

SANCTUS CHURCH

GENERAL OPERATING BY-LAW NO. 4

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

SANCTUS CHURCH (a Federal Corporation)

hereinafter referred to as the "Church".

WHEREAS the Church was incorporated by Articles of Incorporation issued by Industry Canada on the 23rd day of November 1998;

AND WHEREAS Articles of Continuance were filed pursuant to the Canada Not-for-Profit Corporations act and Certificate of Continuance was issued on January 1st, 2013;

AND WHEREAS by Certificate of Amendment dated the first day of November, 2019, the name of the Church was changed to SANCTUS CHURCH;

NOW THEREFORE BE IT ENACTED that By-law No. 3 of the Church be repealed and the following By-law be enacted as the General Operating By-law of Carruthers Creek Community Church (hereinafter referred to as the "Church").

PART I - DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATION

1. DEFINITIONS

1.01 In this General Operating By-law and in all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following definitions shall apply, with the defined words and phrases being capitalized in this General Operating By-law for ease of reference:

- (a) "Act" means the Canada Not-For-Profit Corporations Act, S.C. 2009, c23, as amended from time to time, and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Church to the provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Agent" means any person who performs services on behalf of the Church and receives remuneration for such services;
- (c) "Articles of Incorporation" or "Articles" means the articles of incorporation incorporating the Church, as amended and supplemented from time to time by Articles of Amendment, including the purpose and power clauses and any special provisions and the Articles of Continuance filed pursuant to the Act;

- (d) "Auditor" means a Public Accountant who meets the qualifications as set out in Section 180 of the Act and who has been appointed by the Membership to audit the financial statements of the Church in accordance with the Act and this General Operating By-law;
- (e) "Board" or "Board of Elders" of the Church shall mean the Board of Directors of the Church pursuant to the Act;
- (f) "By-law" or "By-laws" means this By-law and all other By-laws of the Church from time to time in force and effect, including the General Operating By-law herein;
- (g) "Chair" or "Chairperson" means the Chair of the Meeting of Members, who shall be the Chair of the Board of the Church or as otherwise provided for in this General Operating By-law;
- (h) "Committee" means a Committee or Committees of the Church as defined in this General Operating By-law;
- (i) "Committee Member" means a Member of a Committee;
- (j) "Constitution" means the Articles of Incorporation, any Articles of Amendment, the General Operating By-law and any other By-laws, adopted by the Church from time to time;
- (k) "Church" or "Corporation" means the legal entity incorporated as a corporation without share capital by Articles of Incorporation dated the 23rd day of November 1998, and continued under the Act by Articles of Continuance and named SANCTUS CHURCH;
- (l) "Director" means a member of the Board of Elders of the Church other than the Lead Pastor or any member of the Pastoral Lead Team;
- (m) "Documents" includes deeds, mortgages, hypothecs, 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;
- (n) "Elder" means a person who meets the qualifications of Elder as provided for in Section 11.01 of this By-law and, save and except the Pastoral Lead Team, shall, for the purposes of the Act be a Director;
- (o) "Fiscal Year" means the Fiscal Year for the Church commencing on the 1st day of July and ending on the 30th day of June of each year;

- (p) "General Operating By-law" means this By-law, any amendments thereto, and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;
- (q) "Individual" means an Individual person who is a Member of the Church as defined herein;
- (r) "Lead Pastor" or "Pastoral Lead Team" means the person or persons who have the requisite spiritual gifts and have been selected by the Board to lead the employees, volunteers and person who attend the Church (the "Congregation") in fulfilling the mission, vision, values and long-term goals as set out in the Policies of the Churches determined by the Board from time to time;
- (s) "Meeting of Members" or "Membership Meetings" means any annual or special Meetings of Members;
- (t) "Member" means a Member of the Church who has been accepted into membership in accordance with the provisions of Part II of this By-law;
- (u) "Members" or "Membership" means the collective Membership of the Church;
- (v) "Officer" means an Officer of the Church as defined in this General Operating By-law;
- (w) "Policy" or "Policy Statement" means a policy adopted by the Board from time to time concerning practical applications of Biblical teachings, doctrinal considerations, Christian conduct and such other matters in pursuing the charitable purposes of the Church;
- (x) "Purposes" means the charitable Purposes of the Church contained in the Articles of Continuance, as amended and supplemented from time to time by Articles of Amendment;
- (y) "Related Persons" means Related Persons as defined under the *Income Tax Act* (Canada), as amended from time to time, and shall include Person(s) connected by blood relation, marriage or adoption;
- (z) "Resolution" means a motion or resolution passed by either the Board, a Committee or the Members by a majority vote of fifty percent (50%) plus one (1) of those Board members, Committee members, or Members who are present, unless the Act or this General Operating By-law otherwise requires;
- (aa) "Volunteer" means any person who performs services on behalf of the Church without receiving remuneration other than repayment of out-of-pocket expenses.

2. FUNDAMENTAL TERMS AND INTERPRETATIONS

- 2.01 Objects - This General Operating By-law and any other By-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Articles of Continuance of the Church. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Act, the provisions contained in the Act, as the case may be, shall prevail.
- 2.02 Interpretation - In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
- (a) Words importing the singular number include the plural and vice versa;
 - (b) Words importing the masculine gender include the feminine and neuter genders;
 - (c) Words importing or referring to person or persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations; and
- 2.03 Headings - Headings used in this General Operating By-law of the Church are for convenience of reference only and shall not affect the construction or interpretation thereof.

PART II - MEMBERSHIP

3. DEFINITION OF MEMBERSHIP

- 3.01 Definition of Membership - Membership in the Church shall consist only of those persons who meet the Membership requirement as set out in Section 4.01 herein.

4. QUALIFICATION FOR MEMBERSHIP

- 4.01 Any person who is of the age of majority shall qualify to be a Member of the Church if, in the opinion of the Board, such person meets all of the following qualifications:
- (a) the applicant has demonstrated to the Board that such individual has read, understands and is in full agreement with the mission, vision and values of the Church as set out in the Constitution of the Church, including the Board Governance Policy;
 - (b) the applicant has demonstrated in his or her own life a love for Christ and obedience to his Word and shares that love with others. (Matthew 28 : 18 – 20);

- (c) the applicant will use reasonable efforts to attend all Membership Meetings while a Member of the Church. Such Membership Meetings shall include the Annual Meeting (also known as the "Annual General Meeting (AGM)) and any Special Meeting as may be convened in accordance with the provisions of section 10.04 of this By-law.

4.02 Membership shall only be available to individuals and not corporate or other entities.

5. ADMISSION TO MEMBERSHIP

- 5.01 Application for Membership in the Church may be initiated either orally or by written request to the Pastoral Lead Team or designate.
- 5.02 Once the Pastor Leader or his designate is satisfied that the applicant has fulfilled the qualifications of Membership set out in Section 4.01 above, the application or request set out in Section 5.01 shall be forwarded for consideration to the Board.
- 5.03 Once the Board is satisfied by Resolution that the applicant fulfills all the qualifications for Membership in the Church as set out in Section 4.01 herein, the Board shall approve acceptance of the applicant into Membership in the Church.

6. TERM OF MEMBERSHIP

- 6.01 Membership shall commence as of the date an applicant for Membership has been accepted into membership by the Board and, subject to Article 7, shall terminate on:
 - (a) the end of the second Annual General Meeting of Members following the admission of the applicant as a Member unless the Member continues to be an Elder of the Church;
 - (b) if the Member is an Elder, the date upon which the Member is no longer an Elder; or
 - (c) the revocation or termination of Membership in accordance with the provisions of Article 7.
- 6.02 Provided a then current Member continues to meet the qualifications of Membership as provided for in Section 4.01 at the end of the two-year term provides a written request to the Board that the term of Membership be renewed for a further term of two years, the Board, at its sole discretion, may renew the Membership for a further two year term.

A member may make subsequent requests for the renewal of Membership in the same manner as herein provided and the provisions set out herein shall apply to such renewal requests.

7. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP

- 7.01 Church Membership shall carry the following duties, privileges and rights:
 - (a) the duty to minister to one another's spiritual needs;

- (b) the duty to participate in Church activities and ministries;
- (c) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
- (d) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Constitution;
- (e) to regularly attend all public worship services of the Church;
- (f) the privilege to participate in the ordinances administered by the Church; and
- (g) the right to a single vote in person or by proxy at all Meeting of Members.

8. REVOCATION OF MEMBERSHIP

- 8.01 A Member may withdraw at any time as a Member of the Church.
- 8.02 Every person withdrawing as a Member must do so by written notification to the Board. If the Member so wishes, the withdrawing Member may provide the Board with the reason for such withdrawal.
- 8.03 Upon receipt of such request for withdrawal as a Member, such person shall be removed from the Membership roll of the Church.
- 8.04 In the event that a Member is habitually absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation, the Board, in its sole discretion, may determine that the person's Membership in the Church has been voluntarily withdrawn with the result that the person's Membership may be revoked by a Resolution of the Board, in which event the Secretary shall thereafter send written notice by regular mail or e-mail to such Member at his or her last known address to advise such person of the termination of such person's Membership. The person's Membership shall be deemed to have ceased on the date of such Resolution.
- 8.05 If, over the length of an individual Membership, the individual, without reasonable cause as reasonably determined by the Board, fails to attend all Annual General Meetings and any Special Meetings the Board, by Resolution, shall have the right to terminate the Membership of such individual. and, upon so doing, shall notify the individual by regular mail or by email at the last-known address of the individual of such termination. Where the Board is considering the termination of membership pursuant to this section, the provisions of section 8.06 shall apply.
- 8.06 In circumstances other than as set out in Section 8.02, if the Board considers it appropriate to revoke a Membership, the Board may do so upon a majority vote of the Board at a duly constituted meeting of the Board at which there is a quorum. Prior to such revocation, the Chair or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of its intention to revoke the

Membership to the Member and shall provide reasons for the proposed revocation. The Member may make written submissions to the Chair or such other Officer as may be designated by the Board within twenty (20) days of the notice. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Membership of the Member is revoked. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of the receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

- 8.07 Membership shall terminate upon the death of the Member or upon the liquidation and dissolution of the Church under Part 14 of the Act.
- 8.08 A Member may not transfer Church Membership to another person.
- 8.09 Upon any termination of Membership, the rights of the Member automatically cease to exist.

9. MEMBERSHIP RECORD

- 9.01 A record of Members of the Church shall be kept by the Church Secretary.

10. MEETING OF MEMBERS

- 10.01 Annual Financial Statements – Not later than twenty-one (21) days and not more than sixty (60) days before the Annual Meeting of Members, the Church shall send to the Members a copy of the comparative annual financial statements, the annual budget for the year following the annual financial statements which have been provisionally approved by the Board and such other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Church reproducing the information contained in the documents. Instead of sending the documents, the Church may send a summary to each Member along with a notice informing the Members of the procedure for obtaining a copy of the documents themselves free of charge. The Church is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 10.02 Annual Meetings of Members - There shall be an Annual Meeting of Members (also known as an Annual General Meeting) each year at such time and place in Canada as determined by the Official Board but no later than eighteen (18) months after the Church was incorporated and subsequently, not more than fifteen (15) months after holding the preceding Annual Meeting but no later than six (6) months after the end of the preceding financial year. The purpose of the Annual Meeting of Members will be to do the following:
 - (a) receive necessary reports from the Lead Pastor, the Pastoral Lead Team and the Board;

- (b) review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon, and approve and/or amend the budget that has been provisionally approved by the Board prior to the Annual Meeting for the current fiscal year;
- (c) appoint the Auditors for the upcoming year and authorize the Board to fix their remuneration;
- (d) elect Members to the Board as required to fill any vacancies; and
- (e) transact any other necessary business.

10.03 Special Meetings - At the request of a majority of the Board or upon the written request of Members carrying not less than five percent (5%) of voting rights, Special Meetings of Members shall be called and convened within twenty-one (21) to sixty (60) days of the request for the purposes stated in the meeting requisition. If the Board does not call a meeting within twenty-one (21) days of receiving the request, any Member who signed the request for the meeting may notify the Chairman of the Board or his designate to call the meeting and who will do so within the time periods provided for herein.

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

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (c) where the Church has more than 250 members, by publication at least once in a publication of the Church that is sent to all its Members, during a period of 21 to 60 days before the day on which the meeting is to be held.

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

- 10.05 Waiver of Notice - A Member may waive notice of a Meeting of Members and attendance of any such person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such person attends a Meeting of Members for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 10.06 Place of Members' Meeting – Unless otherwise determined by the Board, meetings of the Members will be held at the head office of the Church.
- 10.07 Persons Entitled to be Present at Members' Meetings – The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Auditor of the Church and such persons who are entitled or required under any provision of the Act, Articles or By-laws of the Church to be present at the meeting. Any other person may be admitted only on the invitation of the Board or by resolution of the Members unless otherwise provided for by the policies of the Church.
- 10.08 Omission of Notice – The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the Auditor of the Church shall not invalidate any Resolution passed or proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity. Objections must be in writing to the Chairperson and be submitted prior to the approval of the minutes of the meeting in question.
- 10.09 Quorum - A quorum for an annual, special election, or other special Meeting of Members shall be constituted by twenty percent (20%) of the total Membership of the Church but not including those Members whose Membership is deemed revoked in accordance with the provisions of Section 8.04, immediately prior to the time of the meeting in question. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote shall adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 9.05 with regard to notice shall apply to such adjournment. If a quorum is present at the opening of a meeting, the Members may proceed with the business of the meeting even if a quorum is not present throughout the Meeting.
- 10.10 Chair, Secretary and Scrutineers - The Chair of the Board, or in his absence, the Vice-Chair shall act as Chair of all meetings of Members. If neither of such Officers be present within fifteen (15) minutes after the time fixed for holding the meeting, the Board shall appoint one of its members to chair the meeting. If the Secretary of the Church be absent, the chair of the meeting shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by resolution or by the Chair with consent of the meeting.

- 10.11 Majority Vote - At all Annual and Special Meetings of Members, every question shall be determined by Resolution, being a simple majority vote of fifty percent (50%) plus one (1) of those Members voting who are present, unless otherwise provided for by the Act or elsewhere in the General Operating By-law.
- 10.12 Voting Procedure - Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a ballot is requested as stated below. In the case of an equality of votes, the Chair of the Meeting of Members shall not have a second or casting vote to break a tie. At any Meeting of Members unless a ballot is provided, a declaration by the Chair that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held upon the request of any Member and shall be taken in such manner as the Chair directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn. Secret ballots shall be destroyed at the conclusion of the Meeting.
- 10.13 Right to Vote and Proxy - Each Member shall, at all Meetings of Members, be entitled to vote. A Member may, vote by means of a telephonic, electronic or other communication facility that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Church without it being possible for the Church to identify how the member has voted. The proxyholder need not be a member. The procedure for collecting and counting member votes at any meeting of members shall be as set out in the then current Board Policy Manual of the Church.
- 10.14 Procedural Code - ***Robert's Rules of Order*** in the latest edition shall be the standard of parliamentary procedures for all Meeting of Members, meetings of the Official Board, and all Committee Meetings.
- 10.15 Adjournment - The Chair may with the consent of the Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original Meeting of Members in accordance with the notice calling the same.
- 10.16 Notice re Financial Statements – Pursuant to Section 175(2) of the Act, the Church shall give notice to the Members in accordance with Section 10.04 of this By-law that the financial statements of the Church, the Auditors' report and such other financial information required to be provided to the Members pursuant to the Act, are available at the Church office and, on request, any Member may obtain a copy free of charge.

PART III - BOARD

11. DEFINITION OF BOARD

- 11.01 The spiritual, administrative and temporal affairs of the Church shall be the overall responsibility of the Board. It shall consist of no fewer than three (3) and no more than fifteen (15) Members of the Church as determined by the Members at the Special Election Meeting of Members and none of whom shall be paid employees of the Church. For purposes of the Act, the Board other than the Lead Pastor and any member by the Pastoral Lead Team shall be deemed to be the Board of Directors and in this regard a Board member shall be deemed to be a Director of the Church. The Lead Pastor and any member of the Pastoral Lead Team shall be entitled to attend all meetings of the Board unless otherwise directed not to attend and have the right to fully participate but not vote at such meetings of the Board.

12. QUALIFICATION FOR BOARD

- 12.01 A person may be considered for election to the Board if he fulfills all of the following qualifications:
- (a) the person must meet the qualifications of Member as provided for in Section 4.01;
 - (b) The gender of a board member shall be consistent with the position of the denomination with whom the Church is affiliated.
 - (c) The person must have power under law to contract;
 - (d) as determined by the Board, the person must meet the spiritual and general qualifications of an Elder as set out in the Scriptures;
 - (e) the person must not be an employee of the Church or otherwise receive any remuneration in any other capacity provided, should a person receive remuneration from the Church and such remuneration is authorized by Court Order, he shall not be disqualified from being a Director or candidate to become a Director;
 - (f) the person must not be the Auditor or the spouse of the same; and
 - (g) the person shall not be an Ineligible Individual pursuant to the provisions of the Income Tax Act.
- 12.02 Composition of the Board - The Board shall consist of not less than fifty-one percent (51%) of Members who are residents of Canada and not more than forty-nine percent (49%) of Members who are "*related persons*" for purposes of the *Income Tax Act* of Canada.
- 12.03 Proposal - In accordance with the provisions of the Act, five percent (5%) or more of the Members who have signed a proposal shall be entitled to nominate a candidate for election as a Member of the Board provided such candidate consents in writing to

the nomination, fulfils all the qualifications of a Board Member as set out in Section 11.01 and the Board has confirmed the candidate is so qualified.

- 12.04 Where Members intend to nominate a candidate, they shall make every effort to provide the name of such candidate to the Board or a Nominating Committee, if such a Committee has been established, in sufficient time to enable the Board or Nominating Committee to consider the eligibility of the candidate prior to its preparation of a slate of nominees for election.
- 12.05 In the event the candidate is qualified to be a Member of the Board, but the name of the candidate is not included in the slate of nominees, the Members shall be entitled to nominate such candidate from the floor at the Annual Meeting of Members.

13. NUMBER AND ELECTION OF BOARD

- 13.01 The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by ordinary Resolution or, if the ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. The minimum number of Directors may not be fewer than three (3). At least two (2) of the Directors must not be officers of the Corporation or its affiliates. The Lead Pastor, unless otherwise directed by the Board, shall be given notice of all meetings of the Board, be entitled to fully participate at such meetings but shall not have the right to vote. An Elder who is the Lead Pastor or a member of the Pastoral Lead Team shall, for the purposes of the Act, not be a Director but shall be entitled to attend all meetings of the Board unless otherwise directed by the Directors not to attend and shall not have the right to vote on matters coming before the Board.

14. TERM OF OFFICE OF BOARD

- 14.01 There shall be no limit on the number of consecutive terms of office as can be served by a member of the Board provided the person seeking to serve an additional term as a member of the Board shall meet the qualification requirements as set out in Section 12.01. The term of office shall be for a period of four (4) years.

15. AUTHORITY OF BOARD

- 15.01 General Authority - The Board, together with the Lead Pastor and the Pastoral Lead Team, shall be responsible for the overall spiritual affairs of the Church and the Board other than the Lead Pastor and members of the Pastoral Lead Team, shall be responsible for the administration and temporal affairs of the Church as the controlling Board of the Church and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by its Articles of Incorporation, the Act, or otherwise authorized to do.

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

- (a) to have overall responsibility for the Church in accordance with the Act and the Board Policy Manual;
- (b) to formulate and recommend Policy Statements in conjunction with the Lead Pastor and Pastoral Lead Team and to implement such Policy Statements;
- (c) to respect the authority of the Lead Pastor and Pastoral Lead Team to provide spiritual leadership for the Church and to co-operate with them in implementing such ministries and programmes as are determined appropriate in support of such spiritual leadership;
- (d) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Church; and
- (e) to generally exercise such power and to do such other acts and things as the Church is by its Articles of Incorporation, the Act, By-laws, or otherwise authorized to exercise and do by law;

15.03 Remuneration of Employees - The reasonable remuneration for all members of the Pastoral Lead Team shall be fixed by the Board by Resolution. The Pastoral Lead Team shall determine the remuneration of all other employees as permitted by law.

15.04 Board Report - The Board shall through the Chair of the Board, report to the Membership at the Annual Membership Meeting.

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

15.06 Conflict of Interest - No member of the Board shall place himself in a position where there is a conflict of interest between his duties as a Board member and his other interests. Everyone who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement with a member of his family (with "family" defined as spouse, father, mother, child, brother or sister, or spouse of such family members) or by the involvement of his or her partner, business associate or corporation that the Board member is involved with as either a Director, shareholder, officer, employee or agent, then such member of the Board shall declare his conflict of interest fully at a meeting of the Board, withdraw from that part of the meeting in which the matter is being discussed and not vote on the matter. The Minutes shall document the declaration

of the conflict of interest and the absence of the person from all discussions, his withdrawal from the meeting and that he did not vote on the matter giving rise to the conflict of interest. If such proposed contract, transaction or arrangement is approved by the Board, such member of the Board shall immediately resign from membership on the Board unless otherwise able to demonstrate to the satisfaction of the Board that he will not receive a direct or indirect benefit from such proposed contract, arrangement or transaction.

- 15.07 Financial Disclosure – The members of the Board shall place before the Members at every Annual Members Meeting the prescribed comparative financial statements that comply with the provisions of the Act or its regulations together with the report of the Auditor who shall be a Public Accountant.

16. VACANCY ON BOARD

- 16.01 The position of a member of the Board shall be automatically vacated if any of the following situations occur:

- (a) such member resigns his position as a member on the Board by delivery of the written resignation to the Chair of the Board, the Lead Pastor or a member of the Pastoral Lead Team.
- (b) such member no longer fulfills all the qualifications of a Board member as set out in Section 12.01;
- (c) such member is found to be mentally incompetent or of unsound mind;
- (d) such member becomes bankrupt;
- (e) such member ceases to be a Member of the Church;
- (g) such member is determined by a seventy-five percent (75%) majority vote of the Members voting who are present at a Meeting of Members duly called for that purpose to be unfit to hold office as a member of the Board for any reason; or
- (h) such member dies.

- 16.02 If any vacancies should occur for any reason as set out in Section 16.01 above, provided the remaining elected Directors constitute a quorum, the remaining Directors shall continue to exercise all the power of the Directors and, subject to the provisions of the Act, shall be entitled to fill the vacancy. The replacement Director shall fill such position for the balance of the unexpired term of the predecessor.

- 16.03 If the number of Board members is increased during the year within the prescribed limit, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled by the Members.

17. BOARD MEETINGS

- 17.01 Regular Meetings - Regular meetings of the Board shall be held at such time and place as shall be determined by the Chair or Vice-Chair of the Board or any two Directors but there shall be not less than four (4) Board meetings per year.
- 17.02 Special Meetings - Special meetings of the Board may be called by the Chair of the Board upon written notice or upon written request of any two (2) members of the Board to the Chair, who shall then give notice of a special meeting of the Board as soon as possible thereafter.
- 17.03 Notice of Meeting - All regular meetings shall be held in accordance with a schedule published by the Chair. Special meetings of the Board shall be held on forty-eight (48) hours written notice prior to such meeting. Notice shall be given to each Director at his address as shown in the records of the Church, delivered:

- (a) personally, or
- (b) by facsimile transmission; or
- (c) by electronic data transmission (e-mail).

Notice may be given by regular mail provided such notice is sent at least fourteen (14) days prior to the meeting.

- 17.04 Omission of Notice - The accidental omission to give notice of any meeting of the Board to or any irregularity in the notice of any such meetings, or the non-receipt of any notice by any Board Member shall not invalidate any Resolution passed, or any proceeding taken at such meeting, provided that no Board member objects to such omission or irregularity.
- 17.05 Waiver of Notice - A Board member may waive notice of a meeting of the Board and attendance of any Board member at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 17.06 Validity of Meetings – Notwithstanding Section 17.03, the transaction of any meeting of the Board, irrespective as to the manner called and notice given, shall be valid as though made at a meeting held after regular call and notice, if, subject to Section 17.07 a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. All such waivers, consents or approvals shall be filed with the Church's records or made a part of the minutes of the meeting.

17.07 Meetings of Board following Annual Meeting of Members – Immediately following the Annual Meeting of Members, the Board shall, without notice, hold a meeting for the purposes of:

- (a) the appointment of Officers of the Church, and
- (b) the transaction of any other business;

provided however, that in default of appointment of Officers of the Church as set out above, the then-incumbents shall continue to hold such offices or positions until their successors are appointed.

17.08 Chair - The Chair of the Board shall be appointed by the members of the Board from among its members at the first Board meeting following the Annual Meeting of Members. The Chair shall serve for a term of one (1) year and shall be an Officer of the Church. The duties of Chair of the Board shall be those set out in Section 23.01 herein.

17.09 Quorum - A quorum for a meeting of the Board shall be a majority of the members of the Board.

17.10 Voting Rights - All members of the Board shall each have one (1) vote. The Chair shall not have a second vote or casting ballot to break a tie vote.

17.11 Minutes - The Board shall keep written minutes of each meeting. The Secretary shall prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Board.

17.12 Meetings by Telephone or Electronic Means - If all of the members of the Board consent thereto generally or in respect of a particular meeting, one or more members of the Board may participate in a meeting of the Board by means of a telephone conference call or by other electronic means that permits each Board member to communicate adequately with each other, provided that:

- (a) the Board has passed a Resolution addressing the mechanics of holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- (b) each Board member has equal access to the specific means of communication to be used; and
- (c) each Board member has consented in advance to the meeting by telephone or electronic means using the specified means of communication proposed for the meeting of the Official Board.

- 17.13 Confidentiality - Every Board member shall respect the confidentiality of matters brought before the Board.
- 17.14 Board Advisory Panel – The Board may appoint an advisory panel which may include but not be limited to a Spiritual director, theologian, psychologist and leadership coach to assist in the vetting of future Directors as nominated from time to time. Panel members will meet with each potential Director candidate for the purpose of evaluating such individual's spiritual and emotional maturity and leadership abilities. Panel members will provide a written summary of each Director candidate's suitability for the position of a Board Member.

PART IV - OFFICERS

18. APPOINTMENT OF OFFICERS

- 18.01 The Lead Pastor ("LP") or Pastoral Lead Team ("PLT") member – The LP or a PLT member shall be appointed at a Special Meeting of Members duly called for that purpose and shall continue in such office until his resignation as such or his removal from such office in accordance with Section 20.01 or otherwise in accordance with the Church Constitution.
- 18.02 Mandatory Officers – At the meeting of the Board following each Annual Meeting of Members, the Board shall elect or appoint:
- (a) a Chair, who shall be a Director;
 - (b) a Vice-Chair, who shall be a Director;
 - (c) a Secretary, who need not be a Director; and
 - (d) such other officers as the Board may determine .

19. QUALIFICATIONS OF OFFICERS, AGENTS AND EMPLOYEES

- 19.01 No person shall be qualified as an Officer of the Church unless such person shall:
- (a) be an individual;
 - (b) be eighteen or more years of age;
 - (c) have power under law to contract;
 - (d) satisfy the general requirements set out below;
 - (e) satisfy the specific qualifications for specific office set out herein.
- 19.02 No person shall be qualified as an Officer, agent or employee of the Church unless the Board is satisfied that such person demonstrates the spiritual and general qualifications that the Board considers appropriate for such office or position.

20. TERM OF OFFICE

- 20.01 Subject to the provisions of Section 18.02, the Officers of the Church shall hold office for one (1) year from the date of appointment, or until their successors are appointed in their stead.
- 20.02 Officers shall be subject to removal at any time in accordance with the provisions set out below.

21. Removal of Officers

- 21.01 The Directors may at a duly called and constituted meeting, by resolution passed by all but one of the Directors who are present at such meeting, remove any Officer before the expiration of such Officer's term, on the grounds set out in Section 21.03.
- 21.02 Subject to the provisions of Section 21.01, the Members may, at a Special meeting of Members called for that purpose, by Resolution passed by a least three-quarters (3/4) of the votes cast at such meeting, remove any Officer who is not an employee of the Church on the grounds set out in Section 21.03.
- 21.03 The grounds for removal of an Officer shall be that, in the opinion of the meeting so removing him, such Officer has evidenced unethical or immoral conduct or behaviour that is unbecoming for a Christian and contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution.

22. Vacancies

- 22.01 If any vacancies in the Officers, other than the Lead Pastor or a Pastoral Lead Team member, shall occur for any reason, the Board may, by Resolution, appoint from among the Members a person to fill the vacancy.

23. DUTIES OF OFFICERS

- 23.01 Chair of the Board – The Chair of the Board shall :
- i. preside at all meetings of the Board and of the Members;
 - ii. be an ex-officio member of all committees of the Board; and
 - iii. be vested with such other powers and duties as the Board may determine.
- 23.02 Vice-Chair – The Vice-Chair of the Board shall:
- i. in the absence of the Chair of the Board, be vested with all of the powers of, and perform the duties of, the Chair of the board; and
 - ii. be vested with such other powers and duties as the Board may determine. In the absence of both the Chair and the Vice- Chair, a Director who is a member of the Management Sub-committee shall have the foregoing powers and perform the foregoing duties.

23.03 Lead Pastor (“LP”) or Pastoral Lead Team (“PLT”) – The Lead Pastor or a member of the Pastoral Lead Team shall:

- i. subject to the direction of the Board, manage all aspects of the ministry of the Church and otherwise perform such other duties as may be assigned by the Board;
- ii. regularly report to the Board on all phases of the management and ministry of the Church; and
- iii. shall be an Elder, meeting the spiritual definition as described in 11.01, but not be a director of the Corporation.

23.04 Secretary – The Secretary shall:

- i. be responsible for the recording of all resolutions, and minutes of the Board, board committees and other meetings of the Church;
- ii. have custody of the Church's seal, books, papers and records of membership; and
- iii. perform such other duties as may be determined by the Board.

24. AGENTS AND EMPLOYEES

24.01 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or from time to time thereafter.

PART V - COMMITTEES

25. BOARD APPOINTED GROUPS

25.01 Board Ad Hoc Advisory Groups, Focus Groups or Work Groups - The Board may wish to establish advisory, insight groups, or working groups from time to time as needed. When the Board determines the need to have specialized advice or project work done, it may appoint such groups as it sees fit and for a span of time as it determines appropriate.

25.02 Remuneration - Board Ad Hoc Advisory Groups, Focus Groups or Work Groups shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly any profit from their position in serving on such groups.

25.03 Board Ad Hoc Advisory Groups, Focus Groups or Work Groups shall be reimbursed for such reasonable sums in respect of their out-of-pocket expenses incurred in attending Board or Group meetings or otherwise in respect to the performance by such groups of their duties, as the Board may from time to time determine. No confirmation by the Members of any such payment shall be required

PART VI – PROTECTION OF DIRECTORS AND OFFICERS

26.00 Limitation of Liability

- 26.01 Subject to the Act, no Director or officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Church shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Church shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default.

27.00 Indemnity

- 27.01 Every Director and Officer of the Church and such person's heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Church from and against:
- a. all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or about the execution of the duties of such person's office; and
 - b. all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Church; except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

PART VII – BUSINESS OF THE CHURCH

28. FINANCIAL YEAR END

- 28.01 Unless otherwise ordered by the Board, the fiscal year end of the Church shall be the 30th day of June, in each year.

29. EXECUTION OF INSTRUMENTS

- 29.01 Contracts, documents (which shall include deeds, transfers, assignments, obligations and certificates) or any instruments in writing requiring the signature of the Church shall be signed by such Officer or Officers, or agent or agents, of the Church and in such manner, as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by any two (2) Officers. All contracts, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality.

29.02 The Board may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church and such authority may be general or confined to specific instances.

29.03 The Board may give the Church's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any stocks, bonds and other securities of the Church.

30. BANKING ARRANGEMENTS, ETC.

30.01 Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

30.02 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such two (2) officers in such manner as the Board may, from time to time, determine by Resolution.

31. BOOKS AND RECORDS

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

31.02 The Church shall keep correct and complete books and records of account; and shall also keep minutes of the proceedings of its Board and of committees having any of the authority of the Board.

31.03 The minutes of the Board or any other committee shall not be available to the general membership of the Church but shall be available to the Board, each of whom shall receive a copy of such minutes upon request.

32. FINANCIAL STATEMENTS AND ANNUAL BUDGET

32.01 The comparative annual financial statements, the provisionally approved annual budget and such other financial records as referenced in Section 10.01 of this By-law shall be provided to the Members in accordance with the provisions of Section 10.01. The audited comparative financial statements for the preceding year shall be 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 which shall be in compliance with the Act and the regulations thereunder.

32.02 The audited comparative financial statements and the provisionally approved annual budget together with the report of the Auditor together with any further information respecting the financial position of the Church and the results of its operation required by the Articles of Incorporation or By-laws shall be presented at the Annual Meeting of Members for approval by the Members by Resolution.

33. AUDITOR

- 33.01 At the Annual Meeting of Members, the Members shall appoint a public accountant to be the Auditor for the Church to hold office until the next Annual Meeting of Members and to fulfill the following duties:
- (a) prepare comparative audited financial statements and report to the Members on the accuracy, completeness and fairness of such financial statements;
 - (b) provide a report to the Members on any further information, if any, respecting the financial position of the Church and the results of its operation as required in Section 32.02; and
 - (c) carry out such duties as directed from time to time by the Board or by the Membership.
- 33.02 The Auditor is to be given formal notice of the Annual Meeting of Members in accordance with the provisions of the Act.
- 33.03 The Auditor shall have all the rights and privileges and be subject to the provisions set out in the Act and shall perform the audit function as prescribed for therein.

PART VIII – GENERAL

34. BORROWING

- 34.01 Subject to the limitations set out in the Act and consistent with the provisions of the Articles of Continuance, any decision to buy, sell or mortgage real estate, to borrow money on the credit of the Church or to issue, sell or pledge securities of the Church shall require approval of the Members by Special Resolution.
- 34.02 When the Members have approved any borrowing in accordance with Section 34.01 hereof, the Board may make arrangements as to the terms and condition of the loan, and generally manage, transact and settle the borrowing of money so approved by the Members.

35. POLICIES AND PROCEDURES

- 35.01 The Board may establish such policies and procedures and rules not inconsistent with these By-Laws. The Board must have and maintain a Board Policy Manual (BPM). The BPM will be the way the Board communicates to the Pastoral Lead Team and evaluates performance of the staff to accomplish the desired ends.

36. CORPORATE SEAL

36.01 A corporate seal is not required for the Church. When a corporate seal has been authorized by the Board, an impression thereof shall be stamped in the margin hereof, as changed by Resolution of the Board from time to time, and such seal shall be the seal of the Church.

PART IX - AMENDMENTS**37. AMENDMENTS TO THE ARTICLES OF INCORPORATION**

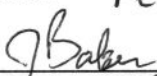
37.01 Notwithstanding the Act, the Articles of Incorporation of the Church may be amended by a sixty-six and two-thirds percent ($66 \frac{2}{3}\%$) vote of the Board voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least sixty-six and two-thirds percent ($66 \frac{2}{3}\%$) of the Members voting who are present in person at a Special Meeting of Members duly called for the purpose of considering the said amendment, provided that notice of such Special Meeting of Members shall be given in accordance with the provisions of Section 9.05 of this By-law and provided further that the notice shall state the proposed amendment and the purpose thereof.

38. AMENDMENTS TO BY-LAW

38.01 The By-laws of the Church not embodied in the Articles of Incorporation may be repealed or amended by By-law and enacted by a sixty-six and two-thirds percent ($66 \frac{2}{3}\%$) vote of the Board voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least sixty-six and two-thirds percent ($66 \frac{2}{3}\%$) of the Members voting who are present at a Special Meeting of Members duly called for the purpose of considering the said By-law, provided that notice of such Special Meeting of Members shall be given in accordance with the provisions of Section 10.05 of this By-law and provided further that the notice shall state the proposed amendment and the purpose thereof.

ENACTED this 16th day of November, 2023, under the seal of the Church.

Per: 
 Chairperson Peter Burns

Per: 
 Secretary Jeff Baker

IN WITNESS WHEREOF, we the Board of the Church have hereunto set our hands at the
Town of Ajax, in the Province of Ontario
 this 16th day of November, 2023.

P Burns Peter Burns

S Baxter Stuart Baxter

GREG NEMPHARD

JOHN A. KNOX

Jeff Baker Jeff Baker

Vic Beaumont Vic Beaumont

CONFIRMED by a sixty-six and two-thirds percent (66 $\frac{2}{3}$ ds%) vote of Members of the Church
 this 16th day of November, 2023.

Per:
 Secretary

Jeff Baker