

# GENERAL OPERATING BY-LAW 1

## A By-Law relating generally to the transaction of the affairs of GRANDVIEW BAPTIST CHURCH (a Federal Corporation)

### TABLE OF CONTENTS

I	DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS .....	3
1	DEFINITIONS.....	3
2	FUNDAMENTAL TERMS AND INTERPRETATION .....	5
II	MEMBERSHIP.....	5
3	QUALIFICATION FOR MEMBERSHIP .....	5
4	ADMISSION TO MEMBERSHIP .....	5
5	PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP .....	6
6	SERVICE IN THE CHURCH .....	7
7	WITHDRAWAL AND REMOVAL .....	7
8	MEMBERSHIP RECORD .....	8
III	BOARD OF ELDERS .....	8
9	PROVISIONAL BOARD OF ELDERS.....	8
10	DEFINITION OF BOARD OF ELDERS.....	8
11	QUALIFICATION FOR BOARD OF ELDERS .....	8
12	ELECTION OF ELDERS.....	9
13	TERM OF ELDERS .....	9
14	ROTATING TERM OF ELDERS.....	9
15	AUTHORITY AND DUTIES OF THE BOARD OF ELDERS .....	10
16	RESIGNATION FROM BOARD OF ELDERS .....	12
17	VACANCY ON BOARD OF ELDERS.....	12
18	BOARD OF ELDERS MEETINGS .....	13
IV	DEACONS.....	14
19	QUALIFICATION OF DEACONS .....	14
20	ELECTION OF DEACONS .....	15
21	TERM OF OFFICE OF DEACONS.....	15
22	MAXIMUM TERM OF DEACONS.....	15
23	VACANCY OF A POSITION OF DEACON.....	15
24	MEETINGS OF DEACONS .....	16
25	MINUTES OF MEETINGS OF DEACONS .....	16
26	DUTIES OF DEACONS .....	16
V	PASTOR, MINISTRY STAFF AND STAFF .....	16
27	DEFINITION AND DUTIES OF THE PASTOR.....	16
28	DEFINITION AND DUTIES OF MINISTRY STAFF.....	17
29	THE CALLING OF PASTORAL & MINISTRY STAFF .....	18
30	RESIGNATION OF PASTORAL STAFF .....	19
31	REMOVAL OF PASTORAL STAFF .....	19
32	TERMS OF EMPLOYMENT OF STAFF MEMBERS.....	19
VI	OFFICERS.....	20

33	OFFICERS OF THE CHURCH .....	20
VII	PROTECTION AND INDEMNITY .....	22
34	PROTECTION AND INDEMNITY TO DEACONS, ELDERS, PASTOR AND OFFICERS .....	22
VIII	MEETINGS OF MEMBERS.....	23
35	MEMBERS MEETINGS.....	23
IX	DISCIPLINE.....	26
36	RESOLUTION OF DISPUTES.....	26
37	CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE .....	26
38	RESTORATION THROUGH DISCIPLINE .....	28
39	PROCEDURE FOR DISCIPLINE .....	28
40	WAIVER, MEDIATION AND ARBITRATION .....	31
X	COMMITTEES (GENERAL PROVISIONS).....	33
41	DEFINITION OF COMMITTEES.....	33
42	QUALIFICATION FOR MEMBERSHIP ON COMMITTEES.....	33
43	CHAIRPERSON OF COMMITTEES.....	33
44	MEETINGS OF COMMITTEES .....	33
45	PROCEDURE FOR MEETINGS OF COMMITTEES.....	33
46	REMOVAL OF MEMBERS FROM COMMITTEES.....	33
XI	NOMINATING COMMITTEE.....	34
47	DEFINITION AND DUTIES OF NOMINATING COMMITTEE .....	34
48	ELECTION AND TERM OF NOMINATING COMMITTEE .....	34
XII	FINANCE COMMITTEE .....	34
49	DEFINITION AND DUTIES OF THE FINANCE COMMITTEE.....	34
50	ELECTION AND TERM OF OFFICE ON THE FINANCE COMMITTEE..	35
XIII	STANDING COMMITTEES .....	35
51	CONSTITUTION AND SPECIFIC DUTIES OF STANDING COMMITTEES 35	
XIV	SPECIAL COMMITTEES .....	36
52	DEFINITION AND OPERATION OF SPECIAL COMMITTEES .....	36
XV	AFFILIATION.....	36
53	CHURCH AFFILIATION.....	36
XVI	POLICY STATEMENTS .....	36
54	POLICY STATEMENTS FOR THE CHURCH.....	36
XVII	ARTICLES OF FAITH.....	36
55	ARTICLES OF FAITH.....	36
XVIII	GENERAL PROVISIONS .....	38
56	CORPORATE SEAL.....	38
57	EXECUTION OF DOCUMENTS AND CHEQUES.....	38
58	FINANCIAL YEAR END.....	39
59	HEAD OFFICE.....	39
60	BOOKS AND RECORDS.....	39
61	FINANCIAL STATEMENTS AND BUDGET .....	39
62	AUDITOR.....	39
63	RULES, REGULATIONS AND GUIDELINES .....	40
64	AMENDMENTS .....	40

# I DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

## 1 DEFINITIONS

- (a) In this By-Law and all other By-laws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:
- (b) "Act" means the Canada Corporations Act R.S.C. 1970, c.C.32 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;
- (c) "Board" or "Board of Elders" means the Board of Elders of the Church, which shall be deemed to be the Board of Directors of the Corporation pursuant to the Act;
- (d) "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;
- (e) "Chairman" means Chairman of the Board, unless the context requires otherwise.
- (f) "Church" means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated the      day of      , 19      , and named GRANDVIEW BAPTIST CHURCH, through which its Members and adherents may fellowship together as a New Testament Church;
- (g) "Church Constitution" or "Constitution" means the Letters Patent (including the Objects and Statement of Faith), General Operating By-law and such other By-laws as may be adopted from time to time;
- (h) "Committee" means Committee of the Church as established in accordance with this General Operating By-law;
- (i) "Corporation" means the Church as defined herein;
- (j) "Deacon" means a Member of the Church elected to the position of Deacon pursuant to the General Operating By-law;
- (k) "Discipline" means seeking to reconcile Individuals to one another through repentance, forgiveness and restoring offenders to fellowship with God and the Church;
- (l) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities, all paper writing, sound recordings, videotapes, films, photographs, charts, graphs,

plans, surveys, books of account and information recorded or stored by means of any device;

- (m) "Elder" means a member of the Board of Elders;
- (n) "General Operating By-law" means this By-law and any other By-laws of the Church 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;
- (p) "Meeting of Members" or "Membership Meetings" means any annual or special Meeting of Members;
- (q) "Member" means a person who has been admitted into Membership in accordance with the Church Constitution;
- (r) "Members" or "Membership" means the collective Membership of the Church, unless the context requires otherwise;
- (s) "Objects" means the charitable Objects of the Corporation as contained in the Letters Patent;
- (t) "Officer" means an Officer of the Church as described in Section 33.1 of this General Operating By-law;
- (u) "Pastor" means the Senior Pastor of the Church as described herein, unless the context requires otherwise;
- (v) "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (w) "Policy Statements" means any Policy Statements adopted pursuant to the Church Constitution from time to time concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct;
- (x) "Resolution" means a Resolution passed by either the Board or Members by a majority vote, unless the Act or this By-law otherwise requires; and
- (y) "Statement of Faith" means the Articles of Faith of the Church set out herein.

## 2 FUNDAMENTAL TERMS AND INTERPRETATION

- 2.1 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, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.
- 2.2 Interpretation - In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
- 2.3 words importing the singular number include the plural and vice versa;
- 2.4 words importing the masculine gender include the feminine and neuter genders unless this Bylaw otherwise specifically provides; and
- 2.5 words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- 2.6 Headings - Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

## II MEMBERSHIP

### 3 QUALIFICATION FOR MEMBERSHIP

- 3.1 The first Directors of the Corporation shall be the initial Members of the Corporation. Thereafter, the Membership shall be comprised of those persons who have been admitted into Membership and continue as Members in accordance with the Church Constitution.
- 3.2 Any Person shall qualify to be a Member if he:
- (a) Professes faith in Jesus Christ as Saviour and Lord;
  - (b) Has been baptized as a believer;
  - (c) Has been recommended for Membership by at least two (2) Elders;
  - (d) Would not be under the discipline of the Church as set out in section 37.1, if he were a member; and
  - (e) Has completed the procedure for admission into Membership set out in section 4.1 to 4.4.

### 4 ADMISSION TO MEMBERSHIP

- 4.1 Any person eligible for Membership may initiate an Application for Membership by either a verbal or written request to the Pastor, or any Elder.
- 4.2 The applicant shall be required to sign a written application for Membership, a profession of faith in Jesus Christ as Saviour and Lord, a declaration of

acceptance of the basic doctrines of the Church as expressed in the Statement of Faith, and a commitment to adhere to and be subject to the authority of the Church as expressed in the Church Constitution and Policies.

- 4.3 The form of application and the procedures for assessing an application shall be as set out in the Rules for Admission to Membership, established in accordance with section 63.1.
- 4.4 Once the Board is satisfied that the applicant fulfils all the qualifications for Membership as set out in section 3.2 herein, and understands and commits to the fundamental tenets of the Christian faith, the Board may in its absolute discretion approve such Person as a Member.
- 4.5 After the Person is voted into Membership by the Board, then such Person shall immediately be deemed to have become a Member.

## 5 PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP

- 5.1 Membership carries the following duties, privileges and rights:
  - (a) the duty to minister to one another's spiritual needs as part of the Body of Christ;
  - (b) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
  - (c) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution and Policies;
  - (d) the duty and privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Board determines is appropriate from time to time;
  - (e) the privilege to attend all public meetings of the Church, subject to section 39.20;
  - (f) the duty and privilege to participate in the ordinance of the Lord's Supper subject to I Corinthians 11:27-29;
  - (g) the right to attend, speak and participate at all Meetings of Members subject to section 39.11-39.12; and
  - (h) the right to a single vote either in person or by proxy at all Meetings of Members (if aged 18 or over), unless the Member is under discipline pursuant to section 37.1 or inactive pursuant to section 7.4.

5.2 A Member may not transfer his membership to a third party.

## 6 SERVICE IN THE CHURCH

6.1 Service in the Church is normally restricted to Members. The Board shall establish and maintain Guidelines for Service in the Church, in accordance with section 63.1, which shall set out when service may be performed by a non-member.

## 7 WITHDRAWAL AND REMOVAL

7.1 Provided that a Member is not under Discipline of the Church as defined herein, a Member may withdraw at any time as a Member and upon request by a Member, such Member may be given a letter of reference addressed to the church to which the Member is relocating.

7.2 Every Person withdrawing as a Member must do so by notification to the Board together with an explanation of the reasons for the request for withdrawal.

7.3 Upon receipt of a request for withdrawal as a Member and upon the Board confirming that such Person is not under Discipline of the Church, such Person shall cease to be a Member and shall be deemed to have also resigned from all positions in the Church. If a Member is under the Discipline of the Church, then notwithstanding his or her request for withdrawal, such Person shall continue as a Member and be subject to the authority of the Church as set out in the Church Constitution until such time that the discipline process is complete, after which time such Member is free to withdraw as a Member.

7.4

(a) In the event that a Member is habitually absent from the Church for a period of 6 consecutive months without a reasonable explanation, the Board, in its sole discretion, may place that Person's Membership on the inactive roll, with the result that such Member shall not have the right to vote at Meetings of Members, provided that the Board has first sent written notice by registered and regular mail to such Person of its intention to place that Person's Membership on the inactive roll sixty (60) days thereafter.

(b) Any Member may request in writing that his name be placed on the inactive roll, which request may be granted by the Board in its absolute discretion.

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

7.6 In the event that a Member has been on the inactive roll for a period of six (6) months, then that Person's Membership may be terminated by a Resolution of Members present at a Meeting of Members, in which event the Clerk shall thereafter send, or cause to be sent, written notice by registered and regular mail to such inactive Member at his or her last known address to advise such Person of

the termination of Membership. The Member's Membership shall be deemed to have ceased on the date of such Members' Resolution.

## 8 MEMBERSHIP RECORD

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

# III BOARD OF ELDERS

## 9 PROVISIONAL BOARD OF ELDERS

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

## 10 DEFINITION OF BOARD OF ELDERS

- 10.1 The spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Board of Elders consisting of no fewer than six (6) and no more than eighteen (18). 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. The Board in its absolute discretion may increase or decrease the number of Elders from time to time, provided that the Elders by resolution, authorize the appropriate number within the minimum and maximum range and the Members, by Special Resolution, approve the number by at least two-thirds of the Members in attendance at a meeting called specifically to consider such a change.

## 11 QUALIFICATION FOR BOARD OF ELDERS

- 11.1 A Male Member in good standing may be considered for election to the Board if he:
- (a) is over the age of twenty-one (21);
  - (b) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
  - (c) has an active involvement within the Church;
  - (d) fulfils the spiritual qualifications of an Elder listed in I Timothy 3:2-7, Titus 1:5-10; and 1 Peter 5:1-5;
  - (e) agrees to submit to the authority of the Church Constitution and current Church Policies;
  - (f) recognizes that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;
  - (g) recognizes that membership on the Board is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed;
  - (h) he and his spouse, father, mother, child, brother or sister, or spouse of such Person, is not an employee, agent or individual that is receiving remuneration either directly or indirectly from the Church; and

- (i) is not an undischarged bankrupt.

## 12 ELECTION OF ELDERS

- 12.1 The Board shall be elected by a Resolution of the Membership, at the special election Meeting of Members from nominations made in accordance with section 12.3 - 12.5.
- 12.2 Election of the Board shall be by secret ballot. Each Member present at the special election Meeting of Members, or voting by proxy, may vote for a number of candidates up to the number of positions being filled at the time of the election.
- 12.3 The positions will be filled by the nominees receiving the most number of votes, to the point of filling the number of positions to be elected. To be elected a nominee must receive a number of votes equalling at least 50% of the ballots cast. If positions remain vacant after the first ballot, the Members present at the special election Meeting of Members shall determine by majority vote if subsequent ballots will be taken.
- 12.4 The Board shall nominate Members for the positions on the Board that will become vacant each year. Nominees for election to the position of Elder shall be nominated by the Board in consultation with the Pastor by a seventy-five percent (75%) vote of the Board. These nominations shall be posted and provided to the Nominating Committee at least four weeks prior to the special election Meeting of Members.
- 12.5 Any Member may nominate a qualified Member for the election to the Board. Such a nomination must be seconded by another Member. The nominee must agree to stand for election. Such a nomination must be provided to the Nominating Committee at least three weeks prior to the special election Meeting of Members.

## 13 TERM OF ELDERS

- 13.1 An Elder shall hold office for a term of two(2) years.
- 13.2 No Elder shall be elected for more than three (3) terms unless the Membership votes to permit the Elder to be elected for one additional consecutive two (2) year term or part thereof, if applicable, where the Membership believes that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of office for such Elder shall be granted.
- 13.3 Upon the completion of the maximum term, as set out above, a minimum of a one year absence is required before eligibility for re-election as an Elder is restored.

## 14 ROTATING TERM OF ELDERS

- 14.1 The Elders shall be elected and shall retire in rotation every two (2) years. At the first Meeting of Members, one half of the Board shall be elected to hold office until the end of the second full fiscal year after that date, and one half to hold office until the end of the first full fiscal year after that date and at each special election Meeting of Members thereafter, Elders shall be elected to fill the

positions of those Elders whose term of office has expired and each Elder so elected shall hold office until the end of the second full fiscal year after his election.

## 15 AUTHORITY AND DUTIES OF THE BOARD OF ELDERS

- 15.1 General Authority - The Board shall be responsible for the overall affairs of the Church, spiritual, administrative and temporal, and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by its Letters Patent, the Act, or otherwise authorized to do.
- 15.2 Specific Authority - Without limiting the generality of the foregoing, the Board shall be authorized to carry out the following duties and responsibilities:
- (a) with the assistance of the Pastor and other Ministry Staff, under the authority of Jesus Christ, to oversee the ministry of the Church and serve the spiritual and pastoral needs of the Church;
  - (b) to respect the leadership position of the Pastor and to assist in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
  - (c) to oversee the ordinances of the Lord's Supper and Baptism;
  - (d) to arrange for pulpit supply during the absence of the Pastor;
  - (e) to formulate and recommend Policy Statements, in accordance with section 54.1, to the Membership in conjunction with the Pastor and to implement those Policy Statements approved by the Membership;
  - (f) together with the Pastor, to oversee the Discipline of Members, as necessary, in accordance with the procedures set out in the General Operating By-law;
  - (g) to exercise overall responsibility over the day to day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget referred to in sections 61.1 - 61.5;
  - (h) to ensure that all employees of the Church, including Ministry Staff, are accountable to the Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and agree to be subject to the authority of the Church pursuant to the Church Constitution and the current Church Policies;
  - (i) to examine the relationship of the Pastor or Other Ministry Staff to the Church and if a change is deemed appropriate to ensure that a Membership Meeting is called to discuss and authorize an appropriate change;
  - (j) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Church;

- (k) 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;
- (l) to appoint from time to time a Member to the position of Envelope Steward, who shall be responsible for maintaining records of giving through church envelopes and shall be empowered to sign receipts for income tax purposes;
- (m) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church as may be approved by the Membership on the recommendations of the Board; and
- (n) to carry out such other duties and responsibilities as the Members may direct from time to time.

- 15.3 Remuneration of Employees - The Board shall fix the remuneration of all employees and agents by Resolution, in consultation with the Finance Committee, provided that such remuneration does not exceed the last approved budget of the church. Otherwise such Resolution shall require the approval of the Membership before coming into force and effect.
- 15.4 Board Report - The Board shall through the Chairman report to the Membership at the annual Membership Meeting. At the said Meeting, the Chairman, or other Elder, shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board. In addition, the Board shall either post or distribute a brief written report as soon as possible after each monthly meeting of the Board.
- 15.5 No Remuneration of Elders - The Board shall serve without remuneration and no Elder shall directly or indirectly receive any profit from his position, nor shall any Elder receive any direct or indirect remuneration from the Church, provided that the Elder may be paid for reasonable expenses incurred by him in the performance of his duties
- 15.6 Conflict of Interest - No Elder shall place himself in a position where there is a conflict of interest between his duties as a 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 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 and if such proposed contract, transaction or arrangement is approved by the Board, such Elder or Elders shall immediately resign from membership on the Board.

## 16 RESIGNATION FROM BOARD OF ELDERS

- 16.1 If his personal circumstances make it difficult for any 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.
- 16.2 If for any reason an Elder chooses to resign, then he 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 Meetings of Members. Such letter of resignation shall set out the reasons for the departure of the Elder.

## 17 VACANCY ON BOARD OF ELDERS

- 17.1 The position of an Elder shall be automatically vacated if any of the following situations occur:

- (a) he resigns his position as Elder by delivery of the written resignation to the Chairman;
  - (b) he no longer fulfils all the qualifications of an Elder set out in section 11.1;
  - (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 two-thirds majority vote of the Members present in person or represented by proxy at a Meeting of Members called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, is unfit to hold the office of Elder for any other reason, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution and Policies;
  - (f) he becomes bankrupt;
  - (g) he dies.
- 17.2 An Elder may be removed from his position, after consultation with the Pastor, at any time where the Elder no longer fulfils all of the qualifications of an Elder as set out in section 11.1 or has been otherwise disciplined under the Church Constitution, upon a two-thirds (2/3) majority vote of the Board (excluding the Elder in question), subject to ratification by a two-thirds (2/3) majority Resolution of the Members present in person or represented by proxy at a Meeting of Members called for that purpose.
- 17.3 If any vacancies should occur for any reason, provided there remains a quorum of Elders, the Board, by a majority vote, may fill the vacancy until the next special election Meeting of Members, at which time nominees will be presented for election to the Board to fill the vacancy for the balance of the unexpired term caused by such vacancy. Such nominations and election shall follow the same process as the normal election of the Board, as set out in sections 12.1 - 12.5. Upon the filling of such vacancy, the Board shall notify the Membership.

## 18 BOARD OF ELDERS MEETINGS

- 18.1 Regular Meetings - Regular meetings of the Board shall be held at such time and place as shall be determined by the Chairman but not less than nine (9) times a year. The dates for the Regular Meetings shall be published in a schedule by the Chairman and distributed to all Elders as soon as possible after each annual Meeting of Members.
- 18.2 Special Meetings - Special meetings of the Board may be called by the Chairman upon written notice or upon written 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.
- 18.3 Notice of Meeting - All regular and special meetings of the Board shall be held on fourteen (14) days notice either addressed and mailed or delivered to each Elder or published in the Church Bulletin on two consecutive Sunday mornings prior to

such meeting or at the call of the Chairman upon 24 hours telephone notice in the event of an emergency.

- 18.4 Waiver of Notice - An Elder may waive notice of a meeting of the Board and attendance of any Elder at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 18.5 Omission of Notice - The accidental omission to give notice of any meeting of the Board to, or the non-receipt of any notice by, any Elder shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Elder objects to such omission or irregularity.
- 18.6 Quorum - A quorum for a meeting of the Board shall be a majority of the members of the Board.
- 18.7 Voting Rights - With the exception of the Chairman, who shall vote only in the event of an equality of votes, all members of the Board shall have one vote.
- 18.8 Minutes - The Board shall keep written minutes of each meeting. 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.
- 18.9 Written Resolutions - A Resolution in writing, signed by all of the members of the Board 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.

## **IV DEACONS**

### **19 QUALIFICATION OF DEACONS**

- 19.1 Any Member in good standing may be considered for election as a Deacon if he or she:
  - (a) is actively involved within the Church;
  - (b) fulfils the spiritual qualifications of a Deacon as set out in I Timothy 3:8-15;
  - (c) agrees to submit to the Church Constitution and to all current Church's Policies;
  - (d) recognizes that election as a Deacon is a commitment to humble service, not a position of honour or status, nor a reward for past service; and
  - (e) recognizes that an election as a Deacon is not only an administrative role but shall involve active participation in and leadership of the spiritual ministries of the Church as they are needed.

## 20 ELECTION OF DEACONS

- 20.1 Deacons shall be elected by a Resolution of the Members, at the special election Meeting of Members to be held prior to the beginning of each fiscal year, from the nominations presented by the Nominating Committee or such other nominations as may be made in accordance with section 47.2.

## 21 TERM OF OFFICE OF DEACONS

- 21.1 A Deacon shall hold office for a term of two (2) years.

## 22 MAXIMUM TERM OF DEACONS

- 22.1 No Deacon shall be elected for more than three (3) full two (2) year terms unless the Membership votes to permit a Deacon to be elected for one additional consecutive two (2) year term or part thereof, if applicable, where the Membership believes that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of office for such Deacon shall be granted.
- 22.2 Upon the completion of the maximum term, as set out above, a minimum of a one year absence is required before eligibility for re-election as a Deacon is restored.

## 23 VACANCY OF A POSITION OF DEACON

- 23.1 The position of a Deacon shall be automatically vacated if the Deacon:
- (a) resigns his or her position as a Deacon by delivery of a written resignation to the Chairman;
  - (b) no longer fulfils the qualifications of a Deacon set out in section 19.1;
  - (c) is found to be mentally incompetent or of unsound mind;
  - (d) ceases to be a Member;
  - (e) in the opinion of a two-thirds (2/3) majority vote of the Board and confirmed by Resolution passed by a two-thirds (2/3) majority of the Members present in person or represented by proxy at a Meeting of Members called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, is unfit to hold office as a Deacon for any reason, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution and Policies; or
  - (f) dies.

23.2 If any vacancies should occur for any reason as set out in section 23.1 hereof or for any other reason, the Board, by a majority vote, may by appointment, fill the vacancy until the next special election Meeting of Members, at which time the Nominating Committee shall nominate a Person for election as a Deacon to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Board shall notify the Membership.

## 24 MEETINGS OF DEACONS

24.1 The Deacons as a group shall meet as frequently and in such manner as they and the Board agree is necessary.

## 25 MINUTES OF MEETINGS OF DEACONS

25.1 The Deacons shall keep minutes of their meetings and shall provide a copy thereof to the Chairman as soon as possible after each meeting.

## 26 DUTIES OF DEACONS

26.1 The duties and responsibilities of the Deacons are as follows:

- (a) To chair a committee to which he or she has been elected by the Membership, unless the Members, at a Membership Meeting, by Resolution authorize another Member to chair such committee, in which case, the Deacon shall sit as a member of that committee, provided however, that the Board may from time to time determine that one or more Deacons may be elected without a committee;
- (b) To ensure that the duties and ministries of the particular committee are carried out in a manner consistent with the Constitution and Policies of the Church;
- (c) To assist the Board in designing and implementing Church ministries and in formulating and implementing Church policies;
- (d) To ensure effective co-operation and integration with the decisions and activities of other committees of the Church;
- (e) To assist the Board in preparation and service of the Church ordinances;
- (f) To carry out such other duties as the Board and/or Membership directs from time to time; and
- (g) To be accountable to the Board.

# **V PASTOR, MINISTRY STAFF AND STAFF**

## 27 DEFINITION AND DUTIES OF THE PASTOR

27.1 The Pastor shall be a spiritual overseer and shall meet the qualifications for an Elder as set out in section 11.1(a)-(g). The duties and rights of the Pastor shall be as follows:

- (a) the duty to provide spiritual leadership to the Church and to work in conjunction with the Board in implementing such spiritual leadership;

- (b) the duty 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) the duty to exercise general supervisory authority over all staff members of the Church, provided that the hiring or removal of staff members, including Ministry Staff, shall require the approval of the Board and/or the Members in accordance with the General Operating By-law as the case may be;
- (d) the duty 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) the duty to uphold and be subject to the Church Constitution and the current Church Policies;
- (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;
- (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 Pastor shall not for the purposes of this by-law be considered an Elder nor have a vote at such meetings and shall not be present when the Board is discussing his position, salary or benefits; and
- (h) such other duties as are from time to time set out in a written job description in consultation with the Board and the Pastor.

## 28 DEFINITION AND DUTIES OF MINISTRY STAFF

- 28.1 If the Pastor and any existing Ministry Staff together with the Board by Resolution determine it is necessary, subject to ratification by Resolution of the Membership, additional Ministry Staff may be called by the Church for the purpose of undertaking such ministries as the Pastor and the Board determine are necessary for the Church. The duties of such Ministry Staff shall be as follows:
- (a) the duty to fulfil the ministry description established for his position by the Pastor and the Board;
  - (b) the duty to provide spiritual leadership and to work in conjunction with the Board in implementing such spiritual leadership;
  - (c) the duty to work in conjunction with the Board, the Pastor and/or appointed committees in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
  - (d) the duty to fulfil the spiritual qualifications for a Deacon as set out in paragraph 19.1 herein, provided that if such Ministry position, in the opinion of the Pastor and the Board, includes eldership functions such person shall meet the qualifications for an Elder as set out in section 11.1(a)-(g) herein, and to ensure that his lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to biblical principles;

- (e) the duty to be subject to the Church Constitution and the current Church Policies; and
- (f) the duty to be subject to the authority and direction of the Pastor.

## 29 THE CALLING OF PASTORAL & MINISTRY STAFF

- 29.1 Establishment of Pastoral Search Committee - Whenever a vacancy occurs in the position of Pastor, a Pastoral Search Committee shall be established. In the case of all other vacancies, or additional Ministry Staff positions, the Board may in its discretion, establish a Search Committee and the procedure for that Committee shall follow the procedure set out in sections 29.2 - 29.6 hereof, except to the extent that such procedure is modified by the Board.
- 29.2 Composition of Pastoral Search Committee - The Pastoral Search Committee shall consist of Four (4) Members in good standing. One (1) shall be appointed by the Board and the remaining three (3) shall be elected by the Members at a special meeting of the Members called for that purpose.
- 29.3 Duties of Pastoral Search Committee -
  - (a) Having first taken into consideration what is in the best interest of the Church as a whole, to search for and interview prospective candidates for the office, and to recommend a candidate to the congregation.
  - (b) When searching for Ministry Staff the Search Committee shall work closely with the Senior Pastor to ensure compatibility and harmony within the pastoral staff.
  - (c) To present to the congregation a detailed report on the background and qualifications of the recommended candidate.
  - (d) To officially communicate the call, and negotiate with the approved candidate on behalf of the church.
- 29.4 Term and Removal - The Pastoral Search Committee shall remain in effect until such time that the Board determines that its useful purpose has ended. Any member of the Pastoral Search Committee may be removed from such committee by a two-thirds (2/3) vote of the Members present at a meeting called for that purpose.
- 29.5 Recommendation - As much as possible, the Pastoral Search Committee shall make its recommendation to the Board on an unanimous basis, but where that is not possible, a recommendation to the Board may proceed where at least seventy-five (75 %) percent of the members of the Pastoral Search Committee support the recommendation. When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall be presented to the Board for its approval.
- 29.6 When the Board receives a recommendation from the Pastoral Search Committee, or is presented with a candidate for a Ministry Staff position where a Search Committee has not been established, a seventy-five percent (75%) majority vote of the members of the Board present at such meeting shall be required to place a recommendation before the Membership. Such recommendation shall be placed

before the Membership at a special meeting called for that purpose and for voting upon such recommendation.

- 29.7 Vote on Recommendation - Only one name for the position of Pastor or Other Ministry Staff may be presented to the Membership at any one time for consideration. Upon approval of seventy-five percent (75%) of Members present in person or represented by proxy at the special meeting called for that purpose, a formal call may then be extended to the prospective Pastor or Other Ministry Staff. In the event that the recommended name does not receive the approval of seventy-five percent (75%) of the Members present or represented by proxy at the said special meeting, or in the event that the prospective Pastor or Other Ministry Staff does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Pastor or Other Ministry Staff, as the case may be, is found.

### 30 RESIGNATION OF PASTORAL STAFF

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

### 31 REMOVAL OF PASTORAL STAFF

- 31.1 A Pastor or other Ministry Staff may be removed from his position with the Church for any reason upon a two-thirds (2/3) majority vote of the Members present in person or represented by proxy at a special meeting called for the purpose of authorizing the removal of the Pastor or other Ministry Staff.
- 31.2 Nothing contained in the said procedure shall preclude the Pastor or other Ministry Staff from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Pastor or other Ministry Staff 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 a Person or Persons mutually acceptable to the Church and the Pastor or other Ministry Staff to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- 31.3 The removal of the Pastor or other Ministry Staff from the Church shall be deemed to constitute his removal as an ex-officio member on all committees as applicable and as a Member unless otherwise agreed by the Board.

### 32 TERMS OF EMPLOYMENT OF STAFF MEMBERS

- 32.1 All employees shall:
- (a) be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof; and

- (b) review and sign an engagement agreement with the Church that provides that the employee recognizes and agrees that employment or permanent contract work with the Church requires that the lifestyle of such employee must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board is unbecoming of a Christian or contrary to biblical principles, and as such, the employee will be subject to the authority of the Church as expressed in the Church Constitution and all Church policies, including provisions dealing with Discipline, in the same manner as if such person is a Member.

## **VI OFFICERS**

### **33 OFFICERS OF THE CHURCH**

33.1 The Officers of the Church shall be:

- (a) Chairman;
- (b) Vice-Chairman;
- (c) Clerk; and
- (d) Treasurer.

33.2 The Chairman shall be an Elder. The Chairman shall be appointed by the Elders from amongst themselves at the first Elder's meeting of each fiscal year. The duties of Chairman shall be those set out as follows:

- (a) to call all meetings of the Board and the membership;
- (b) to preside at all such meetings as the Chairman;
- (c) to ensure the fairness, objectivity and completeness occurring at such meetings;
- (d) to seek prayerfully the guidance of God in all matters of the Church;
- (e) to vote only when a deciding vote is necessary at any meeting of the Board;
- (f) to ensure that all directives and Resolutions of the Board are carried into effect; and
- (g) to carry out such other duties as are directed from time to time by the Membership or by the Board.

- 33.3 The Vice-Chairman shall be an Elder. The Vice-Chairman shall be appointed by the Elders from amongst themselves at the first Elder's meeting of each fiscal year. In the event that the Chairman is not able to fulfil his duties, then the Vice-Chairman shall exercise all of the authority and comply with all of the obligations of the Chairman.
- 33.4 The Clerk and the Treasurer shall be elected by a Resolution of the Members at the special election Meeting of the Members, to be held prior to the beginning of each fiscal year, from the nominations presented by the Nominating Committee.
- 33.5 The Clerk is the secretary of the Corporation, shall satisfy the qualifications for Deacon as set out in section 19.1, and shall:
- (a) ensure the recording of all of the business of Members Meetings;
  - (b) ensure that all correspondence on behalf of the Church arising out of such meetings is completed;
  - (c) attend meetings of the Board upon request of the Board;
  - (d) be the custodian of the seal of the Church 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) be the custodian of all papers and documents of the Church;
  - (f) call all meetings of the Membership in accordance with procedures set out in the Constitution, including publication of the time and place with due notice;
  - (g) keep a record of Members, both active and inactive;
  - (h) carry out such other duties from time to time as deemed necessary by the Board or by the Members; and
  - (i) file such reports as governments may require from time to time.
- 33.6 In his absence, the duties of the Clerk shall be performed by an Elder or Deacon designated by the Board.
- 33.7 The Treasurer shall satisfy the qualifications for Deacon as set out in section 19.1, and shall:
- (a) be responsible for the disbursing of monies on behalf of the Church;
  - (b) ensure an accurate cheque register is kept;
  - (c) sign cheques on behalf of the Church;
  - (d) ensure payroll records are maintained and provide for the withholding, remitting and reporting of taxes and contributions as required by law;
  - (e) ensure accounts payable records are maintained;
  - (f) ensure that all accounts and authorized expenses are paid by cheque whenever practical and possible;
  - (g) invest funds belonging to the Church as directed by the Board;
  - (h) be responsible for the collection of monies received by the Church;
  - (i) ensure that monies received by the Church are deposited into the proper bank accounts;

- (j) ensure that proper accounts are kept of all monies received by the Church and that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of the Church including the following:
    - (i) recording the Church income and receipts;
    - (ii) recording the Church fund disbursements;
    - (iii) preparation of monthly bank reconciliations; and
    - (iv) preparation of monthly financial statements.
  - (k) ensure that accurate and confidential records are kept of all contributions made through envelopes to the general, building and other funds of the Church as exist from time to time;
  - (l) ensure that accurate income tax receipts are issued to donors;
  - (m) 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) attend meetings of the Board upon request of the Board;
  - (o) not be an Elder;
  - (p) carry out such other duties as directed from time to time by the Board or the Membership; and
  - (q) file such financial reports as governments may require from time to time.
- 33.8 In his absence, the duties of the Treasurer shall be performed by such other Member designated by the Board.

## **VII PROTECTION AND INDEMNITY**

- 34 PROTECTION AND INDEMNITY TO DEACONS, ELDERS, PASTOR AND OFFICERS**
- 34.1 Protection of Deacons, Elders, Officers, and Others - Except as otherwise provided in the Act, no Elder, Deacon, Pastor, Ministry Staff, Officer or Employee of the Church shall be liable for the acts, receipts, neglects or defaults of any other Elder, Deacon, Pastor, Ministry Staff, Officer or Employee of the Church or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the 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 tortious act of any Person including any Person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Elder, Deacon, Pastor, Ministry Staff, Officer or Employee's respective office or trust or in relation thereto unless the same shall happen by or through such Person's wilful neglect or default. No Elder, Deacon, Pastor, Ministry Staff, or Officer of the Church shall 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.

- 34.2 Indemnity to Deacons, Elders, Officers, and Others - Every Elder, Deacon, Pastor, Ministry Staff, Officer, Member, or Person (with "Person" in this section 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, Deacon, Pastor, 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 wilful neglect or default;
  - (b) all other costs, charges and expenses which he 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.
- 34.3 The Church may 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.

## **VIII MEETINGS OF MEMBERS**

### **35 MEMBERS MEETINGS**

- 35.1 Annual Meeting - There shall be an annual Meeting of Members at such time and place determined by the Board to be no later than three months following each fiscal year end. The purpose of the annual Meeting will be to do the following:
- (a) hear necessary reports from the Officers, Committee Chairs, the Pastor and other Ministry Staff, and the Board;
  - (b) review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon;
  - (c) appoint the Auditors for the upcoming year; and
  - (d) transact any other necessary business.
- 35.2 Special Election Meeting - A special election Meeting of Members shall be held at such time and place as determined by the Board, prior to the beginning of each fiscal year, to do the following:
- (a) elect Elders as required for the next fiscal year;
  - (b) elect the Clerk and Treasurer as required for the next fiscal year;
  - (c) elect Deacons as required for the next fiscal year;

- (d) elect Members to Committees as required for the next fiscal year;
  - (e) elect three members of the Nominating Committee from the Membership;
  - (f) approve the proposed budget for the upcoming fiscal year; and
  - (g) transact any other business.
- 35.3 Other Special Meetings - At the request of a majority of the Board, or upon the request of at least seven (7) Members, other special meetings of the Members shall be called and convened by the Chairman within thirty (30) days of the request.
- 35.4 Notice of Meeting - Notice of all Membership Meetings (annual, special and other) shall be given to Members at least two weeks in advance of the Membership Meeting. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken. Notice of each Meeting of Members must remind the Member that the Member has the right to vote by proxy.
- 35.5 Waiver of Notice - A Member may waive notice of a Meeting of Members and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 35.6 Omission of Notice - The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the auditor or the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity.
- 35.7 Quorum - A quorum for an annual, special election, or other special Meetings of Members shall be constituted by the presence of twenty-five percent (25%) of the total Membership of voting age (save and except inactive Members and Members under discipline whose right to vote has been terminated) immediately prior to the time of the meeting in question. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 35.4 with regard to notice shall apply to such adjournment.
- 35.8 Chairman - The Chairman (or in his absence the Vice-chairman, or in his absence a designate appointed by the Board by Resolution) shall act as Chairman of Membership Meetings and shall only be entitled to vote in the event of an equality of votes (in which event the Chairman, or acting Chairman as the case may be, shall have the casting vote), or in the event of a secret ballot.
- 35.9 Majority Vote - At all annual and special Meetings of Members, every question shall be determined by Resolution, being a majority of votes of Members present

or represented by proxy, unless otherwise provided for by the Act or elsewhere in the General Operating By-law.

- 35.10 Voting Procedure - Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chairman of the Meeting shall have the casting vote. At any Meeting unless a secret ballot is provided, a declaration by the Chairman 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 Chairman or upon request of any Member and shall be taken in such manner as the Chairman 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.
- 35.11 Voting Rights and Proxies - Votes at Meetings of Members may be given either personally or by proxy, provided that the proxy appointed is a Member and represents no more than one other Member at such meeting. At every meeting at which a Member is entitled to vote, every Member and/or Person present and appointed by proxy to represent one Member shall have one vote for each Member present or represented by proxy. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A proxy may be in the following form or some similar form:

"The undersigned Member of GRANDVIEW BAPTIST CHURCH hereby appoints \_\_\_\_\_, or failing the Person appointed above, \_\_\_\_\_ as the proxy of the undersigned to attend and act at the Meeting of the Members of the said Church to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof. DATED the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_ Signature of Member"

The Board may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and to determine particulars of such proxies being cabled, telegraphed or sent by facsimile or in writing before the Meeting or adjourned Meeting to the Church. The Chairman may, subject to any rules made as aforesaid, in the Chairman's discretion, accept telegraphic or cable or facsimile or written communication as to the authority of any Person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been lodged with the Church, and any votes given in accordance with such telegraphic or cable or facsimile or written communication accepted by the Chairman shall be valid and shall be counted.

- 35.12 Procedural Code - The rules of procedure for Members Meetings, Board meetings and all Committee meetings shall follow Roberts Rules of Order, by the most current edition, except where varied by the General Operating By-law.
- 35.13 Adjournment - The Chairman 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.

## **IX DISCIPLINE**

### **36 RESOLUTION OF DISPUTES**

- 36.1 Disputes amongst Members should, as much as possible, be resolved in accordance with principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 and 1 Corinthians 6:1-8. 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 as an "Individual"):
- (a) an Individual who believes that he has been wronged by another Individual for whatever reason should confront such Individual with an explanation of the wrong which is alleged to have occurred;
  - (b) if the Individual so confronted does not listen to the Individual who has confronted him or her, or if the matter is not resolved, then the Individual who is alleged to have been wronged should confront 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 may refer the matter to the Board, pursuant to the procedure for Discipline set out in section 39.1 to 39.19 herein.

### **37 CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE**

- 37.1 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) an Individual has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
  - (b) an Individual's conduct evidences an unwillingness to either comply with, adhere to or submit to the authority and procedures in the Church Constitution and the current Church Policies;
  - (c) an Individual has propagated doctrines and practices contrary to those set forth in the Statement of Faith or which differ from the Church's traditional understanding of Biblical teaching to a degree which is divisive; or

- (d) an Individual has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, that is not repented of, nor has been resolved through the mechanism for dispute resolution set out in section 36.1 hereof.

## 38 RESTORATION THROUGH DISCIPLINE

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

## 39 PROCEDURE FOR DISCIPLINE

- 39.1 No allegation giving rise to disciplinary action against a Member (defined hereafter as an "Individual") pursuant to section 37.1 hereof shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Board setting out the nature of the allegation and an explanation of the basis upon which it is made.
- 39.2 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.
- 39.3 If the Board determines on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred for a hearing as set out in section 39.4, 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 position within the Church until the completion of the Discipline process.
- 39.4 The Board shall convene a hearing to consider the allegation. The Individual shall be given at least fourteen (14) days written notice by registered and regular mail at his last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), 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 the hearing to listen to the details of the allegation made and to respond thereto.
- 39.5 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 Chairman 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.
- 39.6 The hearing shall not be open to the public nor to the Members. The Individual shall be entitled to be accompanied at the hearing by two Members who may act as observers during the hearing but who shall not be entitled to participate thereat.
- 39.7 Both the Individual and the Board may call any witnesses or evidence that is relevant to the allegation being made. No party to the hearing shall be

- represented by legal counsel. However, either the Individual or the Board may require that the Church, at the expense of the Church, retain a lawyer or other person with experience in the law of evidence to act as an adjudicator to determine the admissibility of evidence before the hearing.
- 39.8 There shall be an equal allocation of time for the presentation of evidence by both the Board and the Individual. The Board may designate a time limitation on the hearing, provided that such limitation is applied equally to the presentation of evidence by both the Board and the Individual and provided further that notice of such limitation of time is first given to the Individual at least three hours before the hearing is required to end.
- 39.9 All evidence presented before the hearing shall be kept confidential, except such summary facts that the Board determines need to be given to the Membership at a subsequent Meeting of Members.
- 39.10 At the end of the hearing, the Board shall convene in private to deliberate on the evidence presented. A two-thirds majority vote by the Elders 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 in good standing.
- 39.11 In the event that the Board determines that the allegation is true, then subject to section 39.12 hereof, the Board shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by a two-thirds majority vote of the Elders then present. 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.
- 39.12 If the disciplinary action determined by the Board involves termination of Membership, the loss of any rights of Membership, removal from an elected position within the Church, or any other similar disciplinary measure that is determined in the sole opinion of the Board by a two-thirds majority vote of the Board then present to be a serious action (referred to as "a serious disciplinary action"), such serious disciplinary action shall not be implemented until such time that it has first been referred to and approved by the Membership pursuant to the procedure set out in section 39.15 through 39.18 hereof.
- 39.13 Termination of Membership as a serious disciplinary action shall be deemed appropriate only where no other alternative is available.
- 39.14 In the event of a non-serious disciplinary action, the Board may implement such disciplinary action that it deems appropriate by a two-thirds majority vote of Elders then present 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 section 39.15 to 39.18 hereof.
- 39.15 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 at least fourteen (14) days written notification by registered and regular mail to the Individual at his last known address (which period or 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.
- 39.16 The Individual shall be entitled to attend the Membership Meeting to hear the discussions thereat and to speak on his 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 chaired by the Chairman and shall be for the sole purpose of determining the appropriateness of the recommendation of the form of Discipline from the Board or for substituting another form of Discipline as the Members shall determine in their sole discretion. Any decision by the Membership with regards to 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 of Discipline and the appropriateness of such recommendations shall be considered.
- 39.17 The Chairman shall endeavour to advise the Individual verbally of the decision of the Membership Meeting forthwith after a vote by the Members is made. In addition, the Church promptly shall 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.
- 39.18 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, then the Individual automatically shall cease to be a Member upon the date that the decision by the Members is made.
- 39.19 No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text at a Members Meeting and only after careful and sober consideration has first been made by the Board to avoid, as much as possible, undue or unnecessary embarrassment to the Individual or other undue or unnecessary prejudicial consequences to either the Individual or to the Church as a whole.
- 39.20 An Individual who has been disciplined or whose Membership has been terminated shall not be barred from public worship unless his presence is

disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Board and such Individual is deemed to agree that he 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.

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

39.22 In the event that the Individual in question is under the age of 18 when an allegation is made, then the discipline procedure described in this section shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Individual who shall be entitled to attend and speak on behalf of such Individual at any hearing provided for herein.

#### 40 WAIVER, MEDIATION AND ARBITRATION

40.1 Notwithstanding anything else contained herein, Membership is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution shall not give a Member cause for any legal action against either the Church, the Pastor, any Ministry or other Staff, Deacon, Elder, Officer, Member, and the acceptance of Membership 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, any Staff, Deacon, Elder, Officer, or Member in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel in the event that such action is commenced in violation hereof.

40.2 In the event that a Member is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution, involving the Member and the Church, if the Member does not violate or circumvent the waiver contained in Section 40.1 or attempt to do so, then that Member may seek to have his concerns resolved through a process of Christian dispute resolution as follows:

- (a) The matter shall first be submitted to a panel of mediators, who are pastors or members of the governing boards of churches which are members of The Fellowship of Evangelical Baptist Churches in Canada, whereby the Member appoints one mediator, the Church appoints one mediator and the two mediators so appointed jointly appoint a third mediator.
- (b) The number of mediators may be reduced from three to one or two upon the agreement of both the Church and the Member.
- (c) The mediators so appointed shall then meet with the Board and the Member in an attempt to mediate a resolution.

- (d) If the matter is not resolved through mediation, then the mediators shall arbitrate and decide all issues in accordance with the provisions of the Arbitrations Act of Ontario and the award of the mediators in their role as arbitrators shall be final and binding upon the parties and the judgement once given may be entered by any Court having jurisdiction.
- (e) All costs of the mediators appointed in accordance with this section shall be borne equally by the Member and the Church.

## **X COMMITTEES (GENERAL PROVISIONS)**

### **41 DEFINITION OF COMMITTEES**

- 41.1 The Church shall establish, at the Special Election Meeting of Members, a Nominating Committee and a Finance Committee in accordance with the provisions of this General Operating Bylaw.
- 41.2 The Board by Resolution may establish such Standing Committees as it determines necessary from time to time.
- 41.3 Either the Board or the Members are authorized to appoint such Special Committees as are deemed necessary from time to time and to empower such committees with such authority or directives as is deemed appropriate.

### **42 QUALIFICATION FOR MEMBERSHIP ON COMMITTEES**

- 42.1 Any Member in good standing may be considered for appointment to a Committee, provided however that a Member must be at least 21 years old to be appointed to the Finance Committee.
- 42.2 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 or her duties.

### **43 CHAIRPERSON OF COMMITTEES**

- 43.1 The Chairperson of the Finance Committee shall be the Deacon elected by the Membership to serve on such Committee, except as otherwise provided in section 26.1(a).
- 43.2 The Chairperson of the Nominating Committee shall be appointed from among the membership of the Nominating Committee at the first meeting of the Nominating Committee for the balance of that person's term of office on the Nominating Committee.
- 43.3 The Chairperson of each Standing Committee shall be the Deacon elected by the Membership to serve on such Committee, except as otherwise provided in section 26.1(a).

### **44 MEETINGS OF COMMITTEES**

- 44.1 Committees shall meet at such times as are determined by the Chairperson of the Committee.

### **45 PROCEDURE FOR MEETINGS OF COMMITTEES**

- 45.1 The procedure to be adopted during the meetings of a Committee shall be the same as those set out herein for the Board with modifications as necessary.

### **46 REMOVAL OF MEMBERS FROM COMMITTEES**

- 46.1 Any Committee member may be removed for any reason by a majority vote of the Members present in person or represented by proxy at a Members meeting called for that purpose. If any vacancies should occur for any reason, the Board, by a majority vote, may fill the vacancy until the next special election Meeting of

Members, at which time nominees will be presented for election to the Committee to fill the vacancy for the balance of the unexpired term caused by such vacancy.

## **XI NOMINATING COMMITTEE**

### **47 DEFINITION AND DUTIES OF NOMINATING COMMITTEE**

- 47.1 The Nominating Committee shall prepare and submit nominations for elections at the next special election Meeting of Members. The slate of nominations shall include nominations for the Board, Deacons, Officers and Committee members, provided however, that the nominations for the Board shall include, but not be limited to, such names as are submitted by the then current Board.
- 47.2 The Nominating Committee shall obtain the consent of all nominees before presenting their names to the Church. Unless otherwise provided in this General Operating Bylaw, the Nominating Committee shall post a list of its nominees at least two Sundays prior to the special election Meeting of Members. Additional nominations may be made in writing and signed by two Members whose names are on the active Member's roll of the Church and have the consent of the nominee and have provided such nomination to the Nominating Committee not later than the Sunday immediately before the special election Meeting of Members.

### **48 ELECTION AND TERM OF NOMINATING COMMITTEE**

- 48.1 The Nominating Committee shall comprise four (4) members. The Board shall appoint one (1) Elder to the Committee. The remaining three (3) members of the Nominating Committee shall be elected at the Special Election Meeting of Members.
- 48.2 At the Special Election Meeting of Members, the Membership shall vote to elect the remaining members of the Nominating Committee and in the event that the slate of nominees exceeds three (3), an election shall be by secret ballot. Each Member present at the Meeting, or voting by proxy, may vote for a number of candidates up to the number of positions being filled at the time of the election. The positions will be filled by the nominees receiving the most number of votes, to the point of filling the number of positions to be elected.
- 48.3 Members of the Nominating Committee shall serve until replaced by newly elected and/or appointed members at the next Special Election Meeting of Members.
- 48.4 No elected member of the Nominating Committee shall serve more than two consecutive terms and thereafter shall not be entitled to serve in such capacity until the expiration of one additional term of the Nominating Committee.

## **XII FINANCE COMMITTEE**

### **49 DEFINITION AND DUTIES OF THE FINANCE COMMITTEE**

- 49.1 The Church shall establish a Finance Committee consisting of not less than four (4) Members and to include the Treasurer, the Treasurer of the Building

Committee, if any, and not less than two members elected by the Members. Subject to the provision hereinafter set out, the Finance Committee is responsible for overseeing the financial operations of the Church and the preparation of the financial statements and annual budget for consideration by the Board and approval by the Membership, and any such forms or documents as required by governments. All decisions, actions and recommendations by the Finance Committee shall be subject to review and approval by the Board.

#### **50 ELECTION AND TERM OF OFFICE ON THE FINANCE COMMITTEE**

- 50.1 The members of the Finance Committee elected by the Membership at the special election Meeting of Members, held prior to the beginning of the new church year, shall serve for a term of two (2) years.
- 50.2 No Finance Committee member shall be a member thereof for more than three (3) consecutive terms unless the Membership votes to permit the Finance Committee member to be a member thereof for one additional consecutive term where the Membership believes that extraordinary circumstances warrant such extension of the maximum term, provided that no further extension of the consecutive term shall be granted.
- 50.3 Upon the completion of the maximum terms on the Finance Committee, a minimum of a one year absence is required before eligibility to membership on the Finance Committee is restored.

### **XIII STANDING COMMITTEES**

#### **51 CONSTITUTION AND SPECIFIC DUTIES OF STANDING COMMITTEES**

- 51.1 The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the Board from time to time.
- 51.2 The specific duties of each Standing Committee shall:
  - (a) be determined by such Standing Committee in writing and approved by the Board;
  - (b) include the keeping of minutes of each meeting;
  - (c) include the preparation of an annual budget for presentation to the Finance Committee and subsequent approval by the Board and by the Membership;
  - (d) be task oriented; and
  - (e) require that a report be made to the annual meeting of Members through the Board.

## **XIV SPECIAL COMMITTEES**

### **52 DEFINITION AND OPERATION OF SPECIAL COMMITTEES**

- 52.1 Special Committee members shall be appointed by the Board subject to ratification by the Membership at a Membership Meeting to be held as soon as possible thereafter, with the appointment to become effective upon ratification by the Members.
- 52.2 The term of office and the duties of Special Committees as well as the appointment of a Chairperson of such Special Committee shall be determined by the Board unless specifically directed otherwise by the Members.
- 52.3 All Special Committees shall report to the Members through the Board.

## **XV AFFILIATION**

### **53 CHURCH AFFILIATION**

- 53.1 The Church shall be affiliated with such associations and organizations as the Members may determine from time to time by a vote of two-thirds of the Members present in person or represented by proxy at a meeting called for that purpose.
- 53.2 Subject to the above, the Church shall be affiliated with The Fellowship of Evangelical Baptist Churches in Canada.

## **XVI POLICY STATEMENTS**

### **54 POLICY STATEMENTS FOR THE CHURCH**

- 54.1 In consideration of the ongoing need for the Church to provide guidelines and directions to it's 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.
- 54.2 A Policy Statement may be proposed or amended by either the Pastor or the Board, but shall not become operative until first approved by a 75% vote of the Board and ratified by a two-thirds (2/3) vote of the Members present in person or represented by proxy at a meeting duly called for that purpose.

## **XVII ARTICLES OF FAITH**

### **55 ARTICLES OF FAITH**

- 55.1 Articles of Faith - The Articles of Faith that Members are required to subscribe to is as follows:
  - (a) **THE BIBLE**  
We believe the Bible to be the complete Word of God; that the sixty-six books, as originally written, comprising the Old and New Testaments, were verbally inspired by the Spirit of God and were entirely free from error. We further believe that the Bible is the final authority in all matters of faith and practice and the true basis of Christian union.

- (b) **GOD**  
We believe in one God, Creator of all, holy, sovereign, eternal, existing in three equal Persons, the Father, the Son, and the Holy Spirit.
- (c) **CHRIST**  
We believe in the absolute and essential deity of Jesus Christ, in His eternal existence with the Father in Pre-incarnate glory, His full and genuine human nature through His virgin birth, sinless life, substitutionary death, bodily resurrection, triumphant ascension, mediatorial ministry and future personal return.
- (d) **THE HOLY SPIRIT**  
We believe in the absolute and essential deity and personality of the Holy Spirit who convicts of sin, of righteousness, and of judgment; who indwells, regenerates, sanctifies, illuminates and empowers all those who believe in Jesus Christ.
- (e) **SATAN**  
We believe that Satan exists as an evil personality, the originator of sin, the arch-enemy of God and man.
- (f) **MAN**  
We believe that man was divinely created in the image of God; that he sinned, becoming guilty before God, resulting in total depravity, thereby incurring physical and spiritual death.
- (g) **SALVATION**  
We believe that salvation is by the sovereign, electing grace of God; that the voluntary death of Christ was a substitute for us whereby He paid the full penalty before God which our sins deserved, and thus made it possible for God to be favourable to us, that God declares a person to be righteous in His sight on the basis of faith alone in the all-sufficient sacrifice and resurrection of the Lord Jesus Christ, and that those whom God has effectually called shall be divinely preserved and finally perfected in the image of the Lord.
- (h) **FUTURE THINGS**  
We believe in the personal, bodily and glorious return of the Lord Jesus Christ, in the bodily resurrection of the just and unjust, in the eternal blessedness of the redeemed, and in the judgment and conscious, eternal punishment of the wicked.
- (i) **THE CHURCH**  
We believe in the universal church which is composed of all who are united to Jesus Christ by faith. We believe that the local church is a manifestation of the universal church, a company of believers called to be the distinct people of God in the world, who are voluntarily associated for the ministry of the Word, the mutual edification of its members, the evangelization of the world, and the observance of the ordinances of Christ. The servant-leaders of the local church are elders (who teach and govern) and deacons (who lead in practical ministries).

- (j) **ORDINANCES**  
We believe that there are two ordinances instituted by Christ for the church as visible signs of the gospel: Baptism, which is the immersion of a believer in water as a confession of personal commitment to Jesus Christ and a sign of union with Him in His death, burial and resurrection, and the Lord's Supper, which is the memorial wherein believers partake of the two elements, bread and wine, which symbolize the Lord's body and shed blood, proclaiming His death until He returns.
- (k) **THE CHURCH AND STATE**  
We believe in the entire separation of the church and state.
- (l) **RELIGIOUS LIBERTY**  
We believe in religious liberty; that all persons have the right to practice and propagate their beliefs.
- (m) **THE LORD'S DAY**  
We believe that the first day of the week is the Lord's Day, and that, in a special sense, it is the divinely appointed day for worship and spiritual exercise.
- (n) **CIVIL GOVERNMENT**  
We believe that civil government is of divine appointment for the interest and good order of society; that civil authorities are to be prayed for, conscientiously honoured and obeyed, except only in the things opposed to the revealed will of our Lord Jesus Christ, Who is the only Lord of the conscience and Ruler of the kings of the earth.

## **XVIII GENERAL PROVISIONS**

### **56 CORPORATE SEAL**

- 56.1 The seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Board of Directors from time to time, shall be the seal of the Church.

### **57 EXECUTION OF DOCUMENTS AND CHEQUES**

- 57.1 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two 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(s), Elder(s) or Deacon(s) on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board 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 may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.
- 57.2 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 of the Church and in such manner as the Board may from time to time designate by Resolution.

## **58 FINANCIAL YEAR END**

58.1 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be June 30th of each year.

## **59 HEAD OFFICE**

59.1 The head office of the Corporation shall be in the City of Kitchener, in the Regional Municipality of Waterloo and Province of Ontario.

## **60 BOOKS AND RECORDS**

60.1 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 or law are regularly and properly kept.

## **61 FINANCIAL STATEMENTS AND BUDGET**

61.1 The Finance Committee shall prepare each year 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 prepared in consultation with the Chair of each standing and special committee, and to include the budget and expenditures of at least the previous year.

61.2 The financial statements shall be forwarded to the Board for approval at least two weeks prior to the annual meeting and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the annual meeting.

61.3 The financial statements shall be presented at the annual Meeting of Members for approval by the Members.

61.4 The budget shall be forwarded to the Board for approval at least two weeks prior to the special election Meeting of Members and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the special election Meeting of Members.

61.5 The budget shall be presented at the special election Meeting of Members for approval by the Members.

## **62 AUDITOR**

62.1 The Members shall at each annual Meeting of Members appoint one or two of its Members as Auditors (save and except a Deacon, an Elder, an Officer or an employee of the Church) to hold office until the next annual Meeting of Members to do the following:

- (a) report to the Members on the fairness of the financial statements presented by the Finance Committee at the annual meeting;

- (b) audit the financial statements, accounts, general fund of the Church and other general funds which may be in existence from time to time and to submit the results of such audits to the Membership at the next annual Meeting of Members;
- (c) 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
- (d) to carry out such other duties as are directed from time to time by the Board or by the Membership.

### 63 RULES, REGULATIONS AND GUIDELINES

- 63.1 The Board may prescribe such rules, regulations 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, provided that such rules and regulations shall have force and effect only until the next annual Meeting of the Members when they shall be confirmed, and failing such confirmation, shall cease to have any force and effect.

### 64 AMENDMENTS

- 64.1 Notwithstanding the Act, the Letters Patent of the Church may be amended by a ninety percent (90%) vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least eighty-five percent (85%) of the Members voting in person or represented by proxy at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given on four consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.
- 64.2 Subject to section 64.3 the By-laws of the Church not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a seventy-five percent (75%) vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members voting in person or represented by proxy at a meeting duly called for the purpose of considering the said By-law, provided that notice of such Members Meeting shall be given on two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof, and provided further that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Ministry of Industry and Science Canada has been obtained.
- 64.3 Amendment to the Statement of Faith contained in this By-law shall require a ninety percent (90%) vote of the Board voting at a meeting called for that purpose and must be sanctioned by an affirmative vote of at least eighty-five percent (85%) of the Members voting in person or represented by proxy at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given on four consecutive Sundays prior

to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.