting which has been adjourned can be continued provided notice of the time and place of the subsequent meeting is given prior to the adjournment.
- 14.09 Voting. Each Member present in person or represented by proxy shall be entitled to one (1) vote at all meetings of Members of the Church. An absentee Member shall not have the right to vote electronically or by any other method save and except by proxy in accordance with the provisions of Section 14.10.
- 14.10 Proxies. Every Member entitled to vote at meetings of Members may by means of a proxy appoint a person who need not be a Member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his attorney authorized in writing, and ceases to be valid following the meeting for which it was given or following any adjournment of such meeting. A proxy may be in such form as the Board of Elders from time to time prescribes or in such other form as the chairman of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting prior to the commencement of the meeting or at such earlier time and in such manner as the Board of Elders may prescribe. Every Notice of a meeting of Members shall contain a reminder that the Member shall have the right to the use of a proxy at such meeting. No person shall be entitled to exercise more than two (2) proxy votes for other Members at any meeting of Members.

- 14.11 Special Meetings of Members. The Board may at any time call a Special Meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A Special Meeting of Members may also be called by the request of at least five percent (5%) of the total number of Members who have the right to vote. If the Board does not call a meeting within twenty-one (21) days of receiving the request, any Member who signed the request for the meeting may call the meeting. Notice of such Special Meeting of Members shall be sent by the Chairperson within thirty (30) days of the receipt of such written request.
- 14.12 Notice of Special Meetings. Notice of such a meeting shall be given in the manner as set out in Section 14.02.
- 14.13 Quorum. A quorum for a special meeting shall consist of twenty (20%) percent of the Members present in person.
- 14.14 Voting At Special Meetings. A vote by seventy-five (75%) percent of those present or represented by proxy and voting in favour of a motion shall be required at a Special Meeting in order to pass the motion.
- 14.15 Special Business. In the event the Members are to consider any of the following matters at an annual or special meeting, the quorum, notice and voting provisions applicable to special meetings shall apply:
- (a) acquisition or sale of land or buildings owned by the Church;
  - (b) borrowing;
  - (c) incurring capital expenditures in excess of ten (10%) percent of the prior fiscal year's offerings;
  - (d) amendments to the Articles and By-laws; and
  - (e) calling of a Senior Pastor.
- Voting with respect to items (a) to (e) shall be by secret ballot unless those Members in attendance unanimously approve that a vote be taken by a show of hands.
- 14.16 Proposals. A Member entitled to vote at an Annual Meeting of Members may:
- (a) submit to the Church notice of any matter that the Member proposes to raise at the meeting (herein referred to as a "Proposal"); and
  - (b) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a Proposal.

The provisions of Section 163 of the Act shall apply to any Proposal.

### **III - BOARD OF ELDERS**

#### **15.00 RESPONSIBILITIES**

- 15.01 The spiritual health and vitality of the Church and its Members is the responsibility of a plurality of Elders. These men are responsible to the Lord as shepherds of the Church.
- 15.02 The Board of Elders are responsible for the spiritual direction of congregational life and all ministries of the Church are ultimately accountable to them in this regard. The primary concern of the Board of Elders is spiritual oversight and responsibility for the overall spiritual direction of the total ministry of the Church. They will be responsible to structure the Church's life to maximize the involvement of the congregation while maintaining accountability to the Elders. They are also responsible for the administrative affairs of the Church.

#### **16.00 NUMBER**

- 16.01 The Board of Elders shall consist of such number of Elders within the range of Directors set out in the Articles of the Corporation as determined by the ordinary resolution of the Members at the Annual Meeting of Members or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Elders, with such number being based on the availability of qualified men and the needs of the ministry of the Church. At least two of the Elders must not be officers of the Church.

#### **17. QUALIFICATIONS FOR BOARD OF ELDERS**

- 17.01 An Individual may be considered for election to the Board of Elders if he:
- (a) has the necessary spiritual qualifications, has a sense of divine calling to the ministry and possesses the confidence of the Members.
  - (b) is characterized by spiritual maturity as seen in his personal character, his ability in God's Word, his personal leadership and his ability to be an example to God's people.
  - (c) accepts without reservation the Statement of Faith.
  - (d) is an active Member of the Church;
  - (e) is at least twenty-one (21) years of age;

- (f) has been approved by the existing Elders in the manner as set out in Section 18.01;
- (g) is not an undischarged bankrupt;
- (h) recognizes that membership on the Board of Elders involves active participation in, and leadership of, ministries of the Church as they are needed; and
- (i) is not an employee of the Church nor is receiving remuneration either directly or indirectly from the Church nor is a spouse of such Individual receiving remuneration either directly or indirectly from the Church.

## **18. APPOINTMENT**

18.01 The Elders will be responsible to consider prayerfully men who have the Biblically stated qualifications to serve as Elders. By virtue of his position, the Senior Pastor shall be entitled to attend and fully participate at all meetings of the Board of Elders unless otherwise directed by the Elders but shall not have the right to vote. He shall not be a director pursuant to the provisions of the Act. Upon a review by the Elders of those persons recommended either by the Members or the Elders, the Elders shall prepare a slate of candidates. Such slate shall be presented to the Members at the Annual Meeting of Members. Persons who receive a vote of seventy-five (75%) percent of the Members present or represented by proxy at such meeting shall be appointed and/or affirmed as Elders.

## **19. ELECTION OF BOARD OF ELDERS**

19.01 The Board of Elders shall be elected by the Members at the Annual Meeting of Members from the slate of nominations presented by the Elders in the manner set out in Section 18.01.

## **20. QUORUM**

20.01 The quorum for a meeting of the Elders shall be two-thirds (2/3) of the total number of authorized Elders who must be present in person.

## **21. TERM OF OFFICE OF BOARD OF ELDERS**

21.01 An Individual elected as a member of the Board of Elders shall hold office for a term of one (1) year or until the next Annual Meeting of the Members if such meeting is not held within one (1) year, and the whole Board of Elders shall retire at each annual meeting.

21.02 There shall be no restriction on the number of consecutive terms for which an Elder can be re-elected.

21.03 An Elder may resign at any time for personal or private reasons provided there continues to remain a quorum. The Elders must continually evaluate themselves and one another to maintain effectiveness in their ministry.

## **22. OFFICE OF ELDER VACATED**

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

- (a) an Elder resigns his office as Elder by delivery of a written resignation to the Chairperson or Vice-Chairperson of the Board;
- (b) an Elder no longer fulfills all of the qualifications to be an Elder in Section 17.01 as determined in the sole discretion of the Board by a two-thirds (2/3) majority Resolution;
- (c) if an Elder is found by a court to be of unsound mind;
- (d) if an Elder becomes bankrupt;
- (e) if an Elder becomes prohibited from being an Elder by reason of any order made under the Act; or
- (f) upon the death of the Elder.

## **23. AUTHORITY OF BOARD OF ELDERS**

23.01 General Authority – In addition to their responsibilities as set out in Article 15, the Board of Elders shall be responsible for the overall management and administration of the Church and shall exercise such powers and do such other acts and things as the Church is by its Articles, the Act, or otherwise authorized to do.

23.02 Specific Authority - Without limiting the generality of the foregoing, the Board of Elders shall be authorized to carry out the following duties and responsibilities:

- (a) to exercise overall responsibility for the day to day administration and operations of the Church;
- (b) to oversee the budget of the Church;
- (c) to co-operate with the Pastors in implementing such ministries and programmes as are determined appropriate;
- (d) to oversee the Discipline of Members pursuant to the procedures set out in the General Operating By-law; and

- (e) to examine the relationship of the Pastor to the Church and if a change is deemed appropriate, to ensure that a Membership Meeting of the Church is called to discuss and, if determined appropriate, authorize such change.

23.03 No Remuneration of Elders - The members of the Board of Elders shall serve as such without remuneration and no member of the Board of Elders shall directly or indirectly receive any profit from his position as such, nor shall any member of the Board of Elders receive any direct or indirect remuneration from the Church, provided that the member of the Board of Elders may be paid for reasonable expenses incurred by him in the performance of his duties.

23.04 Conflict of Interest - No member of the Board of Elders shall place himself in a position where there is a conflict of interest between his duties as an Elder and his other interests. If an Elder has a conflict of interest, he shall declare his conflict of interest fully at a meeting of the Board of Elders and shall withdraw from any discussion or vote thereon.

## **24. VACANCIES ON THE BOARD OF ELDERS**

24.01 Vacancies on the Board of Elders may be filled for the remainder of the term of office either by the Members at a special meeting called for the purpose of filling such vacancy or by the remaining Elders if constituting a quorum. The Individual filling such vacancy must be qualified in accordance with the provisions of Section 17.01. If the vacancy is not so filled, it shall be filled at the next Annual Meeting of the Members.

## **25. BOARD OF ELDERS MEETINGS**

25.01 Regular Meetings. The Board of Elders may appoint a day or days for regular meetings at a place and hour to be named. A copy of any resolution of the Board of Elders fixing the place and time of regular meetings of the Board of Elders shall be sent to each director immediately after being passed with no other notice being required for any such regular meeting.

25.02 Calling of Meetings. Meetings of the Board of Elders shall be held from time to time at such place, time and day as the Chairman or any two Elders may determine. Notice of every meeting so called shall be given to each Elder by the Secretary at least fourteen (14) days before the time when the meeting is to be held. Notice shall be effectively given if published in the Church bulletin on two consecutive Sundays prior to the meeting. In the event of an emergency, notice by telephone of not less than forty-eight (48) hours shall be deemed effective notice. No notice of a meeting shall be necessary if all the Elders are present or if those absent have waived notice or otherwise consented to the meeting.

25.03 Votes to Govern. At all meetings of the Board of Elders, each Elder shall have one vote. Every question shall be decided by a majority of the votes cast on the

question. In case of an equality of votes the Chairman of the meeting shall not be entitled to cast a second or casting ballot.

25.04 Meetings by Telephone or Electronic Means. If a majority of the Elders consent, either at a Board meeting by Resolution or by consents signed individually by a majority of the Elders, a meeting of the Board of Elders may be held by telephone conference call or by other electronic means that permit each Elder to communicate adequately with each other, provided that:

- (a) the Board of Elders has passed a Resolution addressing the mechanics of holding such meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- (b) each Elder has equal access to the specific means of communication to be used.

## **26. REMOVAL OF ELDERS**

26.01 Any two (2) Elders may move for the removal of an Elder. Upon a majority vote of the Elders present at a meeting called to consider such removal, a recommendation to remove such Elder shall be presented to the Members at a meeting called for that purpose. The vote by the Elders shall be held by secret ballot. In determining such majority, the Elder whose eldership is being considered shall not vote or be counted. Upon a majority vote of the membership in favour of the removal of the Elder, the eldership shall be terminated.

26.02 Upon attaining the age of sixty-five (65), a Member shall not be considered eligible for nomination as an Elder in accordance with the provisions of Section 18.01 unless the Elders, in considering the experience and wisdom of the Member, be he an existing Elder or otherwise, deem it advisable to include such member's name in the slate of candidates for Elders.

## **IV - STAFF**

### **27. SENIOR PASTOR**

27.01 The Senior Pastor will serve in a pastoral-teaching ministry. He will be entitled to attend all meetings of the Board of Elders unless otherwise directed by the Board but shall not be entitled to vote. He shall provide leadership to all other staff. He will be evaluated annually. He must accept without reservation the Church's Statement of Faith.

27.02 If the Board of Elders comes to the unanimous decision that the ministry of the Senior Pastor is completed, he will be obligated to resign. If the Board of Elders are not unanimous in this decision, it shall call a special Members meeting to determine the Members' confidence in the Senior Pastor. A seventy-five (75%)

percent affirmative vote by the Members by secret ballot will be required for him to continue to serve as Senior Pastor.

27.03 The procedure for the removal of the Senior Pastor shall not preclude him from receiving such notice or equivalent monetary settlement as is legally appropriate in the circumstances, if any.

27.04 In the event of a vacancy in the position of Senior Pastor, the Elders will establish a search committee to recommend a candidate to the Elders and Board, who shall then present such candidate to the Members. He must be approved by seventy-five (75%) percent of the ballots cast at a meeting of the Members called for the purpose of considering the proposed candidate for Senior pastor.

## **28. ASSOCIATE STAFF**

28.01 Recruiting of associate staff will be through a search committee established by the Board of Elders with the Senior Pastor as chairman. Hiring and termination of employment of associate staff will be the decision of the Board based on the recommendations of the Senior Pastor and the Board of Elders.

28.02 The duties and responsibilities of associate staff are to be clearly outlined in a position description. They will report to the Board of Elders through the Senior Pastor. All staff members are to be reviewed annually by the Senior Pastor and a written report provided to the Board of Elders.

28.03 All staff must accept without reservation the Church's Statement of Faith.

## **FINANCIAL MATTERS**

### **29. AUDITOR**

29.01 The Members of the Church shall at the Annual Meeting of Members appoint an Auditor who shall not be a Member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person. The Auditor so appointed shall meet the qualifications of a public accountant pursuant to the provisions of section 180 of the Act and shall hold office as Auditor until the next Annual Meeting of Members of the Church.

29.02 The Auditor shall have all the rights and privileges and be subject to the provisions set out in the Act and shall perform the audit function as prescribed therein.

29.03 Notice of any Meeting of Members shall be given to the Auditor as required pursuant to the Act. The Auditor shall have the right to attend a Meeting of Members at the expense of the Church and be heard on matters relating to his duties.

**30. FISCAL YEAR**

30.01 The fiscal year end of the corporation will be December 31 in each year.

**31. ANNUAL BUDGET**

31.01 The annual budget will be prepared by the Board of Elders with the assistance of such committee it so directs. It will be submitted to the Members for their approval at the Annual Meeting of the Members.

**32. FINANCIAL STATEMENTS AND ANNUAL REPORT**

32.01 The Treasurer shall cause to be prepared prior to the Annual Meeting of Members each year, the following:

Audited comparative 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 while complying with the provisions of the Act and the regulations thereunder.

32.02 The audited financial statements shall be forwarded to the Board for approval at least two weeks prior to the date Notice of the Annual Meeting of Members is to be sent to the Members.

32.03 The comparative financial statements and the report of the Public Accountant herein called the "Auditor", together with any further information respecting the financial position of the Corporation and the results of its operation required by the Articles or By-laws shall be presented at the Annual Meeting of Members.

**VI - OFFICERS**

**33. APPOINTMENT OF OFFICERS**

33.01 The Board of Elders shall at its first meeting each year appoint as officers of the Church a Chairman, Vice-Chairman, Treasurer and Secretary.

**34. DUTIES OF OFFICERS**

34.01 Chairman. The Chairman shall call and preside over all meetings of the Board of Elders. He shall participate in the discussions of the Board and shall vote only in accordance with Section 25.03. He must be an Elder.

34.02 Vice-Chairman. The Vice-Chairman shall fill the position of the Chairman when he is not able to function in that position. The Vice-Chairman shall also be an Elder.

- 34.03 Treasurer. The Treasurer shall be responsible for the receipt and disbursement of all Church monies along with the financial accounting and record keeping in accordance with the direction of the Board of Elders. He shall attend meetings of the Board of Elders as required but need not be an Elder.
- 34.04 Secretary. The Secretary shall record all the business of Members meetings and conduct all correspondence arising from these meetings. He shall publish the time and location of all Members meetings and be custodian of the seal, the Church papers and documents of the Church. The Secretary need not be an Elder.

## **VII - PROTECTION AND INDEMNITY**

### **35. INDEMNITIES TO ELDERS**

- 35.01 Every Officer, Elder, Pastor and his heirs, executors, administrators, and assigns shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Church, from and against:
- (a) all costs, charges and expenses whatsoever which they or any of them sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them or any of them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any of them in or about the execution of their duties; and
  - (b) all other costs, charges and expenses which they or any of them sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own wilful neglect or default.

### **36. PROTECTION OF ELDERS AND OFFICERS**

- 36.01 No Officers, Elders, or Pastors of the Church shall be liable for the acts, receipts, neglects or defaults of any other Officer, Elder, Pastor 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 of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

## VIII - COMMITTEES

### 37. STANDING AND AD HOC COMMITTEES.

37.01 There may be such Standing and Ad Hoc Committees for such purposes as the Board may determine from time to time. All such committees shall be accountable to the Board of Elders.

### 38. NOMINATING COMMITTEE

38.01 The Nominating Committee shall:

- (a) consist of the Elders on the Board of Elders who are under the age of sixty-five (65) years; and
- (b) in accordance with the provisions of this By-law, solicit from the Members of the Church and prepare a slate of candidates for any vacancies and submit such slate to the Members at such Members meeting as directed in accordance with the terms of this By-law.

## IX - POLICY STATEMENTS

### 39. POLICY STATEMENTS FOR THE CHURCH

39.01 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, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Board of Elders and such statements, upon adoption, shall be deemed to be a part of the Constitution.

## X - GENERAL PROVISIONS

### 40. EXECUTION OF DOCUMENTS

40.01 Cheques, Drafts, Notes, Etc. 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 Chairman, Vice-Chairman, Secretary or Treasurer of the Church or such other officer or officers or person or persons and in the manner from time to time prescribed by the Board of Elders.

40.02 Execution of Documents. Documents requiring execution by the Corporation may be signed by any two of the Chairman, or Vice-Chairman, Secretary or Treasurer and all documents so signed are binding upon the Church. Prior to executing such document, appropriate Board authorization shall be obtained. The Board of Elders may from time to time appoint any officer or officers or any person or persons on behalf of the Church, either to sign documents generally or

to sign specific documents. The corporate seal of the Church shall, when required, be affixed to documents executed in accordance with the foregoing.

- 40.03 Books and Records. The 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 are regularly and properly kept.

#### **41. DEPOSIT OF SECURITIES**

- 41.01 The securities of the Church shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Elders. 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 Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **42. BY-LAWS AND AMENDMENTS. ETC.**

- 42.01 Enactment and Amendment of By-Laws. The By-laws of the Church not embodied in the Articles may be repealed or amended by by-law enacted by a majority of the Elders at a meeting of the Board of Elders and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said By-law.

### **XI - STATEMENT OF FAITH**

#### **43. STATEMENT OF FAITH OF THE CHURCH**

- 43.01 The Statement of Faith to which all Members of the Church shall subscribe is as follows:

WE BELIEVE:

- (a) In the Scriptures, Old and New Testament, as the inspired Word of God, which are entirely trustworthy, and without error in the original writings. They are the complete revelation of God's will for salvation of people and the divine and final authority for all Christian faith and life.
- (b) In one God, Almighty, Creator of all things, holy and eternally existing in three persons, Father, Son and Holy Spirit. He is gracious, merciful, compassionate, and steadfast in love. He is also the righteous Judge of all.

- (c) In the Lord Jesus Christ, true God and true Man, who was conceived of the Holy Spirit and born of the virgin Mary in His incarnation. He lived a sinless life, died on the cross as a perfect sacrifice for our sins, was buried and rose bodily from the dead. He ascended into heaven, was exalted by the Father and now intercedes as our High Priest and Advocate.
- (d) In the Holy Spirit, co-equal with the Father and the Son, who glorifies the Lord Jesus, convicts people of sin, regenerates the believing sinner, and indwells all Christians. He guides, instructs, empowers, and gives gifts to believers for godly living and for service in building up the body of Christ.
- (e) That mankind, who was created in the image and likeness of God, has sinned and is guilty before a holy God.
- (f) Salvation is provided through the death and resurrection of Christ and is the only ground for a sinner's justification and acceptance by God. All who receive the Lord Jesus by faith are redeemed by His blood and are born of the Holy Spirit. They become children of God and have eternal life.
- (g) In the personal return of the Lord Jesus to take all believers to be with him forever. His coming is to be expected at any time, and will be followed by the wrath of God upon unredeemed society.
- (h) That the true church is a living, spiritual Body of which Christ is the Head. It is composed of all those who are genuine believers.
- (i) In the two ordinances for the church:
  - (i) Baptism by immersion as an expression of a believer's identification with Christ in His death, burial and resurrection and a commitment to follow Him.
  - (ii) The Lord's Supper which is a remembrance of Christ.

PASSED by the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary

SANCTIONED by the members in accordance with the Act on the \_\_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Secretary