

**Carruthers Creek
Community Church
(Incorporated)**

January 1999

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APPLICATION FOR INCORPORATION OF A
CORPORATION
WITHOUT SHARE CAPITAL UNDER
PART II OF THE CANADA CORPORATIONS ACT

To: The Minister of Industry

I
APPLICATION

The undersigned hereby apply to the Minister of Industry for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of:

CARRUTHERS CREEK COMMUNITY CHURCH

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same as or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof, or so nearly resembles the same as to be calculated to deceive, and that it is not a name which is otherwise on public grounds objectionable.

II
APPLICANTS

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
DAVID POWELL	617 Bayfield Street Pickering, Ontario L1V 4L8	SALES AGENT
STEVE HARLAND	49 Worfolk Place Whitby, Ontario L1N 6Z2	EDUCATOR
TIMOTHY DICK	1771 Spruce Hill Road Pickering, Ontario L1V 1S3	MANAGER MARKETING
ROBERT MOORE	3530 Brock Road Brougham, Ontario LOH 1A0	PRODUCTION SUPERVISOR
GARY SMITH	1013 Sherman Crescent Pickering, Ontario L1X 1P3	CORPORATE VICE- PRESIDENT
JOHN WIERSMA	1014 Mountcastle Crescent Pickering, Ontario L1V 5J2	GENERAL MANAGER

The said DAVID POWELL, STEVEN HARLAND, TIMOTHY DYCK, ROBERT MOORE, GARY SMITH and JOHN WIERSMA will be the first directors of the Corporation.

III

OBJECTS

The objects of the Corporation are:

1. TO proclaim, preach, teach, practice and promote the Gospel of the Lord Jesus Christ, so that God may be glorified and His Kingdom on earth may be extended and deepened;
2. TO establish and maintain a place or places for the worship of Almighty God;
3. TO conduct public or private meetings of a religious and evangelistic nature;
4. TO establish and carry on a ministry of Christian education in the knowledge of God and the guidance of all life as revealed in the Holy Scriptures of both the Old and New Testament;

5. TO develop, commission, direct, sponsor, encourage and assist Christian missionaries;
6. TO uphold, maintain and promote the Statement of Faith contained herein;
7. In furtherance of the foregoing, to carry on any of the following activities, except to the extent that such activities may be contrary to the statutes or common law relating to charities:
 - (a) to establish and maintain programmes to alleviate human suffering and meet the physical and emotional needs of persons in need in the local community, the country of Canada and the world at large, in order to demonstrate and disseminate the message of Christ's love and offer of salvation;
 - (b) to establish, own and operate, on Christian principles and in the context of the Christian faith, day care centres, nursery schools, elementary and secondary schools, and postsecondary institutions for Christian trainings and to enter into any arrangements with any authorities, federal, provincial, local, municipal or otherwise, including agreements for affiliation or federation with any school or college that may seem conducive to the Corporation's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Corporation may think is desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions;
 - (c) to establish, own and operate, Christian camps, retreat centres and conference centres;
 - (d) to establish, own and operate one or more printing plants or publishing offices, distribution centres or retail facilities for the publication, printing and distribution and sale of Christian literature of all types directly related to the charitable objects of the Corporation;
 - (e) to produce, syndicate, sell and distribute -by mail, television, radio, internet or other forms of broadcasting, or distribution -

Christian programmes related to the foregoing objectives produced in videotape, audiotape, film, computer software, or any other means of visual or audio communication;

- (f) to acquire and hold land for the purposes of a place of worship, offices, residences for its religious leaders, burial grounds or cemeteries, campgrounds, retreat centres, retirement residences, or similar institutions of religious instruction, or to facilitate any of the charitable objects of the Corporation;
 - (g) to carry on "related businesses" within the meaning of the Income Tax Act of Canada as amended from time to time, in furtherance of the purposes stated herein;
8. TO establish, equip, furnish maintain, operate, manage and staff appropriate facilities and programmes complementary to the charitable objects of the Corporation;
9. For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Canada Corporations Act or any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities, and in particular without limiting the generality of the foregoing:
- (a) to solicit, receive, hold, invest and administer funds hereafter given to it exclusively for such charitable purposes as above set forth and, to that end, to take and receive, by bequest, devise, legacies, gift, grant, donation or benefit of trust, and enter into agreements, contracts and undertakings incidental thereto;
 - (b) to acquire by purchase, lease, devise, gift or otherwise, any real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on of its charitable undertaking, and when no longer necessary, to sell, dispose of and convey the same or any part thereof;
 - (c) to acquire by purchase, contract, donation, legacy, gift, grant,

bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable;

- (d) to invest and reinvest the funds of the Corporation in such manner as determined by the directors from time to time, and in making such investments, the directors shall not be limited to investments authorized by law for trustees, provided that such investments are reasonable, prudent and sagacious under the circumstances and do not constitute either directly or indirectly a conflict of interest; and
- (e) to accumulate from time to time part of the fund or funds of the Corporation or the income therefrom subject to any statutes or laws from time to time applicable.

IV

STATEMENT OF FAITH

BIBLE

WE BELIEVE the Bible to be the complete Word of God; that the sixty-six books, as originally written, comprising the Old and New Testaments were verbally inspired by the Spirit of God and were entirely free from error, that the Bible is the final authority in all matters of faith and practice and the true basis of Christian union.

GOD

WE BELIEVE in one God, Creator of all, holy, sovereign, eternal, existing in three equal Persons, the Father, the Son, and the Holy Spirit.

CHRIST

WE BELIEVE in the absolute and essential deity of Jesus Christ, His eternal existence with the Father in pre-incarnate glory, in His virgin birth, sinless life,

substitutionary death, bodily resurrection, triumphant ascension, mediatorial ministry and personal return.

THE HOLY SPIRIT

WE BELIEVE in the absolute and essential deity and personality of the Holy Spirit who convicts of sin, of righteousness and of judgment; who regenerates, sanctifies, illuminates and comforts those who believe in Jesus Christ.

SATAN

WE BELIEVE that Satan exists as an evil personality, the originator of sin, the archenemy of God and man.

MAN

WE BELIEVE that man was divinely created in the image of God; that he sinned, becoming guilty before God, resulting in total depravity, thereby incurring physical and spiritual death.

SALVATION

WE BELIEVE that sinners are saved by Grace through faith alone and not that of themselves, it is the gift of God, not of works. We further believe that this salvation has been accomplished solely by the blood of our Lord Jesus Christ, who was made sin for us, dying in our place, a sacrifice acceptable to God and effectual in our place, a sacrifice Him.

FUTURE THINGS

WE BELIEVE in the personal, bodily and glorious return of the Lord Jesus Christ, in the bodily resurrection of the just and unjust; in the eternal blessedness of the redeemed and in the judgment and conscious, eternal punishment of the wicked.

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.

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.

V

AREA OF OPERATIONS

The operations of the Corporation may be carried on throughout Canada and elsewhere.

VI

HEAD OFFICE

The place within Canada where the head office of the Corporation is to be situated

is:

The Town of Ajax,
Province of Ontario

VII

BORROWING. ETC.

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least three-quarters of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowings or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes, made, drawn, accepted or endorsed by or on behalf of the Corporation.

VIII

BY-LAWS

The by-laws of the Corporation shall be those filed with the Application for Letters Patent, until repealed, amended, altered or added to.

IX

DISSOLUTION

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more registered charitable organizations in Canada with objects as similar as possible to those of the Corporation.

X
NO PECUNIARY GAIN

The Corporation is to carry on its operations without pecuniary gain to its members, and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the Town of Ajax in the Province of Ontario, this 19th day of November, 1998.

DAVID POWELL

STEVEN HARLAND

TIMOTHY DYCK

ROBERT MOORE

GARY SMITH

JOHN WIERSMA

GENERAL OPERATING BY-LAW NO. 1

A By-Law relating generally to the conduct of the affairs of CARRUTHERS CREEK COMMUNITY CHURCH

BE IT ENACTED AS A BY-LAW OF THE CHURCH AS FOLLOWS:

ARTICLE ONE -INTERPRETATION

1.01 **Definitions**–In these By-Laws and all other By-Laws and special resolutions of the Church, unless the context otherwise requires:

- (a) "Act" means the Canada Corporations Act. R.S.C. 1990, Chapter C.32, and the regulations there under, and any statute that may hereafter be substituted therefore, as from time to time amended;
- (b) "Board" means the Board of Elders of the Church;
- (c) "Church" means the corporation without share capital incorporated under the Act by Letters Patent and named CARRUTHERS CREEK COMMUNITY CHURCH;
- (d) "Church constitution" or "Constitution" means the Letters Patent, the General Operating By-Laws, all other By-Laws and all Policies and Procedures and rules and regulations adopted by the Church from time to time;
- (e) "Elder" means a director of the Church;
- (f) "Letters Patent" means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (g) meeting of Member's includes an annual meeting of Members and a special meeting of Members;
- (h) "Member" means a Member of the Church;
- (i) "Officer" means an officer designated under Section 5.01herein.

1.02 **Number and Gender** -In these By-Laws and all other By-Laws and special resolutions of the Church,

- (a) words importing the singular number include the plural number and vice versa, unless the context other requires;
- (b) words importing the masculine or feminine gender include the opposite gender, unless otherwise stated;
- (c) words importing persons include individuals, but not corporations, partnerships, trusts or unincorporated organizations, unless otherwise stated.

1.03 **Words and Phrase defined in statutes** -In these By-Laws and all other By-Laws and special resolutions of the Church, words and phrases defined in the Act shall unless otherwise defined herein or unless the content otherwise requires, have the meanings ascribed thereto in the Act.

1.04 **Interpretation not affected by headings** -The insertion of headings in these By-Laws and all other By-Laws of the Church is for convenience of reference only and shall not affect the interpretation thereof.

ARTICLE TWO - MEMBERS

2.01 **Membership** -The membership in the Church shall be limited to individuals who are:

- (a) the applicants for incorporation of the Church; and
- (b) admitted to membership by resolution of the Board, upon written application, and upon satisfying the Board that they are in full agreement with the Church's doctrinal Statement of Faith contained in the Letters Patent, with the Church Constitution, and with the ministry of the Church.

2.02 **Membership Fees, Dues** -There shall be no Membership fees or dues.

2.03 **Term of Membership** -Membership in the Church is not transferable, and lapses and ceases to exist:

- (a) upon death, or
- (b) upon resignation as a Member, or
- (c) upon removal as a Member, or
- (d) otherwise in accordance with the Church Constitution

2.04 **Resignation** -Subject to the provisions of the Church Constitution, a Member may withdraw from membership at any time by providing a letter of resignation to any Elder.

2.05 **Removal** -Any Member may be removed from membership by resolution of the board.

2.06 **Membership Rights, Duties and Privileges** -Church membership shall carry the following rights, duties and privileges to the extent provided by the Church Constitution:

- (a) To minister to one another's spiritual needs;
- (b) To participate in Church activities and ministries;
- (c) To financially support the work of the Church;
- (d) To respect and submit to the authority and procedures of the Church as expressed in the Church Constitution;
- (e) To attend all public worship services of the Church;
- (f) To participate in the ordinances administered by the Church;
- (g) To attend, speak at and participate in all meetings of Members;
- (h) To vote either in person or by proxy at all meetings of Members.

ARTICLE THREE -MEETINGS OF MEMBERS

3.01 **Annual (Finance) Meeting** -The Annual (Finance) Meeting of Members shall be held, each year within three (3) months after the Church's financial year end, at such time and on such day as the Board may from time to time determine, for the purposes of:

- (a) Receiving the reports and financial statements of the Church;
- (b) Appointing auditors and fixing or authorizing the Board to fix their remuneration;
- (c) The transaction of such other business as may be properly brought before the meeting.

3.02 **Ministry Meeting** -The annual ministry Meeting of Members shall be held, not later than three (3) months prior to the Church's financial year end, at such time and on

each day as the Board may from time to time determine, for the purposes of:

- (a) Receiving the reports of the Board and committees of the Church as to the ministry of the Church;
- (b) When required, determining the number of Elders for the ensuing two (2) years;
- (c) When required, electing Elders;
- (d) The transaction of such other business as may be properly brought before the meeting.

3.03 Special and General Meetings

- (a) The Chairman, the Vice-Chairman (in the absence of the Chairman), or majority of the Board, shall have power to call a special or general meeting of Members at any time;
- (b) The Board shall forthwith call a special general meeting of Members on written requisition of not less than twenty percent (20%) of the Members;
- (c) The Members may consider and transact any business either special or general, at any meeting of Members.

3.04 Place of meetings -Meetings of Members shall be held at the head office of the Church, or at any place in Canada as the Board may determine.

3.05 Notice of meetings

- (a) Written notice of the time and place of each meeting of Members, identifying the general nature of the business to be conducted, shall be given to all Members, in the manner set out below, a reasonable time before the day on which the meeting is to be held;
- (b) Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken;
- (c) Notice of each meeting of Members that the Member has the right to

- shall remind the Member vote by proxy;
- (d) Notice of any meeting of Members shall be given by posting written notice of the same on at least one prominent notice-board close to the sanctuary in the church's building;
 - (e) The Board may, from time to time, specify additional methods (which shall not be in substitution for the method of notice required under clause 3.05(e)) of giving to Members notice of meetings; if at any time such notice shall be by mail, it shall be given, not less than fourteen (14) days before the day on which the meeting is to be held, to each Member of record on the day preceding that on which the notice is given;
 - (f) The auditors of the Church shall be entitled to receive all notices and other communications relating to any meeting of Members that any Member is entitled to.

3.06 Meetings without notice

- (a) The transaction of any meeting of Members, however called and noticed and wherever called, shall be valid as though made at a meeting held after regular call and notice, if a quorum of the Members entitled to vote thereat is present in person or represented by proxy and if, either before or after the meeting, each of the Members entitled to vote thereat and not present in person or represented by proxy, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting;
- (b) All such waivers, consents or approvals shall be filed with the Church's records or made a part of the minutes of the meeting.

3.07 Chairman, Secretary and Scrutineers

- (a) The Chairman, or, in his absence, the Vice-Chairman, shall be chairman of any meeting of Members;
- (b) If neither of such officers be present within fifteen minutes after the

time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman of such meeting;

- (c) If the Secretary of the Church be absent, the chairman of the meeting shall appoint some person, who need not be a Member, to act as secretary of the meeting;
- (d) If desired, one or more scrutinizers, who need not be Members, may be appointed by a resolution or by the chairman with the consent of the meeting.

3.08 Persons entitled to be present

- (a) The only persons entitled to attend a meeting of Members shall be:
 - i. the Members;
 - ii. the auditors of the church; and
 - iii. others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-Laws to be present at the meet;
- (b) Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

3.09 Quorum -A quorum for the transaction of business at any meeting of Members shall be twenty percent (20%) of the current Members, present in person or represented by proxy, and each entitled to vote thereat.

3.10 Right to vote and proxy

- (a) Subject to the provisions, if any, contained in the Church Constitution, each Member shall, at all meetings of Members, be entitled to one vote;
- (b) A Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy; no person may be appointed as proxyholder for more than one Member in respect of any specific

meeting of members;

- (c) Such proxyholder must also be a Member, and before voting shall produce and deposit with the secretary of the meeting sufficient appointment in writing from the constituent.

3.11 Votes to govern -At any meeting of Members, every question shall, unless otherwise required by the Act or these By-Laws or the Church Constitution, or by law, be determined by the majority of the votes duly cast on the question.

3.12 Show of hands

- (a) Any question at a meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided;
- (b) Upon a show of hands, every person who is present in person or represented by proxy, shall have one vote;
- (c) Whenever a vote by show of hands shall have been taken upon a question unless a poll thereon is so required or upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question .

3.13 Polls

- (a) After a show of hands has been taken on any question, the chairman of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon;
- (b) A demand for a poll may be withdrawn at any time prior to the taking

of the poll;

- (c) Upon a poll, every Member who is present in person or represented by proxy, shall have one vote;
- (d) The result of the poll shall be the decision of the Members upon the said question.

3.14 **Adjournment** -The chairman at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE FOUR -THE BOARD OF ELDERS

4.01 **Number of Elders**

- (a) The spiritual, administrative and temporal affairs of the Church shall be the overall responsibility of the Board, which shall consist of a minimum of three (3), and a maximum of fifteen (15), Elders;
- (b) At the first Ministry Meeting of Members, and thereafter at each second annual Ministry Meeting of Members, the Members shall, before electing Elders, determine the number of Elders for the ensuing two (2) years, and may, in such determination, increase or decrease the number of Elders for such period.

4.02 **Powers of Elders**

- (a) The Board may administer the affairs of the Church in all things, and may make or cause to be made for the Church, in its name, any kind of contract which the Church may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and do all such other acts and things as the Church is by its Letters Patent or otherwise authorized to exercise and do;
- (b) The Board shall take such steps as it may deem requisite 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;
- (c) The Board may accept on behalf of the Church any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Church.

4.03 Qualification of Elders -No person shall by qualified as an Elder unless such person shall:

- (a) be an individual,
- (b) be eighteen or more years of age,
- (c) be male (provided, however, that such requirement may be repealed by a resolution passed by a majority of the elders present at a duly called and constituted meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present in person or represented by proxy at a meeting duly called for that purpose),
- (d) have power under law to contract, and
- (e) as determined by the annual Ministry Meeting of Members at which he is elected, meet the spiritual and general qualifications of an Elder as are from time to time established in the Church Constitution.

4.04 First Elders

- (a) The applicants for incorporation shall become the first Elders, whose term of office on the Board shall continue until the first Ministry Meeting of Members or their successors are elected;
- (b) At the first Ministry Meeting of Members, the Board then elected shall replace the provisional Elders named in the Letters Patent.

4.05 Election and Term

- (a) Elders shall be elected or appointed by the Members for terms of four (4) years, as set out in these By-Laws;
- (b) At the first Ministry Meeting of Members, one-half (1/2) of the Elders shall be elected to hold such positions for a term Of two (2) years from the date of their election or until the second annual Ministry Meeting

of Members after such date, whichever first occurs, and the other, one-half (1/2) of the Elders shall be elected to hold such position for a term of four (4) years from the date their election or until the fourth (4th) annual Ministry Meeting of Members after such date, whichever first occurs;

- (c) Thereafter, at each second (2nd) Annual Ministry Meeting of Members, the Members shall elect a sufficient number of Elders to fill the positions of those Elders whose terms of office have expired, or such number of Elders as the Members shall then determine, and each Elder so elected shall hold such position for a term of four (4) years or until the fourth annual Ministry Meeting of Members after his election, whichever first occurs, and so on from time to time;
- (d) Provided, however, that if an Elder's successor is not duly elected at the expiry of such Elder's term of office as aforesaid, then he shall continue in such position until his successor is duly elected;
- (e) A retiring Elder shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected;
- (f) A retiring Elder shall not be eligible for re-election until the expiration of one (1) year after completion of his second consecutive elected or appointed term of office.

4.06 Vacation of office -The office of an Elder shall be vacated upon the occurrence of any of the following events:

- (a) if such person dies;
- (b) if such person becomes bankrupt;
- (c) if an order is made by a court declaring such person to be mentally incompetent person or incapable of managing his financial or personal affairs;
- (d) if such person ceases to be qualified as provided in Section 4.03;
- (e) if by notice in writing to the Board Chairman, or the Senior Pastor, such person unconditionally resigns his office; or
- (f) if such person is removed pursuant to Section 4.07.

4.07 **Removal of Elders**

- (a) The Elders may, at a duly called and constituted meeting, by a resolution passed by all of the Elders (except one) present at such meeting, remove any Elder before the expiration of his term, on the grounds set out below;
- (b) The Members may, at a special general meeting of Members called for that purpose, by resolution passed by at least three-quarters (3/4) of the votes cast at such meeting, remove any Elder on the grounds set out below;
- (c) The grounds for removal of an Elder shall be that, in the opinion of the meeting so removing him, he has evidenced unethical or immoral conduct or behaviour that is unbecoming for a Christian and contrary to Biblical principles, or is no longer willing to comply with or adhere to or submit to the scriptural authority and procedures set out in the Church Constitution.

4.08 **Vacancies**

- (a) If any vacancy shall occur on the Board, such vacancy may be filled in accordance with the Church Constitution by the remaining Elders, if such Elders shall see fit to do so, otherwise such vacancy shall be filled at the next annual Ministry Meeting of the Members at which the Elders are elected;
- (b) If the number of Elders is increased between the annual Ministry Meetings of Members at which Elders are elected, a vacancy or vacancies shall thereby be deemed to have occurred, and may be filled in the manner specified above.

4.09 **Calling of meetings**

- (a) Meetings of the Board shall be held not less than four (4) times each year, from time to time at the call of the Chairman or (in his absence) the Vice-Chairman, or by any two (2) Elders;

- (b) Meetings of the Board shall be held at any time, provided that (except for regular meetings, as contemplated an paragraph 4.11 below) forty-eight (48) hours written notice of such meeting shall be given to each Elder at his address as shown in the records of the Church, delivered:
 - (i) personally, or
 - (ii) by facsimile transmission, or
 - (iii) by electronic data transmission (e-mail), or
 - (iv) by telegram, or
 - (v) otherwise than by mail;

however, if notice of such meeting is to be delivered to such Elder by mail, then it shall be sent at least fourteen (14) days prior to the meeting;
- (c) Notwithstanding clause 4.09 (b) above, the transaction of any meeting of the Board, however and wherever called and noticed, shall be valid as though made at a meeting held after regular call and notice, If (subject to clause 4.09 (d) below) a quorum is present and if either before or after the meeting each of the Elders not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting, all such waivers, consents or approvals shall be filed with the Church's records or made a part of the minutes of the meeting;
- (d) The attendance of an Elder at any meeting shall constitute waiver of notice of such meeting, except where an Elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened;
- (e) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver or notice of such meeting, unless specifically required by law or by these By-Laws;
- (f) In the case of an emergency meeting, the Chairman shall notify the Elder not less than two (2) days in advance of such meeting by

telephone call, and shall confirm the date of the meeting by written notice delivered personally, or by facsimile transmission, or by email, or by telegram;

- (g) The Elders may consider or transact any business, either

4.10 Meetings of Board following Annual Meetings of Members

- (a) Immediately following the Annual (Finance) Meeting of Members, the Board shall, without notice, hold a meeting for the purposes of:
 - (i) the appointment of the Audit Committee;
 - (ii) the appointment of the Finance Committee;
 - (iii) the transaction of other business;
- (b) Immediately following the annual Ministry Meeting of Members, the Board shall, without notice, hold a meeting for the purposes of:
 - (i) the appointment of the officers of the Church, and
 - (ii) the transaction of other business;

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

4.11 Regular meetings

- (a) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named;
- (b) A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Elder forthwith after being passed, but no other notice shall be required for any such regular meeting.

4.12 Quorum

- (a) A majority of the number of Elders (as such number may from time to time be changed in accordance with the Act) at any time shall

- constitute a quorum for the transaction of business;
- (b) Notwithstanding vacancies, the remaining Elders may act if constituting a quorum.

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

4.14 Place of Meetings -Meetings of the Board shall be held at the head office of the Church or elsewhere in Canada or, if the Board so determines and all absent Elders consent in writing, at some place outside Canada.

4.15 Voting of Board of Elders

- (a) Questions arising at any Board meeting shall be decided by a majority of votes cast; Each Elder (other than any ex-officio or honorary;
- (b) Elders, who shall not be entitled to vote) is authorized to exercise one (1) vote;
- (c) In case of an equality of votes, the chairman of the meeting, in addition to his original vote, shall have a second or casting vote;
- (d) All votes at any such meeting shall be taken by ballot if so demanded by any Elder present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent;
- (e) A declaration by the chairman of the meeting that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.16 **Interest of Elders in contracts** -Subject to the provisions of the Act, no Elder shall be disqualified by his office from contracting with the Church, nor shall any contract or arrangement entered into by or on behalf of the Church with any Elder, or in which any Elder is in any way interested, be liable to be avoided, nor shall any Elder so contracting or being so interested be liable to account to the Church or any of its Members or creditors for any profit realized by any such contract or arrangement by reason of such Elder holding that office or the fiduciary relationship thereby established.

4.17 **Declaration of interest** -It shall be the duty of every Elder who is in any way, whether directly or indirectly, interested in a contract or arrangement of proposed contract or proposed arrangement with the Church to declare such interest to the extent, in the manner, and at the time, required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

4.18 **Remuneration**

- (a) The Elders shall receive no compensation, either directly or indirectly, for acting as such, and shall not receive, either directly or indirectly, any profit from their position as such;
- (b) The Elders shall be paid such reasonable sums in respect of their out-of-pocket expenses incurred in attending Board or committee meetings or otherwise in respect of the performance by them of their duties, as the Board may from time to time determine; no confirmation by the Members of any such payment shall be required.

4.19 **Management Sub-committee of the Board**

- (a) The Board shall appoint a Management Sub-committee, composed of the Senior Pastor, the Board Chairman, and the Elders responsible for the church facility and for finance;
- (b) The Management Sub-committee shall exercise such powers, and carry out such duties, as are authorized by the Board;

- (c) Any member of the Management Sub-committee may be removed by majority vote of the Board, which may generally change the composition of such sub-committee.

ARTICLE FIVE -OFFICERS

5.01 **Appointment of Officers**

- (a) The Senior Pastor shall be appointed at a special general meeting of Member duly called for that purpose, and pursuant to the provisions of the Church Constitution, and shall continue in such office until his unconditional resignation as such, or his removal from such office in accordance with subsection 5.04 or otherwise in accordance with the Church Constitution;
- (b) At the meeting of the Board following each annual Ministry Meeting of Members as provided in Section 4.10 of these By-Laws, the 'Board shall elect or appoint:
 - (i) a Chairman, who shall be an Elder;
 - (ii) a vice-chairman, who shall be an Elder;
 - (iii) a Secretary who need not be an Elder;
 - (iv) a Treasurer who need not be an Elder;
 - (v) such other officers as the Board may determine.

5.02 **Qualifications of Officers, Agents and Employees**

- (a) No person shall be qualified as an officer of the Church unless such person shall:
 - (i) be an individual;
 - (ii) be eighteen or more years of age;
 - (iii) have power under law to contract;
 - (iv) satisfy the general requirements set out below;
 - (v) satisfy the specific qualifications for the specific office set out herein;
- (b) No person shall be qualified as an officer, agent or employee of the

Church unless, the Board is satisfied that such person demonstrates the spiritual and general qualifications that the Board considers appropriate for such office or position.

5.03 **Terms of office**

- (a) Subject to the provisions of clauses 5.0.1 (a) 5.03 (b) and subsection 5.04 below, the officers of the Church shall hold office for one (1) year from the date of appointment, or until their successors are appointed in their stead;
- (b) Officers shall be subject to removal at any time in accordance with the provisions set out below.

5.04 **Removal of Officers**

- (a) The Elders may, a duly called and constituted meeting by resolution passed by all of the present at such meeting, remove any officer before the expiration of such officer's term, on the grounds set out below;
- (b) The Members may, at a special general meeting of Members called for that purpose, by resolution passed by at least three-quarters (3/4) of the votes cast at such meeting, remove any officer on the grounds set out below;
- (c) The grounds for removal of an officer shall be that, in the opinion of the meeting so removing him, such officer has evidenced unethical or immoral conduct or behaviour that is unbecoming for a Christian and contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution.

5.05 **Vacancies** If any vacancies in the officers other than Senior Pastor shall occur for any reason, the Board may, by resolution, appoint from among the Members a person to fill the vacancy during the remaining term.

5.06 **Duties of Officers**

- (a) Chairman of the Board - shall:
 - (i) be the Chief Executive Officer of the Church;
 - (ii) preside at all meetings of the Board and of the Members;
 - (iii) be responsible for the general and active management of the ministry and operation of the Church;
 - (iv) be *ex-officio* a member of all committees of the Board;
- (b) Vice-Chairman:
 - (i) shall, in the absence of the Chairman of the Board, be vested with all of the powers of, and perform the duties of, the Chairman of the board;
 - (ii) may be vested with such other powers and duties as the Board may determine;
 - (iii) in the absence of both the Chairman and the Vice-Chairman, an Elder who is a member of the Management Sub-committee shall have the foregoing powers and perform the foregoing duties;
- (c) Senior Pastor:
 - (i) Subject to the direction of the Board, shall manage all aspects of the ministry of the Church and otherwise perform such other duties as may be assigned by the Board;
 - (ii) shall regularly report to the Board on all phases of the management and ministry of the Church;
 - (iii) shall be *ex-officio* a member of the Board, all board committees and all ministry committees except any committee dealing with the remuneration of the Senior Pastor;
- (d) Treasurer:
 - (i) shall be responsible for the establishment and maintenance of appropriate financial controls, preparation of accurate financial records and regular financial reporting to the

Board, the Members at large and the applicable regulatory authorities;

(ii) shall perform such other duties as may be determined by the Board;

(e) Secretary:

(i) shall be responsible for the recording of all resolutions, and minutes of the Board, board committees and other meetings of the Church;

(ii) shall have custody of the Church's seal, books, papers and records of membership;

(iii) shall perform such duties as may be determined by the Board

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

5.08 Remuneration

(a) A reasonable remuneration for all officers, agents and employees (other than voting Elders) shall be fixed by the Board, by resolution;

(b) Such resolution shall have force and effect to the extent that such remuneration does not exceed the last approved aggregate amount for such purpose in the Church budget, otherwise such resolution shall require the approval of a duly called meeting of Members before coming into force and effect.

ARTICLE SIX -COMMITTEES

6.01 Audit Committee

(a) At the meeting of the Board following the Annual (Finance) Meeting of Members, as provided in sub-section 4.10 (b) if these By-Laws, the Board shall appoint an Audit Committee composed of:

- (i) an Elder, and
 - (ii) two (2) independent Members, who shall be neither Elders nor officers;
- (b) The Chairman of the Audit Committee shall be selected by the Board from the two independent Members;
- (c) The Audit Committee shall:
- (i) recommend to the remuneration of the Church; Board the appointment and independent auditor(s) for the
 - (ii) maintain regular contact with the independent auditor(s) and consider with them the scope and cost of. The audit and the content of the auditor(s) report;
 - (iii) review with the auditor(s), the chairperson of the finance committee, and the Treasurer, the annual financial statements and the interim reports prior to submission of the same to the Board and the Members;
 - (iv) ensure that, the Treasurer has in place an effective system of internal control;
 - (v) conduct an annual review of the ministry and operations of the Church, to ensure that there if compliance with the Church Constitution, and to recommend to the Board any necessary procedural improvements;
- (d) The Board may, at any time, by majority vote, remove and replace any member of tip Audit Committee.

6.02 Leadership Selection Committee

- (a) When required, a Leadership Selection Committee shall be elected by the Members from a list of candidates deemed suitable by the Board;
- (b) Such committee shall elect from among themselves a chairperson;
- (c) Upon appointment, such committee shall:
 - (i) request the Members to suggest to the committee whom they consider satisfy the requirements of Elders;

- (ii) conduct such enquiries and interviews of such persons as such committee considers necessary to determine the qualification of such persons;
- (iii) not later than forty-five (45) days prior to the next annual Ministry Meeting of Members at which Elders are elected, publish a list of those persons who appear, in such committee's opinion, to be qualified as potential Elders; such list shall be displayed in appropriate places within the Church's building, and shall request that any objections to such potential Elders be delivered to such Committee not later than fifteen (15) days prior to such annual Ministry Meeting of Members;
- (d) After following the above procedure, such committee shall nominate to the Members, for election as Elders, those persons whom such committee considers are qualified as Elders;
- (e) The number of Elders determined by the Members shall not exceed the number recommended by such committee, and no person shall be elected as an Elder unless nominated by such committee;
- (f) Such committee shall be disbanded once its mandate and its report has been Members; it has fulfilled accepted by the
- (g) The Members may, at a special meeting called for that purpose, by resolution remove and replace any member of the Leadership Selection Committee.

6.03 **Finance Committee**

- (a) At the meeting of the Board following the Annual (Finance) Meeting of Members, as provided in sub-section 4.10 (b) of these By-Laws, the Board shall appoint a Finance Committee composed of:
 - (i) an Elder, and
 - (ii) the Treasurer, and
 - (iii) no more than two (2) independent Members, who shall be

neither Elders nor officers;

- (b) The Chairman of the Finance Committee shall be selected by the Board, from among the members of the Finance Committee;
- (c) The Finance Committee shall:
 - (i) recommend to the Board the adoption of policies related to banking, investments, and financial and management controls;
 - (ii) assist the Treasurer in the establishment and maintenance of appropriate financial controls;
 - (iii) report to the Board promptly after each of its meetings, and as and when otherwise required by the Board;
 - (iv) provide to the Board financial information regarding the Church which such committee or the Board considers relevant;
- (d) The Board may, at any time, by majority vote, remove and replace any member of the Audit Committee

6.04 Remuneration

- (a) Committee members shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either or indirectly any profit from their position is such;
- (b) Committee members shall be paid such reasonable sums in respect of their out-of-pocket expenses incurred in attending Board or committee meetings or otherwise in respect of the performance by them of their duties, as the Board may from time to time determine; no confirmation by the Members of any each payment shall be required.

ARTICLE SEVEN -PROTECTION OF ELDERS AND OFFICERS

7.01 **Limitation of liability** -No Elder or officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Elder or officer or employee, or for joining

in any receipt or other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Church shall be invested. or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Church shall be deposited, or for any loss occasioned by any error of judgment or oversight on. his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default.

7.02 **Indemnity** -Every Elder and officer of the Church and such person's heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Church from and against:

- (a) all costs, charges and expenses whatsoever that such Elder or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, patter or thing whatsoever made, done or permitted by such person in or about the execution of the duties of such person's office; and
- (b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Church;

except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.

ARTICLE EIGHT -BUSINESS OF THE CHURCH

8.01 **Head Office** -Until changed in accordance with applicable law, the head office of the Church shall be in the Town of Ajax, in the Regional Municipality of Durham, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

8.02 **Seal** -The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Church.

8.03 **Financial Year** -Until otherwise ordered by the Board, the financial year of the Church shall end on the 30th day of June in each year.

8.04 **Execution of Instruments**

- (a) Contracts, documents (which shall include deeds, transfers, assignments, obligations and certificates) or any instruments in writing requiring the signature of the Church, shall be signed by such officer or officers, or agent or agents, of the Church, and in such manner, as shall from time to time be determined by resolution of the Board, and in the absence of such determination by the Board, such instruments shall be signed by any two (2) officers; all contracts, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality; documents
- (b) The Board may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances;
- (c) The Board may give the Church's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any stocks, bonds and other securities of the Church;
- (d) The seal of the Church when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by an officer or officers appointed by resolution of the Board.

8.05 **Banking arrangements, etc.**

- (a) The banking. business of the Church shall be transacted with such

- banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board;
- (b) Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize;
 - (c) All cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange, shall be signed by such two (2) officers, in such manner as the Board may from time to time determine by resolution.

8.06 **Books and Records**

- (a) The Board shall see that all necessary books and records of the Church required by the By-Laws of the Church or by any applicable statute or law are regularly and properly kept;
- (b) The Church shall keep correct and complete books and records of account; and shall also keep minutes of the proceedings of its Board and of committees having any of the authority of the Board;
- (c) The minutes of the Board, or the minutes of the Management Subcommittee or any other committee, shall not be available to the general membership of the Church, but shall be unavailable to the Board, each of whom shall receive a copy of such minutes upon request.

8.07 **Auditors**

- (a) Subject to the provisions of clause 8.07 (b) below, the members shall, at each Annual (Finance) Meeting appoint as auditors any two (2) independent Members (neither of whom shall be an Elder, officer, or employee of the Church or a spouse of any such person), to hold office until the next annual (Finance) Meeting of Members, for the following purposes:
 - (i) to report to the Members on the fairness of the financial statements presented by the Treasurer at the Annual

- (Finance) Meeting of Members;
- (ii) to audit the financial statements for each of the funds which may exist from time to time, and to submit the results of such audit to the Members at the next Annual (Finance) Meeting of Members;
 - (iii) to report to the Audit Committee, and to discuss the results of the audit and any recommendations to improve the system of internal controls;
 - (iv) to carry out such other duties as are directed from time to time by the Board or by such meeting of Members;
- (b) Upon resolution at an Annual (Finance) Meeting of Members, the Members may, as an alternative to the appointment of the independent auditors provided for an clause 8.07 (a) above, appoint a professional accountant or a professional accountancy firm (no member of which shall be an Elder, Officer, or employee of the Church, or a spouse of any such person), to be the auditor(s) of the Church, to hold office until the next Annual (Finance) Meeting of Members, and to fulfill the duties set out above;
- (c) The auditors are entitled to attend any meeting of Members and to be heard at such meeting or any part of the business that concerns them as auditors;
- (d) The auditors shall be given written notice of the Annual (Finance) Meeting of Members, in addition to the notice provided for in this General Operating By-Law.

ARTICLE NINE -GENERAL

9.01 **Policies and Procedures** -The Board may establish such policies and procedures and rules and regulations not inconsistent with these By-Laws, provided that the same shall not be effective until approved by a majority vote of the Members at a meeting of Members duly called for that purpose; upon such approval, such policies and procedures or rules and regulations shall become and be deemed to be a part of the Church Constitution.

9.02 **Amendment of Letters Patent** -The Letters Patent may be amended resolution:

- (a) Passed by a vote of eighty percents (80%) of the Board at a meeting of the Board duly called for such purpose, an
- (b) sanctioned by an affirmative vote of at least eighty percent (80%) of the Members present in person or represented by proxy at a meeting duly called for that purpose,

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

9.03 **Amendment of By-Laws** -The By-Laws of the Church not embodied in the Letters Patent may be repealed or amended by By-Law enacted be a resolution passed by a majority of the Elders present at a duly called and constituted meeting of the Board, and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present in person or represented by proxy at a meeting duly called for the purpose of considering amendment or repeal of the said By-law, provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

PASSED by the Elders and sealed with the corporate seal this 20th day of December, 1998.

Chairman

Secretary

UNANIMOUSLY CONFIRMED by the Members this 20th day of December, 1998.

Secretary