

BY-LAW 2023
OF
CHURCH ON THE QUEENSWAY
BEING THE
GENERAL BY-LAW OF THE
CHURCH ON THE QUEENSWAY
as of November 5, 2023

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ARTICLE I: INTERPRETATION

- A. In this By-Law and in all By-Laws of the Church, the singular shall include the plural and the plural the singular; the word “Person” shall include firms and corporations, and the masculine shall include the feminine.
- B. All references to gender shall not be restricted but be taken to include both male and female.
- C. Unless otherwise stated, all scripture references are from the New International Version.
- D. “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- E. “**Church**” means the Congregation of the Church on the Queensway.
- F. “**Church Elders**” or “**Elders**” has the meaning set out in Article V, Section 7.
- G. “**Deacon Board of Directors**” means the Board of Directors of the Church.
- H. “**Director**” means a member of the Deacon Board of Directors.
- I. “**Member**” has the meaning set out in Article VI.
- J. “**Pastor**” means Senior Pastor of the Church.
- K. “**Special Resolution**” means a resolution of the Members passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- L. “**Statement of Fundamental and Essential Truths**” has the meaning set out in Article III, Section 3.
- M. “**Volunteer in Ministry**” has the meaning set out in Article X, Section 1.

ARTICLE II: NAME, HEAD OFFICE, SEAL AND FINANCIAL YEAR

SECTION 1 NAME

The name of this Congregation shall be CHURCH ON THE QUEENSWAY (a non-profit Christian charitable corporation) and in this By-Law it shall be referred to as the Church.

SECTION 2 HEAD OFFICE

The head office of the Church and its place of business shall be located in the City of Toronto, in the Province of Ontario, and at such place therein as the Deacon Board of Directors of the Church may from time to time decide.

SECTION 3 SEAL

The seal, an impression whereof is stamped on the margin hereof, shall be the seal of the Church.

SECTION 4 FINANCIAL YEAR

The financial year of the Church shall terminate on the last day of July in each year.

ARTICLE III: PENTECOSTAL MINISTRY

SECTION 1 RECOGNITION

The church recognizes its autonomy in the conduct of our affairs and shall be Biblically Pentecostal in doctrine and ministry.

SECTION 2 FELLOWSHIP

We recognize that Christ is the head of the Christian church, and that all believers, whatever their denominational affiliation, are members of His body, the church. To the greatest degree possible, we encourage fellowship to all born again Christians, welcoming them to the regular meetings and to the communion table, so long as their presence tends to unify, and they do not seek to promote their doctrines or practices contrary to those of the Church.

SECTION 3 STATEMENT OF FUNDAMENTAL AND ESSENTIAL TRUTHS

Our Statement of Fundamental and Essential Truths is as set out in part below:

WE BELIEVE the BIBLE to be the divinely inbreathed, infallible, inerrant and authoritative Word of God.

WE BELIEVE that there is one God, eternally existent in three persons: God the Father, God the Son, and God the Holy Spirit.

WE BELIEVE in the virgin birth of the Lord Jesus Christ, His deity, His sinless humanity and perfect life, the eternal all-sufficiency of His atoning death, His bodily resurrection, His ascension to the Father's right hand, and His personal coming again in His second advent.

WE BELIEVE that justification is a judicial act of God on the believer's behalf solely on the merits of Christ and His precious blood, and that regeneration by the power of the Holy Spirit is absolutely essential for personal salvation.

WE BELIEVE in holy living, the present day reality of the baptism in the Holy Spirit. The initial evidence of this baptism is speaking with other tongues according to Acts 2:4 and is given to believers who ask for it.

WE BELIEVE that the redemptive work of Christ on the cross provides supernatural healing of the human body in answer to believing prayer.

WE BELIEVE in Christ's Lordship of the Church, the observance of the ordinances of Christian water baptism by immersion for believers, anointing with oil for healing prayer and the communion of the Lord's supper.

WE BELIEVE in the resurrection of the saved and the lost, the one to everlasting life and the other to everlasting damnation.

SECTION 4 SANCTITY OF LIFE

The Church believes the unborn child is a human person. God created man (XY chromosome) and woman (XX chromosome). Human life, possessing a special sanctity in that it is created in the image of God, begins at conception. Human life is a continuum from the moment of conception to the moment of natural death (Psalm 139:13-16; Jeremiah 1:4-5).

SECTION 5 MARRIAGE

Marriage is a provision of God whereby a man (XY chromosome) as created by God, biologically revealed at birth, and a woman (XX chromosome) as created by God, biologically revealed at birth (Genesis 1:27, Matthew 19:4, Mark 10:6), live together in a life-long relationship recognized by the Church to enable both partners to meet their spiritual, emotional, physical and social needs. Marriage is endorsed by Scripture and was sanctioned by Christ's presence at the wedding in Cana.

Christian marriage is more than either a temporary relationship of convenience intended to provide personal pleasure or a contract that binds two people together in a legal partnership. Within a marriage a "one flesh" relationship is created which goes beyond a physical union to establish an emotional and spiritual oneness, and to provide for the procreation of children.

Marriage is to be an exclusive relationship that is maintained in purity. It is intended by God to be a permanent relationship until natural death.

ARTICLE IV: MINISTRY

SECTION 1 THE PASTOR

The Pastor shall be the spiritual overseer of the Church and all of its activities. The Pastor shall be one who is a Member in good standing with the Church and holds credentials with a Pentecostal denomination approved by majority vote of the Deacon Board of Directors.

- A. The Deacon Board of Directors shall designate the Pastor as chairperson to chair all meetings of the Deacon Board of Directors, Members and Committees within the framework of the Church.
- B. The Pastor shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Deacon Board of Directors and shall not attend those meetings where the terms of employment, compensation or performance of the Pastor are discussed. The Pastor may be named to any Committee of the Deacon Board of Directors and, as a Member of the Church, shall enjoy all such privileges as such, including the right to vote.
- C. While the Pastor has freedom to conduct spiritual ministry for the Church, he may from time-to-time seek the advice of the Deacon Board of Directors and the Church Elders pertaining to the ministry of the Church. The Deacon Board of Directors has the right to question the Pastor's decision-making in all areas of ministry of the Church.
- D. **Staff**
The Pastor shall be responsible for the selection of and the hiring of all staff members and employees, full or part time, and the establishment of job descriptions for such employees as well as the replacement and release of staff from time to time subject to the right of the Deacon Board of Directors to review such actions. The Pastor shall be responsible for assigning portfolios to each of the staff members and developing programs that will engender church growth in the departments that are the responsibility of the staff members.

SECTION 2 QUALIFICATIONS FOR PASTOR

The candidate under consideration for Pastor must:

- A. be or become a Member in good standing of the Church;
- B. have been ordained by the Church in accordance with the policies thereof from time to time or another organization that is a Pentecostal denomination; and
- C. be approved by majority vote of the Deacon Board of Directors.

SECTION 3 PASTORAL NOMINATIONS

A nomination for the incoming Pastor shall be submitted to the Members by the Deacon Board of Directors. Subject to Article VII, Section 1, and Article VIII, Section 1, notice of the meeting at which the election is to be held must be given on at least two (2) Sundays prior to the election meeting by way of pulpit announcements together with a written notice of the election meeting to be posted in the Church and on the Church's website. The name need not be announced until the voting time. There may, however, be such announcement as determined by the Deacon Board of Directors in that regard.

SECTION 4 ELECTION

- A. The Members shall elect the Pastor. To constitute a proper meeting for the election of a Pastor, a minimum of fifty percent (50%) of the membership of the Church must be present at the meeting for the purpose of the election. Election shall be by ballot and a majority of at least two-thirds (2/3) of the membership of the Church present at the election meeting shall be required to elect a Pastor. If they do not obtain fifty percent (50%) in the first meeting, they should adjourn the meeting to be held two (2) weeks later with a quorum of at least thirty-five percent (35%) of the Members present. The election meeting may be combined with any regular meeting of Members or any special meeting of Members with the proviso that proper notice of the election has been given as hereinbefore set forth.
- B. **Vacancy Prior to Election**
In the case of a vacancy in the position of the Pastor, the Deacon Board of Directors will be responsible to designate a person or persons to perform the daily operations of the Church and to find suitable personnel to fill the pulpit until an election of a new Pastor as set out above can be made.

SECTION 5 PROCEDURE FOR RESIGNATION OF PASTOR

- A. Resignation by a Pastor must be made in writing at least twenty-one (21) days in advance to the President of the Deacon Board of Directors. This notice can then be followed by an announcement by the Pastor in consultation and with approval of the Deacon Board of Directors two (2) Sundays in advance of the Pastor's resignation date.
- B. In the event of the resignation of the Pastor, the Deacon Board of Directors shall assume the responsibility of giving direction to the Church regarding a new Pastor. The appointment of a Pulpit Committee shall be the responsibility of the Deacon Board of Directors.

SECTION 6 WITHDRAWAL OF PASTOR

- A. Charges, allegations, or complaints against a Pastor in matters involving his morality, integrity or doctrinal soundness, must be made to the Deacon Board of Directors. The Deacon Board of Directors shall have plenary authority to decide whether any of the above matters warrant the removal of the Pastor from his position at the Church.
- B. In the event a Pastor has neglected his duty in doctrine to the Church, or his ministry has ceased to be effective, the Deacon Board of Directors may ask for the resignation of the Pastor. If such resignation is refused, the Pastorate shall not be considered vacant until the action of the Deacon Board of Directors has been confirmed by a majority vote of the Members at a special meeting called for that purpose where at least fifty percent (50%) of the voting membership of the Church is present. Such meeting shall be presided over by a person mutually agreed upon by the Deacon Board of Directors and the Pastor or, in the absence of agreement, by the majority vote of the Church Elders. Such meeting may be presided over by the President of the Deacon Board of Directors or a representative chosen by the Deacons.

SECTION 7 ORDINANCES AND PRACTICES

Ordinances

- A. Water Baptism: The ordinance of baptism by immersion in water (Matthew 28:19) shall be administered to all those who have repented of their sins and have believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation (Romans 6:3-5; Colossians 2:12).
- B. Lord's Table: The ordinance of the Lord's Supper shall be regularly observed as enjoined in the Scriptures (Luke 22:19-20; 1 Corinthians 11:23-26).
- C. Anointing with Oil: The ordinance of anointing with oil for prayer for the sick (James 5:14-15).

Practices

- D. Dedication of children.
- E. Prayer for the baptism of the Holy Spirit.
- F. Christian marriage: It is a provision of God wherein one man (XY chromosome) as created by God, biologically revealed at birth, and one woman (XX chromosome) as created by God, biologically revealed at birth, to the exclusion of all others enter a lifelong relationship through a marriage ceremony that is recognized by the church and legally sanctioned by the state. Marriage establishes an emotional and

spiritual oneness that enables both partners to respond to the spiritual, physical and social needs of the other. Marriage requires a commitment of love, perseverance and faith. It provides the biblical context for the procreation of children.

G. Christian burial of the dead.

SECTION 8 ORDINATION

Subject to the policies of the Church from time to time, the Pastor of the Church shall determine when and if an individual qualifies to be ordained by the Church and thereafter shall host an ordination service as set out in the policies of the Church.

ARTICLE V: ORGANIZATION

SECTION 1 DEACON BOARD OF DIRECTORS

- A. Pursuant to the applicable law, the Deacon Board of Directors shall be responsible for the business affairs of the Church. The duties of the Deacon Board of Directors shall be as outlined in Paragraphs B, C, and D of this Section 1.
- B. **Duties**
The duties of the Deacon Board of Directors shall include being responsible for the business and financial affairs of the Church, and not so as to restrict the generality of the foregoing:
1. to annually appoint the Church accountant and work in close harmony with him;
 2. to become fully responsible for preparing and raising the Church budget;
 3. to review and approve the budget of each Department in the Church;
 4. to retire the Church debts;
 5. to approve the Church investments;
 6. to make all directions pertaining to staff salaries, fringe benefits, holiday pay, house policy, car allowances, retirement plans; or other financial obligations involving radio, TV, printing, Christian Day School, non-profit residential accommodation and incidental facilities, Missions, and other similar matters; and
 7. to recommend for the Members' approval any project involving expenditure in excess of \$250,000 indexed to the Consumer Price Index (CPI) as of December, 2022.
- C. **Spiritual Matters**
The Deacon Board of Directors shall be concerned with matters and problems of a spiritual nature. They shall seek to assist the pastors in the discharging of their duties. Visitation of the sick, altar services and communion services shall be typical of the services provided.
- D. It shall be the duty of the Deacon Board of Directors to determine who shall qualify as Members in the Church. The Directors shall also be responsible for implementing the procedure involved in disciplining a Member and/or terminating his membership in the Church in accordance with the procedure set out in Article VI, Section 7 of this By-Law. The Directors shall exercise their authority in relation to the discipline of Members and/or termination of membership in concert with the Pastor. If both the Pastor and the Directors deem it appropriate, the Church Elders and other appointees shall also be included in reviewing matters of discipline of Members and/or termination of membership.

SECTION 2 NUMBER OF DIRECTORS

A. Number

The Deacon Board of Directors shall consist of a minimum of five (5) Directors and a maximum of nine (9) Directors, or such greater or lesser number (but not less than three (3) Directors) as the Members may determine by ordinary resolution from time to time. Until changed by ordinary resolution, the number of Directors shall hereafter be seven (7) Directors. The persons to stand for election as Directors shall be based on the recommendation of the Church Elders. The Elders shall present a slate equal to the number of positions to be filled of qualified Members to be elected after recommendation has been received from the Members.

SECTION 3 QUALIFICATIONS OF DIRECTORS

Before a person can be elected to the Deacon Board of Directors, that person must comply with the following qualifications:

- A. No person shall be approved by the Elders as a nominee for Director unless that person is at least eighteen (18) years of age, an individual, not have the status of bankrupt and not be declared incapable by a court in Canada or another country.
- B. No person shall be approved by the Elders as a nominee for Director unless that person is a Member in good standing for a period of at least one (1) year of the Church, as set out and defined in Article VI, Section 1.
- C. No person shall be approved by the Elders for nomination as a Director unless that person meets the scriptural requirements in accordance with the Statement of Fundamental and Essential Truths set out in Article III, Section 3 hereof, and that person must believe in and must comply with the philosophy, precepts and content of the following scriptural references: Acts 2:4, Acts 6:3, 1 Corinthians 12:4-10 and verse 28, 1 Timothy 3:8-13.
- D. No Church staff member or employee shall be a member of the Deacon Board of Directors.

SECTION 4 TERM OF OFFICE OF DIRECTORS

- A. The Directors' term of office shall be from the conclusion of the annual meeting at which they are elected until the conclusion of the annual meeting next following or until their successors are elected. Except as provided in the Act, as long as there is a quorum of Directors in office, a vacancy occurring in the Deacon Board of Directors may be filled for the remainder of the term by the Directors then in office by appointment.

- B. The office of a Director shall be vacated if he becomes bankrupt, or if he ceases to be a Member of the Church, or if he comes under suspension of membership, or his membership comes under investigation as set out in Article VI, Section 7, or if, by notice in writing, he resigns his office.
- C. A person may serve on the Deacon Board of Directors for a maximum sequential term of five (5) years, and then shall be eligible for nomination after an eleven (11) month absence.
- D. **Election**
The Directors shall be elected by the Members of the Church at the annual meeting by ballot. Election will require a minimum of fifty-one percent (51%) vote of the ballots cast. There shall be a slate equal to the number of positions to be filled presented from the Elders to the membership. A ratification vote of “yes” or “no” shall be taken for the slate. If the ratification is not accepted, the Deacon Board of Directors shall remain in place until the Elders select a new slate of candidates for a ratification vote by the Members.
- E. **Removal**
The Members may, by ordinary resolution of the Members cast at a meeting called for the purpose of considering the removal, remove a Director from office before the expiration of the Director’s term of office and may elect a person to replace the removed Director for the remainder of the term of office.

Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with Paragraph A of this Section 4.

SECTION 5 MEETINGS OF DIRECTORS

- A. **Meetings of Directors**
Meetings of the Deacon Board of Directors may be held at the head office of the Church or any place at the discretion of the Directors. A meeting of Directors may be convened by the Chairperson; President at the direction of the Chairperson; or any five (5) Directors at any time, and it shall be the duty of the Secretary on direction of the Chairperson; President; or any five (5) Directors, to convene a meeting of the Directors. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director. For the first meeting of the Directors to be held immediately following the election of Directors at the annual meeting of the Members or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Deacon Board of Directors, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order legally to constitute the meeting provided that a quorum of the Directors is present.

B. Regular Meetings

The Deacon Board of Directors may appoint one or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

C. Notice of Meetings

Subject to the provisions of Paragraphs A and B of this Section 5, notice of Board meetings shall be given to each Director:

1. by telephone, fax, email or other electronic method at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
2. by prepaid letter post at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

D. Meeting by Electronic Conference

If all the Directors consent generally, or in respect of a particular meeting, and provided the majority of the Directors are physically located in Canada, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

Provided that at the outset of each such meeting, and whenever votes are required, the Chairperson of the meeting shall confirm that a quorum is present.

E. Voting

The method of voting at any meeting of the Board shall be determined by the Chairperson prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board. Unless otherwise required by this By-Law or by the Act, all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

F. Written Resolutions

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

G. **Adjournments**

Any meeting of Directors may be adjourned at any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

H. **Quorum**

A majority of the Deacon Board of Directors shall constitute a quorum for the transaction of business.

I. **Conflict of Interest**

No Director shall place himself or herself in a position where there is conflict of interest between his duties as a Director and his other interests. Every Director who is in any way directly or indirectly interested in or may become interested in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement of a member of his family or the involvement of his employer, partner, business associate or a corporation that the Director is involved with as either a director, shareholder, officer, employee or agent, then such Director shall declare his interest fully at a meeting of the Directors in writing in accordance with the Act and shall leave any part of the meeting at which the matter is discussed or voted on.

J. **Remuneration**

The members of the Deacon Board of Directors shall serve as such without remuneration; however, such person may be reimbursed for reasonable expenses incurred while discharging his duties as a Director of the Church.

SECTION 6 OFFICERS

A. **Officers Generally**

The Deacon Board of Directors shall annually, at the first board meeting following the annual meeting, or more often as may be required, elect a President and elect a Secretary, and if deemed advisable may elect annually or more often as may be required one or more Vice-Presidents, and the Directors shall elect or appoint a Treasurer. None of the Officers, except the President and Vice-President, need be a member of the Deacon Board of Directors. The same person may hold the office of Secretary and Treasurer. The Directors may from time to time appoint such other Officers and agents as they shall deem necessary who shall perform such duties as may from time to time be prescribed by the Deacon Board of Directors. In the absence or inability to act of the President or a Vice-President or any other Officer of the Church, or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being; however, any powers so delegated shall remain the responsibility of the delegating officer.

B. Chairperson

The Pastor shall act as Chairperson of the Deacon Board of Directors and shall preside at all meetings as set forth in Article V, Section 5.

C. President

The President shall be a signing officer of the Church; he shall insure that all Committee Chairs submit all written reports to the Chairperson through him at least seven (7) days before a duly called meeting of Members. He shall sign the membership cards along with the Pastor for distribution; he shall see that the membership list is in order and ready for any specially called or annual meeting, he shall sign all instruments which require his signature and shall assume the chair in the event of the resignation or prolonged absence of the Pastor to maintain the business function of the Church and shall perform all duties incidental to his office and shall have such other duties as may from time to time be assigned to him by the Directors.

D. Vice-President

The Vice-President, if any, shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President.

E. Secretary

The Secretary shall issue or cause to be issued notices for all meetings of the Deacon Board of Directors when directed so to do by the Chairperson; shall have charge of the minute books of the Church; shall sign with the President or other signing Officer or Officers of the Church such instruments as require his signature and shall perform such other duties as the terms of his engagement call for and for which the Directors may from time to time properly require of him.

F. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the Church and deposit the same in the name of the Church in such bank or such depository as the Deacon Board of Directors may direct. He may sign cheques along with other officers or personnel as may be decided upon by the Directors. He shall at all reasonable times exhibit his books and accounts and shall submit financial statements to any Director of the Church and to the Church President and to the Pastor. He shall prepare an annual financial report consisting of a statement of assets and liabilities, a statement of source and application of funds, a statement of surplus, and any other financial details as the Directors may from time to time require. The financial report having been audited shall be submitted to the general membership of the Church after it is approved by the Directors of the Church. The Treasurer shall sign or countersign such instruments as require his signature and shall perform all duties incident to his office or that are properly required of him by the Directors. He may be required to give such bond for the

faithful performance of his duties, as the Directors at their discretion may require. No Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Church to receive any indemnity thereby provided.

G. Vacancies

In the event that one or more of the office of the President, Vice-President, Secretary or Treasurer, or any other office, shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the Directors may elect or appoint an Officer to fill such vacancy for the balance of the term then remaining, to hold office until his successor is elected.

H. Removal of Officer

The Deacon Board of Directors may remove any Officer of the Corporation at any meeting of which notice to present such resolution has been given to all Directors; provided that the removal of the Pastor shall be carried out in accordance with Article IV, Section 6.

I. Remuneration of Officers

Any officer who is also a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

SECTION 7 ELDERS

A. The Elders for the Deacon Board of Directors shall be composed of:

1. The Pastor as Chairperson.
2. A minimum of four (4) and not more than eight (8) appointees from the Church Elders. The body of Church Elders may be added to thereafter at the discretion of the Pastor. All Elder appointees must be ratified by the Deacon Board of Directors.

B. No Church staff member or employee, other than the Pastor, shall be a member of the Church Elders.

C. The Pastor shall be a non-voting participant at all meetings of the Elders.

D. The Elders shall require that all recommendations for the Deacon Board of Directors be submitted in writing thirty (30) days prior to the date of the annual meeting.

E. The written recommendation(s) shall be signed by the Member making the recommendation.

- F. The Elders shall consider all recommendations from the general membership for the slate of candidates for election to the Deacon Board of Directors under the provisions and By-Laws of the Church, under such parameters determined from time to time by the Board.
- G. It shall be the duty of the Elders to determine the slate of candidates for election to the Deacon Board of Directors.
- H. In the event that the number of candidates from the recommendation for election to the Deacon Board of Directors is less than the number of positions to be filled, the Elders shall recommend qualified candidates to fill the required slate.
- I. The Elders shall have the slate of candidates published in the Church foyer two (2) Sundays prior to the annual meeting for the perusal of the Members.
- J. The Chairperson of the Elders, or his designate, shall preside at all meetings of the Elders.
- K. The Elders shall appoint such number of scrutineers as they may determine is necessary to assist them in the distribution and counting of ballots.
- L. **Duties**
The Church Elders shall be a body of spiritually qualified men as referred to in 1 Timothy 3:1-7, Titus 1:5-10, and 1 Peter 5:1-5. They shall be spiritual advisers and a vital supportive arm to the Pastor and at the direction of the Pastor shall be concerned with matters and problems of a spiritual nature such as, visitation, altar services, communion services, counselling, Bible study, membership classes, and the general shepherding of the Church. Spiritual problems considered in excess of the Pastor's desire to assume may also be dealt with by the Church Elders. It would be expected that the Church Elders would work in harmony with the Deacon Board of Directors.
- M. They shall act as the Elders for the Deacon Board of Directors as specified in this Article V, Section 7.
- N. **Term of Office**
The term of a Church Elder shall be for a one (1) year appointment, made by the Pastor and ratified by the Deacon Board of Directors. Church Elders are eligible for re-appointment.
- O. **Quorum**
A majority of the Church Elders shall constitute a quorum for the transaction of business under this Article V, Section 7.

P. **Qualifications**

Before a person can be appointed or serve as a Church Elder, that person must comply with the following qualifications:

Q. That person shall be a Member in good standing as set out and defined in Article VI, Section 1.

R. That person shall meet the scriptural requirements in accordance with the Statement of Fundamental and Essential Truths set out in Article III, Section 3 hereof, and he must believe in and must comply with the philosophy, precepts and content of the following scriptural references: 1 Timothy 3:1-7, Titus 1:5-10 and 1 Peter 5:1-5 as well as Acts 2:4, Acts 6:3, 1 Corinthians 12:4-10 and verse 28 and 1 Timothy 3:8-13.

S. **Disqualification**

Members of the body of Church Elders will be removed from office by the Pastor when they no longer comply with the qualifications as defined in Paragraphs Q and R of this Article V, Section 7 or when they become members of the Deacon Board of Directors.

ARTICLE VI: MEMBERS

SECTION 1 QUALIFICATIONS

A. Qualifications

To qualify as a Member of the Church, a person must be a Membership Card Holder, and Membership Cards will be issued to all who are born again in harmony with this By-Law, and who desire fellowship with the Church. They shall give evidence of compliance with the biblical standard of Christian practice and manifest spiritual growth by giving evidence of the fruit of the Spirit: “love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control” (Galatians 5:22,23).

- B. They shall refrain from “acts of the sinful nature: sexual immorality, impurity and debauchery, idolatry and witchcraft, hatred, discord, jealousy, fits of rage, selfish ambition and the like” (Galatians 5:19-21), as may be determined by the Deacon Board of Directors with plenary authority. Sexual immorality shall be interpreted to include unrepentant common-law marital relationships, pre-marital and extra-marital sexual relationships (1 Corinthians 6:15-16; 7:1-2; 1 Thessalonians 4:3-8; Hebrews 13:4), and from all forms of homosexual and lesbian activity, along with other practices deemed inexcusable for Christian conduct, and which place a person under God’s judgment (Romans 1:25-2:11), as may be determined by the Deacon Board of Directors with plenary authority.
- C. They shall further consider the admonition of the Scriptures: Matthew 28:19; John 15:19; Romans 8:12-16,13:13; 1 Corinthians 6:12-20, 11:23-29; 2 Corinthians 5:17; Ephesians 5:18-20; Philippians 4:8,9; 1 Thessalonians 5:19-23; 2 Timothy 1:7; 1 Peter 2:11; 1 John 2:15-17, 3:2-6.
- D. They shall indicate a desire to live in harmony with this body of believers, shall give credible profession of faith in the Lord Jesus Christ as Saviour, shall accept and live by the doctrinal standards as set forth in this By-Law, and shall be regular financial supporters of the Church.
- E. All Members shall be eighteen (18) years of age or over and shall have witnessed their confession of faith by Water Baptism by immersion and should be in attendance at Communion Services.
- F. No person shall qualify as a Member of the Church if that person is a member of another church.
- G. To qualify for membership a person must have been in regular attendance at Sunday morning services for a minimum of six months.

- H. Persons seeking membership may be required to attend classes prior to application as determined by the Pastor and the Deacon Board of Directors.

All Members will be expected to regularly attend in-person Church services unless prevented from so doing by reasons of ill health or other matters beyond their control, and to support the work of the Church with their tithes and offerings and they shall keep the unity of the faith.

SECTION 2 MEMBERSHIP

A. **Membership**

Persons who are qualified and are approved pursuant to an application process approved from time to time by the Deacon Board of Directors and are of the age of eighteen (18) years and over, may be admitted as Members by resolution of the Deacon Board of Directors or in such other manner determined by the Board. They shall have all the rights and privileges of membership and shall have the right to vote at any meeting of the Members.

B. **Inactive Members**

A Member who by reason of prolonged illness, attendance at a learning institution, being aged, or other similar reason, and so unable to attend services and meetings shall be placed on an inactive list of Members. During this time, the Member's membership rights shall be suspended, but may be reactivated at any time they are able to attend, providing they have kept the Statement of Fundamental and Essential Truths as referred to in Article III, Section 3 and Article VI, Section 1.

C. **Adherent**

A person who attends and supports the activities and services of the Church, but is not a Member as defined in Paragraph A of this Section 2, is not entitled to privileges of membership.

SECTION 3 PARTICIPATION IN RESPONSIBLE POSITIONS

To participate in any leadership position of responsibility within the Church, the person must be a Member of the Church in good standing.

SECTION 4 REVIEW OF MEMBERSHIP

The membership of the Church shall be reviewed every five (5) years, or as circumstances may require, by the Deacon Board of Directors and the Pastor beginning in 2020. The Deacon Board of Directors and the Pastor shall make all decisions regarding qualification of Members, rights, privileges and duties of Members as set out hereinbefore in this Article VI, Section 1, applications by individuals for membership, the renewal of membership, and decisions regarding termination of membership, as set out in Article VI,

Section 7. If the Deacon Board of Directors and the Pastor decide that a Member qualifies, membership shall be renewed until the next review of membership occurs.

SECTION 5 WAIVER OF CLAIM

Notwithstanding the provisions hereinbefore contained, membership in this Church, shall be issued upon the condition that disciplinary proceedings or action or termination proceedings or termination of membership in the manner herein provided, shall not give the Member cause for legal action against the Pastor, Deacon Board of Directors or Church Elders, or any Member taking part in any of the aforementioned proceedings or actions; and the acceptance of a Membership Card in this Church shall constitute a waiver by the Member, of all rights of action, causes of action, and all claims and demands against the Church, its Directors, Officers or Members by virtue of disciplinary proceedings or actions or termination proceedings or termination of membership in this Church under the foregoing provision.

SECTION 6 CHURCH DISCIPLINE

- A. In accordance with the scriptural pattern, if a Member becomes aware of actions immoral or unchristian on the part of another Member, he should go to his brother or sister and confront them in love (Matthew 18:15; Luke 17:3, Galatians 6:1). If the accused party refuses to hear this admonition, then they should be approached again with two or three witnesses and admonished to repent (Matthew 18:16).
- B. If this second admonition is refused, formal charges made in writing and duly signed must be submitted to the Deacon Board of Directors for action to be taken by the Church. No charges of misconduct or improper acts by any Member shall be considered by the Deacon Board of Directors unless made in writing and duly signed. If, in the opinion of the Deacon Board of Directors, the allegations are invalid, then the charges are to be dropped. Charges can also be initiated by the Deacon Board of Directors acting as a body with at least a two-thirds (2/3) majority vote. The charges shall be read into the minutes of the meeting of the Deacon Board of Directors where the decision is made.
- C. When formal charges have been laid against a Member, then the Pastor and the Deacon Board of Directors in consultation with the Church Elders, shall set a date for a hearing, advise the Member so charged in writing by personal delivery, registered or couriered letter at least seven (7) days before the hearing, to be present at the hearing, and conduct the hearing in the presence of the person or persons laying the charge, at which time evidence shall be considered and a verdict determined by ballot of the Deacon Board of Directors. If the person is found to be not guilty of any charges or wrongdoing, the charges shall automatically be dropped. At least a two-thirds (2/3) majority vote by ballot shall

be necessary to establish guilt. The above procedure also applies in the case of a disciplinary action against a Director.

- D. If guilt is established, the Deacon Board of Directors shall decide what action is to be taken. The membership shall be automatically suspended for an initial term of sixty (60) days. Any extension beyond the initial suspension shall be at the discretion of the Deacon Board of Directors and the decision shall be final. If contrition, sorrow and repentance are not evident, termination of membership will be considered as disciplinary action. In all cases, a two-thirds (2/3) majority vote of the Deacon Board of Directors by ballot shall be required to suspend membership beyond sixty (60) days or terminate membership.
- E. In the event that a legal challenge is contemplated concerning the procedural fairness of the disciplinary procedure set out in this By-Law, then the Member raising the challenge agrees that the issue shall be determined in accordance with New Testament procedures of dispute resolution through Christian conciliation or mediation and that the matter shall not under any circumstances be referred to a secular court for determination. In this regard, this provision of the By-Law may be pleaded as a complete estoppel to any legal application that is brought before a secular court concerning any matter referred to in this By-Law.
- F. The Deacon Board of Directors or the Pastor, in their sole discretion, may suspend, without a hearing, any member or Volunteer in Ministry facing a Church Discipline process from Church approved ministry until completion of the Church Discipline process.

SECTION 7 TERMINATION OF MEMBERSHIP

Grounds for termination of membership in this Church shall include the following:

- A. Voluntary withdrawal from membership.
- B. Issuance of a letter of transfer.
- C. Absence from the regular services of the Church for two (2) consecutive months without valid reason.
- D. Any proven act or conduct which, in the opinion of the Deacon Board of Directors, after an investigation of the evidence, may be regarded as immoral or unchristian. This investigation will be conducted in accordance with the procedures set forth in Article VI, Section 6.
- E. The propagation of doctrines and/or practices contrary to those set forth in the Statement of Fundamental and Essential Truths as set forth in Article III, Section 3 of this By-Law.

- F. Any act or action of a Member of the Church which, in the opinion of the Deacon Board of Directors, is the cause of serious discord or dissension, with or without malicious intent (Romans 16:17, 18; Proverbs 6:19).
- G. When, in the opinion of the majority of the members of the Deacon Board of Directors, disciplinary action should be taken against a Member of the Church under Paragraphs D, E, or F stated above, the Member in question shall be advised in writing by personal delivery, registered letter or courier delivery from the Secretary of the Deacon Board of Directors and at least twenty-one (21) days in advance of any date set for a hearing before the Pastor and the Deacon Board of Directors, to which the Member in question shall be invited to appear. After due consideration of the evidence, at least a two-thirds majority (2/3) vote of the Deacon Board of Directors shall be necessary to terminate the membership of the individual in question.
- H. The death of a member.
- I. The liquidation or dissolution of the Church under the Act.

ARTICLE VII: ANNUAL CONGREGATIONAL BUSINESS MEETING

SECTION 1 ANNUAL MEETING

- A. The Annual Congregational Business Meeting, which shall be termed the “annual meeting” as required by the Act, shall be held not later than the fifteenth (15th) day of November in each year at the Church premises, the annual meeting being held as soon as possible after the financial year end of the Church. This meeting shall receive an auditor’s report, appoint an auditor and elect the Deacon Board of Directors for the forthcoming year. Notice of the annual meeting shall be given by one (1) of the following means:
1. by mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;
 2. by telephone, or other electronic means, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in Section 1;
 3. by posting the notice on a notice board where such information is regularly posted and that is located in a place frequented by the Members, at least thirty (30) days before the day on which the meeting is to be held; and
 4. by oral announcement from the platform for such consecutive number of Sundays as is necessary to comply with Subparagraph 1 of this Section 1, Paragraph A.
- B. **New Business at Annual Meeting**
No new item of business may be introduced at an annual meeting or special meeting of the Church by any Member of the Church unless it has first been submitted to the Chairperson through the President in writing, duly signed, at least thirty-five (35) days before the meeting for the consideration/advisement of the Deacon Board of Directors.
- C. The Chairperson, secretaries or treasurers of all Boards and Committees may give an oral or written report to the annual meeting. All other business that the Pastor and/or the President have duly processed may also be submitted to the meeting. New business may be introduced at the meeting by any Member or Officer thereof as provided under Paragraph B above with the proviso that any resolutions made pursuant thereto must be submitted in draft form in writing and signed by the person submitting the resolution to the Deacon Board of Directors at least thirty-five (35) days prior to the annual meeting, otherwise the new business concerned in the resolution cannot be considered at the annual meeting.

SECTION 2 VOTING AT MEETINGS

Unless otherwise provided in this By-Law, the method of voting at any meeting of the Members shall be determined by the Chairperson of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members and, unless otherwise provided in this By-Law or by the Act, all questions shall be determined by a majority of votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

SECTION 3 ADJOURNMENT

The Chairperson, with the consent of any meeting, may adjourn the meeting from time to time, and no notice of such adjournment need be given to the Members where the resumption of the meeting occurs less than thirty-one (31) days from the date of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been before or dealt with at the original meeting, in accordance with the notice calling the original meeting.

SECTION 4 QUORUM

Subject to the provisions of Article IV, Section 4 and Article XV, Section 1 , a minimum of twenty five percent (25%) of the membership roll must be present to constitute a quorum. Business shall be transacted only while the quorum requisite is present.

ARTICLE VIII: SPECIAL MEETINGS OF MEMBERS

SECTION 1 SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members may be called by giving notice, as well as sufficient information to permit the Member to make a reasoned judgment, in the same manner as provided in Article VII, Section 1 for the following purposes:

- A. to consider financial matters regarding the Church;
- B. any project involving expenditure in excess of \$250,000 indexed to the Consumer Price Index (CPI) as of December, 2022, shall be considered a special project and would call for Member approval; or
- C. other meetings of the members may be convened by order of the President or Chairperson of the Deacon Board of Directors.

SECTION 2 SPECIAL MEMBERS' MEETINGS AT THE CALL OF THE PASTOR

The Pastor may call a special meeting of Members for spiritual reasons, but before so doing he must advise the Deacon Board of Directors of the purpose of the calling of the meeting or meetings. Notice of the calling of such meetings must be announced on the Sunday preceding the meeting, either orally or by written notice in the Church website.

ARTICLE IX: COMMITTEE PROCEDURE

SECTION 1 STANDING COMMITTEES

There may be such Standing Committees and for such purposes as the Deacon Board of Directors may determine by resolution.

SECTION 2 COMBINED AND INACTIVE COMMITTEES

The Board may combine the work of two or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

SECTION 3 AD HOC COMMITTEES

There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

- A. the delivery of its report;
- B. the completion of its assigned task;
- C. a change in the membership of the Board by which it was constituted; or
- D. a resolution to that effect of the Board by which it was constituted.

In the case of termination pursuant to Paragraph B of this Section 3, the Board may continue such Ad Hoc Committee.

SECTION 4 RULES GOVERNING COMMITTEES

Subject to the By-Laws and any policies of the Deacon Board of Directors, all Committees are subject to the requirements listed below.

- A. Save and except for meetings of the Deacon Board of Directors and for a regularly called annual meeting of the Church, and subject to review by the Directors and by review of a meeting of the membership called for that purpose, any committee, sub-committee or organization within the Church consisting of Members of the Church and a Chairperson, is required to submit to the Pastor, or his appointee, at least two (2) days before any meetings of such committees or organizations, an agenda of all business to be transacted or discussed at such meeting. Decisions made on matters not on the agenda and in the absence of the Pastor could be considered null and void at the discretion of the Pastor.
- B. The chair and members shall be appointed by the Pastor and the Deacon Board of Directors.

- C. At least one Director shall be appointed to serve on each Committee, except for the Elders specified in Article V, Section 7.
- D. A member of a Committee shall serve for a term ending at the commencement of the annual meeting following appointment and is eligible for reappointment for one or more additional terms.
- E. Each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference.
- F. Each Committee shall be responsible to, and report after each meeting to, the Pastor or the Deacon Board of Directors.
- G. Subject to any rules established by the Deacon Board of Directors, each Committee may establish its own rules of procedure and may appoint subcommittees.

ARTICLE X: VOLUNTEERS IN MINISTRY

SECTION 1 VOLUNTEERS

- A. A Volunteer in Ministry is an individual who is not a Member of the Church, and has no rights of Membership, but who professes faith in Jesus Christ, is a Bible believing born again Christian, and regularly attends public worship services of the Church.
- B. A Volunteer in Ministry may participate in approved Church ministry, provided that he respects the authority of the Church's By-Law including accepting and respecting the beliefs of the Church on marriage as set out in Article III, Section 5 of this By-Law, which reads as follows:

“Marriage is a provision of God whereby a man (XY chromosome) as created by God, biologically revealed at birth, and a woman (XX chromosome) as created by God, biologically revealed at birth (Genesis 1:27, Matthew 19:4, Mark 10:6), live together in a life-long relationship recognized by the Church to enable both partners to meet their spiritual, emotional, physical and social needs. Marriage is endorsed by Scripture and was sanctioned by Christ's presence at the wedding in Cana.

Christian marriage is more than either a temporary relationship of convenience intended to provide personal pleasure or a contract that binds two people together in a legal partnership. Within a marriage a “one flesh” relationship is created which goes beyond a physical union to establish an emotional and spiritual oneness, and to provide for the procreation of children.

Marriage is to be an exclusive relationship that is maintained in purity. It is intended by God to be a permanent relationship until natural death.

- C. A Volunteer in Ministry may participate in approved Church ministry, provided that he respects the authority of the Church's By-Law, including accepting and respecting the beliefs of the Church for Members as set out Article VI, Section 1, Paragraph B of this By-Law, which reads as follows:

They shall refrain from “acts of the sinful nature: sexual immorality, impurity and debauchery, idolatry and witchcraft, hatred, discord, jealousy, fits of rage, selfish ambition and the like” (Galatians 5:19-21), as may be determined by the Deacon Board of Directors in its sole discretion. Sexual immorality shall be interpreted to mean common-law marital relationships, pre-marital and extra-marital sexual relationships (1 Corinthians 6:15-16; 7:1-2; 1 Thessalonians 4:3-8; Hebrews 13:4), and from

all forms of homosexual and lesbian activity, along with other practices deemed inexcusable for Christian conduct, and which place a person under God's judgment (Romans 1:25-2:11), as may be determined by the Deacon Board of Directors with plenary authority.

- D. A Volunteer in Ministry may participate in ministry of the Church. The Deacon Board of Directors can, with plenary authority, restrict any Church ministry to Members of the Church.
- E. The determination of whether an individual meets the qualifications of a Volunteer in Ministry shall be made by the Deacon Board of Directors with plenary authority after an appropriate personal interview by either a member of the Deacon Board of Directors or by a pastor who is a member of the Church's full-time staff. The decision of the Deacon Board of Directors shall be final in this regard and not subject to appeal.
- F. A Volunteer in Ministry shall be subject to the same Church Discipline as a Member as set out in Article VI, Section 6 of this By-Law.
- G. A Volunteer in Ministry has the privilege to attend but not vote at all meetings of Members.
- H. They shall indicate a desire to live in harmony with this body of believers, shall give credible profession of faith in the Lord Jesus Christ as Saviour, shall accept and live by the doctrinal standards as set forth in this By-Law, and shall be regular financial supporters of the Church.

ARTICLE XI: NOTICES GENERALLY

SECTION 1 WHEN NOTICE DEEMED GIVEN

When notice is given under this By-Law by the following means, that notice is deemed to have been given at the following time:

- A. if given by announcement from the pulpit, notice is deemed given at the time of the announcement;
- B. if given in writing by prepaid letter post to the last residential address shown on the Church's records, notice is deemed given on the third day after mailing;
- C. if given by posting, notice is deemed given when posted; and
- D. if provided by other electronic means, notice is deemed given when transmitted.

SECTION 2 DECLARATION OF NOTICE

At any meeting, the declaration of the Secretary or Chairperson of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

SECTION 3 COMPUTATION OF TIME

In computing the date when notice must be given under any provision of this By-Law requiring a specified number of days' notice of any meeting or other event:

- A. where reference is made to "at least", the number of days do not include the day notice is given or the day of the meeting or event;
- B. in all other cases exclude the day of the meeting or other event and include the day notice is given, unless otherwise provided; and
- C. where the time for giving the notice falls on a statutory holiday, the notice may be given on the next day that is not a statutory holiday.

SECTION 4 OMISSIONS AND ERRORS

Any resolution passed or proceeding taken at a meeting of the Board, Members or a Committee shall not be invalidated by:

- A. an error in notice that does not affect its substance;

- B. the accidental omission to give notice; or
- C. the accidental non-receipt of notice by any Director, Member or Public Accountant.

Any Director, Member or Public Accountant may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

SECTION 5 WAIVER

Where a notice or document is required to be sent by this By-Law or under the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

ARTICLE XII: EXECUTION OF INSTRUMENTS

SECTION 1 DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed pursuant to such policies as may be approved from time to time by the Deacon Board of Directors and which may include the Executive Pastor or Executive Director and the Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the Church without any further authorization or formality. The Deacon Board of Directors shall have the power from time to time, by resolution, to appoint any other officer or officers on behalf of the Church either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE XIII: INSURANCE AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

SECTION 1 INSURANCE

The Church shall purchase and maintain appropriate liability insurance for the benefit of the Church and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Church, which insurance shall include:

- A. property and public liability insurance;
- B. Directors' and Officers' insurance;

and may include

- C. such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

The Pastor or his designate shall ensure that each Director, Officer or other person is added as a named insured to any policy of Directors and Officers insurance maintained by the Church.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Church.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Church to co-operate fully with the Church in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Church.

SECTION 2 DIRECTORS AND OFFICERS LIABILITY EXCLUSION

Absent the failure to act honestly and in good faith in the performance of the duties of the office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Church shall be personally liable for any loss or damage or expense to the Church arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- A. insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church;

- B. insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Church shall be placed out or invested;
- C. loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- D. loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Church;
- E. loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- F. loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

SECTION 3 PRE-INDEMNITY CONSIDERATIONS

Before giving approval to the indemnities provided in Paragraph D of Section 4 of this Article XIII, or purchasing insurance provided in Section 1 herein, the Board shall consider:

- A. the degree of risk to which the Director or Officer is or may be exposed;
- B. whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- C. whether the amount or cost of the insurance is reasonable in relation to the risk;
- D. whether the cost of the insurance is reasonable in relation to the revenue available; and
- E. whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

SECTION 4 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- A. is a Director;
- B. is an Officer of the Church;
- C. is a member of a Committee; or

- D. has undertaken, or, with the direction of the Church is about to undertake, any liability on behalf of the Church or any body corporate controlled by the Church, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of the Church or such body corporate;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- E. in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

- F. in relation to the affairs of the Church generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- G. upon the exhaustion of all available and collectible insurance provided to the protected person by the Church inclusive of whatever valid and collectible insurance has been collected; and

- H. provided that the protected person has carried out all duties assigned to such protected person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Church shall also, upon approval by the Board of Directors from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

ARTICLE XIV: PUBLIC ACCOUNTANT

SECTION 1 BOARD MAY MAKE INITIAL APPOINTMENT

The Board may appoint a Public Accountant to hold office until the first Annual Meeting. The Public Accountant must meet the requirements in the Act.¹

SECTION 2 ANNUAL APPOINTMENT

Subject to the Act and its Government Regulations, the Members at each annual meeting shall appoint one or more Public Accountants. The Public Accountant will hold office until the close of the next annual meeting and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

SECTION 3 REMOVAL OF PUBLIC ACCOUNTANT

The Members, by ordinary resolution passed at a special meeting of the Members, may remove any Public Accountant before the expiration of the term of office in accordance with the Act.

SECTION 4 VACANCY IN THE OFFICE OF PUBLIC ACCOUNTANT

The Board shall fill any vacancy in the office of Public Accountant, but while the vacancy continues any remaining Public Accountant may act.

SECTION 5 REMUNERATION OF PUBLIC ACCOUNTANT

The remuneration of a Public Accountant appointed by the Members shall be fixed from time to time by the Deacon Board of Directors.

¹ Section 180(1) provides that a public accountant must:

- (a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;
- (b) meet any qualification under an enactment of a province for performing any duty a person is required to perform under sections 188 to 191 of the Act (review engagement, audit engagement, report on financial statements);
- (c) unless the public accountant is the subject of a relieving order under section 180(6), be independent of the Corporation, its affiliates, or the directors or officers of the Corporation or its affiliates.

ARTICLE XV: AMENDMENTS

SECTION 1 AMENDMENTS

Amendments to this By-Law can only be made when a minimum of thirty-five percent (35%) of the membership roll is present, subject to approval by no less than seventy-five percent (75%) of the Members attending a meeting duly called for this purpose, and for which notice has been given pursuant to Article VII, Section 1. Voting shall be by ballot.

ARTICLE XVI: DISSOLUTION OF THE CHURCH

It is specially provided that in the event of the dissolution or winding-up of the Church all its remaining assets after payment of all debts and liabilities, its remaining property shall be distributed to one or more recognized charitable organizations in Canada.

ARTICLE XVII: BY-LAWS AND EFFECTIVE DATE

SECTION 1 AMENDMENTS REQUIRING SPECIAL RESOLUTION

Amendments to the following sections of the By-Law shall only be effective upon approval of the Members by Special Resolution:

- A. Article I, Section E;
- B. Article VI, Section 2;
- C. Article VII, Section 1 and Section 2 ; and
- D. Any Section of this By-Law that adds, changes, or removes a provision that is contained in the Corporation's Articles.

SECTION 2 BY-LAWS AND EFFECTIVE DATE

- A. This By-Law shall only become effective and therefore able to be acted upon the later of the date upon which the Certificate of Continuance is issued by Corporations Canada, continuing the Church under the provisions of the Act, and the date of the confirmation of this By-Law by no less than seventy-five percent (75%) of the votes cast at a meeting of the Members entitled to vote and for which notice of this By-Law amendment has been provided.
- B. Subject to the Articles, Section 1 and Paragraph A of this Section 2, the Board of Directors may make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Laws, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution of the Members.
- C. If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Laws, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

ARTICLE XVIII: REPEAL OF PRIOR BY-LAWS

SECTION 1 REPEAL

Subject to the provisions of Paragraph A of Section 2 of Article XVII and Section 2 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

SECTION 2 PRIOR ACTS

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

ENACTED by the Deacon Board of Directors as a By-Law of CHURCH ON THE QUEENSWAY the _____ day of _____, 2023.

President

Secretary

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the _____ day of _____, 2023.

President

Secretary

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