

**GENERAL OPERATING
BY-LAW NUMBER 1**

A By-Law relating generally to the transaction of the
affairs of Little Britain Community Baptist Church (a Federal Corporation)

BE IT ENACTED as a By-Law of **Little Britain Community Baptist Church** (hereinafter referred to as the “Church”) as follows:

DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

1. DEFINITIONS

- 1.1 In this By-Law and all other By-laws and Resolutions unless the context otherwise requires, the following definitions shall apply:
- (a) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c. C 23 as amended may be from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
 - (b) “Articles of Faith” means the Articles of Faith set out in this By-law;
 - (c) “Board” means the Board of Deacons, which shall be deemed to be the Board of Directors under 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) “Church” means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated the 6th day of March, 2002, and named Little Britain Community Baptist Church, through which its Members may fellowship together as a New Testament Church;
 - (f) “Constitution” means the Letters Patent, General Operating By-law and any Policy Statements adopted by the Church from time to time that all Members are required to subscribe to;
 - (g) “Committee” means Committee as established in accordance with this General Operating By-law;
 - (h) “Corporation” means the Church as defined herein;
 - (i) “Deacon” means a member of the Board of Deacons who shall be deemed to be a Director under the Act;

- (j) “The Deacons” means the Board of Deacons;
- (k) “Discipline” means seeking to reconcile Individuals to one another through mutual 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 and all paper writing;
- (m) “General Operating By-law” means this By-law and any other By-laws intended to amend or replace the General Operating By-law herein;
- (n) “Letters Patent” means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (o) “Membership Meeting” means any annual or special Membership meeting;
- (p) “Member” means a Member of the Church. “Members” or “Membership” means the collective Membership of the Church, unless the context otherwise requires;
- (q) “Objects” means the charitable Objects of the Corporation as contained in the Letters Patent;
- (r) “Officer” means an Officer of the Church as described in Section 32.01 of this General Operating By-law;
- (s) “Pastor” means the senior Pastor of the Church as described herein;
- (t) “Person” means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (u) “Policy Statements” means any Policy Statements adopted as part of the Church Constitution from time to time concerning practical applications of Biblical principals, doctrinal considerations and Christian conduct;
- (v) “Resolution” means a Resolution passed by either the Deacons or Members by a majority vote, unless the Act or this By-law requires otherwise.

2. **FUNDAMENTAL TERMS AND INTERPRETATION**

- 2.1 All By-laws shall be strictly interpreted at all times in accordance with and subject to the Objects and Articles of Faith. If any of the provisions contained in this By-law are inconsistent with those contained in the Letters Patent, the Articles of Faith or the Act, the provisions contained in the Letters Patent, the Articles of Faith or the Act, as the case may be, shall prevail.

2.2 The Articles that faith Members are required to subscribe to are as follows:

(a) Bible

We believe the Bible to be the complete Word of God. 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. 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, who is Creator of all. He is life, love and truth. He is all-knowing, all-powerful, all-present, eternal, faithful, good, gracious, holy, infinite, just, merciful, righteous, self-existent, self-sufficient, sovereign, and unchangeable. He exists in three equal Persons, God the Father, God the Son, and God the Holy Spirit.

(c) God the Father

We believe in the absolute and essential deity and personality of God the Father. He is the architect of history, designing and purposing all things to His glory, ordering the times and seasons according to His own perfect will.

(d) God the Son, the Lord Jesus Christ

We believe in the absolute and essential deity of Jesus Christ, in His eternal existence with the Father, in His virgin birth, sinless life, substitutionary death, bodily resurrection, triumphant ascension, His ministry of mediation and His personal return.

(e) God 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 brings us to Christ, who helps us grow in Him, teaching and encouraging those of us who believe in Jesus Christ.

(f) Satan

We believe that Satan exists as an evil personality, the originator of sin, the arch-enemy of God and man.

(g) People

We believe that people were divinely created in the image of God; that we sinned, becoming guilty before God, resulting in our total depravity, leading to physical and spiritual death.

(h) Salvation

We believe that salvation is by the sovereign, electing grace of God. Christ voluntarily suffered a substitutionary death that atoned for sin and reconciled us to God by the appointment of the Father. Justification is by faith alone in the all sufficient sacrifice and resurrection of the Lord Jesus Christ. We believe that we can be confident that He who began a good work in us will carry it to its ultimate completion when Christ returns.

(i) Future Things

We believe in the personal, bodily and glorious return of the Lord Jesus Christ. We also believe in the bodily resurrection of the just to the eternal blessings of heaven and the unjust to the judgment and conscious, eternal punishment in hell.

(j) The Local Church

We believe that a local church is a group of believers, who are baptized by immersion and called out from the world in order to be holy, displaying the beauty of Christ's character. The church is a voluntary, but essential association of believers existing for the ministry of the Word, the mutual building up of each other in the faith, the intentional spreading of that faith and the observance of the ordinances. We believe it is an autonomous body, exercising its own God-given gifts, principles, practices and privileges, under the Lordship of Christ the head of the church. We believe that the leadership of the Church are pastors and deacons

(k) Ordinances

We believe that there are only two ordinances for the Church regularly observed in the New Testament:

(l) Baptism, which is the immersion of the believer in water, in obedience to Christ's command and declaring his or her identification with Christ in His death, burial and resurrection; and

(m) The Lord's Supper, which is the memorial wherein the believer partakes of the two elements, bread and wine, which symbolize the Lord's body and shed blood, proclaiming His death until He comes.

(n) The Church and State

We believe that God appoints civil government for the interest, peace and good order of society. Leaders are to be prayed for, conscientiously honoured and obeyed, except in the things opposed to the will of our Lord Jesus Christ, who is the only Lord of the conscience and the Prince of the kings of the earth. We believe in the entire separation of church and state.

(o) Religious Liberty

We believe in religious liberty; that every man has the right to practice and propagate his beliefs in a peaceful and gracious manner.

- 2.3 In all By-laws and Resolutions, unless the context otherwise requires, the following interpretations shall apply:
- (a) words importing the singular number include the plural and vice versa;
 - (b) words importing the masculine gender include the feminine and neuter genders unless otherwise specifically provided; and
 - (c) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- 2.4 Headings used in this By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

MEMBERSHIP

3. QUALIFICATION FOR MEMBERSHIP

- 3.1 The first Directors of the Corporation shall be the initial Members. Thereafter, the Membership shall be comprised of those persons who have been admitted into Membership in accordance with this By-law.
- 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 by immersion as a believer;
 - (c) Would not be under the discipline as set out in section 10.1, if he were a member; and
 - (d) Has completed the procedure for admission into Membership set out in section 4.1 to 4.6.

4. ADMISSION TO MEMBERSHIP

- 4.1 Any person may initiate an application for Membership by either an oral or written request to the Pastor or any Deacon.
- 4.2 The applicant shall be required to sign a written application for Membership, a Declaration of his profession of faith in Jesus Christ as Saviour and Lord, and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution.

- 4.2 The applicant shall be interviewed by two (2) Members, appointed by the Deacons, one of whom shall be a Deacon, to verify that the applicant fulfils all the qualifications for Membership and understands the Church policies and the responsibilities of membership and exhibits a lifestyle and attitude consistent with the teachings of Scriptures.
- 4.3 Once the two (2) members appointed by the Deacons are satisfied that the applicant fulfils all the qualifications for Membership as set out in section 3.02 herein, the two (2) may in their absolute discretion recommend such Person to the Membership for approval at the next Membership Meeting.
- 4.4 After the Person is voted into Membership by the Members, then such Person shall immediately be deemed to have become a Member.
- 4.5 Upon Resolution of the Deacons, existing members of the unincorporated church from which this Church has been formed shall be deemed to be Members for a period of 6 months after such Resolution, after which time if such Members have failed to confirm their membership in writing, they shall be deemed to have resigned as Members. Notwithstanding the foregoing, the Deacons by Resolution may:
- (a) extend such 6 month period of time for up to a maximum additional 6 months; and/or
 - (b) waive the necessity that such Member confirm his Membership in writing within the stated time, provided that two members of the Deacons have signed a written statement within the stated time confirming that they are satisfied that the Member in question has read and understood the Church Constitution and wishes to continue as a member and be subject to the authority of the Church as set out in the Church Constitution.

5. **PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP**

- 5.1 Membership carries the following duties, privileges and rights:
- (a) a duty to minister to one another's spiritual needs as part of the Body of Christ;
 - (b) a duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit, in accordance with Church policies and subject to the approval of the Deacons;
 - (c) a duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
 - (d) a duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Constitution;
 - (e) a privilege to attend all public meetings of the Church subject to section 12.20 herein;
 - (f) a privilege to participate in the ordinances administered by the Church;
 - (g) a right to attend, speak and participate at all Membership Meetings; and

- (h) a right to a single vote, in person (or by proxy if permitted and as prescribed by the Deacons in accordance with this bylaw) at all Membership Meetings if aged 18 or over.

6. ADHERENTS

- 6.1 An Adherent is a Person who regularly attends public worship services of the church, professes faith in Jesus Christ, respects the Church Constitution and submits to the authority therein, and is involved in approved Church ministry, but who has not made formal application for membership in the Church. An Adherent is not a "Member" of the Church as defined herein.
- 6.2 The determination of whether a Person is or continues to be an Adherent shall be made from time to time in the sole discretion of the Deacons after an appropriate personal interview and recommendation by the Pastor or his designate.
- 6.3 Before a Person is accepted as an Adherent, such Person shall be required to sign a statement that he or she will respect the Church Constitution and will submit to the authority of the Church as expressed in the Church Constitution.
- 6.4 An Adherent shall have the following duties and privileges:
 - (a) a duty to minister to one another's spiritual needs as part of the Body of Christ;
 - (b) a duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
 - (c) a duty to respect and submit to the spiritual authority and procedure of the Church as expressed in the Church Constitution;
 - (d) a privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Deacons determine as appropriate from time to time;
 - (e) a privilege to attend all public worship services of the Church subject to section 12.20 herein;
 - (f) a privilege to participate in the ordinances administered by the Church;
 - (g) a privilege to attend, but not vote at, all Meetings of Members and to speak at Membership Meetings at the sole discretion of the *Chair*. Any member present at a Membership meeting may call for a majority vote to disallow or limit an adherent speaking at such Membership Meetings.
- 6.5 An Adherent may not attend Membership Meetings involving Discipline of Members.

7. WITHDRAWAL AND REMOVAL

- 7.1 A Member, who is not under discipline, may withdraw as a Member. Every Person withdrawing as a Member must do so by notification to the Deacons together with an explanation of the reasons for the request for withdrawal.
- 7.2 Upon receipt of such request for withdrawal as a Member such Person shall be removed from Membership and shall be deemed to have also resigned from his position, if applicable, as an Officer, Deacon, or Committee Member. If the Member requesting withdrawal of his or her membership is then under the Discipline of the Church, the discipline proceedings shall be suspended; provided that if such person then seeks to be re-instated as a Member the suspended discipline proceedings shall be re-instituted and completed before the reinstatement of the person as a Member may be considered.
- 7.3 If a Member is habitually absent from the Church for a period of 12 consecutive months without a reasonable explanation, the Deacons, in their sole discretion, may place his membership on the inactive roll, with the result that he shall not have the right to vote at Membership Meetings, provided that the Deacons have first sent written notice by registered and regular mail to such Person of it's intention to place that Person's Membership on the inactive roll sixty (60) days thereafter.
- 7.4 A Member who is on the inactive roll may request that his Membership be reinstated onto the active roll of Members, in which event the Deacons in their sole discretion shall determine whether such request shall be granted.
- 7.5 If a Member has been on the inactive roll for a period of two (2) years, then his Membership may be terminated by a Resolution at a Membership meeting, in which event the Clerk shall thereafter send written notice by registered and regular mail to such Member at his last known address to advise him of the termination of his Membership which shall be deemed to have ceased on the date of such Resolution.

8. MEMBERSHIP RECORD

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

9. RESOLUTION OF DISPUTES AMONG MEMBERS

- 9.1 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 Corinthians 5:1-5. Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where a dispute occurs amongst Members (defined hereafter collectively as an "Individual"):
- (a) an Individual who believes that he has been wronged by another Individual for whatever reason shall confront such Individual with an explanation of the wrong which is alleged to have occurred;

- (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 shall 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 shall refer the matter to the Pastor, or in his absence, the Chairman of the Deacons.
- (d) the Pastor, or the Chairman, shall then confront the Individual who is alleged to have caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to the Deacons, pursuant to the procedure for Discipline set out in section 12.01 to 12.19 herein.

10. CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE

10.1 An Individual as defined in section 12.01 shall be subject to discipline if the Deacons determine by Resolution that any of the following circumstances have occurred:

- (a) he has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and commands;
- (b) his conduct evidences an unwillingness to either comply with, adhere to or submit to the authority and procedures set out in the Constitution;
- (c) he has propagated doctrines and practices contrary to those set forth in the Articles of Faith or the general teachings of the Church;
- (d) he has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, that is not repented of, and has not been resolved through the mechanism for dispute resolution set out in section 9.01 above.

11. RESTORATION THROUGH DISCIPLINE

11.1 Christ's exhortation to watch over on another and to bear one another's burdens in the spirit of meekness and love shall be foremost in the minds of the Deacons in fulfilling their responsibility for the Discipline of Individuals. The primary aim of Discipline shall be the restoration of the offender to the 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 and Adherents carry a worthy witness of their faith before the world both for the sake of the spiritual life of each Member and Adherent and for the testimony of the Church.

12. PROCEDURE FOR DISCIPLINE

- 12.1 No allegation giving rise to disciplinary action against a Member or Adherent (defined hereafter collectively as an "Individual") pursuant to section 10.01 above shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Deacons setting out the nature of the allegation and an explanation of the basis upon which it is made.
- 12.2 If the Deacons determine on a preliminary basis that the written allegation is invalid *or does not warrant action*, then the allegation shall be dropped and no further disciplinary action against the Individual shall proceed. The person making the allegation shall be so notified of the decision of the Deacons.
- 12.3 If the Deacons determine on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred for a hearing and the Individual against whom the allegation is made shall be deemed to be under the Discipline of the Church. The Deacons, in their discretion, may temporarily suspend the said Individual from any Officer post or other official position within the Church until the completion of the Discipline process.
- 12.4 The Deacons shall convene a hearing to consider the allegation. The Individual shall be given 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 Deacons at the hearing. The Individual shall be entitled to attend before the hearing to listen to the details of the allegation made and to respond thereto.
- 12.5 The hearing shall be conducted as a board of inquiry by the Deacons and a Deacon shall be appointed by the Deacons to act as the Chairperson of the hearing. The Deacons shall have responsibility for carriage of the hearing and shall make the determination concerning whether an Individual is to be disciplined at the end of the hearing and if so, what discipline is to be imposed, which decision shall be deemed to be the decision of the Deacons. The Deacons shall be responsible to ensure that due process and procedural fairness as provided for in this General Operating By-law is complied with in relation to all aspects of the hearing and that any recommendations of discipline by the Deacons is duly and fairly implemented, but shall not otherwise participate in the hearing unless requested to do so by the Deacons.
- 12.6 The hearing shall not be open to the public nor to the Members or Adherents. 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.
- 12.7 The Individual and the Deacons 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 Deacons 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.

- 12.8 There shall be an equal allocation of time for the presentation of evidence by both the Deacons and the Individual. The Deacons may designate a time limitation on the hearing, provided that such limitation is applied equally to the presentation of evidence by both the Deacons 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.
- 12.9 All evidence presented before the hearing shall be kept confidential, except such summary facts that the Deacons determine needs to be given to the Membership at a subsequent Membership meeting.
- 12.10 At the end of the hearing, the Deacons shall convene in private to deliberate on the evidence presented. A two thirds majority vote by the Deacons 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 or Adherent as the case may be in good standing.
- 12.11 In the event that the Deacons determine that the allegation is true, then subject to section 12.12 below, the Deacons shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by a two thirds majority vote of the Deacons 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.
- 12.12 If the disciplinary action determined by the Deacons involves termination or the loss of any rights of Membership or Adherence status, removal from an elected position within the Church, or any other similar disciplinary measure that is determined in the sole opinion of the Deacons by a two-thirds majority vote to be a serious action (referred to as “a serious disciplinary action”), such serious disciplinary action shall not be implemented until it has been referred to and approved by the Membership pursuant to the procedures set out in section 12.15 through 12.20 below.
- 12.13 Termination of Membership or Adherence as a serious disciplinary action shall be deemed appropriate only where no other alternative is available.
- 12.14 In the event of a non-serious disciplinary action, the Deacons may implement such disciplinary action that it deems appropriate by a two-thirds majority vote without referral to the Membership, including but not limited to the removal of the Individual from a teaching position within the Church, the prohibition of the offending conduct or behaviour, the requirement that an apology be given, or the requirement that the Individual evidence an attitude of submission to the authority of the Church or a spirit of contrition. The decision of the Deacons 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 Deacons, however, may in their sole discretion refer any non-serious disciplinary action to the Membership at any time for approval pursuant to the procedure set out in section 12.15 to 12.20 below.

- 12.15 In the event of a serious disciplinary action or in the event that the Deacons wish to refer a non-serious disciplinary action to the Membership for approval, the Deacons shall give fourteen (14) days written notification by registered and regular mail to the Individual at his last known address (which period of time shall include the date of mailing but shall exclude the date of the Membership Meeting) of the date, time and place of the Membership Meeting at which such matters will be considered. The notification to the Individual shall set out the recommendation of Discipline together with a succinct statement of the reasons for such recommendation.
- 12.16 The Individual shall be entitled to attend the Membership Meeting to hear the discussions 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 for the sole purpose of determining the appropriateness of the recommendation of the form of Discipline from the Deacons or for substituting another form of Discipline as the Members shall determine in their sole discretion. Any decision by the Members regarding Discipline shall require a two thirds 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.
- 12.17 The Chairman shall endeavour to verbally advise the Individual of the decision of the Membership Meeting forthwith after a vote by the Members is made. In addition, the Church shall promptly send written notification of the decision made by the Members by registered and regular mail to the Individual at his last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- 12.18 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 in or Adherence to the Church, then the Individual shall automatically cease to be a Member or Adherent upon the date that decision by the Members is made.
- 12.19 No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text at a Membership Meeting and only after careful and sober consideration has first been made by the Deacons 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.
- 12.20 An Individual who has been disciplined or whose Membership or Adherence status 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 Deacons; in which event such Individual agrees 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 or Adherent.
- 12.21 In the event that an Individual who has been disciplined attends any other church and that other church does not seek a letter or reference from the Church, the Pastor or any Deacon shall be

authorized to verbally advise the other church that the Individual in question has been disciplined by the Church.

- 12.22 If the Individual 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 and such person shall be entitled to attend and speak on behalf of such Individual at any hearing provided for herein.

13. **WAIVER, MEDIATION AND ARBITRATION**

- 13.1 Notwithstanding anything else contained herein, Membership or Adherence status is given upon strict condition that disciplinary proceedings, the result thereof, and any other proceedings or matters carried out in accordance with the Constitution shall not give a Member or Adherent cause for any legal action against either the Church, a member of the pastoral staff, staff Member, Deacon, Officer, Member, or Adherent and the acceptance of Membership or Adherence status shall constitute conclusive and absolute evidence of a waiver by the Member or Adherent of all rights of action, causes of action, and all claims and demands against the Church, a member of the pastoral staff, Deacon, Officer, Member or Adherent, in relation to disciplinary proceedings and results thereof and any other proceedings or matters carried out in accordance with the Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel in the event that such action is commenced in violation hereof.
- 13.2 In the event that a Member or Adherent is dissatisfied with any disciplinary proceedings, the results thereof, or any matter arising out of the Constitution, involving the Member or Adherent and the Church, if the Member or Adherent does not violate or circumvent the waiver contained in Section 13.01 or attempt to do so, then that Member or Adherent may seek to have his concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:
- (a) The matter shall first be submitted to a panel of Christian mediators whereby the Member or Adherent 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 or Adherent.
 - (c) The mediators so appointed shall then meet with the Deacons and the Member or Adherent 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 judgment 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 or Adherent and the Church.

14. MEMBERSHIP MEETINGS

- 14.1 There shall be an annual Membership Meeting at such time and place determined by the Deacons to be no later than October 31st of each year to:
- (a) hear necessary reports from the Officers, Committee Chairs, Pastor and the Deacons;
 - (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.
- 14.2 A special election Membership Meeting shall be held at such time and place as determined by the Deacons during the months of May or June of each year to do the following:
- (a) elect Members to the Deacons as required for the next fiscal year;
 - (b) elect Members to Officer positions as required for the next fiscal year;
 - (c) elect Members to Committees as required for the next fiscal year; and
 - (d) transact any other necessary business.
- 14.3 At the request of a majority of either the Deacons, 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.
- 14.4 Notice of all Membership Meetings (annual, special and other) shall be given by notice verbally from the pulpit and in the Church bulletin at least two Sundays prior to the date of the Membership Meeting. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgment on any decisions to be taken. Notice of each membership meeting shall advise the Member if the Member shall have the right to vote by proxy on such a form and in such a manner as prescribed by the Deacons.
- 14.5 A Member may waive notice of a Membership Meeting and attendance at a Membership Meeting shall constitute a waiver of notice of the meeting, except where such Person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 14.6 The accidental omission to give notice of any Membership Meeting or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Membership Meeting, provided that no Member objects to such omission or irregularity.

- 14.7 A quorum for all Membership Meetings shall be constituted by the presence of twenty-five percent (25%) of the total Membership (save and except inactive Members and Members under discipline) immediately prior to the time of the meeting in question, present in person or represented by proxy. No business shall be transacted at any Membership Meeting 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 Membership Meeting or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provision of paragraph 14.05 with regard to notice shall apply to such adjournment.
- 14.8 The Chairman (or his designate appointed by the Deacons by Resolution) shall act as Chair and Moderator of all Membership Meetings and shall only be entitled to vote in the event of an equality of votes (in which event he shall have the casting vote), or in the event of a secret ballot.
- 14.9 At all Membership Meetings, every question shall be determined by Resolution, being a majority of votes of Members present, unless otherwise provided for by the Act or elsewhere in this By-law.
- 14.10 Every question submitted to any Membership Meeting shall be decided by show of hands, except where a secret ballot is provided for or requested as stated below.
- 14.11 In the case of an equality of votes, the Chairman shall either by show of hands or by secret ballot, as applicable, 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.
- 14.12 Subject to the Act and the Articles of Continuance of the Church, a decision to sell or purchase property, to construct or undertake major renovations to buildings, to borrow funds for capital projects, to incur any expense of obligation not budgeted for, or relating to any matter that the Board of Deacons considers significant enough to require approval by more than a simple majority of the Members shall be approved by no less than 75% of the votes cast by Members entitled to vote on the resolution relating to the decision.
- 14.13 Members must be present in person at a Members' Meeting to participate in and vote at such Meeting, unless the Notice of the Meeting provides that Members may vote by proxy on business specified in the Notice. In such cases the instrument appointing a proxy shall be in writing, the proxy must be a Member, and the instrument appointing the proxy shall be deposited with the Secretary of the meeting at which it is to be used prior to the commencement of the meeting, or as may otherwise be directed in the Notice of the Meeting.

- 14.14 The rules of procedure for Membership Meetings, Deacons Meeting and all Committee Meetings shall follow Sturgis' Standard Code of Parliamentary Procedure, by the most current edition, except where varied by this By-law.
- 14.15 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.

DEACONS

15. DEFINITION OF DEACONS

- 15.1 The affairs of the Church shall be the responsibility of the Deacons in conjunction with the Pastoral staff including the development of the Church's definition of mission, its vision and its goals in keeping with the Purposes as stated in the Bible, the Letters Patent and the By-Laws. The Board shall consist of no fewer than 2 and no more than 8 Members as determined by the Members at the special election Membership Meeting each year. For the purposes of the Act, the Deacons shall be deemed to be the Board of Directors and in this regard a Deacon shall be deemed to be a Director of the Corporation. They shall be a body of spiritually qualified individuals with mature and godly attitudes and gifts of leadership.

16. PROVISIONAL DEACONS

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

17. QUALIFICATION FOR DEACONS

- 17.1 Only Members may be elected as or hold the office as Deacon. A Member may be considered for election to the Deacons if such a person:
- (a) is a Member in good standing;
 - (b) is over the age of twenty-one (21);
 - (c) has an active involvement within the Church;
 - (d) fulfils the spiritual qualifications of Deacons as listed in 1 Timothy 3:1-15, Titus 1:5-10, 1 Peter 5:1-5 and Acts 6:3-6 and believes that having read them, that God would have them to place their name in nomination;
 - (e) is in full agreement with the Church Constitution;

- (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) has a spouse (if applicable) who is in full support of the Church, its Constitution and of that individual's willingness to let their name stand in nomination;
- (i) does not have a father, mother, child, brother or sister, or spouse who are employees, agents or individuals that are receiving remuneration either directly or indirectly from the Church;
- (j) is not an undischarged bankrupt.

18. ELECTION OF DEACONS

- 18.1 The Deacons shall be elected by Resolution of the Members at the special election Membership Meeting to be held during the months of May or June of each year from the slate of nominations presented by a Nominating Committee, or such other committee established by the Membership to bring forward nominations.

19. TERM OF OFFICE AND ROTATION OF DEACONS

- 19.1 A Deacon shall hold office for a term of two (2) years. The Deacons shall be elected and shall retire in rotation every two (2) years. At the first Membership Meeting, one half of the Deacons 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 subsequently at each special election Membership Meeting thereafter, a Deacon shall be elected to fill the position of the Deacon whose term of office has expired. A Deacon so elected shall hold office until the end of the second full fiscal year after election.

20. REMOVAL OF DEACONS

- 20.1 A Deacon may be removed from the position of Deacon at any time where they no longer fulfil all of the qualifications of a Deacon as set out in section 17.01 or upon being removed by the Members in accordance with the Act.

21. MAXIMUM TERM OF DEACONS

- 21.1 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.

21.2 Upon the completion of the maximum term on the Board, as set out above, a minimum of a one year absence is required before eligibility for re-election as a Deacon is restored.

22. **AUTHORITY AND DUTIES OF THE DEACONS**

22.1 The Deacons shall be responsible for the affairs of the Church and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such powers and do such other acts and things as the Church is by its Letters Patent, the Act, or otherwise authorized to do.

22.2 Without limiting the generality of the foregoing, the Deacons shall be authorized to carry out the following duties and responsibilities:

- (a) overall responsibility for the day to day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget referred to in section 49.01 through section 49.03;
- (b) formulate and recommend Policy Statements as defined in section 44.01 to the Membership and to implement those Policy Statements approved by the Membership;
- (c) shall respect the ultimate spiritual authority of the Pastor over the Church and shall serve the spiritual and pastoral needs of the Church in accordance with the direction of the Pastor;
- (d) to oversee the Discipline of Members and Adherents pursuant to the procedures set out in the General Operating By-law;
- (e) to ensure that all employed personnel of the Church, including other Pastoral staff, are accountable to the Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and are in full agreement with and subject to the authority of the Church pursuant to the Church Constitution;
- (f) to examine the relationship of the Senior Pastor or Assistant Pastors 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;
- (g) to serve at the ordinance of the Lord's Supper;
- (h) to take such steps as are necessary to enable the Church to acquire, accept or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects;
- (i) to appoint such agents and engage such employees (with the exception of the Pastoral and office 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 Deacons at the time of such appointment; and

- (j) 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 Deacons.

- 22.3 The remuneration for all employees and agents of the Church shall be fixed by the Deacons by Resolution. Such Resolution shall have force and effect provided that such remuneration does not exceed the current approved budget of the Church, otherwise such Resolution shall require the approval of the Membership before coming into force and effect.
- 22.4 The Deacons shall through the Chairman report to the Membership at the annual Membership Meeting and the Chairman shall be available to answer any questions by Members and to entertain any motion arising from the Membership from the floor concerning the proceedings of the Deacons.
- 22.5 The Deacons shall serve without remuneration and no Deacon shall directly or indirectly receive any profit from the position of Deacon as such, nor shall any Deacon receive any direct or indirect remuneration from the Church, provided that the Deacon may be paid for reasonable expenses incurred by the Deacon in the performance of the Deacon's duties.
- 22.6 No Deacon shall be in a position where there is a conflict of interest between the duties of a Deacon and any personal or other interest of that Deacon. Every Deacon 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 their family (with "family" defined as spouse, father, mother, child, or spouse of such family members) or by the involvement of their partner, business associate or Corporation that the Deacon is involved with as either a director, shareholder, officer, employer or agent, then such Deacon shall declare a conflict of interest fully at a meeting of the Deacons and shall withdraw from any discussion or vote thereon and if such proposed contract, transaction or arrangement is approved by the Deacons, such Deacon shall immediately resign from membership on the Board.

23. RESIGNATION FROM THE DEACONS

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

24. VACANCY ON THE BOARD

24.1 The position of a Deacon shall be automatically vacated if the Deacon:

- (a) resigns as a Deacon by delivery of the written resignation to the Chairman;
- (b) no longer fulfils all the qualifications of a Deacon set out in section 17.01;
- (c) is found to be mentally incompetent or of unsound mind;
- (d) ceases to be a Member;
- (e) is removed from office by the Members in accordance with the Act;
- (f) dies.

24.2 If any vacancies should occur for any reason as set out in section 24.01 above and a quorum remains, the Deacons may by a majority vote, fill the vacancy until the next annual Membership Meeting, at which time a Nominating Committee, or such other committee established by the Membership to bring forward nominations, shall nominate a Person for election to the Deacons to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Deacons shall notify the Membership.

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

25. DEACONS MEETINGS

25.1 Regular meetings of the Deacons shall be held at such times and places as shall be determined by the Chairman but not less than nine (9) times a year. The dates for regular meetings shall be published and distributed to all Deacons, as soon as possible.

25.2 Special meetings of the Deacons may be called by the Chairman or by request of any two (2) Deacons to the Chairman who shall then give notice of a special meeting of the Deacons as soon as possible thereafter.

25.3 All meetings of the Deacons shall be held on fourteen (14) days notice either addressed and mailed or delivered to each Deacon or published in the Church Bulletin on two consecutive Sunday mornings prior to such meeting or at the call of the Chair upon 24 hour telephone notice in the event of an emergency.

25.4 A Deacon may waive notice of a meeting of the Deacons and attendance at such meeting shall constitute a waiver of notice, 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.

- 25.5 The accidental omission to give notice of any meeting of the Deacons to, or the non-receipt of any notice by, any Deacon shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Deacon objects to such omission or irregularity.
- 25.6 The Chairman shall be appointed by the Deacons from amongst the Deacons at the first Deacons meeting of each fiscal year. The Chairman shall serve for a term of one (1) year and shall be an Officer. The duties of Chairman shall be those set out in section 33.01 herein.
- 25.7 The Vice-Chairman shall be appointed by the Deacons from amongst the Deacons at the first Deacons meeting of each fiscal year. The Vice-Chairman shall serve for a term of one (1) year and shall be an Officer. The duties of the Vice-Chairman shall be those set out in section 33.02 herein.
- 25.8 A quorum for a meeting of the Deacons shall be a majority of the Deacons.
- 25.9 With the exception of the Chairman, who shall only vote in the event of an equality of votes, all Deacons shall have one vote.
- 25.10 The Deacons shall keep written minutes of each meeting. The Deacons shall appoint a Deacon to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Deacons Meeting, 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 Deacons.
- 25.11 If all Deacons consent thereto generally or in respect of a particular meeting, a Deacon may participate in a meeting of the Deacons by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and the Deacon participating in such meeting by such means is deemed to be present at the meeting.

PASTOR, ASSISTANT PASTOR AND STAFF

26. DEFINITION AND DUTIES OF THE PASTOR

- 26.1 The Pastor shall be the spiritual overseer of the Church and his duties and rights shall be as follows:
- (a) to provide leadership to the Church in conjunction with the Deacons in implementing such leadership, including the development of the Church's definition of its mission, its vision and its goals in keeping with the Purposes as stated in the Bible, the Letters Patent and the By-Laws;
 - (b) to work in conjunction with the Deacons in formulating and recommending Policy Statements to the Church as may be necessary from time to time.

- (c) to exercise general supervisory authority over all staff members of the Church, provided that the hiring or removal of staff members shall require the approval of the Deacons and/or the Members in accordance with this By-law as the case may be;
- (d) to continue to fulfil the qualifications of a Deacon as set out in section 17.01 and to ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles;
- (e) to be in full agreement with, uphold and be subject to the Constitution;
- (f) to be an ex-officio member of (without power to vote) or appoint a designate to (without power to vote) all committees and the Board of the Church;
- (g) the right to receive notification and minutes of all meetings of the Deacons, to be present and fully participate at all such meetings, provided that the Pastor shall not be a Deacon nor have a vote and shall not be present nor entitled to minutes when the Deacons are discussing his position or salary or benefits.

27. **DEFINITION AND DUTIES OF OTHER MINISTRY STAFF**

27.1 The Pastoral staff together with the Deacons by Resolution may determine it is necessary, subject to ratification by Resolution of the Membership, to call additional Pastoral staff to undertake such ministries as the Pastor and the Deacons determine are necessary for the Church. The duties of Pastoral staff shall be as established in a job description approved by a Resolution of the Deacons, and ratified by the Members at a Membership Meeting.

28. **THE CALLING OF PASTORAL STAFF**

28.1 When a vacancy in the position of Pastor occurs, a Pastoral Search Committee shall be established. When the Deacons determine that an additional Pastoral Staff is needed, the Deacons, together with the Pastor shall form the Search Committee.

28.2 The Pastoral Search Committee shall consist of Five (5) Members to be appointed or elected in the following manner:

- (a) Two (2) Deacons shall be appointed by the Resolution of the Deacons.
- (b) Three (3) Members who are not either Deacons or spouses of Deacons shall be elected by Resolution of the Membership at a duly called Membership Meeting. The Members shall be nominated by a Nominating Committee, or such other committee established by the Membership to bring forward nominations, who shall obtain the consent of all nominees and shall post a list of its nominees at least two Sundays prior to the Membership Meeting to elect the Pastoral Search Committee. Members may add further nominations, provided that such additional nominees have first consented in writing and that their nomination has been handed to the Nominating Committee along with the nominators signature so that these names can be posted with the others two weeks in advance, in

which event the three (3) nominees receiving the most number of votes shall be elected as members of the Pastoral Search Committee.

- 28.3 The Pastoral Search Committee shall be responsible to recommend to the Membership the calling of a Pastor. As much as possible, the Pastoral Search Committee shall make their recommendation to the Church on an unanimous basis, but where that is not possible, a recommendation to the Church may proceed upon a seventy-five percent (75%) majority vote of the members of the Pastoral Search Committee supporting the recommendation.
- 28.4 The Pastoral Search Committee shall remain in effect until such time that the Deacons determine that its useful purpose has ended. Any elected member of the Pastoral Search Committee may be removed from such committee upon a seventy-five percent (75%) majority vote of the Members present at a meeting called for that purpose and any appointed member of the Pastoral Search Committee may be removed upon a seventy-five percent (75%) majority vote of the Deacons present at such meeting.
- 28.5 When the Pastoral Search Committee is prepared to make a recommendation, then the recommendation shall first be presented to the Deacons for approval. If the Deacons approve the recommendation by a two thirds majority vote of the Deacons present at such meeting, then the recommendation shall be placed before the Membership at a special meeting called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.
- 28.6 Only one name for the position of Pastor or Assistant Pastor shall be presented to the Membership at any one time for consideration. Upon approval of seventy-five percent (75%) of Members at a special meeting called for that purpose, a formal call will then be extended to the prospective Pastor or Assistant Pastor. In the event that the recommended name does not receive the approval of seventy-five percent (75%) of the Members at the said special meeting, or in the event that the prospective Pastor or Assistant Pastor does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Pastor or Assistant Pastor, as the case may be, is found.

29. RESIGNATION OF PASTORAL STAFF

- 29.1 If the Pastor or Assistant Pastor wishes to resign, he shall first notify the Deacons 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 Assistant Pastor as an ex-officio member on the Deacons, on all committees and as a Member.

30. REMOVAL OF PASTORAL STAFF

- 30.1 The Pastor or Assistant Pastor may be removed from his position with the Church for any reason upon a seventy-five percent (75%) majority vote of the Members present at a special meeting called for the purpose of authorizing the removal of the Pastor or Assistant Pastor.

- 30.2 Nothing contained in the said procedure shall preclude the Pastor or Assistant Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Pastor or Assistant Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to Person or Persons mutually acceptable to the Church and the Pastor or Assistant Pastor to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- 30.3 The removal of the Pastor or Assistant Pastor from the Church shall be deemed to constitute his removal as a Member, unless otherwise directed by the Deacons.

31. **TERMS OF EMPLOYMENT OF STAFF MEMBERS**

- 31.1 All staff members of the Church (which shall be deemed to include the Senior Pastor, Assistant Pastor, and other employees of the Church) shall be required to fulfil and maintain the following qualifications:
- (a) all staff members must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof; and
 - (b) in recognition of the integral part that each staff member is to the overall ministry of the Church, each prospective staff member shall review and sign an engagement agreement with the Church that provides that the prospective staff member recognizes and agrees that employment or permanent contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Deacons is contrary to biblical principals, and as such, the prospective staff member will be subject to the authority of the Church as expressed in the Constitution, including provisions dealing with Discipline, in the same manner as if such person is a Member.

OFFICERS

32. **NAME OF OFFICERS**

- 32.1 The Officers shall be:
- (c) Chairman;
 - (d) Vice-Chairman;
 - (e) Clerk; and
 - (f) Treasurer

33. DEFINITION OF OFFICERS

33.1 The duties of the Chairman shall be as follows:

- (a) to call and preside at all meetings of the Deacons and the Membership;
- (b) to ensure the fairness, objectivity and completeness occurring at such meeting;
- (c) to prayerfully seek the guidance of Jesus Christ in all matters of the Church;
- (d) to ensure that all directives and Resolutions of the Deacons are carried into effect;
- (e) to carry out such other duties as are directed from time to time by the Deacons; and
- (f) to lead the Deacons and the Church in the fulfilment of its responsibility to the paid staff of the Church.

33.2 In the event that the Chairman is not able to perform the necessary functions of the position, then the Chairman shall be replaced by the Vice-Chairman who shall exercise all of the authority and comply with all of the obligations of the Chairman.

33.3 The duties of the Clerk shall be as follows:

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

33.4 The duties of the Treasurer shall be as follows:

- (a) to be responsible for the disbursing of monies on behalf of the Church;
- (b) to ensure that an accurate cheque register is kept;

- (c) to issue checks on behalf of the Church;
- (d) to ensure that all payroll records are maintained and to provide for the remitting and reporting of taxes and contributions required by law;
- (e) to ensure accounts payable records are maintained;
- (f) to ensure that all accounts and authorized expenses are paid by cheque whenever practical and possible;
- (g) to invest funds belonging to the Church as directed by the Deacons;
- (h) to be responsible for the collection of monies received by the Church;
- (i) to ensure that monies received by the Church are deposited into the proper bank accounts;
- (j) to ensure that an account of all monies received by the Church and full and accurate account of all assets, liabilities, receipts, and disbursements of the Church is kept according to accredited bookkeeping practices and the direction of the Deacons and the Membership, 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) to ensure that an accurate record of all contributions made through envelopes to the general, building and other funds of the Church as exist from time to time is kept;
- (l) to ensure that no Deacon 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;
- (m) to file such financial reports as governments may require from time to time;
- (n) to carry out such other duties as directed from time to time by the Deacons or the Membership; and
- (o) in the temporary absence of the Treasurer, the duties of the Treasurer shall be performed by such other Person who is acceptable to the Deacons upon a Resolution of the Deacons.

34. QUALIFICATIONS FOR CLERK AND TREASURER

- 34.1 A Person may be considered for election as Clerk or Treasurer if that person is a member in good standing.

34.2 Unless otherwise specified in this By-law, a Person may be considered for election as an Officer notwithstanding that such Person may also be either a member of the Board the Auditor, or a Chairperson of a Committee.

35. ELECTION, APPOINTMENT AND TERM OF OFFICERS

35.1 All Officers, with the exception of the Chairman and Vice-Chairman shall be elected by the Members at the special election Membership Meeting to be held during the month of June of each year from a slate of nominations presented by a Nominating Committee, or such other committee established by the Membership to bring forward nominations.

35.2 Sections 19, 21, and 24 of this Bylaw apply with the necessary modifications to the term of Officers, with the exception of the Chairman and Vice-Chairman, their resignation, and the creation of vacancies. If any vacancies should occur, the Deacons by Resolution, may by appointment, fill the vacancy during the remaining term.

PROTECTION AND INDEMNITY

36. PROTECTION AND INDEMNITY TO DEACONS, PASTORS AND OFFICERS

36.1 Except as otherwise provided in the Act, no Deacon, member of the Pastoral staff, other ministry staff or Officer shall be liable for the acts, receipts, neglects or defaults of any other Deacon, Pastoral staff member, other ministry staff or Officer or employee or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person including any Person with whom any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities, or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Deacon, Pastoral staff, other ministry staff or Officer's respective office trust or in relation thereto unless the same shall happen by or through such Person's wilful neglect or default. The Deacon, Pastoral staff member, other ministry staff or Officer shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Deacons.

36.2 Every Deacon, Pastoral staff member, other ministry staff 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 Deacon, Pastoral staff member, other ministry staff, Officer, Member, or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default;
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own negligence, neglect or default.
- 36.2 The Church shall also indemnify any such persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

COMMITTEES (GENERAL PROVISIONS)

37. DEFINITION OF COMMITTEES

- 37.1 The Deacons by Resolution may establish such Standing Committees as it determines necessary from time to time, and to empower such committees with such authority and directives as is deemed appropriate.
- 37.2 The Deacons 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.

38. QUALIFICATION FOR MEMBERSHIP ON COMMITTEES

- 38.1 An individual in good standing and in agreement with our statement of faith may be considered for appointment to a committee.
- 38.2 A Member must be in good standing and at least 21 years old to be appointed to a Finance Committee.
- 38.3 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 their duties.

39. CHAIRPERSONS OF COMMITTEES

- 39.1 The Chairperson of a Committee shall be a Member in good standing and be appointed or elected as directed by the entity establishing such Committee.

40. **MEETINGS OF COMMITTEES**

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

41. **PROCEDURE FOR MEETINGS OF COMMITTEES**

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

42. **REMOVAL OF MEMBERS FROM COMMITTEES**

42.1 Any Committee member may be removed for any reason by a majority vote of the Members present in person at a Members meeting called for that purpose. If any vacancies should occur for any reason, the Deacons, 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.

AFFILIATION

43. **CHURCH AFFILIATION**

43.1 The Church shall be affiliated with such associations and organizations as the Members may determine from time to time by vote of two thirds of the Members present in person at a meeting called for that purpose.

43.2 Subject to the above, the Church shall be affiliated with the Fellowship of Evangelical Baptist Churches in Canada and the Fellowship of Evangelical Baptist Churches in Canada – Central Region.

POLICY STATEMENTS

44. **POLICY STATEMENTS FOR THE CHURCH**

44.1 In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications of Biblical teachings, doctrinal considerations and Christian conduct, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Deacons and such statements upon adoption as set out below shall be deemed to be a part of the Constitution.

44.2 A Policy Statement may be proposed or amended by either the Pastor or the Deacons, but shall not become operative until first approved by a (90%) vote of the Deacons and ratified by a 75% vote of the Members present at a meeting duly called for that purpose.

GENERAL PROVISIONS

45. CORPORATE SEAL

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

46. EXECUTION OF DOCUMENTS AND CHEQUES

- 46.1 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 Deacons shall have the power from time to time by Resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents, and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.

- 46.2 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 and in such manner as the Deacons may from time to time designate by Resolution.

47. FINANCIAL YEAR END

- 47.1 Unless otherwise ordered by the Deacons, the fiscal year end of the Corporation shall be August 31 of each year.

48. HEAD OFFICE

- 48.1 The head office of the Corporation shall be in the City of Kawartha Lakes, and Province of Ontario.

49. BOOKS AND RECORDS

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

50. FINANCIAL STATEMENTS AND BUDGET

- 50.1 The Finance Committee, or such other committee appointed by the Deacons shall prepare each year prior to the annual Membership Meeting the following:

- (a) financial statements for the proceeding 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 leader of each standing committee, each special committee and each ministry area, to include the budget and expenditures of at least the previous year.

50.2 The financial statements and the budget shall be forwarded to the Deacons 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

50.3 The financial statements and the budget shall be presented at the annual Membership Meeting for approval by the Members.

51. AUDITOR

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

- (a) report to the Members on the fairness of the financial statements presented 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 Membership Meeting;
- (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 Deacons or by the Membership.

52. RULES, REGULATIONS AND GUIDELINES

52.1 The Deacons 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 Deacons 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.

53. AMENDMENTS

53.1 Notwithstanding the Act, the Letters Patent may be amended by a ninety percent (90%) vote of the Deacons voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Members voting in person at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Membership Meeting shall be given in the Church Bulletin on four consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

53.2 The By-laws not embodied in the Letters Patent may be repealed or amended by Bylaw and enacted by a ninety percent (90%) vote of the Deacons voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Members voting in person at a meeting duly called for the purpose of considering the said By-law, provided that notice of such Membership Meeting shall be given in the Church Bulletin on two 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.

IN WITNESS WHEREOF, we the provisional members of the Board have hereunto set our hands this 3rd day of June, 2002 day of June, 2014.

"Mr. Karl Batty"

"Mr. Ronald Swain"

"Mr. Allan Cavers"

"Mr. Bruce Webster"

"Mr. Timothy Shauf"

CONFIRMED by the Members on the 16th day of June, 2002.

"Sheila Shauf" - Church Clerk

As amended by the Board of Deacons on June 14, 2014, with such amendments approved by the Members on June 29, 2014


Chair
Tim Shauf


Clerk
Amanda Shone



**Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)**

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1 - Current name of the corporation

LITTLE BRITAIN COMMUNITY BAPTIST CHURCH

2 - If a change of name is requested, indicate proposed corporate name

3 - Corporation number

4 , 0 , 2 , 4 , 0 , 7 , - , 9

4 - The province or territory in Canada where the registered office is situated

Ontario

5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

2

Maximum number

8

6 - Statement of the purpose of the corporation

See Schedule "A" attached.

7 - Restrictions on the activities that the corporation may carry on, if any

NONE



**Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)**

8 - The classes, or regional or other groups, of members that the corporation is authorized to establish

There shall be one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

9 - Statement regarding the distribution of property remaining on liquidation

In the event of dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more registered charitable corporations in Canada.

10 - Additional provisions, if any

See Schedule "B" attached.

11 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature: _____

Print name: Timothy Shauf

Phone Number: _____

786-2200
(705) 324-2146

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

SCHEDULE "A"

The objects of the Corporation are:

1. To preach, teach, promote, disseminate, advance, demonstrate and implement the Gospel of Jesus Christ within the local community, throughout Canada and to people everywhere and thus fulfill the command of our Lord and Saviour that His Gospel be preached in all the world as a witness for all nations.
2. Provided that the objects shall include only those which are, at law, exclusively charitable and without limiting the generality of the foregoing, and to accomplish the aforesaid objects:
 - (a) To uphold and promote the Statement of Faith;
 - (b) To establish, maintain and conduct a place of worship of Almighty God;
 - (c) To bring forth the knowledge and the gift of salvation through Jesus Christ, Head of the Church, to the local community, to the country of Canada, and to the world at large as may be directed by our Lord and Saviour;
 - (d) To help and strengthen members in adherence to the Christian faith;
 - (e) To establish and carry on a Ministry of Christian education in the knowledge of God and Guidance of all life as revealed by the Holy Scriptures of both the Old and New Testaments;
 - (f) To support and encourage unity in the body of Christ within the Corporation and everywhere;
 - (g) To support and maintain missions and missionaries for both home and foreign missions;
 - (h) To provide service and assistance to the local community, the country of Canada and the world at large in alleviating human suffering and meeting the physical and emotional needs of persons in need in order to demonstrate and disseminate the message of Christ's love and offer of salvation;
 - (i) To establish, maintain and conduct a Christian school for the provision of a nursery school, kindergarten, elementary and a high school facility to provide general education for young people in the context of the Christian faith;
 - (j) To establish, own and operating one or more printing plants or publishing offices for the publication, printing and distribution of Christian literature of all types directly related to the charitable objectives herein, including but not limited to books, magazines, booklets, papers, newspapers, brochures and any other means of printing or publishing as may become available;

- (k) To produce, syndicate and distribute Christian programs directly related to the charitable objectives herein for presentation on televisions, video recordings, film, slides, radio, audio recordings, computer software and such other technological means of audio and visual presentation as may become available from time to time, and for purposes of distribution and/or broadcasting by mail order, electronic mail, hand distribution, public television, closed circuit television, AM radio, FM radio, shortwave radio, microwave communications, satellite communications, computer networking and such broadcasting as may become available from time to time;
 - (l) To acquire and hold land for the purpose of a place of worship, residences for its religious leaders, residences for assisted living, burial grounds for cemeteries, theological seminaries or similar institutions of religious instruction;
 - (m) To associate and affiliate with any association or organization, incorporated or unincorporated, with exclusively charitable objects similar to those of the Corporation herein; and
 - (n) Such other complimentary purposes not inconsistent with these objects.
2. For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Canada Corporations Act or any other statutes or laws from time to time applicable and in particular, without limiting the generality of the foregoing:
- (a) To solicit, receive, hold, invest and administer funds hereafter given to it exclusively for such charitable purposes as above set forth and to that end, to take and receive, by bequest, devise, legacies, gift, grant, donation or benefit of trust, and enter into agreements, contracts and undertakings incidental thereto;
 - (b) To accumulate from time to time part of the fund or funds of the Corporation and income therefrom subject to any statutes or laws from time to time applicable;
 - (c) To acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable;
 - (d) To acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on its undertaking, and when no longer necessary, to sell, dispose of and convey the same or any part thereof;
 - (e) To invest and re-invest the funds of the Corporation in such manner as determined by the directors, and in making such investments, the directors shall not be limited to investments authorized by law for trustees, provided such investments are reasonable, prudent and wise under the circumstances and to not constitute, either directly or indirectly, a conflict of interest.

SCHEDULE "B"

1. As permitted by section 7(4) of the Act, the following decisions shall require the approval of at least the following percentage of the votes cast on the resolution relating to the decision:
 - (a) A decision to remove of a member of the Pastoral Search Committee as referred to in section 28.04 of By-law Number 1 - 75% of the Members.
 - (b) A decision to appoint a Pastor or Assistant Pastor as referred to in section 28.06 of By-law Number 1, or to remove a Pastor or Assistant Pastor as referred to in section 30.01 of By-law Number 1 - 75% of the Members.
 - (c) A decision to adopt or amend a policy statement as defined in section 44.02 of By-law Number 1, relating to practical applications of Biblical teachings, doctrinal considerations and Christian conduct - 90% of the Directors and 75% of the Members.
 - (d) A decision to amend the Letters Patent, Articles of Continuance or By-laws of the Corporation as they may be from time to time - 90% of the Directors and 75% of the Members.
 - (e) A decision to sell or purchase property, to construct or undertake major renovations to buildings, to borrow funds for capital projects, to incur any expense of obligation not budgeted for, or generally to make any decision that the Board of Directors considers significant enough to require approval by more than a simple majority of the Members - 75% of the Members.
2. The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.
3. Directors shall serve without remuneration and no director shall, directly or indirectly, receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

**Canada Not-for-profit Corporations Act (NFP Act)
FORM 4002**

INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS

(To be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import))

1 - Corporate name
LITTLE BRITAIN COMMUNITY BAPTIST CHURCH

2 - Complete address of the registered office (cannot be a post office box)		
Number and street name		
489 Eldon Road		
City	Province or Territory	Postal code
Little Britain	Ontario	K0M 2C0

3 - Directors of the corporation (if space available is insufficient, complete attached schedule)	
First and last name	Address (cannot be a post office box)
Ronald Swain	74 Shiloh Lane Little Britain, ON K0M 2C0
David Shone	6 Cedar Street Lindsay, ON K9V 0H7
George Allan Crosbie	210 O'Reilly Lane Little Britain, ON K0M 2C0
Brian Byleveld	215 Ramsey Road Little Britain, ON K0M 2C0
Tim Shauf	103 Adelaide Street South Lindsay, ON K9V 3K3

4 - Declaration	
I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act.	
Signature:	
Print name: <u>Tim Shauf</u>	Phone Number: <u>786-2200</u> (705) 324-2146

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).