
OTTAWA CHINESE BIBLE CHURCH

GENERAL OPERATING BY-LAW NO. 1

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

OTTAWA CHINESE BIBLE CHURCH
(the “Church”)

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OTTAWA CHINESE BIBLE CHURCH (the "Church")

WHEREAS the Church was issued a certificate of incorporation by the Government of Ontario under the *Not-for-Profit Corporation Act, 2010* (Ontario) on the eighth day of October, 2022;

NOW THEREFORE BE IT ENACTED as a 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 *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of the Church or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.
- (c) "Board" means the board of deacons of the Church which shall be deemed to be the board of directors for purposes of the Act.
- (d) "Board Policies" mean the policies adopted by the Board from time to time in accordance with section 2.03.
- (e) "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.
- (f) "Deacon" means a member of the board, who shall be deemed to be a director for purposes of the Act.
- (g) "Member" means a member of the Church.
- (h) "Members" or "Membership" means the collective membership of the Church.
- (i) "Officer" means an officer of the Church.

- (j) “Ordinary Resolution” means a resolution that is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney.
- (k) “Pastor” means a pastor of the Church.
- (l) “Purposes” means the charitable purposes of the Church as contained in the Articles.
- (m) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (n) “Special Resolution” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney.

1.02 **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) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (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) the By-laws of the Church shall be interpreted in accordance with and subject to the Purposes, statement of faith and Church covenant; and
- (f) 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 **GENERAL**

2.01 Registered Office

The registered office of the Church shall be situated in Ontario at the location specified in the Articles. The Deacons may change the location of its registered office within a municipality or geographic township by resolution. The Members may change the municipality or geographic township in which its registered office is located to another place in Ontario by Special Resolution.

2.02 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. 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 may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

2.03 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 III **STATEMENT OF FAITH**

3.01 Statement of Faith

The Church has adopted as its Statement of Faith the Statement of Faith of the Evangelical Free Church of Canada which is as follows:

- (a) **God's gospel originates in and expresses the wondrous perfections of the eternal, triune God**

We believe in one God, Creator of all things, holy, infinitely perfect, and eternally existing in a loving unity of three equally divine Persons: the Father, the Son and the Holy Spirit. Having limitless knowledge and sovereign power, God has graciously purposed from eternity to redeem a people for Himself and to make all things new for His own glory.

(b) God's gospel is authoritatively revealed in the Scriptures

We believe that God has spoken in the Scriptures, both Old and New Testaments, through the words of human authors. As the verbally inspired Word of God, the Bible is without error in the original writings, the complete revelation of His will for salvation, and the ultimate authority by which every realm of human knowledge and endeavour should be judged. Therefore, it is to be believed in all that it teaches, obeyed in all that it requires, and trusted in all that it promises.

(c) God's gospel alone addresses our deepest need

We believe that God created Adam and Eve in His image, but they sinned when tempted by Satan. In union with Adam, human beings are sinners by nature and by choice, alienated from God, and under His wrath. Only through God's saving work in Jesus Christ can we be rescued, reconciled and renewed.

(d) God's gospel is made known supremely in the Person of Jesus Christ

We believe that Jesus Christ is God incarnate, fully God and fully man, one Person in two natures. Jesus—Israel's promised Messiah—was conceived through the Holy Spirit and born of the Virgin Mary. He lived a sinless life, was crucified under Pontius Pilate, arose bodily from the dead, ascended into heaven and sits at the right hand of God the Father as our High Priest and Advocate.

(e) God's gospel is accomplished through the work of Christ

We believe that Jesus Christ, as our representative and substitute, shed His blood on the cross as the perfect, all-sufficient sacrifice for our sins. His atoning death and victorious resurrection constitute the only ground for salvation.

(f) God's gospel is applied by the power of the Holy Spirit

We believe that the Holy Spirit, in all that He does, glorifies the Lord Jesus Christ. He convicts the world of its guilt. He regenerates sinners, and in Him they are baptized into union with Christ and adopted as heirs in the family of God. He also indwells, illuminates, guides, equips and empowers believers for Christ-like living and service.

(g) God's gospel is now embodied in the new community called the church

We believe that the true church comprises all who have been justified by God's grace through faith alone in Christ alone. They are united by the Holy Spirit in the body of Christ, of which He is the Head. The true church is manifest in local churches, whose membership should be composed only of believers. The Lord Jesus mandated two ordinances, baptism and the Lord's Supper, which visibly and tangibly express the gospel. Though they are not the means of salvation, when celebrated by the church in genuine faith, these ordinances confirm and nourish the believer.

(h) **God's gospel compels us to Christ-like living and witness to the world**

We believe that God's justifying grace must not be separated from His sanctifying power and purpose. God commands us to love Him supremely and others sacrificially, and to live out our faith with care for one another, compassion toward the poor and justice for the oppressed. With God's Word, the Spirit's power, and fervent prayer in Christ's name, we are to combat the spiritual forces of evil. In obedience to Christ's commission, we are to make disciples among all people, always bearing witness to the gospel in word and deed.

(i) **God's gospel will be brought to fulfillment by the Lord Himself at the end of this age**

We believe in the personal, bodily and glorious return of our Lord Jesus Christ with His holy angels when He will bring His kingdom to fulfillment and exercise His role as Judge of all. This coming of Christ, at a time known only to God, demands constant expectancy and, as our blessed hope, motivates the believer to godly living, sacrificial service and energetic mission.

(j) **God's gospel requires a response that has eternal consequences**

We believe that God commands everyone everywhere to believe the gospel by turning to Him in repentance and receiving the Lord Jesus Christ. We believe that God will raise the dead bodily and judge the world, assigning the unbeliever to condemnation and eternal conscious punishment and the believer to eternal blessedness and joy with the Lord in the new heaven and the new earth, to the praise of His glorious grace. Amen.

3.02 Theological Teaching Positions

The following teaching positions should be applied in the Church.

(a) **The Divine Authority and Plenary Inspiration of the Whole Canonical Scriptures.**

We believe that "ALL Scripture is given by inspiration of God", by which we understand that the whole of the book called the Bible is inspired in the sense that the Holy Ghost gave the identical works of the sacred writings of the holy men of God, chosen by Him to be the channel of His revelation to man.

II Tim. 3:16-17 Mark 12:26-36

II Peter 1:21 I Cor. 2:13

Acts 1:16; 2:4 John 16:12-13

(b) **The Trinity of Godhead.**

We believe that the Godhead eternally exists in three persons, the Father, the Son, and the Holy Ghost; and that these three are one God, having precisely the same nature, attributes and perfection, and are worthy of precisely the same homage, confidence and obedience.

Gen. 1:26; 3:22; 11:6-8 John 1:1-4
Isa. 63:8-10 Acts 5:3-4
Matt. 28:19-20 II Cor. 13:14
Heb. 1:1-3 Rev. 1:4-6

(c) **The Deity and the Virgin Birth of Our Lord Jesus Christ.**

We believe in the essential Deity and the Virgin Birth of our Lord Jesus Christ and that all the Scriptures from first to last centre about Him, His person and work, His sacrificial death upon the cross and His coming again.

Isa. 7:14 John 5:39
Matt. 1:18-23 Acts 17:2-3; 18:28
Luke 1:35 Acts 26:22-23; 28:23

(d) **The Personality, Deity and Present Mission of the Holy Spirit.**

We believe that the Holy Spirit is a Divine personality. The Third Person of the Trinity - who is now, throughout this age of Grace, here present in the true Church, having been sent for the express purpose of revealing Christ Jesus to the members of the Church, that they may be comforted, instructed, and built up in their most holy faith, and to the world that sinners may be convicted of sin, of righteousness, and of judgement.

John 7:38-39 14:16-17; 15:26; 16:13-15
Acts 1:8; 2:1-4

(e) **The Fall of Man.**

We believe that man, originally created in the image and after the likeness of God, fell from his high and holy estate through disobedience, by eating the forbidden fruit, and in consequence the threatened penalty of death was then and there inflicted, so that he totally lost all spiritual life, becoming dead in trespasses and sins, and subject to the power of devil.

Gen. 1:26; 2:17 Eph. 2:1-3
Isa. 64:6 1 Tim. 5:6
John 5:40; 6:53 1 John 3:8

(f) **The Total Depravity of Man.**

We believe that his spiritual death, total corruption of human nature, has been transmitted to the entire race of man, the man Christ Jesus alone excepted; and hence that every child of Adam is born into the world with a sinful nature.

Gen. 6:5 Jer. 17:9
Psa. 14:1-3; 51:5 John 3:6
Rom. 5:12-19

(g) Salvation By Grace Through Faith.

We believe that sinners are saved by Grace through Faith alone and that not themselves, it is the gift of God, not of works. We further believe that every saved person is justified from all things from which he could not be justified by the law of Moses.

Acts 13:39 Eph. 2:8-9
Rom. 5:1 Titus 2:11-14

(h) The Atonement by the Blood of Christ.

We believe that our redemption has been accomplished solely by the blood of our Lord Jesus Christ, who was made to be sin, and made a curse for us, dying in our room and stead, a Sacrifice acceptable to God and effectual for every sinner who receives Him.

Lev. 17:11 Gal. 3:13
Matt. 26:28 Eph. 1:7
John 1:12 1 Peter 1:18-19; 2:24
Rom. 5:6-9 II Cor. 5:21

(i) Regeneration by the Holy Spirit.

We believe that, owing to the universal depravity and death in sin, no one can see or enter the kingdom of God unless born of the Spirit whereby he becomes a new creation.

John 3:5-8 Jas. 1:18
Gal. 6:15 1 Peter 1:23
Tit. 3:5 1 John 5:1

(j) The Believer's Security and Assurance.

We believe in the Eternal Security of all who are actually born again by the Spirit of God through faith in Christ as revealed in the Scriptures, and that it is the privilege of all such to be assured of their present salvation and eternal safety.

John 10:28-29 John 5:24
II Tim. 1:12 Phil. 1:6
Rom. 8:33-39

(k) Separation From The World.

We believe that all the saved should live in such a manner as not to bring reproach upon their Saviour and Lord; and that the separation from all religious apostasy, all worldly and sinful pleasures, practices and associations is commanded by God.

(l) **Sanctification.**

We believe that the members of the body of Christ are sanctified ones; are perfected as to their standing forever by the one offering of the blood of Christ, and are one with Christ in Sanctification. As to their state, they may be sanctified with the constant washing of water by the Word, by the blood of Christ, and by the in-working presence and power of the Holy Spirit.

Gal. 5:16-25 Eph. 5:25-27
Eph. 4:22-24 Heb. 2:11; 10:10; 13:12
John 17:17-19 1 John 1:7-9
Rom. 15:16 Jude 1
1 Cor. 6:11

(m) **The Baptism With(In) The Holy Spirit.**

We believe when the Holy Spirit came upon the whole body of believers on the Day of Pentecost, it was the fulfillment of the announcement made by John the Baptist and the promises of Christ to His own during His earthly ministry, and that then the disciples were individually imbued with power to witness concerning Christ, and collectively baptized into one body, which was the formation of the Church, which is His Body (Matt. 3:11; Mark 1:8; Luke 3:16; John 1:33; 14:16, 17, 26; 15:26-27; 16:7-15; Luke 24:46-49; Acts 1:4,5,8; 2:1-4, 37). We further believe since the time the Gospel went to the Gentiles in the house of Cornelius, and the believing Gentiles received the Holy Spirit, without delay, tarrying, praying, laying on of hands or any other condition save faith, all who believe in Christ are born of the Spirit, sealed by the Spirit, anointed by the Spirit, indwelt by the Spirit, and by (in) the Holy Spirit baptized into the body of Christ (Acts 10:44; 11:18; John 3:3-6; 1 John 5:1; Eph. 1:13; 4:30; II Cor. 1:21-22; 1 John 2:20-27; I Cor. 3:16; 6:19-20; Rom. 8:9-15; Gal. 4:6; I Cor. 12:12-13). And we also believe that the New Testament distinguishes between being indwelt by the Spirit, which is true of all believers, and being filled with the Spirit which is the believer's privilege and duty (compare Acts 2:4 with 4:8-31; Eph 1:13-14 with 5:18). There is one baptism with (in) the Spirit, and it is into the body of Christ, but there are many fillings. Pentecost is an historical event and is not repeated.

(n) **Divine Healing of the Body.**

We believe that Divine healing of the body is not in the Atonement in the sense that salvation and forgiveness of sins are in the Atonement. The suffering and death of Christ according to the New Testament was substitutionary, penal and vicarious. (Rom. 4:25; I Cor. 15:3; II Cor. 5:21; 1 Peter 2:24; 3:18). It is nowhere taught in Scripture that Christ died for the effects of sins but for sin. Sickness is directly or indirectly the effect of sin.

(o) **The Unity of the True Church in the Mystical Body of Christ.**

We believe that the Church is composed of all who are united by the Holy Spirit to the risen and ascended Son of God, and that by the same Spirit we are all baptized into one

body, whether we are Jews or Gentiles, thus being members one of another and knit together in love.

Rom. 12:5 Eph 4:3-10
1 Cor. 12:12-27 Col. 2:19

(p) **Missions.**

We believe that it is the obligation of the saved to witness by life and by word the truths of Holy Scriptures and to seek to proclaim the Gospel to all mankind.

Mark 16:16 Matt. 28:19-20
Acts 1:8 Luke 24:46-48
II Cor. 5:19

(q) **Second Coming of the Lord.**

We believe in the "Blessed Hope" the personal, imminent coming of the Lord Jesus Christ for His redeemed ones; and in His subsequent return to earth, with His saints, to establish His millennial kingdom.

1 Thess. 4:13-18 1 Thess. 1:10; 5:9
Zech. 14:4-11 Rev. 3:10
Rev. 19:11-16 Acts 15:16-17
Rev. 20:1-6

(r) **The Resurrection of the Body.**

We believe that Jesus Christ rose from the dead, according to the Scriptures, in bodily form, and thus became the first fruits of them that sleep; that upon His return He will raise out from among the dead those that have died in Christ, this being the first resurrection; and that, after the thousand years, He will raise them that have died in unbelief from their graves to receive their sentence.

Psa. 90:3-4 John 5:28-29
Isa. 26:19 1 Cor. 15
Dan. 12:2 Rom. 1:4; 8:23
Rev. 20:5-6

(s) **The Eternal Blessedness of The Saved and The Eternal Punishment of The Lost.**

We believe that the attitude either of reconciliation or enmity toward God is fixed eternally at death, and that the saints of all the ages will be forever with the Lord and will become joint heirs with Him as their Redeemer in His inheritance. We further believe that there is an appointed day for the judgement of the wicked when they will be cast into the Lake of Fire, there to remain forever and ever in varying degrees of torment according to their works.

Dan. 12:3; 7:22-27 1 Thess. 4:17
Rom. 8:17 II Peter 2:9
Rev. 20:11-15; 21:8; 22:11

(t) **The Personality of Satan.**

We believe that Satan is a person, the Father of lies, a murderer from the beginning and the great deceiver of all the nations; that he will be overcome by the Lord Jesus Christ as the seed of woman and cast into the bottomless pit for a thousand years, and finally committed to the Lake of Fire with all his angels to be tormented forever and ever.

Job 1:6-12 II Cor. 11:13-15
John 8:44 Eph. 6:12-16
Rev. 20:1-3; 7-10 Gen. 3:15

(u) **Baptism.**

We believe that our Lord and Saviour clearly prescribed for His believing disciples the simple rite of Baptism by immersion as a symbol and proclamation of the sinner's death to sin and his resurrection in newness of life in Christ Jesus.

Matt. 28:19-20
Acts. 2:38; 8:12

(v) **The Lord's Supper.**

We believe that our Lord and Saviour clearly prescribed for His believing disciples the solemn rite of the Lord's Supper as a memorial of the Lord's death to be kept by His disciples until he comes again, according to His promise and the Father's revealed plan.

Luke 22:19-20 I Cor. 11:23-27

SECTION IV
ORDINANCES

4.01 Baptism

The Church shall encourage the practice of baptism by immersion under normal circumstances, or by sprinkling under special circumstances, upon profession and observance of the faith, as well as the doctrine set out in SECTION III.

4.02 The Lord's Supper

- (a) The Lord's Supper shall be observed regularly at least once a month. Participation is open to all baptized Christians, and is not restricted to Members of the Church.
- (b) The Lord's Supper (as described in Luke 22:19-20; I Cor 11:23-26) shall be administered by a Pastor or in his absence by a Christian authorized by the Board.

4.03 Dedication of Children

The Church believes that it is the privilege of Christian parents to dedicate their children to the Lord before the congregation of the Church. (Mark 10:13-16, Luke 18:15-16).

4.04 Marriage

As a matter of belief, doctrine and religious practices, we reserve the term “Marriage” for the life long covenant relationship between one biological man and one biological woman to the exclusion of all others. Only marriages which conform to this definition are to be performed, recognized or celebrated in the church or church facilities.

**SECTION V
CHURCH COVENANT**

5.01 Church Covenant

The Church Covenant is the Apostle’s Creed which is as follows:

“I believe in God, the Father Almighty, Maker of Heaven and Earth; And in Jesus Christ His only Son, Our Lord, who was conceived by the Holy Ghost, born of the Virgin Mary, suffered under Pontius Pilate, was crucified, died and was buried; He descended into hell; the third day he rose again from the dead; He ascended into heaven and sitteth on the right hand of God the Father Almighty; from thence he shall come to judge the quick and the dead.

“I believe in the Holy Ghost, the holy catholic Church, the communion of saints, the forgiveness of sins, the resurrection of the body, and the life everlasting. Amen”

**SECTION VI
CHURCH DENOMINATION**

6.01 Relationship with the Evangelical Free Church of Canada

The Church is a member of the Evangelical Free Church of Canada, which is an association of autonomous churches united in a common commitment to the Gospel of Jesus Christ.

**SECTION VII
FINANCIAL MATTERS**

7.01 Financial Year

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

7.02 Banking Arrangements

The banking business of the Church shall be transacted at such bank, trust company or other firm or Church 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.

7.03 Auditor and Financial Review

- (a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint an auditor to hold office until the next following annual meeting to conduct an audit in respect of the Church's financial year. If the Church's annual revenue in a financial year is more than \$100,000 (or such other prescribed amount in the Regulations) and less than \$500,000 (or such other prescribed amount in the Regulations), the Members may, by extraordinary resolution, have a review engagement instead of an audit in respect of that financial year. If the Church's annual revenue in a financial year is \$100,000 or less (or such other prescribed amount in the Regulations); the Members may, by extraordinary resolution, not appoint an auditor and to not have an audit or a review engagement in respect of that financial year. Extraordinary resolution means a resolution that is, (a) submitted to a special meeting of the Members of the Church duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or (b) consented to by each Member of the Church entitled to vote at a meeting of the Members or the Member's attorney.
- (b) The auditor, if one is appointed, must meet the qualifications in the Act, including being independent of the Church and its affiliates, as well as the Deacons and Officers of the Church and its affiliates. The Deacons may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

7.04 Annual Financial Statements

The Church shall send copies of the annual financial statements and other documents referred to in subsection 84(1) of the Act to all Members who have informed the Church that they wish to receive a copy of those documents not less than 21 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.

7.05 Borrowing

(a) Borrowing Powers

Upon the approval of the Members by a Special Resolution, the Board may:

- (i) borrow money on the credit of the Church;
 - (ii) issue, reissue, sell or pledge debt obligations of the Church;
 - (iii) give a guarantee on behalf of the Church to secure performance of an obligation of any person; and
 - (iv) mortgage, pledge or otherwise create a security interest in all or any property of the Church, owned or subsequently acquired, to secure any obligation of the Church.
- (b) Authorization

From time to time, the Board may authorize any Deacon 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 VIII

MEMBERS

8.01 Classes and Conditions of Membership

There shall be one (1) class of Members in the Church. The Deacons listed as the first directors in the Articles of Incorporation shall be the first Members. Upon resolution of the Board, existing Members of the Unincorporated Church from which the Church was formed as its successor and who are registered with the Secretary shall be deemed Members of the Church. Thereafter, Membership in the Church shall be available only to individuals who:

- (a) profess faith in Jesus Christ as their Saviour and Lord;
- (b) have evidenced complete agreement with the Statement of Faith and Church Covenant in writing;
- (c) have been baptized by immersion under normal circumstances or by sprinkling under special circumstances, upon profession and observance of the faith;
- (d) have regularly attended worship services and demonstrated good testimony at the Church for at least three (3) months prior to applying for membership. This requirement does not apply to pastoral staff.
- (e) have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church 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 Statement of Faith of the Church, 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;

- (f) are eighteen (18) years of age or older;
- (g) are in agreement with the Articles, By-law and Board Policies;
- (h) are not under the discipline of the Church as set out in section 8.05; and
- (i) have been admitted into Membership in accordance with section 8.02.

8.02 Admission to Membership

Application for Membership in the Church may be initiated by either oral or written request to a Pastor or any Deacon, or a committee appointed by the Board, with the following steps to be taken thereafter.

- (a) The applicant shall be provided with a complete copy of the Articles and By-laws with the request that the applicant read the documents in full.
- (b) The applicant shall be expected to attend a new Members' class where the major tenets of the Statement of Faith plus the privileges and responsibilities of Membership will be discussed.
- (c) The applicant shall sign a written application for Membership and declaration of his or her profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church.
- (d) The Board shall appoint a person to contact the applicant's previously attended churches to ensure that the applicant has left in good standing and meets the requirements set out in Section 8.01.
- (e) Once the Board is satisfied that the applicant has fulfilled the qualifications of Membership set out in section 8.01, the Board shall admit the applicant as a Member of the Church.

8.03 Duties, Privileges and Rights of Members

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 participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the By-laws and Board Policies;
- (c) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;

- (d) the duty to respect and submit to the spiritual authority and procedures of the Church;
- (e) the privilege to participate in the ordinances administered by the Church; and
- (f) the right to receive notice of, attend, speak, participate and cast one (1) vote at all meetings of Members.

8.04 Termination of Membership

Membership in the Church is terminated when:

- (a) the Member dies;
- (b) the Member resigns by delivering a written resignation to the Secretary in which case the resignation will be effective on the date it is received by the Secretary or the date specified in the resignation, whichever is later;
- (c) the Member is removed as a Member of the Church in accordance with Section 8.05; or
- (d) the Church is liquidated or dissolved under the Act.

8.05 Discipline of Members

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 Church 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.

- (a) The Board may suspend or remove any Member from Membership in the Church for any one or more of the following grounds:
 - (i) Being habitually absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation as may be determined in the sole discretion of the Board;
 - (ii) violating any provision of the Articles, By-laws, or Board Policies of the Church;
 - (iii) carrying out any conduct which may be contrary to the Statement of Faith and Theological Teaching Positions in Section III; or

- (iv) any other reason that the Board in its sole discretion considers to be reasonable having regard to the Purposes of the Church.
- (b) If the Board proposes that a Member should be suspended or removed from Membership in the Corporation, the Chairperson of the Board shall provide twenty (20) days notice of the suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chairperson of the Board in response to the notice received within such twenty (20) day period.
- (c) If no written submissions are received by the Chairperson of the Board, he or she may proceed to notify the Member that the Member is suspended or removed from Membership in the Corporation. This decision is final.
- (d) Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a decision. The Member shall be entitled to attend the Board meeting where the submissions are considered, to hear the discussions, and to speak on his or her behalf. The Member shall be given ten (10) days written notice of the Board meeting by registered and regular mail at his or her last known address (which period of time shall include the date of mailing but shall exclude the date of the Board meeting). Neither the Board nor Member may be represented by legal counsel.
- (e) The Board shall send written notice of the Board decision by registered and regular mail to the Member at his or her last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- (f) Upon the effective date of a suspension, all rights and privileges of the Member set out in Section 8.03 are suspended
- (g) The Member shall have no right to appeal the decision of the Board related to termination or suspension of the Member.

SECTION IX

MEETINGS OF MEMBERS

9.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

9.02 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than eighteen (18) months after the Church comes into existence and thereafter, not later than 15 months after holding the preceding annual meeting. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Church required

by the Act to be presented at the meeting, electing Deacons, appointing the auditor and transacting such other business as may properly be brought before the meeting or is required under the Act.

9.03 Special Meetings

The Board 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 ten percent (10%) 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.

9.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board may determine or outside Ontario if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Ontario is deemed to have agreed to it being held outside Ontario except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

9.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members are special business, except the following: consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Deacons; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

9.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of the Members shall be not less than 10 days and not more than 50 days before the meeting, to each Member entitled to receive notice of the meeting, each Deacon and the auditor of the Church or the person appointed to conduct a review engagement of the Church in accordance with the manner provided in Section 15.01 of this By-law.
- (b) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.

9.07 Record Date

The Deacons may fix a date as the record date for determining Members entitled to receive notice of or to vote at a meeting of the Members, or determining Members for any other

purpose; provided that the record date must not be more than 50 days before the day of the event or action to which it relates. If no record date is fixed:

- (a) the record date for the determination of Members entitled to receive notice of a meeting of Members or to vote shall be,
 - (i) at the close of business on the day immediately before the day on which the notice is given, or
 - (ii) if no notice is given, the day on which the meeting is held; and
- (b) the record date for the Members for any other purposes shall be at the close of business on the day on which the Deacons pass the relevant resolution.

9.08 Waiving 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 purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.09 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 Deacons, the auditor of the Church (or the person who has been appointed to conduct a review engagement, if any) 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 the meeting or by resolution of the Members.

9.10 Chair of the Meeting

The chair of Members' meetings shall be the Chairperson of the Board. In the event that the Chairperson of the Board is absent, a Deacon appointed by resolution of the Board shall chair the meeting.

9.11 Quorum

- (a) A quorum at any meeting of the Members shall be fifty percent (50%) of the Members entitled to vote at the meeting. 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. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (b) For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

9.12 Participation at Meetings by Electronic Means

Under normal circumstances, the Church shall hold all meetings of Members on an in-person basis only. However, if the Church, as determined in the sole discretion of the Board in extenuating circumstances, chooses to make available a telephonic or electronic means 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. A person participating in a meeting by such means is deemed to be present at the meeting.

9.13 Meeting Held by Electronic Means

Notwithstanding Section 9.12, if the Deacons or Members of the Church call a meeting of Members, those Deacons or Members, as the case may be, may determine that the meeting be held entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

9.14 Voting by Mail, Telephonic or Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of mail, telephonic or electronic means referred to in Section 9.12 and Section 9.13 is permitted only if the votes may be verified as having been made by Members entitled to vote and the Church is not able to identify how each Member voted.

9.15 Absentee Voting by Mailed-In Ballot or Telephonic or Electronic Means

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by telephonic or electronic means and the Church shall ensure that the votes are verified as having been made by members entitled to vote and the Church is not able to identify how each member voted.

9.16 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the motion is defeated.

9.17 Show of Hands

Any question at a meeting of Members 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. Unless a ballot is demanded, declaration by the chair of the meeting 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. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic or electronic means, if the Church makes available such means, in accordance with Section 9.12, Section 9.13 or Section 9.14.

9.18 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 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 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. Note – The first sentence reflects mandatory ONCA requirements.

9.19 Resolution in Lieu of Meeting

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

9.20 Adjournment

The chair of any meeting of Members 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 (30) 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 X
DEACONS**

10.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Church. The Board shall also oversee the spiritual life of the Church with the Pastors.

10.02 First Deacons

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

10.03 Number

The Board shall consist of the minimum and maximum number of Deacons specified in the Articles. The precise number of Deacons on the Board shall be determined from time to time by the Board.

10.04 Qualifications

Each Deacon shall meet all of the following qualification requirements:

- (a) is an individual who is at least 18 years of age, has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; has not been found to be incapable by any court in Canada or elsewhere, does not have the status of a bankrupt;
- (b) has been a Member in good standing of the Church for the last year;
- (c) agrees to abide by the provisions in the Articles and By-laws of the Church;
- (d) is not an ineligible individual as defined in the *Income Tax Act* (Canada);
- (e) is not an employee of the Church;
- (f) shall perform his or her duties zealously, faithfully and wholeheartedly for the glorification of God's name;
- (g) shall not be an employee or a member of a religious institution or religious organization which opposes the Statement of Faith or Theological Positions set out in Section III;
- (h) Shall be a faithful and regular participant in Church Services;
- (i) Shall adhere to God's teaching on separation from the world, avoiding all appearances of evil, Romans 12:1-2; 1 Tim 3:1-13, Titus 1:6-9; and
- (j) Not more than one-third (1/3) of the Deacons may be employees of the Church's affiliates.

10.05 Election and Term

- (a) Subject to the Articles, Deacons shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Deacons is required. The Deacons' term of office shall be two (2) years calculated from the date of the meeting at which they are elected until the close of the second (2nd) annual meeting next following or until their successors are elected.
- (b) If Deacons are not elected at a meeting of Members, the incumbent Deacons shall continue in office until their successors are elected.

- (c) As much as possible, the Deacons shall be elected and shall retire in rotation as determined by the Members when the Deacons are elected.
- (d) There is no maximum number of terms of office for a Deacon and as such, a Deacon will be eligible for re-election on a consecutive basis thereafter provided that the Deacon continues to meet the qualification requirements to be a Deacon.

10.06 Consent

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

- (a) the individual consented in writing to hold office as a deacon before or within ten (10) days after the election or appointment, or
- (b) the individual elected or appointed consents in writing at any time ten (10) days after the election or appointment; or
- (c) the individual elected or appointed is re-elected or reappointed where there is no break in his or her term of office.

10.07 Ceasing to Hold Office

A Deacon ceases to hold office when the Deacon dies, resigns, is removed from office by the Members in accordance with Section 10.09, or no longer fulfils all of the qualifications to be a Deacon set out in Section 10.04 as determined in the sole discretion of the Board.

10.08 Resignation

A resignation of a Deacon becomes effective at the time a written resignation is received by the Church or at the time specified in the resignation, whichever is later. A Deacon who has resigned may not submit to the Church a written statement pursuant to section 27 of the Act.

10.09 Removal

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Deacon from office before the expiration of the Deacon's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Deacon so removed, failing which such vacancy may be filled by the Board. A Deacon who is being removed or has been removed may not submit to the Church a written statement pursuant to section 27 of the Act.

10.10 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Deacons may fill a vacancy in the Board. If there is not a quorum of Deacons or if there has been a failure to elect the number or minimum number of Deacons provided for in the Articles, the Deacons then in office

shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Deacons then in office, the meeting may be called by any Member. Notwithstanding the foregoing, a vacancy among the Deacons is not required to be filled if the vacancy results from an increase in the number or the minimum number of Deacons provided for in the Articles or from a failure to elect that increased number or minimum number of Deacons. A Deacon appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

10.11 Remuneration of Deacons

As required by the Articles, Deacons shall serve without remuneration, and no Deacon shall directly or indirectly receive any profit from his or her position as such, provided that a Deacon may be reimbursed for reasonable expenses incurred in performing his or her duties.

10.12 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Deacons of the Church may fix 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. However, no Officer who is also a Deacon 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.

10.13 Delegation

Subject to the Act, the Board may appoint from their number a managing Deacon or a committee of Deacons (which may be referred to as an executive committee) and delegate to the managing Deacon or committee any of the powers of the Board, except the following matters which are prohibited by subsection 36(2) of the Act to be delegated by the Board:

- (a) To submit to the Members any question or matter requiring the approval of the Members;
- (b) To fill a vacancy among the Deacons or in the position of auditor or of a person appointed to conduct a review engagement of the Church;
- (c) To appoint additional Deacons;
- (d) To issue debt obligations except as authorized by the Deacons;
- (e) To approve any financial statements under section 83 of the Act;
- (f) To adopt, amend or repeal By-laws; or

- (g) To establish contributions to be made, or dues to be paid, by Members under section 86 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.

10.14 Nominating Committee

- (a) The nominating committee shall be appointed by the Board of Deacons at least eight weeks in advance of the Annual General Meeting. The committee shall consist of Pastor(s) and at least three (3) Members.
- (b) The nominating committee shall prepare and submit to the Annual General Meeting of Members a list of nominations for the Board, and other Church positions as the Board determines are needed from time to time.
- (c) Nominations may also be made by Members in writing. Each nomination must be endorsed in writing by at least five (5) Members and submitted to the nominating committee at least four weeks in advance of Annual General Meeting.
- (d) The nominating committee shall ensure that all persons being nominated are qualified and obtain the consent of all nominees before presenting their names to the Members.
- (e) The Nominating Committee shall provide to the Members a list of its nominees at the Church, along with a brief description of their qualifications, with the notice of the Annual General Meeting.
- (f) The term of membership on the nominating committee shall end at the conclusion of the Annual General Meeting of Members.

10.15 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.

SECTION XI MEETINGS OF DEACONS

11.01 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.

11.02 Calling of Meetings

Meetings of the Board may be called by the Chairperson of the Board, or any two (2) Deacons at any time. For the first organization meeting following incorporation, such meeting may be called by any incorporator or Deacon.

11.03 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 15.01 of this By-law to every Deacon of the Church not less than 48 hours 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 Deacons shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.

11.04 Waiving Notice

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

11.05 First Meeting of New Board

Provided that a quorum of Deacons is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

11.06 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Deacon forthwith after being passed, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting. For greater certainty, the list of matters referred to in subsection 36(2) are set out in Section 10.13 above.

11.07 Quorum

A majority of the number of Deacons specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Deacons specified in the Articles, a quorum shall be a majority of the number of Deacons determined in accordance with Section 10.03. For the purpose of determining quorum, a Deacon may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

11.08 Participation at Meeting by Telephone or Electronic Means

If all of the Deacons consent, a Deacon may participate in a Board meeting, by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Deacon 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.

11.09 No Alternate Deacons

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

11.10 Chairperson of the Meeting

The chair of Board meetings shall be the Chairperson of the Board. If the Chair of the Board is absent or unable to act, the Deacons who are present shall choose one of their number to chair the meeting.

11.11 Votes to Govern

Each Deacon may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

11.12 Dissent at Meeting

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

- (a) the Deacon's dissent is entered in the minutes of the meeting
- (b) the Deacon requests that his or her dissent be entered in the minutes of the meeting; or
- (c) the Deacon gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Deacon submits his or her dissent immediately after the meeting is terminated to the Church;

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

11.13 Dissent of Absent Deacon

A Deacon 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 Deacon:

- (a) causes his/her dissent to be placed with the minutes of the meeting; or
- (b) submits his or her dissent to the Church.

11.14 Resolutions in Writing

A resolution in writing, signed by all the Deacons entitled to vote on that resolution at a meeting of the Board or committee of Deacons, 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 Deacons.

11.15 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.

11.16 Disclosure of Interest

(a) Prohibition

Save and except where permitted by law and as approved by the Board, a Deacon 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 Deacon or any of his or her family members, or any person closely connected to the Deacon, has any direct or indirect pecuniary or personal interest, gain or benefit. In this Section 11.16, "family members" means a person's spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person's spouse(s), who are living with and/or financially supporting or supported by the person.

(b) Disclosure

- (i) Pursuant to the Act, a Deacon 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 Deacon has in any material contract or transaction or proposed material contract or transaction with the Church if the Deacon:
 - (1) is a party to such material contract or transaction or proposed material contract or transaction with the Church; or
 - (2) is a director or an officer of, or has a material interest in, any person who is a party to such material contract or transaction or proposed material contract or transaction with the Church.

(ii) In addition to the disclosure made under Section 11.16(b)(i), any Deacon 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 11.16(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 Deacon 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 made by the Board from time to time.

(d) Procedure Where Disclosure

The chair of Board meetings shall request any Deacon who has made a disclosure referred to in Section 11.16(b) to absent him or herself during the discussion of the matter, with such action being recorded in the minutes. The Deacon 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 Deacon 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 Deacon shall be required to immediately resign from the Board, failing which he or she shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

11.17 Confidentiality

Every Deacon, Officer, committee member, employee and 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 XII PASTOR

12.01 Definition and Duties of the Pastors

The Pastor(s) shall be the spiritual overseer of the Church and shall be deemed by virtue of their position to be a Member of the Church. The duties and rights of the Pastor shall include:

- (a) the duty to provide spiritual leadership to the Church and to work in conjunction with the Board in implementing such spiritual leadership;

- (b) the duty to work in conjunction with the Board in formulating and recommending Board Policies to the Church as may be necessary from time to time;
- (c) the duty to ensure that their lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles;
- (d) the duty to be in full agreement with, uphold and be subject to the Statement of Faith, Covenant, Articles, By-laws and Board Policies; and

12.02 The Calling of a Pastor and term

- (a) The Board shall determine the procedure to be followed in relation to the calling of pastoral candidates.
- (b) A Pastor shall be called if a candidate is approved by two-thirds (2/3) of the votes cast by the Members at a meeting of Members voting duly called for that purpose.
- (c) The term of the service of a pastor is three (3) years.
- (d) If the Board decides not to renew the term of service of a Pastor or a Pastor does not seek to renew the term of service, the decision shall be communicated to the relevant parties ninety (90) days prior to the expiry of the existing term of service.

12.03 Resignation of a Pastor

If a Pastor wishes to resign, the Pastor shall notify the Board in writing, providing an explanation, no less than ninety (90) days prior to the effective date of his or her resignation, unless there are extraordinary circumstances. Such resignation will be deemed to include a resignation by the Pastor as a Member of the Congregation and where applicable, as an *ex-officio* member on all committees.

12.04 Removal of a Pastor

- (a) A Pastor may be removed from his position immediately for cause by a resolution of the Board, providing such cause relates to a Pastor being guilty of wilful misconduct, disobedience or wilful neglect of duty that is not trivial and has not been condoned by the Board. A Pastor may be removed for any other reason upon approval by two-thirds (2/3) of the votes cast by the Members at a meeting called for the purpose of authorizing the removal of a Pastor.
- (b) Nothing shall preclude the Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any.
- (c) The removal of the Pastor from the Church shall be deemed to constitute their removal from all committees and Membership in the Church.

SECTION XIII OFFICERS

13.01 Appointment

The Board may designate the offices of the Church, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Church. A Deacon may be appointed to any office of the Church. An Officer may, but need not be, a Deacon unless this By-law otherwise provides. Two or more offices may be held by the same person.

13.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Church, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chairperson of the Board** - The chairperson of the Board shall be a Deacon. The chairperson of the Board, shall, when present, preside at all meetings of the Board, committees of Deacons and the Members.
- (b) **Secretary** - The secretary shall attend and be the secretary of all meetings of the Board and Members. 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, Deacons, the auditor 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.

The duties of all other Officers of the Church shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

13.03 Term of Office

Officers who are not employees of the Church shall hold their position for a period of one (1) year, 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 Church shall hold office at the discretion of the Board.

13.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Church. Unless so removed, an Officer shall hold office until the earlier of the Officer's term of office expires, the Officer's successor is appointed, the Officer resigns, the Officer ceases to be a Deacon (if a necessary qualification of this appointment), or the Officer dies. If the office of any Officer of the Church shall be or become vacant, the Board may appoint a person to fill such vacancy.

13.05 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 10.12.

13.06 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Church in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

13.07 Disclosure (Conflict of Interest)

- (a) An Officer who is a Deacon 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 Deacons pursuant to the provisions of the Act and the By-laws set out in Section 11.16.
- (b) An Officer who is not a Deacon 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 Deacons pursuant to the provisions of the Act and the By-laws set out in Section 11.16(b)(i), Section 11.16(c) and Section 11.16(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 XIV

PROTECTION OF DEACONS, OFFICERS AND OTHERS

14.01 Duties of Deacons and Officers

Every Deacon 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 Deacon and Officer of the Church shall comply with the Act, the Regulations, Articles, By-laws and policies of the Church.

14.02 Limitation of Liability

No Deacon or Officer shall be liable for the acts, receipts, neglects or defaults of any other Deacon or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the money of the Church shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Church shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Deacon or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Deacon or Officer's own wilful neglect or default or otherwise result from the Deacon or Officer's failure to act in accordance with the Act and the Regulations.

14.03 Indemnity of Deacons and Officers

Subject to the Act, the Church shall indemnify a Deacon or Officer of the Church, a former Deacon or Officer of the Church or another individual who acts or acted at the Church's request as a Deacon 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 or other action or 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 Deacon or Officer or in a similar capacity at the Church's request; and
- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her 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.

14.04 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 Deacon or an Officer of the Church; or

- (b) in the individual's capacity as a deacon 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 Deacons and officers liability insurance.

14.05 Advances

The Church may advance money to a Deacon, Officer or other individual for the costs, charges and expenses of an action or 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 14.03(a) and Section 14.03(b).

SECTION XV NOTICES

15.01 Method of Giving Notices

Any notice required to be sent to any Member or Deacon or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to such Member at the Member's latest address as shown in the records of the Church; or to such Deacon at his or her latest address as shown in the records of the Church or in the most recent notice or return filed under the *Corporation Information Act*, whichever is the more current; or to such auditor or the person who has been appointed to conduct a review engagement at its business address; provided that if no address be given then to the last address of such person known to the Secretary; provided further always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a notice, communication or document so sent by 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.

15.02 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.

15.03 Undelivered Notices

If any notice given to a Member is returned on three 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.

15.04 Omissions and Errors

The accidental omission to give any notice to any Member, Deacon, Officer, member of a committee of the Board or auditor, 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.

15.05 Waiver of Notice

Any Member, Deacon, Officer, member of a committee of the Board or auditor 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 XVI
AMENDMENTS

16.01 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.

16.02 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 103(1) of the Act.

ENACTED by the Deacons of the Church this twenty-ninth day of October, 2022.

Jun Zhang 
Chairperson of the Board

Derek James Beselt 
Secretary

CONFIRMED by the Members of the Church this twenty-ninth day of October, 2022.

Derek James Beselt 
Secretary