

GENERAL OPERATING

BY-LAW NUMBER 1

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

THE MEETING HOUSE CHURCH FAMILY

(A Federal Corporation)

WHEREAS The Meeting House Church Family (hereinafter referred to as the “Church”) has applied for Articles of Continuance to be continued under the *Canada Not-for-Profit Corporations Act*.

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Church to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

1 GENERAL

1.01 **Definitions.** In this by-law and all other by-laws of the Church, unless the context otherwise requires:

- (a) **“Act”** means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23 including the 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 incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church;
- (c) **“BIC”** means the Brethren in Christ (BIC) Canada, formerly known as the Canadian Conference of the Brethren in Christ Church;
- (d) **“Board of Overseers”** means the board of directors of the Church;
- (e) **“by-law”** means this general operating by-law number 1 and any other by-law(s) of the Church as amended and which are, from time to time, in force and effect;
- (f) **“designated homechurch”** means a homechurch of the Church that has been identified as an official homechurch in accordance with the criteria established and approved by the Board of Overseers from time to time;
- (g) **“director”** means a member of the Board of Overseers of the Church, who shall also be known as an **“Overseer”**
- (h) **“elder”** means:
 - (i) an Overseer;

- (ii) any individual who is currently leading a designated homechurch of the Church;
 - (iii) any individual who is currently serving in a designated volunteer leadership role within the Church, other than an Overseer, designated homechurch leader or employed pastoral staff of the Church, with such role so designated in accordance with criteria established and approved by the Board of Overseers from time to time; or
 - (iv) any other individual designated by the Board of Overseers as an elder.
- (i) **“meeting of members”** includes an annual meeting of members or a special meeting of members;
 - (j) **“member”** means an individual who has followed the process and met the eligibility criteria for being a member of the Church as set out in Section 1.01;
 - (k) **“ordinary resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - (l) **“proposal”** means a proposal submitted by a member of the Church that meets the requirements of section 163 (Member Proposals) of the Act;
 - (m) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
 - (n) **“Senior Pastoral Staff”** means the teaching pastor and the senior pastor of the Church;
 - (o) **“special meeting of members”** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
 - (p) **“special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 **Interpretation.** In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and **“person”** includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 **Corporate Seal.** The Church may have a corporate seal in the form approved from time to time by the Board of Overseers. If a corporate seal is approved by the Board of Overseers, the secretary of the Church shall be the custodian of the corporate seal.

1.04 **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 Overseers. In addition, the Board of Overseers 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 (if any) to the document. 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.

- 1.05 **Financial Year End.** The financial year end of the Church shall be June 30 in each year or such other date that the Board of Overseers fix by resolution.
- 1.06 **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 of Overseers may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Church and/or other persons as the Board of Overseers may by resolution from time to time designate, direct or authorize.
- 1.07 **Annual Financial Statements.** The Church may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Church and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or electronic delivery if requested.

2 MEMBERSHIP

- 2.01 **Membership Class.** There shall be one class of members in the Church.
- 2.02 **Members' Rights.** Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Church.
- 2.03 **Membership Eligibility.** Subject to Article 3, membership in the Church shall consist of those individuals who satisfy at least one of the following criteria::
- (a) before the enactment of the bylaw have been recognized as members of the Church;
 - (b) are currently an elder specifically in respect of Sections 1.01(h)(i), 1.01(h)(iii), and 1.01(h)(iv) of the definition of “**elder**”;
 - (c) are currently, or have been within the last fiscal year, an elder specifically in respect of Section 1.01(h)(ii) of the definition of “**elder**”; or
 - (d) are actively employed pastoral staff of the Church.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.04 **Notice of Meeting of Members.** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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

2.05 **Absentee Voting at Members' Meetings.** Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory:
 - (i) at the registered office of the Church no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall:
 - (i) indicate, in bold-face type:
 - (A) the meeting at which it is to be used;

- (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - (C) instructions on the manner in which the member may appoint the proxyholder,
 - (ii) contain a designated blank space for the date of the signature;
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of overseers,
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of overseers, and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under Section 2.05(d)(iv) or 2.05(d)(v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with Section 2.05(d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or by-laws of the Church to change this method of voting by members not in attendance at a meeting of members.

3 MEMBERSHIP TERMINATION AND DISCIPLINE

3.01 **Termination of Membership.** A membership in the Church is terminated when:

- (a) the member dies,
- (b) the member fails to maintain any qualifications for membership described in Section 2.03 of these by-laws;
- (c) the member resigns by delivering a written resignation to the Chair in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.02 below or is otherwise terminated in accordance with the articles or by-laws; 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, including any rights in the property of the Church, automatically cease to exist.

3.02 **Discipline of Members.** The Board of Overseers shall have authority to suspend or expel any member (including any Overseer) from the Church for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Church;
- (b) carrying out any conduct which may be detrimental to the Church as determined by the Board of Overseers in its sole discretion; or
- (c) for any other reason that the Board of Overseers in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Church.

In the event that the Board of Overseers determines that a member should be expelled or suspended from membership in the Church, the Chair, or such other officer as may be designated by the Board of Overseers, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the Board of Overseers, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board of Overseers, may proceed to notify the member that the member is suspended or expelled from membership in the Church. If written submissions are received in accordance with this section, the Board of Overseers will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board of Overseers' decision shall be final and binding on the member, without any further right of appeal.

4 MEETINGS OF MEMBERS

- 4.01 **Persons Entitled to be Present at Members' Meetings.** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, and the public accountant of the Church 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.
- 4.02 **Chair of Members' Meetings.** In the event that the Chair of the Board of Overseers and the Vice-Chair of the Board of Overseers are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 4.03 **Quorum at Members' Meetings.** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty percent (20%) 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.
- 4.04 **Votes to Govern at Members' Meetings.** At any meeting 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 questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 4.05 **Participation by Electronic Means at Members' Meetings.** If the Church 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 means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Church has made available for that purpose.
- 4.06 **Members' Meeting Held Entirely by Electronic Means.** If the Overseers or members of the Church call a meeting of members pursuant to the Act, those Overseers or members, as the case may be, may determine that the meeting shall 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.

5 BOARD OF OVERSEERS

- 5.01 **Number of Overseers.** The Board of Overseers shall consist of the number of Overseers fixed by resolution of the Board of Overseers within the minimum and maximum number of Overseers set out in the Articles of Continuation.
- 5.02 **Qualifications for Board of Overseers.** An individual may be considered for election to the Board of Overseers if he or she fulfils all of the following qualifications:

- (a) the person must be a member of the Church in good standing, excluding any members by operation of Section 2.03(d) of this by-law;
- (b) the person may be either male or female but must be over the age of twenty-one (21);
- (c) the person must be personally committed to Jesus Christ as Lord and Saviour and given evidence thereof;
- (d) the person must fulfil the spiritual qualifications of leadership listed in 1 Timothy 3:1-15; Titus 1:5-10, and 1 Peter 5:1-5;
- (e) the person must recognize that membership on the Board of Overseers is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (f) the person must recognize that membership on the Board of Overseers is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed; and
- (g) the person and his or her spouse, father, mother, child, brother, sister, or spouse of any of such individual, shall not be an employee, agent or individual that is receiving remuneration either directly or indirectly from the Church.

5.03 **Election of the Board of Overseers.** The Board of Overseers shall be elected by a resolution of the members of the Church at the annual meeting.

5.04 **Term of Office of an Overseer.** A member elected to the Board of Overseers shall hold office for a term of three (3) years and shall be eligible for re-election as an Overseer following the expiry of such term, subject to the following:

- (a) no overseer on the Board of Overseers shall hold his or her office for more than two (2) full three-year terms;
- (b) upon the completion of the maximum term on the Board of Overseers as specified in Section 5.04(a), a minimum one-year absence is required before such individual becomes eligible for re-election; and
- (c) at the first annual meeting only:
 - (i) one-third (1/3) of the Board of Overseers shall be elected to hold office until the end of the third full fiscal year after that date;
 - (ii) one-third (1/3) of the Board of Overseers shall be elected to hold office until the end of the second full fiscal year after that date; and
 - (iii) one third (1/3) of the Board of Overseers shall be elected to hold office until the end of the first full fiscal year after that date.

5.05 **General Authority.** The Board of Overseers shall be responsible for the overall spiritual, administrative and temporal affairs of the Church and shall make or cause to be made for

the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by its Articles, the Act, or otherwise authorized to do.

5.06 **Specific Authority of the Board of Overseers.** Without limiting the generality of the foregoing, the Board of Overseers shall be authorized to carry out the following duties and responsibilities:

- (a) to exercise overall responsibility for the administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget;
- (b) to formulate and recommend Policy Statements as defined in Section 6.09 to the members of the Church and to provide spiritual leadership for the Church;
- (c) to review on a regular basis the structure and key leadership positions, especially of pastoral staff, of the Church;
- (d) to hire and terminate Senior Pastoral Staff, provided that:
 - (i) any candidate for a position on the Senior Pastoral Staff must have current credentials and training suitable to and accepted by the BIC; and
 - (ii) the Board of Overseers consult with the Executive Director of the BIC prior to any decision relating to such hiring or termination;
- (e) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Church;
- (f) to appoint such agents and engage such employees as it deems necessary from time to time; and
- (g) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church.

5.07 **Board of Overseers Report.** The Board of Overseers shall, through the Chair of the Board of Overseers report to the members at each annual meeting of members and be available to answer any questions by members and to entertain any motion arising from the floor concerning the proceedings of the Board of Overseers.

5.08 **No Remuneration of Overseers.** The members of the Board of Overseers shall serve as such without remuneration and no member of the Board of Overseers shall directly or indirectly receive any profit from his or her position as such, nor shall any member of the Board of Overseers receive any direct or indirect remuneration from the Church, provided that an Overseer may be paid for reasonable expenses incurred by him or her in the performance of his or her duties.

5.09 **Conflict of Interest.** No member of the Board of Overseers shall place himself or herself in a position where there is a conflict of interest between his or her duties as an Overseer

and his or her other personal interest. Every Overseer who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement with his or her:

- (a) spouse, father, mother, child, brother, sister, or spouse of any of such individual; or
- (b) partner, business associate or church that the Overseer is involved with as either a director, shareholder, officer, employee or agent, then

such Overseer shall declare his or her conflict of interest fully at a meeting of the Board of Overseers and shall withdraw from any discussion or vote thereon and if such proposed contract, transaction or arrangement is approved by the Board of Overseers, such Overseer shall immediately resign from membership on the Board of Overseers.

5.10 **Resignation from the Board of Overseers.** If the personal circumstances of any member of the Board of Overseers make it difficult for that member to devote the necessary time or energy to the work of the Board of Overseers, then that member of the Board of Overseers shall be free to resign from the Board of Overseers without embarrassment or stigma regardless of the remainder of the term of that Overseer. If for any reason an Overseer chooses to resign, then that Overseer shall give thirty (30) days written notice, if possible, to the Chair of the Board of Overseers who in turn shall call it to the attention of the Board of Overseers who shall then have the power to accept such resignation between annual meetings. Such letter of resignation shall set out the reasons for the departure of the Overseer.

5.11 **Vacancy on the Board of Overseers.** The office of Overseer shall be automatically vacated if, in respect of any Overseer, he or she:

- (a) resigns his or her position as a member on the Board of Overseers by delivery of the written resignation of the Chair of the Board of Overseers;
- (b) no longer fulfils all of the qualifications of an Overseer set out in Section 5.02;
- (c) is found to be mentally incompetent or of unsound mind;
- (d) becomes bankrupt;
- (e) in accordance with Section 130(1) of the Act, is determined by a majority vote of the members present in person or represented by proxy at a membership Meeting called for that purpose to be unfit to hold office as a member of the Board of Overseers for any reason; or
- (f) dies.

5.12 **Appointment to Fill Vacancy.** If any vacancy on the Board of Overseers should occur for any reason as set out in Section 5.11 above, the Board of Overseers may, by a majority vote, appoint a member fulfilling all the qualifications of an Overseer set out in Section 5.02 to fill the vacancy until the next annual meeting of members. Upon any appointment

in accordance with this section, the Board of Overseers shall notify the members of the Church.

6 BOARD OF OVERSEERS MEETINGS

6.01 **Calling of Meetings.** Meetings of the Board of Overseers may be called by the Chair of the Board of Overseers, the Vice-Chair of the Board of Overseers or any two (2) Overseers at any time.

6.02 **Notice of Meeting of Overseers.** Notice of the time and place for the holding of a meeting of the Board of Overseers shall be given to every Overseer not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- (a) delivered personally to the latest address as shown in the last notice that was sent by the Church in accordance with section 128 or 134 of the Act;
- (b) mailed by prepaid ordinary mail to the overseer's address as set out in 6.02(a);
- (c) by telephonic, electronic or other communication facility at the overseer's recorded address for that purpose; or
- (d) by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the Overseers are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Overseers shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 **Regular Meetings.** The Board of Overseers may appoint a day or days in any month or months for regular meetings of the Board of Overseers at a place and hour to be named. A copy of any resolution of the Board of Overseers fixing the place and time of such regular meetings of the Board of Overseers shall be sent to each Overseer forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 **Votes to Govern.** At all meetings of the Board of Overseers, 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.

6.05 **Quorum.** A quorum for a meeting of the Board of Overseers shall be a majority of the members of the Board of Overseers.

6.06 **Meetings by Teleconference.** If all of the Overseers consent thereto generally or in respect of a particular meeting, an Overseer may participate in a meeting of the Board of

Overseers by means of a conference telephone or other such communication facility as permits all persons participating in the meeting to hear each other. An Overseer participating in such meeting by such means is deemed to be present at the meeting.

- 6.07 **Minutes.** The Board of Overseers shall keep written minutes of each meeting. The Secretary shall prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board of Overseers, 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 of Overseers.
- 6.08 **Committees.** The Board of Overseers 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 of Overseers shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Overseers may from time to time make. Any committee member may be removed by resolution of the Board of Overseers.
- 6.09 **Policy Statements of the Church.** In consideration of the ongoing need for the Church to provide guidelines and directions to its members and adherents on practical applications of biblical teachings and Christian conduct, the Church may adopt policy statements on such matters as are deemed necessary from time to time by the Board of Overseers. For greater certainty, every policy statement adopted by the Church shall be consistent with the Articles of Faith and Doctrine adopted by the BIC.
- 6.10 **Proposition of New and Amendment of Existing Policy Statements.** The Senior Pastoral Staff or the Board of Overseers may propose a new or amend an existing policy statement, provided that no such policy statement shall become operative until first approved by a ninety percent (90%) vote of the Board of Overseers.
- 6.11 **Senior Pastoral Staff.** The senior pastor and teaching pastor of the Church shall have the right to receive notification and minutes of all meetings of the Board of Overseers, to be present and fully participate at all such meetings, provided that the senior pastor and teaching pastor of the Church shall not be Overseers on the Board of Overseers, nor shall they have a vote thereon and shall not be present when the Board of Overseers is discussing his or her position, salary or benefits.

7 OFFICERS

- 7.01 **Officers of the Church.** Unless otherwise specified by the Board of Overseers (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Church, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- (a) **Chair** – the Chair of the Board of Overseers shall be appointed by the Board of Overseers from amongst the Overseers at the first Overseers' meeting of each fiscal year. The Chair shall serve for a term of one (1) year and shall be an officer of the Church. The duties of the Chair of the Board of Overseers shall be as follows:

- (i) call all meetings of the Board of Overseers;
 - (ii) call all meetings of the members of the Church in accordance with the procedures set out in the Articles, by-laws and policies;
 - (iii) preside at all such meetings as the Chair;
 - (iv) ensure the fairness, objectivity and completeness occurring at such meetings;
 - (v) prayerfully seek the guidance of Jesus Christ in all matters of the Church;
 - (vi) be permitted to express an opinion on any matter discussed at the Board of Overseers;
 - (vii) ensure that all directives and resolutions of the Board of Overseers are carried into effect; and
 - (viii) carry out such other duties as are directed from time to time by the members of the Church or by the Board of Overseers.
- (b) **Vice-Chair** – the Vice-Chair of the Board of Overseers shall be appointed by the Board of Overseers from amongst the Overseers at the first Overseers' meeting of each fiscal year. The Vice-Chair shall serve for a term of one (1) year and shall be an officer of the Church. In the event that the Chair of the Board of Overseers is not able to function in his or her position, then the Chair shall be replaced by the Vice-Chair of the Board of Overseers who shall exercise all of the authority and comply with all of the obligations of the Chair.
- (c) **Secretary** – the Secretary of the Board of Overseers shall be appointed by the Board of Overseers from amongst the Overseers at the first Overseers' meeting of each fiscal year. The Secretary shall serve for a term of one (1) year and shall be an officer of the Church. The duties of the Secretary shall be as follows:
- (i) keep or cause to be kept accurate notes and record all of the business of members of the Church and meetings of the Board of Overseers;
 - (ii) conduct or cause to be conducted all correspondence on behalf of the Church arising out of such meetings;
 - (iii) publish or cause to be published the time and place for all members of the Church and meetings of the Board of Overseers with due notice, as applicable;
 - (iv) be the custodian of the seal of the Church which he or she shall deliver only when authorized by resolution of the Board of Overseers to do so and to such person or persons as may be named in the said resolution;
 - (v) be the custodian of all papers and documents of the Church; and

- (vi) carry out such other duties as directed from time to time by members of the Church or the Board of Overseers;

In his or her absence, the duties of the Secretary shall be temporarily performed by such other member of the Church appointed by resolution of the Board of Overseers.

- (d) **Treasurer** – the Treasurer of the Board of Overseers shall be appointed by the Board of Overseers from amongst the Overseers at the first Overseers' meeting of each fiscal year. The Treasurer shall serve for a term of one (1) year and shall be an officer of the Church. The duties of the Treasurer shall be as follows:
 - (i) be responsible for the disbursing of monies on behalf of the Church, provided that the Treasurer may not receive any funds, keep any accounting records or keep any envelope records;
 - (ii) keep or cause to be kept an accurate cheque register;
 - (iii) issue and sign cheques on behalf of the Church;
 - (iv) maintain payroll records;
 - (v) maintain accounts payable records;
 - (vi) pay all accounts and authorized expenses by cheque whenever practical and possible;
 - (vii) invest funds belonging to the Church as directed by the Board of Overseers;
 - (viii) be responsible for the collection of monies received by the Church;
 - (ix) deposit the monies received by the Church into the proper bank accounts;
 - (x) keep or cause to be kept account of all monies received by the Church and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Church including recording the Church income and receipts, recording the Church fund disbursements, preparation of monthly bank reconciliations and preparation of monthly financial statements;
 - (xi) keep or cause to be kept an accurate record of all contributions made through envelopes to the general and other funds of the Church as exist from time to time;
 - (xii) ensure that no member of the Board of Overseers receives any remuneration from the Church unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church; and
 - (xiii) carry out such other duties as directed from time to time by the Board of Overseers or the Membership.

In his or her absence, the duties of the Treasurer shall be temporarily performed by such other member of the Church appointed by resolution of the Board of Overseers.

- 7.02 **Term limit for an officer.** An officer shall not hold his or her office for more than three (3) consecutive one-year terms;
- 7.03 **Vacancy in Office.** In the absence of a written agreement to the contrary, the Board of Overseers 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 such officer's:
- (a) successor being appointed;
 - (b) resignation;
 - (c) ceasing to be an Overseer (if a necessary qualification of appointment); or
 - (d) death.

If the office of any officer of the Church shall be or become vacant, the Overseers may, by resolution, appoint a person to fill such vacancy.

8 PROTECTION OF INDEMNITY

- 8.01 **Protection of Overseers, Senior Pastoral Staff, Officers and Employees.** Except as otherwise provide in the Act, no Overseer, Senior Pastoral Staff, officer or employee of the Church shall be liable for the acts, receipts, neglects or defaults of any other Overseer, Senior Pastoral Staff, officer or employee or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom 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 Overseer, Senior Pastoral Staff, officer or employee's respective office or trust or in relation thereto unless the same shall happen by or through such person's willful neglect or default. The Overseers, Senior Pastoral Staff, officers and employees of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board of Overseers.
- 8.02 **Indemnity to Overseers, Senior Pastoral Staff, Officers and Employees.** To the extent permitted by the Act, every Overseer, Senior Pastoral Staff, officer or any member of the Church, or person (which for the purposes of this section includes any corporation, partnership, joint venture, sole proprietorship, unincorporated association, or other form of business organization) who has undertaken or is about to undertake any liability on

behalf of the Church, its heirs and assigns (each, an "Indemnified Party") will respectively be indemnified and saved harmless out of the funds of the Church from and against:

- (a) all costs, charges and expenses which such Indemnified Party sustains or incurs as a consequence of or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against such Indemnified Party in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Indemnified Party, in or about the execution of such Indemnified Party's office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful negligence, willful misconduct or fraudulent activity;
- (b) all other costs, charges and expenses which such Indemnified Party sustains or incurs as a consequence of or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own negligence, misconduct or fraud.

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

9 AFFILIATION

- 9.01 **Affiliation with the Brethren in Christ.** The Church shall be affiliated with and subject to the supervisory, legislative and policy-making authority of the BIC and shall abide at all times by the terms of the Articles of Government of the BIC.
- 9.02 **Other Affiliations.** The Church may affiliate itself with such associations and organizations as are recommended by the Board of Overseers, as approved by the authorized representative of the BIC and affirmed by the members of the Church by special resolution at a meeting of the members duly called for such purpose.

10 NOTICES

- 10.01 **Method of Giving Any Notice.** Any notice (which term includes any communication or document), other than notice of a meeting of members or a notice of meeting of the Board of Overseers, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, Overseer, officer or member of a committee of the Board of Overseers or to 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 an Overseer to the latest address as shown in the last notice that was sent by the Church in accordance with section 128 or 134 of the Act;
 - (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- (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 Part 17 of 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 means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Overseer, officer, public accountant or member of a committee of the Board of Overseers 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 Overseer 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.

- 10.02 **Omissions and Errors.** The accidental omission to give any notice to any member, Overseer, officer, member of a committee of the Board of Overseers or 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.

11 DISPUTE RESOLUTION

- 11.01 **Mediation and Arbitration.** Disputes or controversies among members, Overseers, officers, committee members, or volunteers of the Church are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.
- 11.02 **Dispute Resolution Mechanism.** In the event that a dispute or controversy among members, Overseers, officers, committee members or volunteers of the Church arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Church is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, Overseers, officers, committee members, employees or volunteers of the Church as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of Overseers of the Church) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

In instances of congregational distress, which may include serious conflict or dispute among the membership, the Board of Overseers or the Senior Staff, the Board of Overseers shall seek the involvement of the BIC to resolve such conflict.

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 *Ontario Arbitrations Act, 1991* or as otherwise agreed upon by the parties to the dispute. 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.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

12 MISCELLANEOUS

12.01 Invalidity of any Provisions of this By-law. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

12.02 Amendments and Effective Date. Subject to the articles, the Board of Overseers may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Church, provided that such repeal or amendment has been reviewed and approved by the Executive Director of the BIC before any vote of the Board of Overseers. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Overseers until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

13 IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

13.01 Repeal of Former General Operating By-law.

- (a) The Church's current by-law as general operating by-law is hereby repealed and replaced by General Operating By-law 1 herein effective immediately upon the issuance of certificate of continuance by the federal Government under the Act.
- (b) The said repeal of the Church's prior by-law shall not affect the previous operations of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under such by-law so repealed shall continue to act as if appointed under the provisions of this General Operating By-law 1. All Board of Overseers and members' resolutions, with continuing effect, passed under such repealed by-law shall continue to be valid, except to the extent inconsistent with this General Operating By-law 1, and until amended or repealed.