CHURCH ON THE EVERLASTING ROCK

GENERAL OPERATING BY-LAW NO. 1

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A by-law relating generally to the conduct of the affairs of

CHURCH ON THE EVERLASTING ROCK

(a federal corporation)
(the "Church")

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GENERAL OPERATING BY-LAW NO. 1

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

CHURCH ON THE EVERLASTING ROCK

(a federal corporation)
(the "Church")

WHEREAS the Church was issued a certificate of incorporation by the federal Government of Canada under the *Canada Not-for-Profit Corporations Act* on the 2nd day of December, 2021;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Church as follows:

SECTION I
INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Church, unless the context otherwise requires:

(a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.

(b) "Associate Pastor" means the associate pastor of the Church.

(c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.

(d) "Board" or "Board of Directors" shall mean the Board of Directors of the Church, which shall be deemed to be the board of directors of the Church for purposes of the Act.

(e) "Board Policy" means a board policy adopted pursuant to this General Operating By-law in pursuance of the Purposes of the Church.

(f) "By-law" or "By-laws" means this by-law and all other by-laws of the Church as amended and which are, from time to time, in force and effect.

(g) "Church" means the legal entity incorporated as a corporation without share capital under the Act by Certificate of Incorporation dated the 2nd day of December, 2021, and named "CHURCH ON THE EVERLASTING ROCK", through which its Members and Congregants may fellowship together as a New Testament Church.

(h) "Congregant" means a congregant of the Church as described in Section 5.01.

(i) "Connected Person" means a person connected to a Director within the meaning of Ontario Regulation 4.01 under the *Charities Accounting Act* (Ontario), including a Family Member.

(j) "Director" shall mean a member of the Board of Directors, who shall be deemed to be a director pursuant to the Act.

(k) "Discipline" means actions taken seeking to reconcile individuals to one another through mutual forgiveness and/or reconciling individuals to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the Church, which shall be carried out in accordance with SECTION IV of this By-law and the related Board Policy;

(l) "Elder" or "Elders" means an individual elder or, collectively, the elders of the Church.

(m) "Family Members" means a person's Spouse, children, parents, siblings, grandparents or the Spouses of such children, parents or siblings, or the children or parents of such person's Spouse(s).

(n) "Governing Documents" means the Articles (including the Purposes and Statement of Faith), the By-laws, and Board Policies adopted by the Church from time to time.

(o) "Lead Pastor" means the lead pastor of the Church.

(p) "Member" means a member of the Church.

(q) "Members" or "Membership" means the collective membership of the Church.

(r) "Officer" means an officer of the Church.

(s) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.

(t) "Pastoral Staff" means the Lead Pastor and all Associate Pastors of the Church.

(u) "Public Accountant" means the public accountant appointed by the Membership to audit or conduct a review engagement the financial statements of the Church in accordance with the Act and this General Operating By-law.

(v) "Purposes" mean the charitable purposes of the Church as contained in the Articles.

(w) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

(x) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.

(y) "Spouse" means either a man who is married to a woman or a woman who is married to a man, as applicable, whereby "man" means a male person born of the male gender and "woman" means a female person born of the female gender.

(z) "Statement of Faith" means the statement of faith of the Church as set out in the Articles.

1.02 Purposes and Statement of Faith

The By-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the Purposes and Statement of Faith of the Church, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.03 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;

(b) words importing the singular number only shall include the plural and *vice versa*;

(c) words importing the masculine gender include the feminine gender;

(d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

(e) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II
MEMBERSHIP

2.01 One Class and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Church. The first Directors shall be the initial Members. Thereafter, Membership in the Church shall consist only of those persons who:

(a) profess faith in Jesus Christ as their Saviour and Lord;

(b) have been baptized by the Church or another church of similar faith;

(c) have evidenced agreement with the Statement of Faith in writing;

(d) have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church as expressed in the Governing Documents and have covenanted not to engage in any activity or conduct, or seek any services from the Church, which are not in keeping with the formal teachings and the Governing Documents, or which would place the Church in a position where it might be required to support or advance a lifestyle or activity which the Church deems morally inappropriate;

(e) are eighteen (18) years of age or older;

(f) are not under the Discipline of the Church as set out in SECTION IV ; and

(g) have been admitted into Membership in accordance with Section 2.02.

2.02 Admission to Membership

An application for Membership shall be signed and submitted to the Board of Directors. If the Board is satisfied that the application for Membership satisfies all of the definitions of Membership as set out in Section 2.01, then in its sole discretion by a majority resolution of the Board, such Person shall thereafter become a Member of the Corporation, which Membership shall commence immediately following the worship service of the Church at which such person would normally publicly profess his/her faith and was recognized as a Member. Each Member shall promptly be informed in writing by the Secretary of his admission into Membership

2.03 Privileges, Rights and Duties of Membership

A Member shall have the following duties, privileges and rights:

(a) the duty to minister to one another's spiritual needs as part of the body of Christ;

(b) the duty to maintain (preserve) the unity and peace within the body of Christ;

(c) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Governing Documents;

(d) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;

(e) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Governing Documents;

(f) the privilege to participate in the ordinances administered by the Church; and

(g) the right to receive notice of, attend, speak, participate and cast one (1) vote at all meetings of Members.

2.04 Termination of Membership

Membership in the Church is terminated when:

(a) the Member dies;

(b) if the Member is not under Discipline of the Church, the Member withdraws by delivering a written request to withdraw to the Board accompanied by an explanation of the reasons for the request for withdrawal;

(c) the Member fails to maintain all of the applicable qualifications of Membership set out in Section 2.01;

(d) the Member is removed as a Member of the Church in accordance with Section 2.05; or

(e) the Church is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, Elder, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

2.05 Suspension of Membership Rights and Privileges

(a) In the event that a Member is habitually absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation, the Board may suspend the Membership rights and privileges of such a Member, provided that the Chair of the Board has provided twenty (20) days written notice of suspension to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period.

(b) In the event that no written submissions are received by the Chair of the Board, he or she may notify the Member of the suspension of Membership rights and privileges. If written submissions are received in accordance with this Section, the Board will consider such submissions to arrive at a final decision and shall notify the Member concerning such final decision within twenty (20) days from the date of receipt of the submissions. Upon the effective date of the suspension, all rights privileges of the Member set out in Section 2.03 shall be suspended.

(c) At any time during the suspension, a Member whose rights and privileges have been suspended may request in writing that the suspension be rescinded and to reinstate the Members' rights and privileges set out in Section 2.03. Upon receipt of such written request, the Board shall determine whether such request may be granted.

(d) In the event that a Member whose Membership rights and privileges have been suspended for a period of one (1) year, then that person's Membership may be terminated by resolution of the Board. After the said Board meeting, the Secretary shall send written notice by registered and regular mail to such a Member at his/her last known address to advise such person of the termination of his/her Membership. The Member's Membership shall be deemed to have terminated on the date of such Board resolution.

2.06 Membership Record

A record of Members shall be kept and maintained by the Secretary

SECTION III
WAIVER, MEDIATION AND ARBITRATION

3.01 Waiver

Notwithstanding anything else contained herein, and without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or the Church Governing Documents, Membership in the Church is given upon the strict condition that proceedings or matters arising out of the Governing Documents shall not give a Member cause for any legal action against either the Church, or its Lead Pastor, Associate Pastors, any

staff members, Directors, Officers, Elders, Members or Congregants, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, and its Lead Pastor, Associate Pastor, staff members, Directors, Officers, Elders Members and Congregants of the Church in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Governing Documents or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

3.02 Mediation and Arbitration

In the event that a Member is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Governing Documents involving the Member and the Church, if the Member does not violate or circumvent the waiver contained in Section 3.01 or attempt to do so, then without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or policies of the Church, and as an alternative to such person instituting a law suit or legal action, that Member may seek to have his concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:

(a) The matter shall first be submitted to a panel of Christian mediators whereby the Member appoints one (1) mediator, the Church appoints one (1) mediator and the two (2) mediators so appointed jointly appoint a third mediator.

(b) The number of mediators may be reduced from three (3) to one (1) or two (2) upon the agreement of both the Church and the Member. The mediators so appointed shall then meet with the Board and the Member in an attempt to mediate a resolution.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitrations Act* (Ontario), and the Arbitration Rules of Arbitration and Mediation Institute of Canada Inc. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

(d) All costs of the mediation and arbitration shall be borne equally by the Member and the Church.

SECTION IV
DISCIPLINE

4.01 Circumstances Giving Cause for Discipline

A Member shall be deemed to be under the Discipline of the Church and thereby may suspend or remove any Member from the Church if the Board in its sole discretion determines that any of the following circumstances have occurred:

(a) a Member has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and the individual has not appropriately repented of such conduct or behaviour;

(b) a Member's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;

(c) a Member has propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church and the Member has not appropriately repented of such doctrines and practices; or

(d) a Member's act, conduct or behaviour, whether with or without malicious intent, has caused or is likely to cause in the opinion of the Board serious disunity, discord or dissension in the Church, or hindrance to the ministry influence of the Church in the community.

4.02 Restoration Through Discipline

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

4.03 Procedure for Discipline

(a) The Disciplinary procedure of the Church shall be set out in a Board Policy of the Church.

(b) Any decision by the Board with regards to Discipline shall require a Special Resolution of the Board. The decision of the Board on the type of Discipline to be administered shall be final and binding. In the event that the decision of the Board is to terminate the Member's Membership in the Church, then the Member shall automatically cease to be a Member of the Church upon the date that the decision by the Board is made.

SECTION V
CONGREGANTS

5.01 Definition

A Congregant is a person who regularly attends public worship services of the Church, professes faith in Jesus Christ, respects the Governing Documents and submits to the authority therein, and is involved in approved Church ministry, but who has not made formal application for Membership in the Church. For greater certainty, a Congregant is not a Member of the Church.

5.02 Acceptance as Congregant

Before a person is eligible for acceptance as a Congregant, he or she shall be required to sign a statement that he or she will respect the Governing Documents and will submit to the authority of the Church as expressed in the Governing Documents. The determination of whether a person is accepted as or continues to be a Congregant of the Church shall be made from time to time in the sole discretion of the Board after an appropriate personal interview and recommendation by the Lead Pastor or his designate.

5.03 Duties and Privileges

A Congregant shall have the following duties and privileges:

(a) the duty to minister to one another's spiritual needs as part of the body of Christ;

(b) the duty to maintain the unity and peace within the body of Christ;

(c) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;

(d) the duty to respect and submit to the spiritual authority and procedure of the Church as expressed in the Governing Documents;

(e) the privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Board determines appropriate from time to time; and

(f) the privilege to participate in the ordinances administered by the Church;

5.04 Termination and Withdrawal

A Congregant may continue as a Congregant for such period of time, or cease to be a Congregant, as determined in the sole discretion of the Board and upon recommendation of the Lead Pastor or his designate. A Congregant shall also cease to be a Congregant upon his death. If a Congregant is not under Discipline of the Church, a Congregant may withdraw by delivering a written request to withdraw to the Board accompanied by an explanation of the reasons for the request for withdrawal and such Congregant may be given a letter of recommendation addressed to the church to which the Congregant is relocating. Upon termination or withdrawal, the duties and privileges of the Congregant automatically cease.

5.05 Dispute Resolution and Discipline

The waiver, mediation and arbitration provisions and discipline provisions set out at Section 3.01, Section 3.02 and SECTION IV of this By-law shall also apply to Congregants.

5.06 Record of Congregants

A record of Congregants shall be kept by the Secretary.

SECTION VI
MEMBERS' MEETINGS

6.01 Place of Meetings

Meetings of the Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

6.02 Annual Meeting

There shall be an annual meeting of Members at such time and place in Canada as determined by the Board each year. The annual meeting shall be held not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Church's preceding financial year. The purpose of the annual meeting of Members will be to do the following:

(a) receive necessary reports from the Officers, committee chairs, the Lead Pastor, and the Board;

(b) review and approve the financial statements for the immediately preceding year, including the Public Accountant's report thereon, and the budget for the upcoming year;

(c) appoint the Public Accountant by Ordinary Resolution for the upcoming year in accordance with the Act;

(d) elect Members to the Board as required for the next financial year; and

(e) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

6.03 Other Special Meetings

The Chair of the Board, a majority of the Directors or the Lead Pastor may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Church that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

6.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, the Public Accountant's report, election of Directors and re-appointment of the incumbent Public Accountant, is special business.

6.05 Notice of Meeting

(a) In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting:

(i) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; or,

(ii) by affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members.

(b) Notice of a meeting of Members shall also be given to each Director and to the Public Accountant of the Church during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

(c) Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Board may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

6.06 Waiver of Notice

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers, the Public Accountant and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Church to be present at the meeting. Any other person may be admitted only on the invitation of the chair of Members' meetings or by resolution of the Members.

6.08 Quorum

(a) Subject to the Act and this By-law, a quorum for any meetings of Members shall be constituted by the presence of fifty-one percent (51%) of the Members entitled to vote at the meeting. For the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

(b) If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

(c) If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 6.18 with regard to notice shall apply to such adjournment.

6.09 Chair of Members' Meetings

The chair of Members' meetings shall be:

(a) the Lead Pastor;

(b) if the Lead Pastor is absent or unable to act, then an Associate Pastor as appointed by the Board;

(c) if the Lead Pastor and the Associate Pastors are absent or unable to act, then the Chair of the Board.

6.10 Participation at Meetings by Electronic Means

If the Board of Directors chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the

meeting by such means in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

6.11 Meeting Held by Electronic Means

Notwithstanding Section 6.10, if the Directors or Members of the Church call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.12 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section 6.10 and Section 6.11 is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Church without it being possible for the Church to identify how each Member voted.

6.13 Votes to Govern

At any meetings of Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. The chairperson of the meeting may not vote, except in case of an equality of votes, in which case the chairperson shall have a casting vote.

6.14 Show of Hands

Subject to the Act, every question shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. At any meeting unless a secret ballot is provided, a declaration by the chair of Members' meetings as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

6.15 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the Members' meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair of the Members' meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

6.16 Minutes

Minutes shall be kept at all meetings of Members and signed by the Chair of the Board and the Secretary. Minutes of each meeting of Members shall be made available to all Members prior to the next meeting of Members for their approval and once approved, copies shall be made available for each Member.

6.17 Procedural Code

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this by-law or by the Act, shall be determined by the chairperson of the meeting in accordance with the most current edition of Robert's Rules of Order.

6.18 Adjournment

Subject to other provisions of this General Operating By-law, the Chair of Members' meetings may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION VII
BOARD OF DIRECTORS

7.01 Powers

Subject to the Act and the Articles, the spiritual, administrative and temporal activities and affairs of the Church shall be managed or supervised by the Board.

7.02 First Directors

The persons set out in the notice of first board of directors shall become the first Directors of the Church whose term of office on the Board shall continue until their successors are elected at the first meeting of Members. The Directors elected at the first meeting of Members following incorporation shall replace the initial Directors.

7.03 Number

The Board shall consist of the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by Ordinary Resolution of the Board. At least two (2) of the Directors shall not be Officers of the Church or be officers or employees of the Church's affiliates.

7.04 Qualification for Directors

Each Director shall be an individual who is at least twenty-five (25) years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt, and is not an "ineligible individual" as defined in the *Income Tax Act* (Canada). Each Director shall be a Member of the Church and:

(a) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;

(b) has an active involvement within the Church;

(c) fulfills the spiritual qualifications of a Director listed in I Timothy 3:8-15;

(d) is in full agreement with the Governing Documents;

(e) recognizes that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;

(f) recognizes that membership on the Board is not only an administrative role but involves active participation in, and leadership of, ministries of the Church as they are needed;

(g) is currently an Elder of the Church;

(h) save and except where permitted by law, does not receive any remuneration either directly or indirectly from the Church and does not have any Family Members or Connected Persons who receive remuneration from the Church;

(i) is not the Public Accountant of the Church; and

(j) does not have a Spouse who is the Public Accountant or a Director of the Church.

7.05 Election of Directors and Term

(a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required from the slate of nominations presented by the Board of Directors. The Board of Directors shall collect nominations from the Board of Elders.

(b) A person elected as a Director shall hold office for a term of four (4) years, which term of office shall commence immediately following the annual meeting of Members at which such person was elected

(c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

(d) There is no maximum term of office for a Director and as such, a Director will be eligible for re-election on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.

7.06 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

(a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,

(b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or

(c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

7.07 Nomination of Directors

Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:

(a) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Corporations that may be in place from time to time;

(b) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or

(c) by any person who intends to nominate from the floor at a Members meeting ("Nominating Member"): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation's membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.

(i) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than 30 days' prior to the date of the meeting of Members in proper written form to the Secretary of the Corporation at the registered office of the Corporation.

(ii) Proper Form - To be in proper written form, a Nominating Member's notice to the Secretary must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Directors; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.

(iii) Eligibility - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section 7.07. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 7.07 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.

(iv) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Corporation pursuant to this Section 7.07 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice).

(v) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

7.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Church or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Church a written statement pursuant to section 131 of the Act.

7.09 Ceasing to Hold Office

The position of a Director shall be automatically vacated if any of the following occurs:

(a) a Director resigns in accordance with Section 7.08;

(b) at a meeting of Members called for that purpose, the Members determine by an Ordinary Resolution that a Director be removed from office before the expiration of the Director's term; and Director who is being removed or has been removed may not submit to the Church a written statement pursuant to section 131 of the Act;

(c) such Director dies.

Where a person has been removed as a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer (if it is a requirement to be a Director to hold that particular Officer position), an Elder, and/or a committee member, as applicable.

7.10 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor. Upon the filling of such vacancy, the Board shall notify the Church Membership.

7.11 Authority of Board of Directors

(a) General Authority

The spiritual, administrative and temporal affairs of the Church shall be managed or supervised by the Board as the controlling Board of the Church. The 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, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is authorized to do in accordance with the Act and the Governing Documents. The Board of Directors shall carry out non-binding consultation with the Elders regarding spiritual matters, as determined necessary by the Board of Directors.

(b) Delegation of Duties of the Board

Subject to the Act, the Board may appoint from their number a managing Director or a committee of Directors (which is referred to as the Executive Committee) and delegate to the managing Director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

7.12 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure

7.13 Board Report

The Board shall, through the Chair of the Board, report to the Membership at the annual meeting of Members. At the said meeting, the Chair of the Board shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board.

7.14 No Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, save and except where specifically permitted by law, provided that a Director may be reimbursed for such expenses incurred in performing his or her duties determined to be reasonable in the circumstances in accordance with any Board Policy established by the Board.

7.15 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Church may fix by Ordinary Resolution the reasonable remuneration of the Officers, committee members and employees of the Church and may delegate any or all of this function as it determines to be appropriate. Such resolution shall have force and effect provided that such remuneration does not exceed the last approved budget of the Church, otherwise such resolution shall require the approval of the Membership before coming into force and effect.

However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Church may receive reimbursement for their expenses incurred on behalf of the Church in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

SECTION VIII
BOARD OF DIRECTORS MEETINGS

8.01 Place of Meetings

Meetings of the Board may be held at the head office of the Church or at any other place within or outside of Canada, as the Board may determine.

8.02 Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined by the Chair of the Board. The Lead Pastor and all Associate Pastor(s) shall be invited to all regular meetings of the Board, unless specifically excluded by the Board.

8.03 Special Meetings

Special meetings of the Board may be called by the Chair of the Board upon written notice or upon written request of any two (2) Directors to the Chair of the Board who shall then give notice of a special meeting of the Board at such place and time set out in the notice as soon as possible thereafter. For the first organization meeting following incorporation, such meeting may be called by any Director.

8.04 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 18.01 of this By-law to every Director, the Lead Pastor and all Associate Pastors, not less than one (1) week before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Board shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

8.05 Waiver of Notice

A Director may waive notice of a meeting of the Board and attendance of any Director at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.06 Chair of Board Meetings

The chair of Board meetings shall be:

(a) the Lead Pastor of the Church on behalf of the Chair of the Board, unless directed otherwise by a resolution of the Board of Directors;

(b) if the Lead Pastor of the Church is absent or unable to act, or if the Board of Directors directs that the Lead Pastor not be the Chair of the Board meeting, then an Associate Pastor appointed by Board resolution; and

(c) if the Lead Pastor and the Associate Pastors are absent or unable to act, then a Director appointed by the Board.

8.07 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 7.03. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

8.08 Voting Rights

All Directors shall each have one (1) vote. All questions arising at any meeting of Directors shall be decided by a majority of the votes cast on the question by the Directors present in the meeting, unless the Act or the By-laws otherwise provide. A Director shall be considered to be present at a meeting of Directors if such Director attends the meeting of Directors either in person, by teleconference and/or by electronic means. The chairperson of the meeting may not vote, except in case of an equality of votes, in which case the chairperson shall have a casting vote save and except where the Lead Pastor is acting as the Chair of the Board meeting.

8.09 Voting Procedures

At all meetings of the Board, every question shall be decided by a show of hands on the question, unless a recorded vote is required by the chair of Board meetings or requested by any Director. When a recorded vote on the question is required by the chair of Board meetings or requested by any Director, the Secretary shall record the names of the Directors and whether they voted in support or opposition. A declaration by the chair of Board meetings that a resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number or proportionate votes recorded in favour or against the resolution. If secret ballots are utilized at any meeting, such secret ballots are to be destroyed following the completion of the meeting.

8.10 Minutes

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

8.11 Meetings by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

8.12 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

8.13 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

(a) the Director requests a dissent to be entered in the minutes of the meeting; or

(b) the Director sends a written dissent to the Secretary of the meeting before the meeting is adjourned; or

(c) the Director sends a dissent by registered mail or delivers it to the registered office of the Church immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

8.14 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

(a) causes a dissent to be placed with the minutes of the meeting; or

(b) sends a dissent by registered mail or delivers it to the registered office of the Church.

8.15 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

8.16 Meetings In Camera

Where matters confidential to the Church are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

8.17 Disclosure of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her Family Members shall not enter into a contract, business transaction, financial arrangement or other matter with the Church in which the Director

or any of his or Family Members or other Connected Persons has any direct or indirect pecuniary or personal interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the Act, a Director of the Church shall disclose, at the time and in the manner required by the Act, in writing to the Church or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Church if the Director:

(1) is a party to the contract or transaction;

(2) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or

(3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under Section 8.17(b)(i), any Director who has any material direct or indirect pecuniary or personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Church as described in Section 8.17(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, "material" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The chair of Board meetings shall request any Director who has made a disclosure referred to in Section 8.17(b) to absent himself or herself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect pecuniary or personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

8.18 Confidentiality

Every Director, as well as every Officer, committee member, staff or volunteer shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Church.

SECTION IX
ELDERS

9.01 Definition and Election of Elders

(a) The purpose and role of Elders is to assist the Lead Pastor or his or her designate in providing spiritual leadership at the Church, as determined by the Board of Directors from time to time. The position of Elder is an honourary position, with all matters of Church governance to be in the hands of Board of Directors. All recommendations of the Elders shall be subject to the approval of the Board of Directors acting in its sole discretion.

(b) The election and/or appointment of Elders shall be done in accordance with an applicable Board Policy of the Church concerning Elder elections.

9.02 Qualification Requirements for Elders

Elders must be Persons who fulfill the following qualifications:

(a) the Person must have been a Member of the Church, or another evangelical church in good standing with similar theological beliefs as determined by the Board in its sole discretion, for a minimum of three (3) years;

(b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;

(c) the Person must have demonstrated that he or she has fulfilled the qualifications for a spiritual leader as set out in I Timothy 3 and Titus 1;

(d) the Person must have an active involvement within the Church;

(e) the Person must be at least twenty-five (25) years of age; and

(f) the Person must be in full agreement with the Governing Documents.

9.03 Term of Office of Elders

The term of office for an Elder shall be for a four (4) year term and shall run from the date of his or her election in accordance with the Board Policy on Elder Elections. The maximum number of consecutive terms for each Elder is two (2) terms of four (4) years. An Elder will be eligible for re-election as an Elder at the end of his or her term up to the maximum number of terms provided that such Elder continues to meet the qualification requirements to be an Elder. Upon the completion of the maximum term a minimum of a one (1) year absence is required before eligibility for re-appointment as an Elder is restored. The appointment of a person to be an Elder

to fill a vacancy for the remainder of a term shall not be included when calculating the maximum term of office.

9.04 Duties of Elders

The Elders shall have the concern of the spiritual welfare of the Church. They shall assist the Lead Pastor in establishing the vision, direction, and strategy in the leadership of the Church. They shall also assist the Lead Pastor or his or her designate in visitation and prayers for the sick, welcoming Church visitors, caring for the Church congregation (II Peter 5:2) and other such duties related to the spiritual welfare of the Church.

9.05 Meetings of Elders

Meetings of the Elders shall be held at such time and place as shall be determined by the Lead Pastor of the Church from time to time. The Lead Pastor or his or her designate shall chair all meetings of the Elders. All meetings of the Elders shall follow the same procedure for meetings of the Board of Directors set out in SECTION VIII .

9.06 Removal of Elders

Upon election by the Members, an Elder shall remain in office until any of the following situations occurs: (1) he or she no longer fulfills the qualifications to be an Elder set out in Section 9.02 as determined by the Board; (2) he or she has been removed from office as an Elder for any reason upon Special Resolution of the Board of Directors at a Directors meeting duly called for that purpose, in consultation with the Lead Pastor; (3) he or she has resigned in accordance with Section 9.07; or (4) he or she dies. Where a person has been removed as an Elder then such person shall be deemed to have also automatically resigned as a Member, an Officer, a Director and/or a committee member, as applicable.

9.07 Resignation of Elders

If for any reason an Elder chooses to resign, then that Elder shall give thirty (30) days written notice, if possible, to the Lead Pastor, who shall, after consultation with the Board of Elders, have the power to accept such resignation. If possible, such letter should set out the reasons for the departure. Where a person has resigned as an Elder, then such person shall be deemed to have also automatically resigned as a Director, Officer and/or a committee member, as applicable, but not a Member of the Church.

SECTION X
LEAD PASTOR, ASSOCIATE PASTOR(S), AND STAFF

10.01 Definition and Duties of the Lead Pastor

The Lead Pastor shall be the spiritual leader and overseer of the Church and shall be deemed by virtue of his position to be a Member of the Church. Upon termination of his position as Lead Pastor, continued status as Member of the Church will be subject to the discretion of the Board of Directors. The duties of the Lead Pastor shall be as follows:

(a) to fulfill the ministry description established for this position by the Board;

(b) to provide spiritual leadership for the Church and to work in co-operation with the Board, Elders and Associate Pastor(s)in implementing such spiritual leadership;

(c) to work in conjunction with the Associate Pastor(s) and the Board in formulating and recommending Board Policies to the Church as may be necessary from time to time;

(d) to exercise general supervisory authority over all staff members of the Church, provided that the hiring or removal of staff members, including Associate Pastors, shall require the approval of the Board in accordance with this By-law;

(e) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;

(f) to be in full agreement with, uphold and be subject to Governing Documents and the duty to uphold the teachings of the Church as set out in its Governing Documents and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;

(g) to be an ex-officio member with power to vote (or appoint a designate without power to vote) on all committees and boards of the Church, with the exception of the Board of Directors;

(h) to receive notification and minutes of all meetings of the Board of Directors to be present and fully participate at all such meetings, provided that, except where permitted by law, the Lead Pastor shall not be a Director nor have a vote thereon and shall not be present when the Board is discussing his position, salary or benefits, but may in the discretion of the Board be present when the Board is discussing other aspects of his position; and

(i) to do the following on behalf of the Chair of the Board in relation to meetings of the Board of Directors, save and except directed otherwise by a majority resolution of the Board of Directors:

  (i) to call all meetings of the Board of Directors;

  (ii) to preside at all such meetings as the Chair of the meetings of the Board of Directors;

  (iii) to prepare agenda for all meetings of the Board of Directors; and

  (iv) to ensure the fairness, objectivity and completeness of matters occurring at such meetings.

10.02 <u>Definition and Duties of Associate Pastor</u>

If, in conjunction with the Board, the Lead Pastor so requests Associate Pastor(s) may be called by the Church for the purpose of undertaking such ministries as the Lead Pastor and the Board determine are necessary for the Church. An Associate Pastor by virtue of his or her position shall be deemed to be a Member of the Church. Upon termination of his or her position as Associate Pastor, continued status as Member of the Church will be subject to the discretion of the Board of Directors. The duties of an Associate Pastor shall be as follows:

(a) to fulfill the ministry description established for this position by the Board and the Lead Pastor;

(b) to provide spiritual leadership to the Church and to work in conjunction with the Lead Pastor, the Directors and the Board of Elders in implementing such spiritual leadership;

(c) to work in conjunction with the Lead Pastor and the Directors in formulating and recommending Board Policies to the Church as may be necessary from time to time;

(d) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 1:5-9, Titus 1:5-9 and 1 Peter 5:3-1 and to ensure that his lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles;

(e) to be in full agreement with, uphold, and be subject to the Governing Documents and the duty to uphold the teachings of the Church as set out in its Governing Documents and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;

(f) to be subject to the authority and direction of the Lead Pastor; and

(g) to receive notification and minutes of all meetings of the Board, to be present and fully participate at all such meetings, provided that the Associate Pastor shall not be a Director nor have a vote thereon and shall not be present when the Board is discussing his position, salary or benefits, but may in the discretion of the Board be present when the Board is discussing other aspects of his position.

10.03 The Calling of Pastoral Staff

(a) Establishment of Pastoral Search Committee

Whenever a vacancy in the position of Lead Pastor occurs or the Church determines that an Associate Pastor is to be called, a Pastoral Search Committee shall be established. The Pastoral Search Committee shall be established by the Board, with such powers as the Board shall see fit. Any member of the Pastoral Search Committee may be removed by the Board. Unless otherwise determined by the Board, the Pastoral Search Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure. The Pastoral Search Committee shall remain in effect until such time that the Board determines that its useful purpose has ended.

(b) Duties of Pastoral Search Committee

The Pastoral Search Committee shall be responsible to recommend to the Membership the calling of a Lead Pastor or an Associate Pastor, having first taken into consideration what is in the best interest of the Church as a whole. As much as possible, the Pastoral Search Committee shall make their recommendation to the Board on an unanimous basis, but where that is not possible, a recommendation to the Church may proceed where at least a majority of the members of the Pastoral Search Committee support the recommendation.

(c) Recommendation

When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall first be presented to the Board for approval. If the Board approves the recommendation by a Special Resolution, then the recommendation shall be placed before the Membership at a special meeting called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.

(d) Vote on Recommendation

Only one name for the position of Lead Pastor or Associate Pastor, as the case may be, shall be presented to the Membership at any one time for consideration. Upon approval by a Special Resolution of the votes cast by Members at the meeting of Members duly called for that purpose, a formal call will then be extended to the prospective candidate. In the event that the recommended name does not receive the approval of the Members by a Special Resolution, or in the event that the prospective candidate does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Lead Pastor or Associate Pastor, as the case may be, is found.

10.04 Resignation of Pastoral Staff

If the Lead Pastor or an Associate Pastor wishes to resign, he or she shall first notify the Board in writing together with an explanation and shall provide no less than thirty (30) days' notice prior to the effective date of his resignation, unless there are extraordinary circumstances. Such resignation will be deemed to include a resignation by the Lead Pastor or Associate Pastor as a Member of the Church and where applicable, as an ex-officio member on all committees.

10.05 Removal of Pastoral Staff

(a) A Lead Pastor or an Associate Pastor may be removed from his or her position with the Church for any reason upon a Special Resolution of the Board of Directors (in consultation with the Board of Elders) authorizing the removal of the Lead Pastor or an Associate Pastor and confirmed by a Special Resolution of the Members.

(b) Nothing contained in the said procedure shall preclude the Lead Pastor or an Associate Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Lead Pastor or an Associate Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, or the manner in which the Lead Pastor or Associate Pastor has been removed, then before any legal action is commenced the matter shall first be referred to a person or persons mutually acceptable to the Church and the Lead Pastor or Associate Pastor to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community at large.

(c) The removal of the Lead Pastor or Associate Pastor from the Church shall be deemed to constitute his removal as a Member of the Church, and where applicable, as an ex-officio member on all committees.

10.06 Terms of Employment of Staff Members

(a) In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member (which shall be deemed to include the Lead Pastor, Associate Pastors, all other employees of the Church, and all ongoing contract or deputation workers where applicable) shall review and sign an engagement agreement with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the staff member recognizes and agrees that employment or ongoing contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board is unbecoming of a Christian contrary to Biblical principles, and as such, the staff member will be subject to the authority of the Church as expressed in the Governing Documents, including provisions dealing with Discipline, in the same manner as if such staff member was a Member of the Church.

(b) All staff members as defined above who are in whole or in part involved in ministries of the Church (such as the Lead Pastor, Associate Pastors, choir director, minister of music, youth minister or church secretary) shall be required to give evidence that they are personally committed to Jesus Christ as Saviour.

(c) The salary of the Lead Pastor will be reviewed by the Board annually with the resulting recommendations being submitted to the Finance Committee for consideration in preparing the annual budget. All other salaries will be reviewed by the Board, in consultation with the Lead Pastor and the Finance Committee in preparing the annual budget.

(d) The total of all salaries shall be reported in the Church budget.

SECTION XI
OFFICERS

11.01 Names of Officers

(a) Mandatory Officers

The Officers of the Church shall be:

(i) Chair of the Board;

(ii) Secretary;

(iii) Treasurer; and

(iv) Lead Pastor.

(b) Other Officers

The Board may appoint such other Officers as the Board determines is appropriate and the duties of such Officers shall be determined at the discretion of the Board.

11.02 Description of Officers

(a) Chair of the Board

The chair of the Board, if one is to be appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board in the event that the Board of Directors has by a Special Resolution directed that the Lead Pastor not carry on such duties on behalf of the Chair of the Board and committees of Directors, if any.

(b) Secretary

The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Church's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Church.

(c) Treasurer

The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Church; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Church.

(d) Lead Pastor

The Lead Pastor shall be the primary spiritual overseer of the Church and shall preside at all meetings of Members and the Board unless otherwise required by the Act or this By-law. The Lead Pastor shall, subject to the authority of the Board have general supervision of the affairs of the Church. The Lead Pastor shall be entitled to receive notice of and to attend and speak at all meetings of the Members and meetings of the Board as a non-member thereof without the right to vote save and except when the Board is discussing the position, salary or benefits of the Lead Pastor.

11.03 Qualifications for Officers

A person may be considered for appointment as an Officer of the Church if he or she fulfills all of the following qualifications:

(a) is a Director of the Church (save and except the Lead Pastor and the Treasurer)

(b) is at least twenty-five (25) years of age;

(c) has not been found by a court in Canada or elsewhere to be mentally incompetent;

(d) does not have the status of a bankrupt;

(e) has an active involvement within the Church;

(f) recognizes that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services; and

(g) complies with all of the duties and restrictions of their respective Officer positions as set out in this General Operating By-law.

11.04 Election and Appointment of Officers

All Officers, save and except the Lead Pastor, shall be elected and/or appointed by the Board at the first Directors meeting held immediately following the annual meeting of Members at which such Person was elected as a Director.

11.05 Delegation of Duties of Officers

Unless otherwise provided for by the Board, the Officers of the Church shall be responsible for the duties set forth in this By-law but are not necessarily required to perform such duties personally, and as such may delegate to other persons the performance of any or all of such duties, provided that such Officer remain accountable to the Board in relation to the duties that have been so delegated.

11.06 Term and Maximum Term of Officers

Officers who are not employees of the Corporation shall hold their position for a period of four (4) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. There is no maximum term of office for an Officer and as such, an Officer will be eligible for re-appointment on a consecutive basis. Officers who are employees of the Corporation shall hold office at the discretion of the Board.

11.07 Resignation of Officers

If for any reason any Officer chooses to resign his position, a letter of resignation together with an explanation shall be directed to the Board at least thirty (30) days, if possible prior to the effective date of such resignation and the Board shall then have the power to accept such resignation on behalf of the Church.

11.08 Vacancy

(a) The position of an Officer shall be automatically vacated if any of the following situations occur:

(i) such Officer resigns his office by delivery of a written resignation to the Board;

(ii) such Officer no longer fulfills all the qualifications of an Officer as set out in Section 11.03;

(iii) such Officer, in the opinion of at least a two-thirds majority of the votes cast at a Board meeting has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Governing Documents;

(iv) such Officer is determined by a majority of not less than seventy-five percent (75%) of the votes cast by Board at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or

(v) such Officer's death.

(b) If any vacancies should occur for any reason as set out in Section 11.08(a) above, the Board may fill the vacancy during the remaining term

11.09 Disclosure (Conflict of Interest)

(a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 8.17.

(b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 8.17(b)(i), Section 8.17(c) and 8.17(d).

(c) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Church's affairs would not require approval by the Board or Members.

SECTION XII
DUTIES, PROTECTION AND INDEMNITY

12.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Church and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Church shall comply with the Act, the Regulations, Articles, By-laws and Board Policies of the Church.

12.02 Limitation of Liability

No Director, Officer (with "Director(s)" and "Officer(s)" in this Section 12.02 to include former Directors and former Officers), Elder, Member, Lead Pastor, Associate Pastor, committee member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Lead Pastor, Associate Pastor, Elder, Member, committee member, employee or volunteer of the Church, or for joining in any receipt of 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 the Church for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of or belonging to the Church shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's, Officer's, Lead Pastor's, Associate Pastor's, Elder's, Member's, committee member's, employee's or volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default or otherwise result from the Director's, Officer's, Lead Pastor's, Associate Pastor's, Elder's, Member's, committee member's, employee's or volunteer's failure to act in accordance with the Act and the Regulations.

12.03 Indemnity to Directors, Officers and Others

Subject to the Act, the Church shall indemnify a Director or Officer of the Church, a former Director or Officer of the Church or another individual who acts or acted at the Church 's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Church or other entity if,

(a) the individual acted honestly and in good faith with a view to the best interests of the Church or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Church's request; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Church shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

12.04 Indemnity to Others

The Church may also indemnify such other persons in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the Act or the law.

12.05 Insurance

Subject to the Act, the Church may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Church pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

(a) in the individual's capacity as a Director or an Officer of the Church; or

(b) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Church's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

12.06 Advances

The Church may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Church pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 12.03(a) and Section 12.03(b).

SECTION XIII
COMMITTEES

13.01 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure. The standard terms of reference for committees of the Church shall be set forth in a Board Policy.

SECTION XIV
ASSOCIATION

14.01 Church Association

The Church may associate with such organizations and associations as the Board may determine from time to time by a Special Resolution of the Board of Directors.

SECTION XV
BOARD POLICIES

15.01 Board Policies

The Board may adopt, amend, or repeal such Board Policies that are not inconsistent with By-laws of the Church relating to the management and operation of the Church as the Board may deem appropriate from time to time. Any Board Policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION XVI
FINANCIAL MATTERS

16.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Church shall be the 31st day of December in each year.

16.02 Banking Arrangements

The banking business of the Church shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Church and/or other persons as the Board may from time to time designate, direct or authorize.

16.03 Public Accountant and Financial Review

(a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint a Public Accountant to hold office until the next following annual meeting. If the Church meets the requirements for a "designated corporation" under the Act (by having $50,000 or less in gross annual revenues for its last completed financial year), the Members may resolve not to appoint a Public Accountant upon unanimous approval of the Members who are present at the annual meeting.

(b) If the Church meets the requirements for a "designated corporation" under the Act and if a Public Accountant is appointed by the Members, the Public Accountant must conduct a review engagement of the Church's financial statements. However, the Members may, by an Ordinary Resolution, require an audit be conducted instead.

(c) If the Church does not meet the requirements for a "designated corporation" under the Act and if a Public Accountant is appointed by the Members, the Public Accountant must conduct an audit of the Church's financial statements. However, if the Church's gross annual revenues for its last completed financial year are equal to or less than $250,000, the Members may by a Special Resolution, require a review engagement be conducted instead.

(d) The Public Accountant must meet the qualifications in the Act, including being independent of the Church and its affiliates, as well as the Directors and Officers of the Church and its affiliates. The Directors may fill any casual vacancy in the office of the Public Accountant to hold office until the next following annual meeting of Members. The remuneration of the Public Accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

16.04 Annual Financial Statements and Budget

(a) The Finance Committee shall prepare each year prior to the annual meeting of Members the following:

(i) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants

for Charitable and Non-Profit Organizations as may be in place from time to time; and

(ii) an annual budget for the upcoming year prepared in consultation with the chairperson of each committee, as applicable, and to include the budget and expenditures of at least the previous year.

(b) The financial statements and the annual budget shall be forwarded to the Board for approval at least four (4) weeks prior to the annual meeting of Members and shall thereafter be made available to the Members for review at least twenty-one (21) days prior to the annual Members' meeting.

(c) The financial statements, the annual budget and any other documents required by the Act shall be presented at the annual meeting of Members for approval by the Members.

(d) The Church shall send copies of the annual financial statements, the annual budget and other documents referred to in subsection 172(1) of the Act to the Members between twenty-one (21) to sixty (60) days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Church may publish a notice to the Members stating that such documents are available at the registered office of the Church and any Member may request a copy free of charge at the registered office or by email.

16.05 Borrowing

(a) Borrowing Powers

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

(i) borrow money on the credit of the Church;

(ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Church; and

(iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Church, owned or subsequently acquired, to secure any debt obligation of the Church.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Church to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Church.

SECTION XVII
GENERAL

17.01 Registered Office

The registered office of the Church shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

17.02 Corporate Seal

The Church may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Church shall be the custodian of the corporate seal.

17.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Church may be signed by any two (2) of its Officers or Directors. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer or Director may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

SECTION XVIII
NOTICES

18.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the Public Accountant shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Church or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Church in accordance with the Act and received by Corporations Canada; or

(b) if mailed to such person at such person’s recorded address by prepaid ordinary or air mail; or

(c) if sent to such person by telephonic, electronic or other communication facility at such person’s recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or

when the notice enters the information system designated by the addressee, whichever is earlier. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Church to any notice or other document to be given by the Church may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

18.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

18.03 Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Church shall not be required to give any further notices to such Member until such Member informs the Church in writing of his or her new address.

18.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or the Public Accountant, or the non-receipt of any notice by any such person where the Church has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

18.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or the Public Accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XIX
AMENDMENTS

19.01 Amendment of Articles

The Articles of the Church may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment. Notice for such a meeting shall be given at least thirty (30) days prior to such Membership meeting.

19.02 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Church or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

ENACTED by the Directors of the Church this 3rd day of December, 2021.

W. George Hakuh
Director

D. Dell
Director

CONFIRMED by the Members of the Church this 3rd day of December, 2021.

D. Dell
Director