



2020 CONSTITUTION

MORNINGSTAR CHRISTIAN FELLOWSHIP

GENERAL OPERATING BY-LAW NUMBER 1

**A By-Law relating generally to the conduct and transaction of the affairs of
MORNINGSTAR CHRISTIAN FELLOWSHIP,
an Ontario corporation (the “Church”)**

BE IT ENACTED as By-Law No.1 (the General Operating By-Law) of
MORNINGSTAR CHRISTIAN FELLOWSHIP (the “Church”),
as follows:

ARTICLE ONE - DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATION

1.01 Definitions

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

- (a) “Act” means The Corporations Act of the Province of Ontario as amended from time to time, and the regulations thereof, and any statute or regulation enacted in substitution thereof, and in the case of such substitution, any references in the By- Laws of the Church to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) “Associate Member” means an Associate Member of the Church as defined in Subsection 2.01 (a) herein;
- (c) “Board” or “Elder Board” means the Elder Board of the Church, which shall be deemed to be the Board of Directors of the Corporation pursuant to the Act;
- (d) “By-Law” or “By-Laws” means any By-Law of the Church from time to time in force and effect, including the General Operating By-Law;
- (e) “Church” means the corporation without share capital incorporated under the Act by Letters Patent and operating as MORNINGSTAR CHRISTIAN FELLOWSHIP;
- (f) “Church Constitution” or “Constitution” means the Letters Patent (including the Objects), the General Operating By-Law, all other By-Laws, and to all church governance policies and procedures and rules and regulations, not of a purely administrative nature, adopted by the Church from time to time pertaining to theological and doctrinal matters;

- (g) "Church Discipline" means disciplinary action taken after completion of the Church Discipline Proceedings;
- (h) "Church Discipline Proceedings" means the proceedings commenced under Subsection 3.04 (c) and the determination hearing held in accordance with Section 3.05;
- (i) "Committee" means a committee of the Church as established in accordance with this General Operating By-Law;
- (j) "Committee Member" means a member of a Committee of the Church;
- (k) "Corporation" means the Church as defined herein;
- (l) "Deacon" means a person identified and described in Article Seven;
- (m) "Divisional leader" means an individual who oversees a particular division of the Church, including but not limited to worship, pastoral care, inward ministries, outreach and administration;
- (n) "Documents" includes but is not limited to deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, 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;
- (o) "Elder" means a member of the Elder Board, who shall be deemed to be a Director pursuant to the Act;
- (p) "Elder Election Meeting" means the Meeting of Members in November of each year at which Elders are elected, as contemplated in Section 5.03 hereof;
- (q) "Full Member" means a Full Member of the Church as defined in Subsection 2.01 (b) hereof;
- (r) "General Operating By-Law" means this By-Law, any amendments thereto, and any other By-Laws of the Church intended to amend, replace or supplement this By-Law and identified as a General Operating By-Law;
- (s) "Letters Patent" mean the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (t) "Majority" means 51% vote of those voting who are present unless otherwise stated;

- (u) “Meeting of Members” or “Membership Meeting” means any annual, regular or special Meeting of Members;
- (v) “Member” means a member of the Church, and includes a Full Member, an Inactive Member, and an Associate Member;
- (w) “Minister” means the Minister of Government and Consumer Services or such other person as shall be stipulated by the Act as responsible for the administration of the provisions of the Act;
- (x) “Ministry Staff” or Ministry Team means; All Pastors (including Senior, Executive, Associate, and Assistant Pastors) and, Directors of Ministry.
- (y) “Objects” means the charitable objects of the Corporation as contained in the Letters Patent;
- (z) “Officer” means a corporate Officer of the Church as described in Article Nine of this General Operating By-Law;
- (aa) “Pastoral Staff” means and includes the Senior Pastor, Executive Pastor, Associate Pastors, Pastors and Assistant Pastors of the Church as described herein;
- (bb) “Person” means a natural person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (cc) “Policy Statements” means any policy statements adopted as part of the Church Constitution from time to time concerning practical applications of biblical principles, doctrinal considerations and Christian conduct;
- (dd) “Resolution” means a resolution passed by either a 51% majority vote of the actual number of Elders then in office or Members by a 51% majority vote of those voting who are present, unless the Act or this By- Law otherwise requires;
- (ee) “Senior Pastor” means the person appointed in accordance with Section 8.03;
- (ff) “Staff Members” means and includes the Senior Pastor, Pastoral Staff, Ministry Staff, all other employees of the Church, and all ongoing contract or deputation workers, where applicable.

1.02 Objects and Statement of Faith

- (a) The Constitution of the Corporation shall be strictly interpreted at all times in accordance with, and subject to, the Objects contained in the Letters Patent and by the Statement of Faith which, for the purposes of all By-Laws and

Resolutions, are incorporated by reference and made a part hereof;

- (b) If any provisions contained in any By-Law or Resolution are inconsistent with those contained in the Letters Patent, By-Laws or the Act, the provisions contained in the Letters Patent, By-Laws or the Act, as the case may be, shall prevail.

1.03 Number and Gender

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 unless this By-Law otherwise specifically provides; and
- (c) Words importing or referring to Person or Persons (whether capitalized or otherwise) shall include individual persons only and shall specifically exclude corporations, partnerships, trusts, and unincorporated organizations.

1.04 Words and Phrases defined in statutes

In this General Operating By-Law and all other By-Laws and Resolutions of the Church, words and phrases defined in the Act shall, unless otherwise defined herein or unless the context otherwise requires, have the meanings ascribed thereto in the Act.

1.05 Interpretation not affected by headings

The insertion of headings in this General Operating By-Law and all other By-Laws or Resolutions of the Church is for convenience of reference only and shall not affect the interpretation thereof.

ARTICLE TWO – MEMBERS

2.01 Definitions

- (a) “Associate Member” means a person who is a member in good standing of another church but who:

By reason of relocation, attendance at school or otherwise, wishes to attend the worship services and activities of the Church and to serve in certain capacities in the Church, while at the same time retaining membership in such other church, and

Has been admitted as an Associate Member in accordance with the Constitution;

- (b) “Full Member” means a person who has been admitted as such in accordance with the Constitution, and is actively involved in serving the Lord Jesus Christ through this Church; and
- (c) “Inactive Member” means a person who would normally be a Full Member but whose status has been changed in accordance with Section 2.07 hereof.

2.02 Membership

- (a) Membership Privilege:
 - (i) Full Members, who shall generally have the rights, duties, and privileges set out in Subsections (a) to (g) of Section 2.05 hereof, unless any such Member has been designated as an Inactive Member;
 - (ii) Associate Members, who shall have the rights, duties and privileges set out in Subsections (a) to (f) and (h) of Section 2.05 hereof; and
- (b) A Full Member may, in the circumstances set out in Section 2.07 hereof, be declared to be an Inactive Member with the consequences set out in such Section.

2.03 Qualifications

In order to qualify for consideration as a Member of the Church, and to retain their membership, a person must sign a Membership Application, by which such person shall:

- (a) Profess faith in Jesus Christ as his or her Saviour and Lord;
- (b) Confirm that he or she has been baptized by immersion as a believer;
- (c) Confirm his or her agreement with the Statement of Faith;
- (d) Agree to respect and comply with the Church Constitution;
- (e) Commit himself or herself to live in obedience to the Holy Scriptures of the

Old and New Testament;

- (f) Subject himself or herself to the authority and discipline of the Church as expressed in the Church Constitution; and
- (g) Acknowledge and agree with the provisions of Article Three, and particularly Section 3.11 hereof.

2.04 Term of Membership

Membership in the Church whether Full or Associate, is not transferable, and lapses and ceases to exist:

- (a) Upon death, resignation as a Member, removal as a Member or, otherwise in accordance with the Church Constitution.

2.05 Membership Rights, Duties and Privileges

Church membership shall carry the following rights, duties and privileges to the extent provided by the Church Constitution:

- (a) (Subject to certain matters of Church Discipline) to attend all public worship services of the Church;
- (b) To participate in the Lord's Supper and other ordinances administered by the Church;
- (c) To minister to the spiritual needs of other Members and adherents of the Church, as part of the Body of Christ;
- (d) To serve and participate in activities and ministries of the Church through the use of spiritual gifts and abilities, as the Lord directs and personal circumstances permit;
- (e) To financially support the work of the Church, as the Lord directs and personal circumstances permit;
- (f) To respect and submit to the spiritual authority and procedures of the Church;
- (g) **Full Members only:**
 - (i) To attend, speak and participate at all Meetings of Members;
 - (ii) If over the age of eighteen (18) years and not an Inactive Member, to

vote at all Meetings of Members;

(h) **Associate Members only:**

- (i) To attend all Meetings of Members, except for Meetings of Members involving Church discipline of Members, and
- (ii) To speak or continue to speak thereat as determined in the sole discretion of the Chairman *pro tem*, **but not** to vote at any such Meetings.

2.06 Admission to Membership

- (a) A person who wishes to become a Member of the Church may so apply, by either a verbal or written request to any of the Pastors or Elders;
- (b) If, in the opinion of the Pastor or Elder receiving such request, the applicant appears to understand and agree with the Church's Statement of Faith, the applicant shall be required to sign the written Membership Application referred to in Section 2.03, (each applicant will normally be expected to complete a preparatory course;)
- (c) The applicant may, upon the Pastor or the Elder's evaluation, be requested to complete a preparatory course in the fundamental tenets of the Christian faith before proceeding further with the application.
- (d) Once such Pastor or Elder is satisfied that the applicant has fulfilled the qualifications of Membership set out above, the signed Membership Application shall be forwarded for consideration to the Board;
- (e) Upon receipt of such Application, a Pastor or an Elder shall interview the applicant in order to independently satisfy the Board that such person has fulfilled all of the qualifications for Membership in the Church;
- (f) Once the interviewer, in conjunction with the Board, is satisfied that the applicant fulfills the qualifications for either Full or Associate Membership in the Church, as the case may be, the Board shall recommend such Person to the Membership for approval as such by Resolution at the next Meeting of Members; and
- (g) After such person is voted into membership in the Church by the Membership, then such Person shall immediately be deemed to have become either a Full or an Associate Member, as the case may be, with recognition to be made thereof at the next convenient worship service of the Church.

2.07 Inactive Members

- (a) If a Full Member is, in the Board's opinion, habitually absent from the worship services of the Church for a period of six (6) consecutive months, without a reasonable explanation, then the Board may, in its sole discretion, designate such person as an "Inactive Member";
- (b) Provided, however, that before making such designation, the Board shall first send written notice to such Full Member of its intention to so designate him or her, and shall provide such Full Member with the opportunity to make reasonable representations in writing to the Board;
- (c) The Board may put such weight as it considers appropriate on any such representations, and shall be the final arbiter, in its sole discretion, as to the reasonableness of such representations;
- (d) A person who has been designated as an Inactive Member shall not, during the period of time that such person is so designated, have the right to vote at Meetings of Members; and
- (e) A person who has been designated as an Inactive Member may, by written application to the Board, request that he or she be reinstated as an active Full Member, in which event the Board shall, in its sole discretion, determine whether such request shall be granted.

2.08 Withdrawal and Removal of Members

- (a) Provided that a Member is not under Church Discipline or a Board investigation has not been initiated pursuant to Section 3.03, he or she may withdraw at any time as a Member, and upon his or her request, such Member may be given a letter of prior status addressed to the church to which the Member is relocating;
- (b) Every person withdrawing as a Member must do so by written notification to the Board, together with an explanation of the reasons for the request for withdrawal;
- (c) Upon receipt of such request for withdrawal as a Member, such Person shall be removed from membership in the Church and the Membership Records shall be accordingly amended;
- (d) However, if a Member is under Church Discipline, then, notwithstanding his or her request for withdrawal, such Person shall continue as a Member and be subject to the authority of the Church as set out in the Church Constitution until such time that the Church Discipline Proceedings are complete; and

- (e) In the event that a person has been designated as an Inactive Member for a period of one (1) year, then that person's Membership may be terminated by a Resolution passed at a Meeting of the Elders; in such event, the Member's Membership shall be deemed to have ceased on the date of such Resolution, and the Board Secretary shall thereupon send written notice by documented delivery to such Inactive Member at his or her last known address to advise such person of the termination of his or her Membership.

2.09 Associate Membership

An Associate Member shall be entitled to continue as such for such period of time as determined in the sole discretion of the Board upon recommendation of the Senior Pastor.

2.10 Membership Records

The Church shall keep records of its Full Members, Inactive Members, and Associate Members, separately identified.

ARTICLE THREE – CHURCH HARMONY THROUGH BIBLICAL PRINCIPLES

3.01 Disputes Among Members

- (a) **Biblical Principles** – Christians are instructed to resolve disputes among themselves in accordance with principles set out in **Matthew 18:15-20, Galatians 6:1**.
- (b) **Procedure**
 - (i) A Member who believes, for whatever reason, that he has been wronged by another Member, shall approach such other Member (the “accused Member”) in a spirit of meekness and love, explaining the wrong which he believes has occurred;
 - (ii) If, after following the procedures as set out in Matthew 18:15-20 and Galatians 6:1; but prior to taking the matter to the church, such dispute remains unresolved, and, the Senior Pastor and/or Elder believes that a wrong has occurred, or that the offended Member is making or continuing to make unfounded allegations, such matter shall be referred to the Board of Elders as a matter of Church discipline.

3.02 Biblical Principles for Church Discipline

The primary objectives of Church Discipline are protection of the integrity of the Church's ministry, reconciliation of Members to one another through mutual forgiveness, and restoration of any offending Member to fellowship with God, and with the Church, pursuant to Luke 17:3 and Galatians 6:1;

3.03 Grounds for Church Discipline

The Elder Board may impose Church Discipline on a Member if, following the procedures outlined herein, in its sole and absolute discretion, it determines by Resolution, that any of the following circumstances has occurred:

- (a) Such Member has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian and contrary to Biblical principles, or
- (b) Such Member appears to be no longer willing to comply with, adhere to or submit to the authority of the Bible or the Constitution, or
- (c) Such Member has propagated doctrines and practices contrary to those set out in the Bible, in the Statement of Faith, or in the general teachings of the Church, or
- (d) Such Member has wronged (with or without malicious intent) another Member or Members, or has made unfounded accusations, causing discord or dissension in the Church, and has not repented of the same, nor has such discord or dissension been resolved through the procedures for Dispute Resolution or as set out in Section 3.01.

3.04 Church Discipline Procedure

- (a) No allegation that a Member has acted in a manner set out in Subsection 3.03 (a) to (d) shall be considered by the Elder Board, unless such allegation is contained in a signed written statement given to the Elder Board, setting out:
 - (i) The nature of the allegation, and an explanation of the basis upon which it is made.
- (b) If, upon review of such written statement, the Elder Board determines that such allegation is invalid or inappropriate, no further disciplinary action shall be taken; and

- (c) If the Elder Board determines, on a preliminary basis, that the allegations contained in such written statement require further investigation, then the Board shall further investigate such allegation.

3.05 Hearing by Elder Board

- (a) If the Elders have, in accordance with the foregoing, determined that further investigation is required, the Elder Board shall:
 - (i) Establish a date, time and place, suitable to all parties, for a hearing to further investigate such allegations;
- (b) The accused Member shall be entitled to attend at the Elder Board hearing, in order to hear all of the details of the allegation against him, and to respond to the same;
- (c) The hearing shall be conducted by the Elder Board as a board of enquiry, and
 - (i) The Chairman of the Elder Board or his designate shall act as chairman of such hearing and present all pertinent details pertaining to the allegations;
 - (ii) The Elder Board shall be vested with the authority to determine, at the end of such hearing, whether the accused Member is to be disciplined, and if so, the nature of such Church Discipline;
 - (iii) The hearing shall not be open to the public, nor to any Members of the Church;
 - (iv) Both the Presenter and the accused Member may call witnesses or evidence relevant to the allegations being made;
 - (v) Neither party to the hearing shall be entitled to legal representation; however, the Church, at its own expense, may retain a lawyer or other person with experience in the law of evidence to act as an adjudicator in order to determine the admissibility of evidence before such hearing;
- (d) Time limitation shall be applied equally to the presentation of evidence by both the Presenter and the accused Member;
- (e) All evidence presented at such hearing shall be kept confidential, subject to the right of the Elder Board to provide a summary of the facts, as hereinafter provided; and

- (f) After private deliberation a two-thirds majority vote by the Elders then in office shall be required in order to determine whether there are grounds for Church Discipline. Their findings shall determine whether the Member remains in good standing or placed under discipline.

3.06 Serious Church Discipline

- (a) Serious Church Discipline shall be as determined by the Elder Board, including but not limited to:
 - (i) Termination of membership, or
 - (ii) Suspension or loss of any rights or privileges of membership, or
 - (iii) Removal from an office or other elected position within the Church, or
 - (iv) Any other similar disciplinary action determined by the Elder Board;
- (b) Serious disciplinary action once implemented shall then be communicated to the membership, with a brief statement of reasons.

3.07 Lesser Church Discipline

- (a) Lesser Church Discipline shall be as determined by the Elder Board, including but not limited to:
 - (i) Removal of the accused Member from a teaching or serving position within the Church,
 - (ii) Prohibition of the offending conduct or behaviour,
 - (iii) Requirement that an apology be given,
 - (iv) Requirement that such Member evidence an attitude of submission to the Church's authority, and/or a spirit of contrition;
- (b) The decision of the Elder Board in respect of lesser Church Discipline shall be communicated to such Member both orally and/or in writing, together with reasons for the same, as soon as is practical after the decision of the Elder Board;
- (c) The Elder Board shall **not** be obliged to communicate lesser Church Discipline to the membership prior to implementation of such action.

3.08 Report of Church Discipline to Membership

- (a) In the event that the Elder Board is required (under Subsection 3.06 (b)) or decides (under Subsection 3.07 (c)) to communicate a decision of Church Discipline to the Membership, the Elder Board shall, at their discretion, select the date, time and place of a Members meeting to inform the Members of the Church Discipline to be applied and in a concise statement the reason for such discipline;
- (b) The affected Member may, at the Elder's discretion, be allowed to attend at the Membership Meeting;
- (c) The only persons entitled to be present at such Membership Meeting shall be Full Members;
- (d) Neither the Member affected, nor the Elder Board, may be represented by legal counsel at such Membership Meeting;
- (e) The Board Chairman shall, at such Membership Meeting, communicate, from a prepared text, the nature of the Church Discipline imposed and a succinct statement of the reasons for the imposition of such Church Discipline; and
- (f) If, prior to such Membership Meeting, the Board has determined to terminate the Member's membership in the Church, it may (but is not obliged to) reconsider such decision.

3.09 Notice of Elder Board Decision

- (a) Promptly after a final and conclusive decision by the Elder Board in respect of Church Discipline,
 - (i) The Board Chairman shall endeavour to verbally advise the affected Member of such decision; and
 - (ii) The Board Chairman shall cause the Secretary to send written notice to the affected Member of such decision, together with a succinct statement of the reasons for such decision; and
- (b) If the decision of the Elder Board is to terminate a Member's membership in the Church, then:
 - (i) Such affected Member shall immediately cease to be a Member of the Church on the date such notice is sent to him or her, and
 - (ii) Within twenty-one (21) days of sending such written notice to such

terminated Member, the Board Chairman shall cause notice of the termination of such membership to be given to the remaining Members (refer to Section 3.08.).

3.10 Consequences of Church Discipline

- (a) A person who is subject to Church Discipline or whose membership in the Church has been terminated shall be entitled to attend services of public worship unless his or her presence is in the sole discretion of the Elder Board disruptive to the proceedings of any such service of public worship, in which event, such person may be removed from such service of public worship without the necessity of legal action; and
- (b) If a person who is subject to Church Discipline or whose membership in the Church has been terminated attends another Church he shall be considered for the purposes hereof to still be subject to Church Discipline and the Pastor or any Elder shall if authorized by Resolution of the Elder Board be permitted to verbally advise such other Church, from a prepared text, that such person has been disciplined by the Church.

3.11 Waiver of Legal Action

- (a) Notwithstanding anything to the contrary:
 - (i) Contained herein, or
 - (ii) Contained in any statute (including the Canadian Charter of Rights and Freedoms) or determined by any Court prior to the date hereof or in the future, each person who shall become a Member of this Church shall, by doing so, waive and forfeit any rights he or she may otherwise have to institute, commence or continue with any claim, action, cause of action, demand, proceeding, injunctive or declaratory relief, or otherwise in respect of any Church Discipline Proceedings (specifically including those set out in Section 3.10 above) or other proceedings or matters arising out of the Church Constitution, or any allegation that the Church Constitution has not been accurately interpreted or applied;
- (b) All decisions by the Elder Board in respect of any matter of Church Discipline shall be final and conclusive on the Member or Members involved, and neither:
 - (i) The Church Discipline Proceedings, or any element thereof (including the method of hearing, presentation of allegations or witnesses or evidence, or the presence or absence of legal or other

representation), or

- (ii) The Church Discipline imposed on any Member (whether the determination by the Elder Board of the existence of grounds for Church Discipline, or the method of such determination, or the nature of the Church Discipline imposed on the Member), or
 - (iii) Any other element of the entire Church Discipline process, shall be subject to review by any Court or Tribunal of any nature or kind, it being the intention of the Church and each of its Members that each Member submit to Church Discipline because of the Biblical principles outlined herein;
- (c) The foregoing exclusion of any Court or Tribunal from review of any element of the Church Discipline process is made on the understanding that, although the Elder Board will at all times be comprised of imperfect individuals who may, individually or collectively, make mistakes, the Church and each Member also recognizes that judges and members of Tribunals are also at all times imperfect individuals who may also make mistakes, and the Church and its Members prefer to entrust Church Discipline to Elders who are committed to the Biblical principles as set out in Article Three and have been selected as Elders in accordance with these By-Laws;
- (d) A person's application for membership, and acceptance of the same by the Church, shall be deemed to be a waiver and release by such Member of any and all claims, actions, causes of action, demands, proceedings, reviews by any Court or Tribunal, injunctive or declaratory relief, or otherwise, against the Church, any Member thereof, any Staff Member, Elder, Deacon or Officer of the Church in relation to Church Discipline Proceedings or any other proceedings or matters arising out of the Church Constitution or involving the Church in any manner whatsoever; and
- (e) In the event that, despite the foregoing, any such claim, action, cause of action, demand, proceeding, review by any Court or Tribunal, injunctive or, declaratory relief, or otherwise is commenced by a Member than the provisions of Section 3.11 may be pleaded as a complete estoppel to prevent and dismiss the same, and each Member consents to dismissal of any such action on the basis of such estoppel.

ARTICLE FOUR – MEETINGS OF MEMBERS

4.01 Annual Meeting

The Annual Meeting of Members shall be held,

- (a) Each year within three (3) months after the end of the Church's financial year, at such time and on such day and at such place in Ontario, Canada as the Board may from time to time determine, for the purposes of:
 - (i) Receiving the reports and financial statements of the Church;
 - (ii) Receiving the budget for the upcoming financial year;
 - (iii) Receiving the report of the Board Chairman;
 - (iv) Receiving the report of the Senior Pastor;
 - (v) Appointing auditors and fixing or authorizing the Board to fix their remuneration; and
 - (vi) The transaction of such other business as may be properly brought before the meeting; and
- (b) The Board Chairman shall be present at the annual Meeting of Members, and shall be available to answer any questions by Members and to entertain any proper motion arising at such meeting, concerning the actions and proceedings of the Elder Board.

4.02 Special and General Meetings

- (a) The Board Chairman, the Board Vice-Chairman (in the absence of the Board Chairman), or a majority of the Board, shall have power to call a special or general Meeting of Members at any time; and
- (b) The Board shall forthwith call a "special" Meeting of Members on written or verbal notice of at least one Sunday prior to the intended date;
- (c) The Members may consider and transact any business, either special or general, at any Meeting of Members, including the following:
 - (i) Voting upon the admission of Full Members or Associate Members;
 - (ii) Receiving the report of the Board Chairman;
 - (iii) Receiving the report of the Senior Pastor;
 - (iv) The transaction of such other business as may be properly brought before the meeting.

4.03 Place of Meetings

Meeting of Members shall be held at the location of the sanctuary of the Church's principal building, or at any place in Ontario, Canada as the Board may determine.

4.04 Notice of Meetings

- (a) Written notice of the time and place of each Meeting of Members, identifying the general nature of the business to be conducted and the date, time and place of such Meeting, shall be given to all Members in the manner set out below within a reasonable time before the day on which the Meeting is to be held;
- (b) Notice of any Meeting of Members where special business will be transacted shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken;
- (c) Notice of each Meeting of Members shall remind the Member that each Member in good standing is entitled to vote thereat in accordance with Section 4.09);
- (d) Notice of any Meeting of Members shall be given to Members by notice verbally from the Pulpit, and, except in the case of an emergency, as determined by the Board:
 - (i) In the Church bulletin at least three (3) Sundays prior to the date of the Meeting of Members, or
 - (ii) By posting written notice of the same on at least one prominent notice-board close to the sanctuary in the Church's principal building; and
- (e) The Board may, from time to time, specify additional methods (which shall not be in substitution for the method of notice required under Subsection 4.04 (d)) of giving notice to Members of Meetings; if at any time such notice shall be by mail, it shall be given, not less than twenty-one (21) days before the day on which the meeting is to be held, to each Member of record on the day preceding that on which the notice is given.

4.05 Meetings without Notice

- (a) The transaction of any Meeting of Members, whether or not notice has been provided, shall be valid if:
 - (i) A quorum of Members is present in person, pursuant to Subsection 4.08 (a); and

- (ii) Provided the majority of Members present, by resolution, agrees to a waiver of notice; and
- (b) All such waivers, consents or approvals shall be duly recorded in the minutes of the meeting.

4.06 Chairman, Secretary and Scrutineers

- (a) The Board Chairman, or, in his absence, the Board Vice-Chairman, shall be chairman of any Meeting of Members;
- (b) If neither the Board Chairman in his absence or the Board Vice-Chairman are present within fifteen minutes after the time fixed for holding the meeting, the majority of the Elders present and entitled to vote shall appoint an Elder to be chairman of such meeting;
- (c) If the Secretary of the Church is absent, the chairman of the meeting shall appoint some person, who need not be a Full Member, to act as secretary of the meeting;
- (d) If desired, one or more scrutineers, who need not be Full Members, may be appointed by a Resolution, or by the Chairman with the consent of the meeting.

4.07 Persons entitled to be present

- (a) The only persons entitled to attend a Meeting of Members shall be:
 - (i) Full Members in good standing (i.e. not Inactive or under Church Discipline); and
 - (ii) Others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-Laws to be present at the meeting; and
- (b) Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

4.08 Quorum

- (a) A quorum for the transaction of general business at any singular Meeting of Members shall be fifteen percent (15%) of the current Full Members, present in person and each entitled to vote thereat. A quorum for the transaction of

business wherein the Act requires a vote of two-thirds (2/3) of the Members present at a meeting in order to vote on a matter called for that purpose, shall be fifty-one (51%) percent of the Members. A quorum for member meetings spanning multiple services and multiple locations shall constitute a collective presence of at least forty percent (40%) of the overall membership;

- (b) Provided, however, that a Member who 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 or constituted shall not be included in the calculation of the quorum;
- (c) No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of transaction of such business; and
- (d) If a quorum of Members,
 - (i) Is not present at the time appointed for a Meeting of Members, or within such reasonable time thereafter as the Members present may determine, or
 - (ii) Ceases to be present at some time during the conduct of a Meeting of Members;

then, the Full Members present and entitled to vote may adjourn the meeting to a fixed time and place, but may not transact any other business, and the provisions of Section 4.04 in respect of Notice shall apply to such adjournment.

4.09 Right to Vote

- (a) Subject to the provisions, if any, contained in the Church Constitution, each Member entitled to vote shall, at all Meetings of Members, be entitled to one vote; provided, however, that the chairman of the Meeting of Members shall not be entitled to vote except in the case of an equality of votes on a motion, in which case he shall be entitled to cast the deciding vote;
- (b) A Member entitled to vote must be at least 18 years of age; and
- (c) Members must be present at meetings in order to exercise their right to vote.

4.10 Votes to govern

At any Meeting of Members, every question shall, unless otherwise required by the Act, these By-Laws, the Church Constitution, or any other Statute or regulation, be determined by the majority of the votes duly cast on the question.

4.11 Procedural Code

Except as otherwise required by the Act or these By-Laws or the Church Constitution, the rules of procedure for Meeting of Members shall be as set out in the most current edition of Robert's Rules of Order¹.

4.12 Voting Procedure

- (a) Any decision requiring a vote shall be presented in the form of a motion by a Full Member stating their name for the record; the motion shall be seconded by a Full Member stating their name for the record. The motion shall be opened for discussion prior to any vote being cast.
- (b) Upon a show of hands, every Member who is entitled to vote, and who is present in person, shall have one vote; and
- (c) Whenever a vote by show of hands shall have been taken upon a question, unless a secret ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect is entered into the minutes of the meeting, shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

4.13 Multi-Service and Multi-Location Voting

Due to its size and complexity of the multiple campuses, the church may transact business spanning multiple meetings and locations within a seven day period ending on a Sunday (e.g. two services at the main campus and services at other campuses), provided that:

- (a) Notice of such business meeting is provided at least 21 days in advance of the first of the meetings;
- (b) The motion and all associated information presented are to be the same at each of the meetings;
- (c) A quorum for member meetings spanning multiple services and multiple locations shall constitute a collective presence of at least forty percent (40%) of the overall membership;

¹ Robert's Rules of Order Newly Revised, 11th edition, by Henry M. III Robert, et al., Da Capo Press.

- (d) When voting is carried out at multiple services or at multiple locations:
 - (i) A majority of affirmative votes of the same proportion as provided herein is required at each such location and service time; and
 - (ii) Voting must be completed at every location and service time before the final results are tabulated and announced;
- (e) Each member shall be counted only once in the quorum count and in the voting even if present at more than one location or service time; and
- (f) If one or more locations or service times did not produce the required affirmative votes, the motion may carry if the collective affirmative votes is at least as many as:
 - (i) The required percentage of the members present and voting; and
 - (ii) Two-thirds of the overall membership of the church at that time.

4.14 Secret Ballots

- (a) After a show of hands has been taken on any question, the Chairman of the meeting may require, or any Member entitled to vote on the question may demand, a secret ballot thereon;
- (b) A demand for a secret ballot may be withdrawn at any time prior to the taking of the secret ballot;
- (c) Upon a secret ballot, every Member entitled to vote who is present in person, shall have one vote; and
- (d) The result of the secret ballot shall be the decision of the Meeting of the Members upon such question.

4.15 Adjournment

- (a) The Chairman at a Meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place, and no notice of such adjournment need be given to the Members; and
- (b) Any business may be brought before any adjourned Meeting of Members which might have been brought before the original Meeting of Members.

ARTICLE FIVE – THE ELDER BOARD

5.01 Definition

For the purposes of the Act,

- (a) The Elder Board shall be deemed to be the Board of Directors, and
- (b) Each Elder shall be deemed to be a Director, of the Corporation.

5.02 Function and Authority of Elder Board

- (a) **General** - The spiritual, administrative and temporal affairs of the Church shall be the overall responsibility of the Elder Board;
- (b) **Contracts** – Save as hereinafter provided, the Elder Board shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, and generally exercise such other powers and do such other acts or things as the Church is by its Letters Patent, the Act or otherwise, authorized to do;
- (c) **Specific Authority** – Without limiting the generality of the foregoing, the Elder Board shall be authorized to carry out the following duties and responsibilities:
 - (i) To exercise overall responsibility over the policy 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 12.03;
 - (ii) To formulate and recommend Policy Statements (as defined in Subsection 1.01 (cc)) to the Membership and to implement such Policy Statements approved by the Membership;
 - (iii) To respect the spiritual authority of the Senior Pastor, Executive Pastor, Associate Pastors, and Assistant Pastors, and, together with the Senior Pastor, to provide spiritual leadership for the Church, and to cooperate with the Pastoral Staff in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
 - (iv) To oversee the Church Discipline of Members in accordance with the procedures set out in the General Operating By-Law;

- (v) To ensure that all employed personnel of the Church, including Executive Pastor, Associate Pastors and Assistant Pastors, are accountable to the Senior 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;
 - (vi) 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
 - (vii) 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 Elder Board.
- (d) **Remuneration of Employees** – The Elder Board shall fix the reasonable remuneration for all officers, employees and agents of the Church, as determined appropriate by the Elder Board, but shall not in any event fix aggregate remuneration in excess of the most recent approved Church budget, unless such budget has been specifically amended by Resolution passed at a properly called Membership Meeting to authorize such additional remuneration.
- (e) **Board Report** – The Elder Board shall, through the Board Chairman, report to the Members at the Annual Meeting of Members, and shall in addition, when appropriate, ensure the availability of a summary report as soon as possible after each monthly meeting of the Elder Board following a written request to the Board.
- (f) **Board Governance Frame of Reference** – The Elder Board shall create and maintain a Board Governance Frame of Reference document outlining good governance principles and practices it will operate by and hold itself accountable to.

5.03 Number of Elders

- (a) The Elder Board shall consist of a minimum of six (6) and a maximum of nine (9), Elders, as determined in the manner hereinafter set forth;
- (b) At the Elder Election Meeting held in November in each year, the Members shall, before the election of Elders (as set out in Subsection 5.06 (f)), determine the number of Elders for the ensuing year, and may, in such determination, increase or decrease the number of Elders for such period, provided, however, that if less than the required number of Elder nominees receives the proportion of votes referred to in Subsection 5.06 (h), the

number of Elders for the ensuing year shall be accordingly reduced.

5.04 Qualifications of Elders

No person shall be considered to be qualified as an Elder unless he meets the following requirements:

- (a) **Basic** - such person must:
 - (i) Be eighteen (18) or more years of age;
 - (ii) Be male;
 - (iii) Have power under law to contract; and
 - (iv) Be a Full Member in good standing; and
 - (v) Be unrelated to any Full Time or Part-Time Pastoral or Ministry staff member (for example, biologically, by adoption or by marriage).

- (b) **Spiritual** - In the opinion of the person recommending him in accordance with Section 5.06, and in the opinion of the Elder Board, such person:
 - (i) Is personally committed to Jesus Christ as Saviour and Lord, and gives evidence thereof;
 - (ii) Exhibits a moral and ethical lifestyle, values and behaviour consistent with Biblical principles;
 - (iii) Is actively involved in attendance at the Church's worship services;
 - (iv) Is actively involved in other ministry and service within the Church;
 - (v) Fulfills the spiritual qualifications of a spiritual leader listed in **1 Timothy 3:1-7, Titus 1:5-10, 1 Peter 5:1-5**;
 - (vi) Is in full agreement with the Church Constitution;
 - (vii) Recognizes that membership on the Elder Board is a commitment to humble service, not a position of honour or status, nor a reward for past service; and
 - (viii) Recognizes that membership on the Elder Board is not primarily an administrative role but shall involve active participation in, and leadership of, spiritual ministries of the Church as needed.

- (c) **Nominations** - Receives a nomination as a potential Elder by the Elder

Board, in accordance with the provisions of Section 5.06 below.

5.05 Rights of Each Elder

Without limiting the rights of the Elder granted by the Act or legal precedence, each Elder is entitled to the following to discharge their duties:

- (a) Any information required for decision-making, provided in a timely manner reasonable under the circumstances:
 - (i) Access to all financial records, business records, staff policy and procedure documentation, statutory filing information;
 - (ii) Access to Ministry Team members, and reporting from them;
 - (iii) Access to the same information provided to any other Elder;
 - (iv) Access to all committee meeting minutes; and
 - (v) Any other information to make an informed decision as determined by the Elder.
- (b) Contribution to Elder Board annual programme or workplan and Elder Board meeting agenda; and
- (c) Consultation with subject matter specialists and advisors such as lawyers, risk specialists, governance specialists, real-estate advisors, investment advisors.

5.06 Nomination and Election of Elders

- (a) The Senior Pastor, Ministry Staff, or any Elder, may recommend to the Elder Board, as a prospective Elder, any Full Member in good standing whom such person considers to exhibit the qualifications of an Elder;
- (b) The Elder Board shall perform an assessment of the candidate's suitability and fit that includes the qualifications outlined in Section 5.04;
- (c) If the Elder Board considers that the person so recommended exhibits the qualifications of an Elder, it shall direct that one or more Elders interview him concerning his interest and availability to serve;
- (d) The Elders conducting such interviews shall report back to the Elder Board, and after such report, if the Elder Board is satisfied that such person continues to exhibit the qualifications of an Elder and is interested and

available to serve, the Elder Board may nominate such person, as a proposed Elder, to the Members;

- (e) The initial nomination by the Elder Board of proposed Elders, as set out above, shall be presented to the Members no later than the last Sunday in October of each year;
- (f) Members may recommend additional Full Members in good standing whom they consider to exhibit the qualifications of Elders, in which case, the procedure set out above shall be followed;
- (g) The final list of nominations of Elders, approved by the Board, shall be presented to the Members for a vote by secret ballot at a Meeting of Members on a Sunday in November of each year, as determined by the Elder Board;
- (h) Election of Elders shall take place in accordance with the number of vacant positions on the Elder Board, with Elders being elected in order of the greatest number of votes received;
- (i) However, in no event shall a person be elected as an Elder unless he shall obtain a minimum of seventy-five percent (75%) of the votes cast at such Meeting of Members; and
- (j) Elders elected in November of any year will take office on March 1st of the next calendar year.

5.07 Rotating Board

- (a) The Elder Board should determine the number of Elders required to be elected based on a plan of at least three years in duration that systematically and orderly refresh the board while also maintaining continuity. The plan should be designed to retire a maximum of a third of elders in any given future year and likewise intake by design no more than third of elders, except herein provided. Generally, this means that each year, one-third (1/3) of the Elders would retire and the same number, one-third (1/3), are elected for a three year term;
- (b) Vacancies on the Elder Board may occur for various reasons, such as resignation, death, or otherwise provided herein. Such vacancies will result in the need to fill the Elder role for partial terms. Such partial terms would be less than three years in duration and correspond to the time remaining of the position so vacated. Vacancies may be filled by electing Elders to serve the remaining partial term of the vacant position, and the Elder elected to fill such role will serve for remaining duration of the three year term of the vacant role.

- (c) At each Elder Election Meeting, after determining the number of Elders for the ensuing year, the Members shall elect a sufficient number of Elders to fill the positions of those Elders whose terms of office have expired, and each Elder so elected shall hold such position for a term of three (3) years, or if filling a vacant role the remainder of the term of three years of the vacant position;
- (d) Provided, however, that if an Elder's successor is not duly elected at the expiry of such Elder's term of office as aforesaid, and the Members have not reduced the number of Elders, then an Elder shall continue in such position until his successor is duly elected; and
- (e) A retiring Elder shall remain in such position until the last day of February of the year in which he completes his term, except as provided herein.

5.08 Term of Office of Elders

- (a) Except in the event of election of an Elder to fill a vacancy in the Elder Board, in which case the Elder so elected will serve a partial term comprising of a duration less than 3 years, each Elder shall be elected by the Members for a term of 3 years.
- (b) Upon completion of their term as an Elder, a minimum absence of one (1) year from the Elder Board is generally required before a person shall again become eligible for re-election as an Elder;
- (c) On an exception basis and by invitation of the Board, an Elder or Elder(s) can be asked to allow their name(s) to stand for re-election for a second three (3) year term without a period of absence, provided the elder has not completed more than three consecutive years in office. The basis of granting the exception shall be documented and constitute all of the following:
 - (i) An assessment of the Elder's performance on the Board as outstanding;
 - (ii) The Elder possessing needed skills based on the Elder Board skills gap analysis; and
 - (iii) An analysis of continued fit per characteristics outline in 5.06 (b).
- (d) Elders nominated for a second term without a period of absence shall be first affirmed by eighty five percent (85%) of all serving on the Elder Board and subsequently by eighty five percent (85%) of the members present and voting in a duly called Meeting of Members.

- (e) Upon completion of the first term or a portion thereof followed immediately by a second term, there is a mandatory requirement of at least one (1) year of absence from the Elder Board before a person shall again become eligible for re-election as an Elder.
- (f) No Elder shall serve more than six (6) consecutive years without at least one (1) year of absence from the Elder Board.
- (g) The term of office of each Elder shall begin on the first day of March following the date of his election, and end on the last day of February.
- (h) The number of Elders presented for Election will be contingent on the number of Elders serving at such time, and whose terms have not ended.

5.09 Resignation from Elder Board

- (a) If the personal circumstances of an Elder make it too difficult for that Elder to devote the necessary time or energy to the work of the Elder Board, then he shall be free to resign from the Elder Board without embarrassment or stigma, regardless of the remainder of his term as an Elder; and
- (b) If for any reason an Elder chooses to resign, then he shall give written notice, setting out the reasons for his resignation, at least thirty (30) days prior to such resignation, if possible, to the Board Chairman, who in turn shall present the same to the Elder Board, which may accept such resignation prior to the next Meeting of Members.

5.10 Automatic Vacation of Office

An Elder shall immediately cease to be such, and his office shall be thereupon vacated, if such Elder:

- (a) Dies;
- (b) Becomes bankrupt;
- (c) Is declared by court order to be a mentally incompetent person or incapable of managing his financial or personal affairs;
- (d) Ceases to be a Full Member of the Church;
- (e) Becomes an Inactive Member of the Church;
- (f) By notice in writing delivered to the Board Chairman, or the Senior Pastor, unconditionally resigns as such; or

- (g) Is removed pursuant to Section 5.11.

5.11 Removal of Elders

- (a) The Elder Board may, at a duly called and constituted meeting, by a Resolution passed by a majority of the actual number of Elders then in office, remove any Elder before the expiration of his term on grounds that, in the opinion of such Elders, the Elder being so removed:
 - (i) Has evidenced unethical and/or immoral conduct or behaviour that is unbecoming for a Christian and contrary to Biblical principles;
 - (ii) Is no longer willing to comply with or adhere to the authority of the Holy Scriptures, or to the Constitution; or
 - (iii) Refuses to submit to the authority of the Elder Board on any resolution passed concerning such Elder; and
- (b) The Members may, at a special general Meeting of Members called for that purpose, by Resolution passed by a minimum of seventy-five percent (75%) of the votes cast at such meeting, remove any Elder whom such Members consider, for any reason, to be unfit to continue to hold office as an Elder.

5.12 Vacancies

- (a) If any vacancy shall occur on the Elder Board, then the Elder Board may, by a majority vote, appoint a Full Member whom the Elder Board considers to be qualified in accordance with Section 5.04, to act as a Temporary Elder until the next Elder Election Meeting, at which meeting the Elder Board shall nominate a person for election as an Elder to fill such vacancy for the balance of the unexpired term caused by such vacancy, in accordance with Section 5.06;
- (b) Upon temporarily filling such vacancy in accordance with the foregoing, the Elder Board shall notify the Members that such action has been taken; and
- (c) If the number of Elders is increased between the annual Meetings of Members when Elders are elected, a vacancy or vacancies shall thereby be deemed to have occurred, and may be filled in the manner specified above.

5.13 Remuneration of Elders

- (a) The Elders 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 as such; and

- (b) The Elders shall be paid such reasonable sums in respect of their out-of-pocket expenses, as the Board may from time to time determine; no confirmation by the Members of any such payment shall be required.

5.14 Conflict of Interest

- (a) For the purposes hereof, an Elder shall be deemed to have an interest in a contract, transaction or arrangement if the same shall involve him, his spouse, or any of his parents, children, siblings, or any spouse of any of the foregoing, any business partner, or any non-public corporation of which the Elder is a director, shareholder, officer, employee or agent; and
- (b) If an Elder shall be in a conflict of interest between his duties as an Elder and any other interest, he shall comply with the provisions set out in the Morningstar Christian Fellowship '**Conflicts of Interest Policy**'.

5.15 Interest of Elders in Contracts, etc.

Subject to the provisions of the Act and the Constitution, an Elder shall resign from the board and thereby not be disqualified from contracting with the Church, nor shall any contract, transaction or arrangement entered into by or on behalf of the Church with him, or in which he is in any way interested, be liable to be avoided, nor shall any he so contracting or being so interested be liable to account to the Church or any of its Members or creditors for any profit realised by any such contract or arrangement, by reason of such Elder having resigned from the board and the fiduciary relationship associated with that office.

5.16 Declaration of interest

It shall be the duty of every Elder who is in any way, whether directly or indirectly, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Church, to comply fully with all terms and conditions of the Church's '**Conflicts of Interest Policy**'.

5.17 Contract, Transaction or Arrangement with an Elder

- (a) The portion of the minutes of a meeting of the Elder Board considering a contract, transaction or arrangement in which an Elder, having resigned from the board, is interested, shall not identify either the number or names of Elders voting in favour or opposed to any motion arising from such

considerations other than any abstentions (reference should be made to the Church's '**Conflicts of Interest Policy**'); and

- (b) Before determining whether to enter into a contract, transaction or arrangement in which an Elder, having resigned from the board, is interested, the Elder Board shall require written quotations from the Elder (or such other person with whom he may be interested, as set out in Subsection 5.14 (a) and two other independent suppliers for a comparable product or service.

ARTICLE SIX – MEETINGS OF THE ELDER BOARD

6.01 Meetings

- (a) Meetings of the Elder Board shall be held not less than nine (9) times each year, from time to time at the call of the Board Chairman or (in his absence) the Board Vice-Chairman, or (in the absence of both) by any two (2) Elders;
- (b) Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Elder Board need be specified in the notice or waiver or notice of such meeting, unless specifically required by law or by the Constitution; and
- (c) The Elders may consider or transact any business, either special or general, at any meeting of the Board.

6.02 Place of Meetings

Meetings of the Elder Board shall be held at the principal building of the Church or elsewhere in Canada or, if the Elder Board so determines and all absent Elders consent in writing, at some place outside Canada.

6.03 Notice of Meetings

- (a) Meetings of the Elder Board shall be held at any time, provided that (except for Regular Meetings, as contemplated in Section 6.05 below) forty-eight (48) hours written notice of such meeting shall be given to each Elder at his address as shown in the records of the Church, delivered by;
 - (i) in person, facsimile, e-mail, text message or by mail:
- (b) **However**, if notice of such meeting is to be delivered to such Elder by mail, then it shall be sent at least fourteen (14) days prior to the meeting; and

- (c) In the case of an emergency meeting, the Board Chairman shall notify the Elders not less than twenty-four (24) hours in advance of such meeting by telephone call or other acceptable means.

6.04 Meetings Without Notice

- (a) Notwithstanding Section 6.03 above, the transaction of any meeting of the Elder Board, shall be valid regardless if notice was provided
 - (i) (Subject to Subsection 6.04 (b) below) a quorum is present; and
 - (ii) Either before or after the meeting each of the Elders 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; and

- (b) The attendance of an Elder at any Elder Board Meeting shall constitute waiver of notice of such meeting, except where an Elder attends a meeting for the express purpose of objecting to the transaction of any business, even though proper notice was not provided as set out in Section 6.03.

6.05 Regular Meetings

- (a) The Elder Board may appoint a day or days in any month or months for Regular Meetings at a place and hour to be named; and
- (b) If the Elder Board passes a resolution fixing the place and time of Regular Meetings, no further notice shall be required for any such Regular Meeting.

6.06 Special Meetings

Special Meetings of the Elder Board may be called by the Board Chairman with appropriate notice.

6.07 Persons Entitled to be Present at Elder Board Meetings

- (a) The only persons entitled to attend an Elder Board Meeting shall be:
 - (i) the Elders;

- (ii) the Senior Pastor;
- (iii) Executive Pastor; except when his position/salary matters are discussed and during “in-camera” sessions. However, he may not make motions or vote thereat; and

Others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-Laws to be present at the meeting; and

- (b) Any other person may be admitted only upon the invitation of the Chairman of the meeting or with the consent of the Elders.

6.08 Quorum

- (a) A quorum for the transaction of general business at meeting of the Elder Board shall be a majority of the number of Elders (as such number may from time to time be changed in accordance with the Act and the Constitution). A quorum for the transaction of business on a matter wherein the Constitution requires a vote outcome of greater than simple majority of the Elders in order to carry, shall be greater than eighty eight percent (88%) of the actual number of Elders then in office;
- (b) No business shall be transacted at any meeting of the Elder Board unless the requisite quorum is present at the time of transaction of such business; and
- (c) Notwithstanding vacancies, the remaining Elders may act if constituting a quorum and the minimum affirmative votes required herein can be obtained.

6.09 Telephone Participation in Elder Board Meetings

If all of the Elders consent thereto generally or in respect of a particular meeting, an Elder may participate in a meeting of the Elder Board or of a committee of the Elder Board by means of such conference telephone or other communications facilities which permit all persons participating in the meeting to hear each other, and an Elder participating in such a meeting by such means is deemed to be present at the meeting.

6.10 Voting of Elder Board

- (a) Questions arising at any Elder Board Meeting shall be decided by a majority of actual number of Elders then in office;

- (b) Resolutions: The Chairman shall name the person offering the resolution. The Secretary shall read the resolution. The seconder should state his name (but his name should not be entered into the minutes unless so ordered by the assembly.) The Chairman shall then state the question; stating the exact motion; then indicate that it is open for debate. After the debate the Chairman places the question to a vote and announces the result. The Procedural Code shall apply as referenced in Section 4.11.
- (c) Neither the Chairman of the meeting nor the Senior Pastor (ex officio) shall put forward a motion;
- (d) Subject to Subsection (e) below, each Elder present at any such meeting is entitled to exercise one (1) vote, but no Elder may vote at such meeting by proxy;
- (e) Except in the case of an equality of votes, the Chairman of the meeting shall not be entitled to vote, but in the case of an equality of votes, shall be entitled to cast the deciding vote;
- (f) All votes at any such meeting shall be taken by secret ballot if so demanded by any Elder present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent, except as provided herein; and
- (g) A declaration by the Chairman of the meeting that a Resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

6.11 Minutes

- (a) The Secretary shall keep, or cause to be kept, written minutes of each Elder Board Meeting;
- (b) Such minutes shall be signed by the Chairman and/or the Secretary and any documents referenced in the minutes shall be attached to such minutes;
- (c) Due to the potentially confidential nature of matters discussed by the Elder Board, such minutes shall not be made public or available for review by Members or others; and
- (d) Notwithstanding the foregoing, disclosure may be made to a Member, on his or her written request,
 - (i) In respect of matters dealing with financial considerations, or
 - (ii) On Resolution passed unanimously by the Elder Board, in respect of

such other matters as are specified in such Resolution.

ARTICLE SEVEN – DEACONS

7.01 Function of Deacons

Deacons shall be servant leaders who assist the Pastoral Staff in the aspects of ministry directly related to the care of Members and adherents of the Church.

7.02 Qualifications of Deacons

Deacons may be male or female, but no person shall be considered to be qualified as a Deacon unless he or she shall meet the following requirements:

Basic - Such man or woman must be:

- (i) Eighteen (18) or more years of age; and
- (ii) A Full Member in good standing.

Spiritual - such person:

- (i) Is personally committed to Jesus Christ as Saviour and Lord, and gives evidence thereof;
- (ii) Is actively involved in attendance at the Church's worship services;
- (iii) Is actively involved in other ministry and service within the Church;
- (iv) Fulfills the spiritual qualifications of a spiritual leader listed in 1 Timothy 3:8-15, Titus 1:5-10, 1 Peter 5:1-5;
- (v) Is in full agreement with the Church Constitution;
- (vi) Recognizes that the role of Deacon is one of commitment to humble service, not a position of honour or status, nor a reward for past service; and
- (vii) Recognizes that a Deacon fulfills a servant function to the Church.

ARTICLE EIGHT – SENIOR PASTOR, PASTORAL STAFF AND OTHER STAFF

8.01 Pastoral Staff

Basic Qualifications – Each Member of the Pastoral Staff (whether they hold the position of Senior Pastor, Associate or Assistant Pastor) shall:

- (i) Be eighteen (18) or more years of age;
- (ii) Be male; and
- (iii) Have power under law to contract.

8.02 Senior Pastor

(a) **Function** - The Senior Pastor shall:

- (i) Serve as the primary spiritual overseer of the Church;
- (ii) Provide spiritual leadership for the Church in conjunction and co-operation with the Elder Board;
- (iii) Perform such specific roles and responsibilities as described in the Job Description and Leadership Structure documentation established by the Church from time to time;
- (iv) Work in conjunction with the Elder Board in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
- (v) Exercise general supervisory authority over all Staff Members, provided that the hiring or termination of Staff Members shall require the approval of the Elder Board and/or the Members as the case may be, in accordance with the General Operating By-Law.

(b) **Rights** – The Senior Pastor shall:

- (i) Be, ex officio, a Full Member of the Church;
- (ii) Be, ex officio, a Member of all Church committees (other than the Elder Board) with power to vote thereat;
- (iii) Be entitled to receive notification and minutes of all Elder Board Meetings, be present and fully participate, at all such meetings, but shall not:

- A. Be a member of the Elder Board, nor
 - B. Have a vote thereon, nor
 - C. Be present when the Elder Board is discussing his position, salary and/or benefits, but may, in the discretion of the Elder Board, be present when the Elder Board is discussing other aspects of his position; nor
 - D. Be present at “in-camera” sessions of the Elder Board.
- (c) **Qualifications (Spiritual)** – In the opinion of the Pastoral Search Committee referred to in Subsection 8.03 (a) below, and in the opinion of the Members, the Senior Pastor shall:
- (i) Meet the qualifications of a Member, as set out in Section 2.03;
 - (ii) Be personally committed to Jesus Christ as Saviour and Lord, and give evidence thereof;
 - (iii) Be actively involved in attendance at the worship services of the church at which he is then a Member;
 - (iv) Be actively involved in other ministry and service within the church of which he is then a Member;
 - (v) Fulfill the spiritual qualifications of a spiritual leader listed in **1 Timothy 3:1-7, Titus 1:5-10, 1 Peter 5:1-5**;
 - (vi) Be in full agreement with the Church Constitution;
 - (vii) Recognize that the position of Senior Pastor is a commitment to humble service, not a position of honour or status, nor a reward for past service; and
 - (viii) Recognize that the position of Senior Pastor is not primarily an administrative role but shall involve active participation in, and leadership of, spiritual ministries of the Church as needed.
- (d) **Qualification (Nomination)** – Be nominated as Senior Pastor by the Pastoral Search Committee, in accordance with the provisions of Section 8.03 below.

8.03 Calling of Senior Pastor

- (a) **Pastoral Search Committee** – Whenever a vacancy in the position of

Senior Pastor occurs, a Pastoral Search Committee shall be established in the manner set out below;

- (b) **Composition of Pastoral Search Committee** – The Pastoral Search Committee shall consist of a minimum of five (5) Full Members, to be appointed in the following manner:
- (i) A minimum of one (1) seated Elder shall be appointed by Resolution of the Elder Board at all times.
 - (ii) A minimum of three (3) Full Members in good standing, who are neither Elders nor Pastors, shall be appointed by the Board of Elders in the following manner:
 - A. The Elder Board and the ministry team shall nominate a list of Full Members who are to be considered as nominees to such position;
 - B. The Elder Board shall request further nominations from Members prior to any appointments;
 - C. Nominees from Full Members shall be evaluated by the Board of Elders and the Board of Elders shall obtain consent from such nominees for consideration; and
 - D. The names of nominees recommended by the Board of Elders that has consented to serve shall be posted and presented to the Membership.
- (c) **Duties of Pastoral Search Committee** – The Pastoral Search Committee shall recommend to the Elder Board the calling of a Senior Pastor, whom they consider meets the qualifications outlined herein, and whom they consider is in the best interests of the Church as a whole.
- (d) **Term and Removal**
- (i) The Pastoral Search Committee shall continue in office until such time as the Elder Board determines that its useful purpose has ended. Elders appointed to the Pastoral Search Committee shall continue to serve on the Pastoral Search Committee even if his term as a Board Member has ended unless the Elder Board, by resolution, deem so otherwise, (Subsection 8.03 (b) (i)); and
 - (ii) Any member of such Committee appointed by the Elder Board may be added or removed by a seventy-five percent (75%) vote of the Elders present at a duly constituted Elder Board Meeting.

(e) **Recommendation of Pastoral Search Committee**

- (i) As much as possible, such Committee shall make its recommendation to the Elder Board on an unanimous basis, failing which, no recommendation of such Committee shall be presented to the Elder Board without the support of at least seventy-five percent (75%) of the Members of such Committee;
- (ii) When such Committee is prepared to recommend a Senior Pastor to fill a vacancy as such, it shall present such recommendation to the Elder Board for approval; and
- (iii) If the Elder Board approves the recommendation of such Committee, by a seventy-five percent (75%) vote of the actual number of Elders then in office, then a special Meeting of Members shall be called for the purpose of receiving the report from such Committee and voting upon such recommendation.

(f) **Membership Vote on Recommendation of Pastoral Search Committee**

- (i) Only one (1) person shall be presented to the Membership at any one time for consideration for the position of Senior Pastor;
- (ii) A formal call will be extended to a prospective Senior Pastor only with the support of a vote of seventy-five percent (75%) of the Full Members present in person at such Meeting of Members duly called for such purpose; and
- (iii) If the recommended person does not receive the required support of the Meeting of Members, or if the prospective Senior Pastor to whom such formal call has been extended does not accept such call, then the Pastoral Search Committee shall resume its function until such time as an acceptable Senior Pastor is found, or unless its term ceases in accordance with Subsection 8.03 (d) (i) above.

8.04 Calling of Other Pastors

- (a) When a vacancy occurs in any other Pastoral Staff position other than that of Senior Pastor, or an additional Pastor is deemed by the Senior Pastor to be necessary for the ministry of the Church, the Senior Pastor may recommend to the Elder Board a candidate to fill such position;
- (b) If the Elder Board shall approve such recommendation, it shall present such recommendation to a special Meeting of the Members duly called for the purpose which may accept or reject such recommendation.

8.05 Qualifications of Other Pastors

In the opinion of the Elder Board, and in the opinion of the Members, each Associate or Assistant Pastor shall:

- (a) Meet the qualifications of a Member as set out in Section 2.03;
- (b) Meet the qualification of an Elder as set out in Section 5.04.

8.06 Rights and Responsibilities of Ministry Staff

- (a) Associate or Assistant Pastors or Directors of Ministry may be called by the Church for the purpose of undertaking such ministries as the Senior Pastor and the Elder Board determine are necessary for the Church; and
- (b) The rights and duties of Ministry Staff shall be subject to the authority and direction of the Senior Pastor, to
 - (i) Provide spiritual leadership for the Church in conjunction and co-operation with the Senior Pastor and the Elder Board;
 - (ii) Perform such specific roles and responsibilities as described in the Job Description and Leadership Structure documentation established by the Church from time to time;
 - (iii) Work in conjunction with the Senior Pastor and the Elder Board in formulating and recommending Policy Statements to the Church as may be necessary from time to time; and
 - (iv) Each Associate or Assistant Pastor shall be *ex officio*, a Member of the Church.

8.07 Resignations of Ministry Staff

- (a) If the Senior Pastor or any other Ministry Staff Member chooses to resign, then they shall give written notice, setting out the reasons for their resignation at least thirty (30) days prior to the effective date of such resignation, to the Board Chairman, who shall forthwith call a meeting of the Elder Board; and
- (b) Such resignation shall be deemed to include resignation by such person as a Full Member of the Church, and where applicable, as an *ex officio* member of all Committees.

8.08 Removal of Ministry Staff

- (a) The Members may, at a special general Meeting of Members called for that purpose, by Resolution passed by a minimum of seventy-five percent (75%) of the votes cast at such meeting, remove the Senior Pastor or any other Ministry Staff Member whom such Members consider, for any reason, to be unfit to continue to hold such position;
- (b) Nothing contained herein shall preclude the Senior Pastor or other Ministry Staff Member so removed from receiving appropriate notice or termination pay in lieu of notice equal to the amount the Senior Pastor or other Ministry Staff would have been entitled to receive, if any;
- (c) In the event of disagreement between the Church and the Senior Pastor or other Ministry Staff Member so removed concerning the appropriate amount of notice or termination pay in lieu of notice, the person so removed from such position shall not be entitled to commence legal action in respect thereof prior to the completion of mediation by a person or persons mutually agreeable to the Church and such person, such mediation to be conducted in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community; if such parties are unable to mutually agree to the appointment of such a mediator or mediators, then either party may request appointment of a mediator or mediators by Christian Legal Fellowship, and such appointment shall be binding upon the Church and such person; and
- (d) Removal of the Senior Pastor or other Ministry Staff Member, as contemplated herein, shall be deemed to include his removal as a full Member of the Church and, where applicable, as an *ex officio* member of all Committees.

8.09 Terms of Employment of Staff Members

- (a) In recognition of the integral part of all Staff Members to the overall ministry of the Church, each Staff Member shall, prior to appointment or receipt of any remuneration from the Church, review and sign an Engagement Agreement with the Church that shall provide:
 - (i) Matters involving such Staff Member's duties and remuneration;
 - (ii) Recognition and agreement by such Staff Member that employment or ongoing contract work with the Church requires that the lifestyle of such Staff Member must not demonstrate conduct or behaviour that, in the opinion of the Elder Board, is unethical or immoral or unbecoming of a Christian or otherwise contrary to Biblical principles; and

- (iii) Such Staff Member will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Church Discipline, in the same manner as if such Staff Member was a Member of the Church, and the provisions in respect of removal referred to above; and
- (b) All Staff Members shall be required to satisfy the Elder Board from time to time that their lives demonstrate their personal commitment to Jesus Christ as Saviour and Lord.

8.10 Remuneration of Staff Member

- (a) The remuneration of Staff Members will be reviewed annually by the Elder Board, which shall include annual budget recommendations of the salary and benefit amounts, in aggregate, of the Staff Members; and
- (b) The total amount of all salaries shall be reported in the Church budget, and itemized information about salaries, benefits and other remuneration will be made available to any Full Member upon written request from the Chairman of the Board who in turn will instruct the Treasurer to provide such Full Member with the requested info; Members shall be expected to treat such information confidentially.

ARTICLE NINE – OFFICERS

9.01 Appointment of Officers

- (a) At the first meeting of the Elder Board in March of the calendar year following an Elder Election Meeting as provided in Section 5.06; the Board shall elect or appoint:
 - (i) A Board Chairman;
 - (ii) A Board Vice-Chairman;
 - (iii) A Secretary;
 - (iv) A Treasurer;
 - (v) Such other Officers as the Elder Board may determine;
- (b) Provided, however, that neither the Senior Pastor nor any member of the other

Ministry Staff shall be appointed as an Officer; and

- (c) The Board Chairman, Board Vice-Chairman and Secretary must be Elders, but no other Officer shall be required to be an Elder unless the Elder Board so determines.

9.02 Qualifications of Officers

No person shall be qualified as an Officer unless he (or, where appropriate, she) shall meet the following requirements:

- (a) **Basic** - such person must:
 - (i) Be eighteen (18) or more years of age;
 - (ii) Have power under law to contract;
 - (iii) Be a Full Member in good standing;
- (b) **Spiritual** - In the opinion of the Elder Board, such person must:
 - (i) Be personally committed to Jesus Christ as Saviour and Lord, and give evidence thereof;
 - (ii) Be actively involved in attendance at the Church's worship services;
 - (iii) Be actively involved in other ministry and service within the Church;
 - (iv) Be in full agreement with the Church Constitution; and
 - (v) Recognize that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past service.

9.03 Term of Office

- (a) Subject to the provisions of Subsection 9.03 (b). 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; and
- (b) The Officers of the Church shall be subject to removal at any time in accordance with the provisions set out below.

9.04 Duties of Officers

(a) **Board Chairman** - shall:

- (i) Call all meetings of the Elder Board and of the Members, in accordance with the procedures set out in the Constitution;
- (ii) Preside at all meetings of the Elder Board and of Members;
- (iii) Prayerfully seek the guidance of the Holy Spirit in all matters of the Church;
- (iv) Attempt to ensure the fairness, objectivity and completeness of matters occurring at meetings of the Elder Board, and of the Members;
- (v) Be entitled to speak, and express an opinion on any matter discussed, at the Elder Board and Membership Meetings, but **not** to vote at any meeting except where a deciding vote is necessary;
- (vi) Ensure that all directives and Resolutions of the Elder Board are carried into effect; and
- (vii) Carry out such other duties as are directed from time to time by the Elder Board or the Membership.

(b) **Board Vice-Chairman:**

- (i) Shall, in the absence or inability to act of the Board Chairman, be vested with all of the powers of, and perform the duties of, the Board Chairman; and
- (ii) May be vested with such other powers and duties as the Elder Board may determine;

Provided, that in the absence or inability of both the Board Chairman and the Board Vice-Chairman to act, the Elder Board shall appoint an Elder to exercise such powers and perform such duties during the period of such absence or inability to act.

(c) **Treasurer** - shall:

- (i) Be responsible for the establishment and maintenance of appropriate financial controls, preparation of accurate financial records and regular financial reporting to the Elder Board, the Members, and the applicable regulatory authorities;

- (ii) Be responsible for overseeing:
 - A. Collection of monies received by the Church;
 - B. Deposit of monies received by the Church into the proper bank accounts;
 - C. Disbursement of monies on behalf of the Church;
 - D. Keeping appropriate records of all monies received by the Church including:
 - a. Incomes and receipts.
 - b. All disbursements.
 - c. Accurate records of all contributions made through envelopes and electronic payment methods.
 - E. Preparing monthly bank reconciliation;
 - F. Preparing monthly financial statements;
 - G. Maintaining proper payroll records;
 - H. Maintaining accurate accounts payable/receivable records;
 - I. Payment of all accounts and authorized expenses by cheque or electronic payment methods whenever practical and possible;
- (iii) Invest funds belonging to the Church in accordance with the investment policy of the Church as directed by the Board of Elders;
- (iv) Unless he is also an elder, issue and sign, along with a co-signatory, when other authorized signatories are not available, cheques on behalf of the Church;
- (v) Ensure that no member of the Elder Board receives any remuneration from the Church unless such monies are for purposes of reimbursing such person's legitimate expenses incurred on behalf of the Church;
- (vi) Carry out such duties as directed from time to time by the Elder Board or the Membership;
- (vii) The Treasurer may not also act as the Board Chairman or Board Vice Chairman;

(viii) In the absence or inability to act of the Treasurer, the Elder Board shall appoint a Member to exercise such powers and perform such duties during the period of such absence or inability to act.

(d) **Secretary** - shall:

(i) Be responsible for the recording of all Resolutions and minutes of the Elder Board, Elder Board Committees, and Meetings of the Members;

(ii) Prepare and release such Resolutions and minutes to the appropriate persons in a timely manner;

(iii) Ensure the completion and return of all documents required by governmental authorities, other than those for which the Treasurer is responsible;

(iv) Have custody of the Church's seal, books, papers and records of membership; and

(v) Perform such other duties as may be determined by the Elder Board.

9.05 Resignation of an Officer

(a) If the personal circumstances of an Officer make it too difficult for that Officer to devote the necessary time or energy to his or her position, then he or she shall be free to resign as an Officer without embarrassment or stigma, regardless of the remainder of his or her term as an Officer; and

(b) If for any reason an Officer chooses to resign, then he or she shall give written notice, setting out the reasons for his or her resignation, at least thirty (30) days prior to such resignation, if possible, to the Board Chairman, who in turn shall present the same to the Elder Board, which may accept such resignation on behalf of the Church.

9.06 Automatic Vacation of Office

An Officer shall immediately cease to be such, and his office shall be thereupon vacated, if such Officer:

(a) Dies;

(b) Becomes bankrupt;

(c) Is declared by court order and/or a Medical Professional to be a mentally incompetent person or, in the sole discretion of the Board of Elders,

incapable of managing his financial or personal affairs;

- (d) Ceases to be a Full Member of the Church;
- (e) Becomes an Inactive Member of the Church;
- (f) By notice in writing delivered to the Board Chairman, or the Senior Pastor, unconditionally resigns as such;
- (g) Is removed pursuant to Section 9.07; or
- (h) Becomes subject to Church Discipline Proceedings.

9.07 Removal of Officers

- (a) The Elders may, at a duly called and constituted meeting, by Resolution passed by not less than two-thirds (2/3) of the Elders present at such meeting, remove any Officer before the expiration of such Officer's term, on the grounds as set out below, Or;
- (b) The Members may, at a special general Meeting of Members called for that purpose, by Resolution passed by at least three-quarters (3/4) of the votes cast at such meeting, remove any officer on the grounds set out below;
- (c) 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 that the officer appears to be no longer willing to comply with, adhere to or submit to the authority of the Bible or the Constitution.

9.08 Vacancies

If any vacancy shall occur in any office, then the Elder Board may, by a majority vote, appoint a Full Member whom the Elder Board considers to be qualified in accordance with Section 9.02 to fill such vacancy for the balance of the unexpired term caused by such vacancy.

ARTICLE TEN – COMMITTEES

10.01 Establishment of Committees

- (a) The Elder Board may establish such:

- (i) Standing Committees;
 - (ii) Special Committees;
- as it considers necessary from time to time; and
- (b) At the time of establishment of a Committee, the Elder Board shall also determine:
 - (i) The number of members of such Committee;
 - (ii) The mandate for such Committee; and
 - (iii) The authority of such Committee.

10.02 Qualifications for Committee Membership

Committee members may be male or female, but no person shall be considered to be qualified as a member of a Committee unless he or she meets the following requirements:

- (a) **Basic** – Such man or woman must be:
 - (i) Eighteen (18) or more years of age; and
 - (ii) A Full Member in good standing.
- (b) **Spiritual** - In the opinion of the Elder Board, such person:
 - (i) Is personally committed to Jesus Christ as Saviour and Lord, and gives evidence thereof;
 - (ii) Is actively involved in attendance at the Church's worship services; and
 - (iii) Is in full agreement with the Church Constitution.

10.03 Meetings of Committees

- (a) The chairperson and vice-chairperson of each Committee may be appointed by the Elder Board;
- (b) The number and time of meetings of each Committee shall be determined by the chairperson of such Committee who shall then inform the Elder

Board;

- (c) The procedures to be adopted during meetings of each Committee shall be the same as those set out herein for the Elder Board, with such modifications as are appropriate in the circumstances; and
- (d) Each Committee shall keep minutes of each meeting.

10.04 Duties of Committees

- (a) Both Standing Committees and Special Committees shall report to the Members through the Elder Board;
- (b) The specific duties of the Standing Committee shall:
 - (i) Be determined by such Standing Committee in writing and approved by the Elder Board;
 - (ii) Be Ministry oriented; and
 - (iii) Include the preparation of an annual budget for presentation to the Treasurer, and subsequent approval by the Elder Board and the Members.

10.05 Standing Committees

- (a) Persons who are Staff Members of the Church may be Members of Committees at the pleasure of the Board;
- (b) Subject to the foregoing, all other Committee Members shall be appointed by the Board of Elders for a term of one (1) year;
- (c) No person shall be elected as a Member of a Standing Committee for more than three (3) consecutive terms; and
- (d) Upon completion of the maximum term as a Standing Committee Member, a minimum absence one (1) year from such Committee is required before a person shall again become eligible for re-election as a Member of the same Standing Committee.

10.06 Special Committees

- (a) The term and specific purposes and duties of each Special Committee shall be determined by the Elder Board;

- (b) The Members of each Special Committee shall be appointed by the Elder Board.

10.07 Removal of Committee Members

- (a) Either the Elder Board or the Members, at a duly called and constituted meeting for such purpose, may remove any Member of a Committee for any reason upon a Resolution passed by the Elder Board or the Meeting of Members, as the case may be; and
- (b) The Elder Board may fill any vacancy in such Committee for the balance of the term of the removed Committee Member.

10.08 Remuneration

- (a) Committee Members 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 as such; and
- (b) Committee Members shall be paid such reasonable sums in respect of their out-of-pocket expenses incurred in respect of the performance by them of their duties, as the Board may from time to time determine; no confirmation by the Members of any such payment shall be required.

ARTICLE ELEVEN – PROTECTION AND INDEMNITY

11.01 Protection of Elders, Deacons, Staff Members, Officers, Committee Members and Others

- (a) Except as otherwise provided in the Act, no Elder, Deacon, Staff Member, Officer, Committee Member, employee or agent of the Church (collectively, the “Church Representatives”) shall be liable for the acts, receipts, neglects or defaults of any other Church Representative, 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 whatsoever which shall happen in the

execution of the duties of his office or in relation thereto, **unless** the same are occasioned by his own wilful neglect or default; and

- (b) No Church Representative shall be under any duty or responsibility in respect of any contract, act or transaction, whether or not made, done or entered into in the name or on behalf of the Church, except to the extent that such shall have been submitted to and authorised or approved by the Elder Board.

11.02 Indemnity

- (a) Every Church Representative and his or her heirs, executors, administrators, estate and effects, respectively, shall and at all times be indemnified and saved harmless out of the funds of the Church from and against:
 - (i) All costs, charges and expenses whatsoever that such Elder 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
 - (ii) All other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Church; **in so far as** such costs, charges or expenses are not occasioned by such person's own wilful neglect or default.
- (b) The Church shall also indemnify any of the Church Representatives as described above in such other circumstances as the Act or law permits or requires; and
- (c) Nothing in this By-Law shall limit the right of any person entitled to indemnity to choose indemnity apart from the provisions of this By-Law, to the extent permitted by the Act or law.

ARTICLE TWELVE – FINANCIAL MATTERS AND AUDITORS

12.01 Financial Year

Unless otherwise ordered by the Elder Board, the financial year of the Church shall end on the 31st day of December of each year.

12.02 Preparation of Financial Statements and Budget

Prior to each Annual Meeting of Members, the Treasurer shall prepare:

- (a) Financial Statements in respect of the immediately preceding financial year, prepared in accordance with Canadian accounting standards for not-for-profit organizations, as may be in place from time to time; and
- (b) A budget for the upcoming year, prepared in consultation with the Senior Pastor, Elders, Deacons and Chairpersons of each Committee, which budget shall include the comparative budget and actual expenditures of at minimum the immediately preceding year.

12.03 Presentation of Financial Statements and Budget

- (a) The financial statements and budget:
 - (i) Shall be delivered to the Elder Board for approval not less than five (5) weeks prior to the annual Meeting of Members;
 - (ii) Upon approval of the same by the Elder Board, shall be made available to the Members for review at least one (1) week (including one (1) Sunday) prior to the annual Meeting of Members; and
- (b) The financial statements and budget shall be presented at the annual Meeting of Members; at such meeting, the Members may by Resolution:
 - (i) Approve the budget, or
 - (ii) Amend the budget or any line thereof, or
 - (iii) By Resolution passed by a sixty-seven percent (67%) majority vote of those voting reject the budget and return it to the Treasurer for revision and re-presentation to the Members within forty-five (45) days.

12.04 Auditors

- (a) At each annual Meeting of Members, the Members shall upon Resolution passed, appoint as Auditors, a Professional Accountant/Auditor whose responsibility shall be to:
 - (i) Audit the financial statements, accounts, funds of the Church for the fiscal year and submit their report to the Elders, at least five (5) weeks in advance of the Annual Meeting of Members for approval

and subsequent distribution to Members;

- (ii) Follow current standards for the professional practice, including Canadian generally accepted auditing standards, in rendering their audit opinion; and
 - (iii) Communicate to the Treasurer and Elders planned scope of the audit and significant audit findings, including any significant deficiencies in internal control that are identified during the audit.
- (b) The Professional Accountant/Auditor shall be entitled to:
- (i) Access to staff, the Board of Elders, and financial records and associated information and personnel to carry out their audit unhindered;
 - (ii) Receive written notice of the annual Meeting of Members;
 - (iii) Attend at any Meeting of Members; and
 - (iv) Speak at any Meeting of Members in respect of any business that concerns them as Auditors, with at least two (2) weeks' notice given to the Elders in advance of the Meeting of Members.

ARTICLE THIRTEEN – POLICY STATEMENTS AND RULES, REGULATIONS AND GUIDELINES

13.01 Policy Statements

- (a) Purpose – This Church anticipates an ongoing need to provide guidelines and directions to its Members on practical applications of biblical teachings, doctrinal considerations and Christian conduct;
- (b) Accordingly, the Church may from time to time adopt Policy Statements on such matters in the manner hereinafter set forth;
- (c) A Policy Statement may be proposed by the Senior Pastor, or by an Elder;
- (d) In order to be adopted, a proposed Policy Statement must be:
 - (i) Approved, with or without variation, at a duly called and constituted Elder Board Meeting, subject to a quorum as per Section 6.08, by greater than eighty eight (88%) of the actual number of elders then in office; and

- (ii) Ratified at a duly called and constituted Meeting of Members by not less than two-thirds (2/3rd) of the votes of those present and voting thereat.
- (iii) Upon approval and ratification of a Policy Statement in accordance with the foregoing, such Policy Statement shall thereupon become and be deemed to be a part of the Church Constitution.

13.02 Administrative Board Policies

- (a) Purpose – This Church anticipates an ongoing need to provide guidelines and directions on matters related to church facilities, office management, administration, benevolent activities and other operational concerns;
- (b) Accordingly, the Church may from time to time adopt Administrative Board Policies on such matters in the manner hereinafter set forth;
- (c) An Administrative Board Policy on matters set out herein may be proposed by the Senior Pastor, Executive Pastor or by an Elder;
- (d) In order to be adopted, a proposed Board Policy must be approved, with or without variation, at a duly called and constituted Elder Board Meeting by at least seventy five percent (75%) of the actual number of Elders then in office.

13.03 Rules, Regulations and Guidelines

- (a) The Elder Board may, as it shall deem expedient, by Resolution adopt such rules, regulations or guidelines that are consistent with this General Operating By-Law or the Constitution, relating to management and operation of the Church; and
- (b) Any such rule, regulation or guideline shall, upon its adoption by the Elder Board, thereupon become effective, but shall continue in full force and effect only until the next annual Meeting of Members when, unless it is confirmed by Resolution of the Members, it shall cease to continue to have any force or effect.

ARTICLE FOURTEEN – CHURCH BUSINESS MATTERS

14.01 Head Office

Until changed in accordance with applicable law, the head office of the Church shall be in the City of Toronto, in the Regional Municipality of York, in the Province of

Ontario, and at such place therein as the Board may from time to time determine.

14.02 Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Church, until changed by Resolution of the Elder Board.

14.03 Execution of Instruments

- (a) 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, and 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 authorisation or formality;
- (b) The Board may authorise any officer or officers, agent or agents of the Church, in addition to the officers so authorised 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;
- (c) 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; and
- (d) The seal of the Church when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

14.04 Banking arrangements, etc.

- (a) The banking business of the Church shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board;
- (b) 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 authorise; and
- (c) 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.

14.05 Books and Records

- (a) 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;
- (b) 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; and
- (c) The minutes of the Board, or the minutes of 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.

14.06 Availability of Constitution

- (a) The Letters Patent, the General Operating By-Law, and all other By-Laws, and all policies and procedures and rules and regulations adopted by the Church from time to time shall be available for examination by Members, and all others entitled to access thereto, during normal business hours; and
- (b) The Church shall publish its Letters Patent, the General Operating By-Law, and all other By-Laws, and all policies and procedures and rules and regulations from time to time in such manner as it considers appropriate.

14.07 Notices

- (a) **Computation of time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- (b) **Waiver of notice** - Any Member, Elder, Officer, Deacon, Committee Member, Auditor, or any other Person entitled to any notice hereunder may waive any notice required to be given to him under the Church Constitution or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- (c) **Omissions and errors** - Any accidental omission to give notice of any meeting contemplated herein to any person entitled to attend such meeting,

or any irregularity in the notice of such meeting not affecting the substance thereof, or the accidental non-receipt by any person entitled to any such notice, shall not invalidate any meeting, or make void any proceeding or action taken or Resolution passed at any meeting held pursuant to such notice or otherwise founded thereon.

ARTICLE FIFTEEN – AMENDMENTS

15.01 Amendment of Letters Patent

The Letters Patent may be amended by Resolution:

- (a) Passed by affirmative votes, cast by secret ballot, greater than eighty eight percent (88%) of the actual number of Elders then in office at a meeting duly called for such purpose, subject to a quorum as per Section 6.08, and
- (b) Ratified by an affirmative vote of at least two-thirds (2/3rd) of the Members present in person at a meeting duly called for such purpose, provided that notice of such Meeting of Members shall be given in the Church bulletin on three (3) consecutive Sundays prior to such Meeting of Members.

PROVIDED that the amendment of the Letters Patent shall not be enforced or acted upon until Supplementary Letters Patent have been duly issued in accordance with the provisions of the Act.

15.02 Amendment of By-Laws

The By-Laws of the Church not embodied in the Letters Patent may be repealed or amended by a By-Law:

- (a) Enacted by a Resolution passed by affirmative votes, cast by secret ballot, greater than eighty eight percent (88%) of the actual number of Elders then in office at a duly called and constituted meeting of the Elder Board, subject to a quorum as per Section 6.08; and
- (b) Ratified by an affirmative vote of at least two-thirds (2/3rd) of the Members present in person at a Meeting of Members duly called for the purpose of considering amendment or repeal of such By-Law, provided that notice of such Meeting of Members shall:
 - (i) Be given in the Church bulletin on three (3) consecutive Sundays prior to such Meeting of Members.

15.03 Amendment of Statement of Faith

The Statement may be amended by Resolution:

- (a) Passed by affirmative votes, cast by secret ballot, greater than eighty eight percent (88%) of the actual number of Elders then in office at a meeting duly called for such purpose, subject to a quorum as per Section 6.08; and
- (b) Ratified by an affirmative vote of at least two-thirds (2/3rd) of the Members present in person at a meeting duly called for such purpose, provided that notice of such Meeting of Members shall be given in the Church bulletin on three (3) consecutive Sundays prior to such Meeting of Members.

ENACTED this 8th day of March, 2020 as evidenced by the signatures of the Board Chairman and Secretary.

Per  _____ - Board Chairman
Abel Baluyot

Per  _____ - Secretary
Peter Mascarenhas

RATIFIED by vote of the Members of the Church at the City of Toronto, this 8th day of March, 2020, as evidenced by the signatures of the Board Chairman and Secretary.

Per  _____ - Board Chairman
Abel Baluyot

Per  _____ - Secretary
Peter Mascarenhas