

**GENERAL OPERATING
BY-LAW NUMBER I**

A By-law relating generally to the transaction of the
affairs of Trinity Evangelical Missionary Church

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PREAMBLE

The purpose of this preamble is to introduce the legal document that enables Trinity Evangelical Missionary Church (TEMC) to exist and operate as a Corporation in the Province of Ontario. The document is called General Operating By-law Number I.

It has been designed to allow TEMC to achieve its Objectives, as outlined in Section 4, and to do this in a manner that is efficient, orderly and consistent with the laws of Ontario. Inasmuch as Jesus said, “*Go and make disciples of all nations... teaching them to obey everything I have commanded you.*” (Matthew 28:19, 20), these Objectives include a global mandate and all aspects of disciple making. Teaching, consistent with the Statement of Faith and Practice (Section 3), is an important aspect of this mandate. The By-law recognizes the special relationship between TEMC and the Evangelical Missionary Church of Canada, (Section 5). At the same time, it facilitates interaction of TEMC with other local churches, and with other organizations that share a common purpose (Section 16).

To achieve these Objectives, organization under servant leadership is required. The Church has been called the Body of Christ, and for it to function well, each part, though having functions that differ from other parts, must work together in unity (I Corinthians 12:12-26). This document recognizes the following formal categories of persons — Pastors, Officers, Elders, Deacons, Members and Adherents – with their distinctive functions, and it describes how they are to interact.

Pastors (Section 10) are to serve as shepherds and disciple-makers, especially to those who are Members or Adherents of his or her congregation. This may require him or her to teach, lead by word and example, encourage, advise, comfort and admonish those under his or her care. He or she are assisted by Officers (Section 11), such as the Chairman of the Board and the Treasurer, who carry significant administrative loads necessary for the orderly operation of the Church.

These are complemented by Boards of Elders and Deacons. The Elders share, with the Pastors, responsibility for the spiritual care of the congregation. His or her qualifications and role are outlined in such passages as I Timothy 3:1-7, Titus 1: 6-9 and I Peter 5:1-5. As in the Old and New Testament, Elders are to be respected members of the community who demonstrate spiritual maturity, and who provide spiritual and community leadership within the congregation of faith (Exodus 3:16, Acts 15:2-23). They are chosen by the local congregation, and the servant leadership they provide and the decisions they make are to be founded on an understanding of the Scriptures and on personal knowledge of those in his or her care. They are to teach, encourage, admonish, pray for, and otherwise serve with the objective of preparing God’s people for works of service (Ephesians 4:12).

In contrast, the Deacons are the Board of Directors of the Corporation and are responsible for the administration of TEMC. His or her qualifications and role are outlined in Acts 6:1-4 and I Timothy 3:8-13. In the context of Incorporation, Deacons carry the legal responsibility for the Church. For this reason, the Incorporation Document channels many of the decisions of the Pastors and Elders through the Board of Deacons. By the law of Ontario, the Pastors and

others who draw remuneration from the Church are not permitted to be voting members of this Board.

In addition to these, the By-law names a Nominating Committee (Section 13), Standing Committees (Section 14), and Special Committees (Section 15). It also specifies the duties and privileges of Members and Adherents (Section 6).

Inasmuch as disagreements may arise between persons from time to time, the By-law specifies biblical means by which these are to be resolved (Section 6.7 and other sections). It also specifies how persons whose behaviour falls outside of biblical bounds are to be entreated to return to biblical practices. In such cases, the purpose of any admonition, reprimand or other action is to bring true reconciliation between persons and between persons and God, and to restore unity in the Body. This is in keeping with the primary mandate of the Church, which is to enable persons, both individually and collectively, to become followers of Jesus.

Be It Enacted as a By-law of Trinity Evangelical Missionary Church (hereinafter referred to as the “Church”) as follows:

1 DEFINITIONS

- 1.1** In this By-law and all other By-laws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:
- (a) **“Act”** means the Corporations Act, R.S.O. 1990, c. C.38 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
 - (b) **“Adherent”** means an Adherent of the Church as described in Section 6.4 herein;
 - (c) **“Associate Pastor”** means Associate Pastor as described in Section 10.2 herein;
 - (d) **“Board”** or **“Board of Deacons”** means the Board of Deacons of the Church, which shall be the Board of Directors of the Corporation pursuant to the Act;
 - (e) **“By-law”** or **“Bylaws”** means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
 - (f) **“Church”** means the legal entity incorporated without share capital under the Act by Letters Patent dated the ninth day of November, 2001, and named Trinity Evangelical Missionary Church through which its Members and Adherents may fellowship together as a New Testament Church;
 - (g) **“Church Constitution”** or **“Constitution”** means the Letters Patent (including the Objects and Statement of Faith and Practice), the General Operating By-law, all other By-laws, and all Policy Statements adopted by the Church from time to time;

- (h) **“Combined Council”** means the Board of Deacons and the Elders acting together in accordance with Section 9;
- (i) **“Committee”** means Committee of the Church as established in accordance with this General Operating By-law;
- (j) **“Committee Member”** means a Member of a Committee of the Church;
- (k) **“Corporation”** means the Church as defined herein;
- (l) **“Deacon”** means a member of the Board of Deacons as defined in Section 8 who shall be deemed to be a Director pursuant to the Act;
- (m) **“Discipline”** means seeking to reconcile individuals to one another based on biblical principles through mutual forgiveness, and restoring offenders to fellowship with God and the Church;
- (n) **“Documents”** includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writing and computerized records and files;
- (o) **“Elder”** means a member of the Board of Elders as defined in Section 7 herein;
- (p) **“General Operating By-law”** means this By-law, any amendments thereto, and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;
- (q) **“Individual”** means a Member or Adherent as defined herein;
- (r) **“Letters Patent”** means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (s) **“Meeting of Members”** or **“Membership Meetings”** means any annual or special Meeting of Members;
- (t) **“Member”** means a Member of the Church as described in Section 6 herein;
- (u) **“Members”** or **“Membership”** means the collective Membership of the Church;
- (v) **“Objects”** means the charitable Objects of the Corporation as contained in the Letters Patent;
- (w) **“Officer”** means an Officer of the Church as described in Section 11 herein;
- (x) **“Senior Pastor”** means the Senior Pastor (or the Person that is acting in that capacity) of the Church as described in Section 10 herein, unless otherwise specified;
- (y) **“Person”** means an individual person, but does not include corporation, partnerships, trusts, or unincorporated organizations;
- (z) **“Policy Statements”** means any Policy Statements adopted as part of the Church Constitution from time to time concerning practical applications of biblical principles, doctrinal considerations and Christian conduct;

- (aa) **“Proxy”** is a means by which a member who expects to be absent from a meeting authorizes someone else to act in his or her place at the meeting.
- (bb) **“Resolution”** means a Resolution passed by either the Board of Deacons, Church Elders, the Combined Council or by the Members by a majority vote (more than fifty percent (50%)) of those voting who are present, unless stated otherwise;
- (cc) **“Statement of Faith and Practice”** means the Statement of Faith and Practice of the Church set out in this By-law or any amendments hereto; and

2 FUNDAMENTAL TERMS AND INTERPRETATION

- 2.1 Objectives and Statement of Faith and Practice** – This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Objectives contained in the Letters Patent of the Corporation, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof, and the Statement of Faith and Practice as hereinafter set out. If any other provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent, or the Act, as the case may be, shall prevail.
- 2.2 Interpretation** – In this General Operating By-law and all other By-laws and resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
 - (a) words importing the singular number include the plural and vice versa;
 - (b) words importing the masculine gender include the feminine and neuter genders unless this By-law otherwise specifically provides; and,
 - (c) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- 2.3 Headings** – Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

3 STATEMENT OF FAITH AND PRACTICE

- 3.1** As a member congregation of the Evangelical Missionary Church of Canada, we uphold and enact the Articles of Faith and Practice and the Mission and Vision of the Evangelical Missionary Church of Canada.

4 OBJECTS OF THE CORPORATION

- 4.1 The objects of the Corporation are:**
 - 4.1.1 To preach, teach, promote, disseminate, advance, demonstrate and implement the Gospel of Jesus Christ within the local community, throughout Canada, and to people everywhere, and thus fulfill the

command of our Lord and Saviour that His Gospel be preached in all the world as a witness for all nations.

- 4.1.2 Provided that the objectives shall include only those which are, at law, exclusively charitable and without limiting the generality of the foregoing, and to accomplish the aforesaid objects:
- (a) to uphold and promote the Statement of Faith and Practice contained herein;
 - (b) to establish, maintain and conduct a place for the worship of Almighty God;
 - (c) to bring forth the knowledge and the gift of salvation through Jesus Christ, head of the Church, to the local community, to the country of Canada, and to the world at large;
 - (d) to help and strengthen members in adherence to the Christian faith;
 - (e) 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 the New Testaments;
 - (f) to support and encourage unity in the body of Christ within the Corporation and everywhere;
 - (g) to support and maintain missions and missionaries for both home and foreign missions;
 - (h) to provide service and assistance to the local community, the country of Canada and the world at large in alleviating human suffering and meeting the physical and emotional needs of persons in need in order to demonstrate and disseminate the message of Christ's Love and offer of salvation.
- 4.2** The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.
- 4.3** The Corporation shall be subject to the Charities Accounting Act and the Charitable Gifts Act.
- 4.4** The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that directors may be paid for reasonable expenses incurred by them in the performance of his or her duties.
- 4.5** The borrowing power of the Corporation pursuant to any By-law passed and confirmed in accordance with Section 59 of the Corporations Act, shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.
- 4.6** Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the Evangelical Missionary Church of Canada or charitable organizations which carry on his or her work solely in Canada and have purposes similar to the one herein.
- 4.7** If it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the Corporation has failed to comply with any of the provisions of the

Charitable Accounting Act or the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an Order under Subsection 317(1) of the Corporations Act to cancel the Letters Patent of the Corporation and declare it to be dissolved.

5 STATEMENT OF COVENANT RELATIONSHIP WITH THE EVANGELICAL MISSIONARY CHURCH OF CANADA

5.1 The Church is a member congregation of the Evangelical Missionary Church of Canada, and shall maintain its membership in good standing, and maintain the Articles of Faith and Practice and the Mission and Vision (as per Section 3) of the Evangelical Missionary Church of Canada, until otherwise directed by the Membership.

6 MEMBERSHIP AND ADHERENCY

6.1 Definition of Membership

- 6.1.1 Thereafter, Membership in the Church shall consist only of those Persons who:
- (a) give clear testimony to saving faith in Christ;
 - (b) give evidence of that faith in discipleship and obedience to Christ and His Word
 - (c) have been baptized subsequent to conversion;
 - (d) have evidenced agreement with the Statement of Faith and Practice (as per Section 3);
 - (e) have demonstrated harmony in relationships, loyalty to the Church and teachability in regard to biblical truth;
 - (f) are willing to be subject to the authority of the Church as expressed in the Church Constitution;
 - (g) have committed themselves to support and actively participate in the ministry of the Church, in keeping with their gifting and opportunities;
 - (h) have completed such membership classes as the Pastor and Elders or designate may deem appropriate; and
 - (i) have been examined and publicly received and admitted into membership in accordance with the Church Constitution.

6.2 Admission to Membership

- 6.2.1 Request for Membership in the church may be initiated by either oral or written request to any Pastor or Elder.
- 6.2.2 The Pastor or Elder shall give the applicant a Membership Package that includes but is not limited to: a copy of the Church Constitution, the Faith and Practice and Mission and Vision of the EMCC, and a church history of Trinity EMC.
- 6.2.3 The applicant will attend such membership classes as the Pastors and Elders may deem appropriate
- 6.2.4 If the applicant understands and agrees with the Church Constitution and understands the fundamental tenets of the Christian faith, the applicant shall

be required to sign a written Membership Agreement and declaration of their profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution.

- 6.2.5 By applying for Membership the applicant agrees that the Pastor and Elders may conduct such background check of the applicant as they deem appropriate.
- 6.2.6 Upon receipt of such agreement, two (2) members of the Board of Elders shall interview the applicant to ascertain that such Person has met all of the qualifications for Membership in the Church and these two shall bring their recommendation to the Pastor and Board of Elders for action.
- 6.2.7 If the applicant does not satisfactorily understand the fundamental tenets of the Christian faith, then the Pastor or Elders shall recommend that such applicant complete a preparatory course before proceeding further with the application for Membership in the Church.
- 6.2.8 The Pastor and Board of Elders will review all of the gathered information of the process; including the results of the interview and other relevant information. Upon review of this information the Pastor and Board of Elders will either recommend the applicant for membership or identify the hindrances to membership and outline a continued process to deal with these issues. Specific areas of growth will be addressed on an individual basis.
- 6.2.9 On recommendation of the Pastor and the Board of Elders and Resolution of the Board of Deacons, the applicant shall be welcomed into Church Membership at a Sunday morning service.

6.3 Privileges, Rights and Duties of Membership

- 6.3.1 Church Membership shall carry the following duties, privileges and rights:
 - (a) the privilege to participate in the ordinances administered by the Church;
 - (b) the right to attend, speak and participate at all Meetings of Members;
 - (c) the right to a single vote in person at all Meetings of Members for Members aged 16 or over;
 - (d) the duty to meet regularly for worship and to participate in Church activities and ministries as the Lord directs and personal circumstances permit;
 - (e) the duty to minister to one another's spiritual needs as part of the Body of Christ;
 - (f) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
 - (g) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution; and
 - (h) the duty to abide by the waiver of Section 6.7.7.
- 6.3.2 Church Membership is not transferable to another person.

6.4 Adherents

- 6.4.1 An Adherent is a Person who regularly attends public worship services of the Church, but who has not completed formal application for Membership in the Church.
- 6.4.2 The determination of whether a Person is or continues to be an Adherent of the Church shall be made from time to time in the sole discretion of the Board of Elders in consultation with the Person.
- 6.4.3 An Adherent shall have the following duties and privileges:
- (a) the privilege to attend all public worship services of the Church subject to Section 6.7.5 herein;
 - (b) the privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Board of Elders shall determine is appropriate from time to time and that the Board of Deacons shall confirm, but shall not be permitted in positions of Church ministry leadership or to hold office as a Deacon or Elder or an Officer;
 - (c) the privilege to participate in the ordinances administered by the Church;
 - (d) the privilege to attend but not vote at all Meetings of Members, and may at the discretion of the Chair be permitted to speak, provided that, if so requested by the Chair of the Meeting, such Person shall leave the Meeting.
 - (e) the duty to respect and submit to the spiritual authority and procedure of the Church as expressed in the Church Constitution;
 - (f) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit; and
 - (g) the duty to abide by the waiver of Section 6.7.7.

6.5 Withdrawal and Removal of Membership

- 6.5.1 Provided that a Member or Adherent is not under Discipline of the Church as defined herein, a Member or Adherent may withdraw at any time as a Member or Adherent of the Church. Upon request by a Member, such Member may be given a letter of recommendation addressed to the church to which the Member is relocating.
- 6.5.2 Every Person (defined hereafter collectively as an "Individual") withdrawing as a Member or an Adherent should do so by notification to the Deacons or Elders together with an explanation of the reasons for the request for withdrawal. Provided that the Individual is not under Discipline and where a good faith attempt at reconciliation with a view to continuing membership or adherency has been made but without success, the Church shall release the member or adherent with God's blessing.
- 6.5.3 Upon receipt of such request for withdrawal as a Member or an Adherent or upon such other evidence that such withdrawal has taken place, and upon confirmation that such Person is not under Discipline of the Church, such Person shall be removed from the Membership roll of the Church and shall be deemed to have also resigned from his position, if applicable, as an Officer, Elder, Deacon, or Committee Member or Christian worker or

teacher. In the case of the withdrawal of an Adherent, such Person shall be deemed no longer to be an Adherent. If a Member or Adherent is under the Discipline of the Church, then notwithstanding his or her request for withdrawal, such Person shall continue as a Member or Adherent and be subject to the authority of the Church as set out in the Church Constitution until such time that the discipline process is complete, after which time such Member or Adherent is free to withdraw as a Member or Adherent.

- 6.5.4 In the event that a Member is habitually absent from the Church for a period of six (6) consecutive months without a reasonable explanation, the Board of Deacons, with the counsel of the Elders, may place that Person's Membership in the Church on the inactive roll, with the result that such Member shall not have the right to vote at Meetings of Members, provided that the Board of Deacons has first sent written notice by registered and regular mail to such Person of its intention to place that Person's Membership on the inactive roll thirty (30) days thereafter. A Member who is placed on the inactive roll shall be deemed suspended from any office or position held in the Church, effective the date of the Resolution made by the Board of Deacons, unless otherwise determined by a separate Resolution of the Board of Deacons.
- 6.5.5 A Member who is on the inactive roll may request that his or her Membership in the Church be reinstated onto the active roll of Members, in which event the Board of Deacons in their sole discretion and with the counsel of the Elders shall determine whether such request shall be granted.
- 6.5.6 In the event that a Member has been on the inactive roll for a period of one (1) year, then that Person's Membership may be terminated upon the counsel of the Elders by a Resolution of the Board of Deacons, who shall thereafter send written notice by registered and regular mail to such inactive Member at their last address to advise such Person of the termination of their Membership. The Member's Membership shall be deemed to have ceased on the date of termination of the Resolution made by the Board of Deacons.
- 6.5.7 In accordance with Section 6.4.2, an Adherent shall be entitled to continue as an Adherent for such period of time as determined in the sole discretion of the Board of Deacons and upon recommendation of the Pastor or Elders.

6.6 Membership and Adherent Records

- 6.6.1 A record of Members, both active and inactive, and Adherents of the Church shall be kept by the Secretary of the Board.

6.7 Discipline

6.7.1 Scriptural Standard for Discipline

- (a) All Members are expected to adhere to sound doctrine and the Statement of Faith and Practice (Section 3) and to conduct their lives according to the standards set forth in Scripture and in keeping with the Statement of Faith and Practice. Such conduct includes moral purity, personal honesty, and Biblical fidelity (I Corinthians 6:9-11, II Timothy 3:1-17). Members are to be consistent examples of authentic

Christianity as they seek to emulate the character of Christ through the power of the Holy Spirit (Romans 8:28-29). Members shall promote the unity of the Church rather than seeking to divide it (Ephesians 4:3-6, 25).

6.7.2 Purpose of Discipline

- (a) The biblical purpose of church discipline is to bring reconciliation and restoration of the offender to fellowship with God and with the church consistent with the instruction of the Old and New Testament. The pattern of Matthew 18:15-19 and the principle and spirit of Matthew 5:23, 24 are commanded and commended to us by our Lord. As such only those matters that cannot be resolved on a personal and/or private level or that have failed to be resolved through a mediation process shall advance to a formal process of discipline in which the Elders and Deacons shall adjudicate. The church is commanded by the Scriptures to discipline its members when they continue in open and habitual sin.

6.7.3 Circumstances Giving Cause for Discipline

An Individual shall be deemed to be under the Discipline of the Church if the Church Elders and Deacons determine by Resolution that any of the following circumstances have occurred:

- (a) an Individual has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian in that it is contrary to Biblical principles;
- (b) an Individual's conduct evidences an unwillingness to either comply with, adhere to or submit to the Scriptural authority and procedures set out in the Church Constitution;
- (c) an Individual has propagated doctrines and practices contrary to those set forth in the Statement of Faith and Practice (Section 3) or the general teachings of the Church, or has propagated any doctrines or practices in such a way as to cause discord or dissension; and
- (d) an Individual has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, and has not repented and been willing to enter into a process of reconciliation.

6.7.4 Process of Discipline

- (a) In the event an allegation against a Person, Member or Adherent (defined hereafter collectively as an "Individual") gives rise to disciplinary action pursuant to Section 6.7.3 above, the Combined Council shall establish a process whereby a fair and equitable investigation shall be undertaken to consider the merits of the allegation and if warranted the Combined Council upon a seventy-five percent (75%) majority vote shall establish the nature of the discipline to be imposed. Due process and procedural fairness shall be complied with in relation to all aspects of the process.
- (b) Termination or suspension of Membership as a disciplinary action shall be deemed appropriate only where no other reasonable alternative is available.

(c) In the event that the decision is to terminate the Individual's Membership in the Church, then the Individual shall automatically cease to be a Member of the Church upon the date that the decision is made.

(d) The same general procedure shall apply to Adherents.

6.7.5 Discipline and Attendance at Public Worship

(a) An Individual who has been disciplined or whose Membership or Adherence has been terminated shall not be barred from public worship unless his or her presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Combined Council; in which event such Individual agrees that he or she may be removed from such public worship service without the necessity of legal action, whether or not such Individual is at that time a Member or Adherent of the Church.

6.7.6 Discipline and Individuals under age 18

(a) In the event that the Individual in question is under the age of 18 when an allegation is made, then the Discipline procedure provided for by the Combined Council shall require that notification of any Discipline process shall be given to the Individual and the parents or legal guardians of the Individual and such persons shall be entitled to attend and speak on behalf of such Individual at any such proceedings.

6.7.7 Waiver

(a) Notwithstanding anything else contained herein, Membership or Adherence in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution shall not give a Member or Adherent cause for any legal action against either the Church, the Pastor, any Associate Pastor, any Staff Member of the Church, any Deacon, any Elder, any Officer, or any Member or Adherent of the Church. The acceptance of Membership or Adherence in the Church shall constitute conclusive and absolute evidence of a waiver by the Member or Adherent of all rights of action, causes of action, and all claims and demands against the Church, the Pastor, Associate Pastor, any staff member of the Church, any Deacon, any Elder, any Officer or any Member or Adherent of the Church in relation to disciplinary proceedings and the results thereof. This provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

6.7.8 Mediation and Arbitration

(a) In the event that a Member or Adherent is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution involving the Member or Adherent and the Church, if the Member or Adherent does not violate or circumvent the waiver contained in Section 8.6 or attempt to do so, then that Member or adherent may petition the Board of Deacons to have his or her

concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows. In the event that the Board of Deacons consents to the petition:

- (i) The matter shall first be submitted to a panel of Christian mediators whereby the Member or Adherent appoints a mediator, the Combined Council appoints a mediator and the two mediators so appointed jointly appoint a third mediator. In the event that a third mediator cannot be agreed upon the Church shall ask a denominational leader or the pastor of a church of like faith and practice to appoint the third mediator.
- (ii) The mediators so appointed shall then attempt to mediate a resolution.
- (iii) If the matter is not resolved through mediation, then the mediators shall arbitrate and decide all issues in accordance with due process and procedural fairness and the award of the mediators in their role as arbitrators shall be final and binding upon the parties and the judgment once given may be entered by any Court having jurisdiction.
- (iv) All costs of the mediators appointed in accordance with this section shall be borne equally by the Individual and the Church.

6.8 Members Meetings

- 6.8.1 **Annual Meeting**— There shall be an annual Meeting of Members at such time and place in Canada as determined by the Board of Deacons no later than the thirty-first (31st) day of March of each year. The purpose of the annual meeting will be to do the following:
 - (a) hear necessary reports from the Officers, the Pastors, and the Board of Deacons and other boards and committees;
 - (b) review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon;
 - (c) ratify the appointment of the Auditors for the current fiscal year;
 - (d) approve the budget for the current fiscal year; and
 - (e) transact any other necessary business.
- 6.8.2 **Election Meeting**— An Election Meeting of Members shall be held at such time and place in Canada as determined by the Board of Deacons no later than the thirty-first (31st) day of March to do the following:
 - (a) elect Members to the Board of Deacons;
 - (b) elect the Treasurer and Assistant Treasurer; and
 - (c) transact any other business
- 6.8.3 **Other Special Meetings**— At the request of the Chair of the Board or a majority of the Board of Deacons or a majority of the Board of Elders, or upon the request of at least fifty percent (50%) of the Membership, other special meetings of the Members shall be called and convened by the Secretary within thirty (30) days of the request.
- 6.8.4 **Notice of Meeting**— Notice of all Membership Meetings shall be given to Members by notice orally from the pulpit and in the Church bulletin at least two Sundays prior to the date of the Membership Meeting. The notice for

all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

- 6.8.5 **Waiver of Notice**— A Member may waive notice of a Meeting of Members and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person attends a Meeting for the express purposes of objecting to the transaction of any business of the grounds that the meeting is not lawfully called.
- 6.8.6 **Omission of Notice** – The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members.
- 6.8.7 **Quorum**— A quorum for an annual, special election, or other special Meetings of Members shall be constituted by the presence of at least thirty-five percent (35%) of the Members who have the right to vote (save and except inactive Members) immediately prior to the time of the meeting in question. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 6.8.12 with regard to notice shall apply to such adjournment.
- 6.8.8 **Chair**— The Chair of the Board of Deacons (or in his or her absence a designate appointed by the Board of Deacons by Resolution) shall act as Chair of all Members Meetings and shall only be entitled to vote in the event of an equality of votes.
- 6.8.9 **Majority Vote**— At all annual Meetings of Members, every question shall be determined by Resolution, being a majority of votes of Members voting who are present, unless otherwise provided for by the Act or elsewhere in the General Operating By-law.
- 6.8.10 **Voting Procedure** – Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chair of the Meeting shall either by a show of hands or by secret ballot, as applicable, have the casting vote. At any Meeting, unless a secret ballot is provided, a declaration by the Chair that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chair or upon request of any Member and shall be taken in such manner as the Chair directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

- 6.8.11 **Procedural Code**—The rules of procedure for Members’ Meetings, Deacons’ meetings and all Committee meetings shall follow the pattern of Robert's Rules of Order, by the most current edition, except where over-ruled by the General Operating By-law.
- 6.8.12 **Adjournment**— The Chair may with the consent of the Members’ Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

7 CHURCH ELDERS

7.1 Definition of Church Elders

- 7.1.1 Church Elders shall be a body of spiritually qualified Persons in accordance with I Timothy 3: 1-7, Titus 1: 5-10, and I Peter 5:1-11. They shall be appointed to have oversight over the spiritual ministry of the Church. The Pastor, and all Associate Pastors who have received their appointment by the vote of the Membership, are deemed to be Church Elders ex officio. The number of Church Elders shall be determined by the Pastor in conjunction with the existing Elders, but in no case shall there be fewer than three (3).

7.2 Qualification for Church Elders

- 7.2.1 A Person may be considered for appointment as a Church Elder if that person fulfills all of the following qualifications:
- (a) the Person must be a Member of the Church in good standing;
 - (b) the Person must be over the age of twenty-one (21) and of sound mind;
 - (c) the Person must demonstrate a personal relationship with Jesus Christ and fulfill the spiritual qualifications of an Elder included in, but not limited to 1 Timothy 3:1-7, Titus 1:5-10, 1 Peter 5:1-9. Further, out of love for God (1 John 4:19), the Person seeks to glorify God (Isaiah 43:7; Matthew 5:16; John 7:18; 17:4; Romans 15:5-6); to love God supremely (Deuteronomy 6:4-5; Matthew 22:37-38; Mark 12:29-30) and his/her neighbour as himself/herself (Matthew 22:39-40; Mark 12:31; Romans 13:8-10; Galatians 5:13-14; John 13:34-35; John 15:9-17; James 2:1-13), committing himself/herself to a life of holy love (Romans 8:1-9; Galatians 5:13-26; Ephesians 5:1-20; Hebrews 12:14; 1 Peter 1:13-23).
 - (d) the Person is to be filled with the Spirit (Acts 2:1-4; 6:3; 9:17; 13:52; Romans 5:1-5; Ephesians 5:18) and be a Person of prayer, (Exodus 32:7-14; 33:7-23; 2 Chronicles 7:14; Isaiah 62:6-7; Jeremiah 23:18-22; Mark 11:17; Luke 22:31-32; Acts 2:42; 6:4; Colossians 4:2-4; Ephesians 6:18-19), a Person of the Word of God (Ps 1:1-3; John 6:63; Romans 15:4; 2 Timothy 3:16-17; Hebrews 4:12; James 1:22-25), and a Person of Worship (Genesis 22:5; Exodus 34:8-9, 14; 2 Samuel

12:20; Nehemiah 8:6; Job 1:20; Psalm 113:1; 117:1; 150:6; Matthew 28:9; Revelation 4:10; 15:4; 19:6-10).

- (e) the Person is to live in obedience to the Word, humbly serving and caring for others (Isaiah 61:1-3; Ezekiel 34:2-10; Mark 10:45; Acts 20:28-30) and fulfilling the Great Commission of Jesus Christ by winning people to Him and making disciplers (Matthew 28:18-20; Mark 16:16-18; Isaiah 61:1-3; Luke 10:2; 24:46-49; John 20:21-22; Acts 1:8; 20:24).
- (f) the Person would exhibit faithfulness over a period of time and have a good reputation among believers and before the community.
- (g) the Person must be in agreement with the Church Constitution;
- (h) the Person must recognize that membership on the Board of Elders is a commitment to humble service, not a position of status, nor a reward for past service;
- (i) the Person must recognize that an appointment as a Church Elder shall involve active participation in and leadership of the spiritual ministries of the Church as they are needed; and
- (j) the Person must not be related to another member of the Board of Elders, with the term “related” being defined as any of the following: spouse, parent, child, grandparent, grandchild, sibling or spouse of such.
- (k) the Person must be in agreement with the vision/mission of the church.

7.3 Appointment of Church Elders

- 7.3.1 Church Elders shall be recommended by the Pastor in consultation with the Associate Pastors and the other Church Elders, approved by a seventy-five percent (75%) vote of the Church Elders voting, subject to ratification by a seventy-five percent (75%) vote of the Board of Deacons voting, and thereafter subject to further ratification by a majority vote of the Members voting who are present at a Meeting of Members.
- 7.3.2 Members may recommend to the Board of Elders, Members who they consider a suitable candidate for Board of Elders.
- 7.3.3 Elders must complete training as designated by the Senior Pastor or designate covering the roles and responsibilities, mission, vision, and structure of the church.

7.4 Term of Church Elders

- 7.4.1 A Church Elder, other than the Pastors, shall be appointed and shall retire in rotation every three (3) years. The initial term for any elder who has never served as an elder in the Church shall be one (1) year. Subsequent appointments would be for up to three (3) years. No member of the Board of Elders shall be elected for more than two full three (3) year terms unless the Church Membership votes to permit a member on the Board of Elders to be appointed for one additional consecutive three (3) year term or part thereof, if applicable, where the Church Membership believes that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of office for such member of the Board of Elders shall be granted.

- 7.4.2 Upon the completion of the maximum term on the Board of Elders, a minimum of a one year absence is required before eligibility for re-election to membership on the Board of Elders is restored

7.5 Removal of Church Elders

- 7.5.1 A Church Elder may be removed from his or her position at any time when a Church Elder no longer fulfills all of the qualifications of an Elder as set out in Section 7.2 or has been otherwise disciplined under the Church Constitution, upon a seventy-five percent (75%) vote of the Church Elders voting (excluding the Elder in question), subject to ratification by a majority Resolution of the Board of Deacons.

7.6 Resignation of an Elder

- 7.6.1 If the personal circumstances of any member of the Board of Elders make it difficult for that member to devote the necessary time or energy to the work of the Board of Elders, then that Elder shall be free to resign from the Board of Elders without embarrassment or stigma.

7.7 Duties of Church Elders

- 7.7.1 The Church Elders shall be responsible to assist the Pastor and Associate Pastors with the Spiritual and Pastoral ministry of the Church in their capacity as undershepherds of Christ and to cooperate with the Board of Directors in implementing such ministries. The Church Elders shall respect the ultimate spiritual authority of the Pastor over the Church and shall serve the spiritual and pastoral needs of the Church in accordance with the direction of the Pastor.
- 7.7.2 The Elders shall endeavour to model the biblical ideals of the Church Covenant, to attend the public meetings of the Church and to be active in greeting, encouraging and generally being available to minister to all in attendance at public meetings.
- 7.7.3 The Church Elders are responsible for the maintenance of the Membership Roll as per Section 6.5

7.8 Meetings of Church Elders

- 7.8.1 Elders shall meet at such time and place and upon such notice as the chair (if any) or the Pastor or their delegate may determine necessary from time to time to fulfill their duty as Church Elders as provided for herein. No quorum shall be required and minutes are not required to be kept of such meetings. When the Elders meet to deal with issues of membership or church discipline or other issues resulting in formal resolutions a quorum consisting of the majority of the Elders is required and minutes of those resolutions shall be kept. The Elders shall not meet without the knowledge of the Pastor or their designate.
- 7.8.2 The Elders are entitled to be present and to speak at all meetings of the Board of Deacons. The Board of Elders shall elect one Elder to serve as a voting member of the Board of Deacons. Such Elder may from time to time designate another Elder to attend and vote in their stead. Elders are not entitled to vote unless they are also elected to the Board of Deacons. An Elder is not entitled to attend meetings of the Board of Deacons or

Combined Council if it is considering issues related to the membership or discipline of that Elder.

- 7.8.3 Elders meetings may be held in person, by telephone, by telephone conference call, or by any other similar means as they may from time to time deem appropriate.
- 7.8.4 The Elders shall be full members of the Combined Council.

8 BOARD OF DEACONS

8.1 Definition of the Board of Deacons

- 8.1.1 The governance, administrative and temporal affairs of the Church shall be the responsibility of the Board of Deacons consisting of no fewer than four (4) and no more than eighteen (18) Members of the Church as determined by the Members at the Election Meeting of Members each year. For purposes of the Act, the Board of Deacons shall be deemed to be the Board of Directors and in this regard a Deacon shall be deemed to be a Director of the Corporation.
- 8.1.2 In addition the Board of Deacons may appoint other Persons as voting members as it may from time to time deem appropriate.

8.2 Provisional Board of Deacons

- 8.2.1 The applicants for incorporation herein shall become the provisional members of the Board of Deacons whose term of office shall continue until their successors are elected. At the first Meeting of Members, the members of Board of Deacons then elected shall replace the provisional members of the Board of Deacons named in the Letters Patent.

8.3 Qualification for the Board of Deacons

- 8.3.1 A Person may be considered for election to the Board of Deacons if he or she fulfill all of the following qualifications:
 - (a) the Person must be a Member in good standing;
 - (b) the Person must be over the age of twenty-one (21);
 - (c) the Person must demonstrate a personal relationship with Jesus Christ, and fulfill the spiritual qualifications of a Deacon included in, but not limited to 1 Timothy 3:8-12 and Acts 6:1-3. Further, out of love for God (1 John 4:19), the Person seeks to glorify God (Isaiah 43:7; Matthew 5:16; John 7:18; 17:4; Romans 15:5-6); to love God supremely (Deuteronomy 6:4-5; Matthew 22:37-38; Mark 12:29-30) and his/her neighbour as himself/herself (Matthew 22:39-40; Mark 12:31; Romans 13:8-10; Galatians 5:13-14; John 13:34-35; John 15:9-17; James 2:1-13), committing himself/herself to a life of holy love (Romans 8:1-9; Galatians 5:13-26; Ephesians 5:1-20; Hebrews 12:14; 1 Peter 1:13-23).
 - (d) the Person is to be filled with the Spirit (Acts 2:1-4; 6:3; 9:17; 13:52; Romans 5:1-5; Ephesians 5:18) and be a Person of prayer, (Exodus 32:7-14; 33:7-23; 2 Chronicles 7:14; Isaiah 62:6-7; Jeremiah 23:18-22; Mark 11:17; Luke 22:31-32; Acts 2:42; 6:4; Colossians 4:2-4; Ephesians 6:18-19), a Person of the Word of God (Ps 1:1-3; John 6:63;

Romans 15:4; 2 Timothy 3:16-17; Hebrews 4:12; James 1:22-25), and a Person of Worship (Genesis 22:5; Exodus 34:8-9, 14; 2 Samuel 12:20; Nehemiah 8:6; Job 1:20; Psalm 113:1; 117:1; 150:6; Matthew 28:9; Revelation 4:10; 15:4; 19:6-10).

- (e) the Person is to live in obedience to the Word, humbly serving and caring for others (Isaiah 61:1-3; Ezekiel 34:2-10; Mark 10:45; Acts 20:28-30) and fulfilling the Great Commission of Jesus Christ by winning people to Him and making disciplers (Matthew 28:18-20; Mark 16:16-18; Isaiah 61:1-3; Luke 10:2; 24:46-49; John 20:21-22; Acts 1:8; 20:24).
 - (f) the person would exhibit faithfulness over a period of time, and a good reputation among believers and before the community;
 - (g) the Person must recognize that membership on the Board of Deacons is a commitment to humble service, not a position of status, nor a reward for past service;
 - (h) the Person must recognize that membership on the Board of Deacons is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church;
 - (i) the Deacons shall endeavour to model the ideals of the Statement of Faith to attend particularly the public meetings of the Church and to be active in greeting, encouraging and being generally available to minister to all in attendance at public meetings and to generally support and assist the Pastor and Elders in the spiritual ministry of the Church;
 - (j) the Person must be in agreement with the Church Constitution;
 - (k) the Person must not be an employee, agent or individual that is receiving remuneration either directly or indirectly from the Church; and
 - (l) the Person must not be related to another member of the Board of Deacons, with the term “related” being defined as any of the following: spouse, parent, child, grandparent, grandchild, or sibling.
 - (m) the Person must demonstrate a personal relationship with Jesus Christ and pattern his/her life after the scriptural qualifications of a Deacon included in, but not limited to 1 Timothy 3:8-12. Further, (as 7.2.1 above)
 - (n) the Person must be in agreement with the vision/mission of the church.
- 8.3.2 Deacons must complete training as designated by the Senior Pastor or designate covering the roles and responsibilities, mission, vision, and structure of the church.

8.4 Election of the Board of Deacons

- 8.4.1 The Board of Deacons shall be elected and shall retire in rotation every three (3) years. . The initial term for any Deacon who has never served as a Deacon in the Church shall be one (1) year. Subsequent appointments would be for up to three (3) years. At the first Meeting of Members, one-third of the Board of Deacons shall be elected to hold office until the end of

the third full year after that date, one-third of the Board of Deacons shall be elected hold office until the end of the second full year, and one-third to hold office until the end of the first full year after that date and subsequently at each Annual Meeting of Members thereafter, members of the Board of Deacons shall be elected to fill the position of those members of the Board of Deacons whose term of office has expired and each member of the Board of Deacons so elected shall hold office until the end of the third full year after his election.

8.5 Maximum Term of the Board of Deacons

- 8.5.1 No member of the Board of Deacons shall be elected for more than two full three (3) year terms unless the Board of Deacons votes to permit a member on the Board of Deacons to be elected for one additional consecutive three (3) year term or part thereof, if applicable, where the Board of Deacons believes that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of office for such member of the Board of Deacons shall be granted.
- 8.5.2 Upon the completion of the maximum term on the Board of Deacons, a minimum of a one year absence is required before eligibility for re-election to membership on the Board of Deacons is restored.

8.6 Authority of the Board of Deacons

- 8.6.1 **General Authority** – The Board of Deacons shall be responsible for the overall governance, administrative and temporal affairs of the Church and shall be responsible for the Church in its name for 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 Letters Patent, the Act, or otherwise authorized to do. The Board of Deacons has the responsibility to ensure that the Corporation is in compliance with all Provincial and Federal law and to ensure that government reports are filed. The Deacons shall also assist the Pastor(s) and Elders in overseeing the spiritual ministry of the Church.
- 8.6.2 **Specific Authority** – Without limiting the generality of the foregoing, the Board of Deacons shall be authorized to carry out the following duties and responsibilities:
- (a) to exercise overall responsibility over the day-to-day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget;
 - (b) in conjunction with the Elders and Pastor(s), to formulate and implement Policy statements as defined in Section 18 and Rules, Regulations and Guidelines as defined in Section 19;
 - (c) to respect the authority of the Pastor and Elders who provide spiritual leadership for the Church and to co-operate with the Elders in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;

- (d) to oversee the Discipline of Members and Adherents in consultation with the counsel and recommendations of the Board of Elders pursuant to the procedures set out in the General Operating By-law;
- (e) to ensure, that all employed personnel of the Church, including Associate Pastors, are accountable to the Pastor, or his or her designate, and are followers of the Christian faith, confessing Jesus Christ as his or her Saviour and Lord and are in agreement with and subject to the authority of the Church pursuant to the Church Constitution;
- (f) to examine in consultation with the Elders the relationship of the Pastor or Associate Pastors to the Church and if a change is deemed appropriate to ensure that a Membership Meeting of the Church is called to discuss and authorize an appropriate change;
- (g) 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 for the purpose of furthering the Objects of the Church;
- (h) to appoint such agents and engage such employees (with the exception of the Senior pastor or Associates which shall require Church Membership approval) as it deems necessary from time to time and such Persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Deacons at the time of such appointment;
- (i) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church as may be approved by the Membership on the recommendations of the Board of Deacons; and
- (j) to ensure that adequate insurance coverage has been secured in accordance with Section 13.

8.6.3 **Granting of Proxies** – The Board of Deacons shall be entitled to grant any Member the right to hold a proxy vote for any other one Member as they may from time to time deem appropriate. Such proxy can be granted for any meeting of Members, Elders, or Deacons.

8.6.4 **Remuneration of Employees** – The reasonable remuneration for all employees and agents of the Church as determined appropriate by the Board of Deacons in consultation with the Finance Committee shall be fixed by the Board of Deacons by Resolution. Such Resolution shall have force and effect provided that such remuneration does not exceed the last approved budget of the Church, otherwise such Resolution shall require the approval of the Membership before coming into force and effect.

8.6.5 **Board Report** – The Board of Deacons shall through the Chair of the Board of Deacons report to the Membership at the annual Membership Meeting. At the said Meeting, the Chair of the Board of Deacons shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board of Deacons. In addition, the Board of Deacons, if deemed appropriate by the Board,

shall either post or distribute a brief written report as soon as possible after its meetings.

8.6.6 **No Remuneration of Deacons**— The members of the Board of Deacons shall serve as such without remuneration and no member of the Board of Deacons shall directly or indirectly receive any profit from their position as such, nor shall any member of the Board of Deacons receive any direct or indirect remuneration from the Church, provided that member of the Board of Deacons may be paid for reasonable expenses incurred in the performance of their duties.

8.6.7 **Budget Exceptions**— The Board of Deacons shall have the right to approve expenditures in excess of the amounts specified in the approved budget where deemed necessary.

8.7 Conflict of Interest

8.7.1 No member of the Board of Deacons shall place themselves in a position where there is a conflict of interest between their duties as a Deacon and their other interests. Every Deacon 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 a member of their family (with "family" defined as spouse, parent, child, grandparent, grandchild, sibling, or spouse of such) or by the involvement of their partner, business associate or Corporation that the Deacon is involved with as either a director, shareholder, officer, employer or agent, then such member of the Board shall declare their conflict of interest fully at a meeting of the Board of Deacons and shall withdraw from any discussion or vote thereon.

8.8 Removal of the Board of Deacons

8.8.1 A Deacon may be removed from their position at any time when a Deacon no longer fulfills all of the qualifications of an Deacon as set out in Section 8.2 or has been otherwise disciplined under the Church Constitution, or upon a seventy-five percent (75%) vote of the Board of Deacons voting (excluding the Deacon in question), subject to ratification by a majority Resolution of the Church Elders

8.9 Resignation from the Board of Deacons

8.9.1 If the personal circumstances of any member of the Board of Deacons make it difficult for that member to devote the necessary time or energy to the work of the Board of Deacons, then that member of the Board shall be free to resign from the Board of Deacons without embarrassment or stigma.

8.9.2 If for any reason a member of the Board of Deacons chooses to resign, then that member shall give thirty (30) days written notice, if possible, to the Chair of the Board of Deacons who in turn shall call it to the attention of the Board of Deacons who shall then have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation shall set out the reasons for the departure of the member from the Board of Deacons.

8.10 Vacancy on Board of Deacons

- 8.10.1 The position of a member of the Board of Deacons shall be automatically vacated if any of the following situations occur:
- (a) such Deacon resigns their position as a member on the Board of Deacons by delivery of the written resignation to the Chair of the Board;
 - (b) such Deacon no longer fulfills all the qualifications of a Deacon set out in Section 8.2;
 - (c) such Deacon is found to be mentally incompetent or of unsound mind;
 - (d) such Deacon ceases to be a Member of the Church;
 - (e) such Deacon, in the opinion of a seventy-five percent (75%) majority vote of the Combined Council has evidenced unethical or immoral conduct or behaviour that is contrary to Biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- or
- (f) such Deacon dies.
- 8.10.2 If any vacancies should occur for any reason as set out in Section 8.10.1 above, provided there still remains a quorum of deacons, the Board of Deacons, by a majority vote, may appoint a duly qualified person to fill the vacancy until the next Annual Meeting of Members, at which time the Nominating Committee shall nominate a person for election to the Board of Deacons to fill the vacancy for the balance of unexpired term caused by such vacancy.
- 8.10.3 If the number of Deacons is increased during the year within the prescribed limit of Deacons, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

8.11 Board of Deacons Meetings

- 8.11.1 **Regular Meetings** – Regular meetings of the Board of Deacons shall be held at such time and place as shall be determined by the Chair of the Board of Deacons but not less than six (6) times a year. Meetings of the Combined Council shall be considered a meeting of the Deacons.
- 8.11.2 **Special Meetings** – Special meetings of the Board of Deacons may be called by the Chair of the Board of Deacons or upon written request of any three (3) members of the Board of Deacons.
- 8.11.3 **Notice of Meeting** – All regular and special meetings of the Board of Deacons shall be held on two Sundays notice either addressed and mailed or delivered to each member of the Board of Deacons or published in the Church Bulletin on two consecutive Sundays prior to such meeting or by agreement at a meeting of the Board of Deacons or at the call of the Chair of the Board of Deacons in the event of an emergency.
- 8.11.4 **Waiver of Notice** – A Deacon may waive notice of a meeting of the Board of Deacons and attendance of any Deacon at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 8.11.5 **Omission of Notice** – The accidental omission to give notice of any meeting of the Board of Deacons to or any irregularity in the notice of any such meetings, or the non-receipt of any notice by any Deacon shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Deacon objects to such omission or irregularity.
- 8.11.6 **Chair** – The Chair of the Board of Deacons shall be appointed by the members of the Board of Deacons from amongst its members at the first Deacon's meeting of each year. The Chair shall serve for a term of one (1) year and shall be an Officer of the Church. The duties of Chair of the Board of Deacons shall be those as hereinafter set out.
- 8.11.7 **Vice-Chair** – The Vice-Chair of the Board of Deacons shall be appointed by the members of the Board of Deacons from amongst their members at the first Deacon's meeting of each year. The Vice-Chair shall serve for a term of one (1) year and shall be an Officer of the Church. The duties of the Vice-Chair of the Board of Deacons shall be those as hereinafter set out.
- 8.11.8 **Secretary** – The Secretary of the Board of Deacons shall be appointed by the members of the Board of Deacons from amongst their members at the first Deacon's meeting of each 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 of the Board of Deacons shall be those as hereinafter set out.
- 8.11.9 **Quorum** – A quorum for a meeting of the Board of Deacons shall be a majority of the members of the Board of Deacons.
- 8.11.10 **Voting Rights** – With the exception of the Chair, who shall only vote in the event of an equality of votes, all members of the Board of Deacons shall each have one vote. The right of Elders to vote shall be in accordance with Section 7.8.2.
- 8.11.11 **Minutes** – The Board of Deacons shall keep written minutes of each meeting. The Board of Deacons shall appoint a member of the Board, or their designate, to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board of Deacons, the minutes shall not normally be made public or available for review by Members with the exception of matters dealing with financial considerations, except for specific salary amounts, which shall be disclosed to a Member upon written request. Other matters may be disclosed upon the unanimous consent of the Board of Deacons. Brief written reports following the meetings shall be issued at the discretion of the Board of Deacons.
- 8.11.12 **Written Resolution** – A Resolution in writing, signed by seventy-five percent (75%) of the members of the Board of Deacons entitled to vote on the Resolution at a meeting of the Board of Deacons, is as valid as if it had been passed at a meeting of the Board of Deacons. A reasonable attempt shall be made to contact all Deacons when such Resolution is under consideration. All Deacons shall be notified promptly regarding whether such Resolution was carried or not.
- 8.11.13 **Meetings by Telephone** – If all of the members of the Board of Deacons consent thereto generally, or in respect of a particular meeting, a member of

the Board of Deacons may participate in a meeting of the Board of Deacons by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and a member of the Board of Deacons participating in such meeting by such means is deemed to be present at the meeting.

- 8.11.14 **Executive Committee** – The Chair, Vice Chair, Secretary, and Treasurer, with the Senior Pastor or designate as advisor, shall constitute the Executive Committee of the Board of Deacons and shall conduct business on behalf of the Deacons between meetings of the Deacons. The actions of the Executive Committee shall be reported to the next meeting of the Board of Deacons.

9 THE COMBINED COUNCIL

- 9.1.1 From time to time the Deacons and Elders may convene as a Combined Council for the purposes of conducting business that requires the counsel and decision of both Boards together.
- 9.1.2 The Combined Council may be convened specifically to deal with matters that concern vision, pastoral selection, pastoral relations, ethics, discipline or membership issues.
- 9.1.3 The actions of the Combined Council shall not impair the ability of the Board of Deacons to act in their capacity as Directors of the Corporation.
- 9.1.4 Where a majority of the Deacons and a majority of the Combined Council voting have passed a resolution, it shall be considered an approved action of the Combined Council and of the Board of Deacons.
- 9.1.5 The Combined Council shall be convened at the call of the Chair of the Deacons, the Chair of the Elders or the Senior Pastor.
- 9.1.6 A meeting of Combined Council shall be chaired by the Chair of the Deacons or another member of the Combined Council as designated by the Chair of the Deacons.
- 9.1.7 Notice of meetings for the Combined Council shall be given pursuant to Section 8.10.3, the same as the notice of meetings for the Deacons.
- 9.1.8 A quorum for a meeting of the Combined Council shall be a majority of the members of the Combined Council.
- 9.1.9 All members of the Combined Council, excluding Pastors, have the right to vote.

10 PASTOR, ASSOCIATE PASTOR AND STAFF

10.1 Definition And Duties Of The Senior Pastor

- 10.1.1 The Senior Pastor shall be the spiritual overseer of the Church and by virtue of his or her position shall be a Member of the Church and subject to the provisions of Section 6. The duties and rights of the Senior Pastor shall be as follows:

- (a) the duty not intentionally to cause or allow any practice, activity, decision, or organizational circumstance within his or her area of responsibility that is unlawful, imprudent, unethical, or unbiblical;
- (b) the duty to fulfill the requirements established for the position by the Board of Deacons;
- (c) the duty to give evidence that he or she is personally committed to Jesus Christ as Lord and Saviour;
- (d) the duty to fulfill the spiritual qualifications of an Elder as set out in section 7.2.1(d)
- (e) the duty to provide spiritual leadership for the Church in conjunction with the Board of Elders and to work in co-operation with the Board of Deacons in implementing such spiritual leadership;
- (f) the duty to work in conjunction with the Board of Elders and Board of Deacons in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
- (g) the duty to exercise general supervisory authority over all staff members of the Church, provided that the hiring or removal of staff members, including Associate Pastors, shall require the approval of the Board of Deacons and/or the Members of the Church in accordance with the General Operating By-law as the case may be;
- (h) the duty to ensure that his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is contrary to biblical principles;
- (i) the duty to be in agreement with, uphold and be subject to the Church Constitution;
- (j) the right to be an ex officio member with power to vote, or appoint a designate without the power to vote, on all committees and boards of the Church, with the exception of the Board of Deacons, where neither the Pastor nor his or her designate has the power to vote;
- (k) the right to receive notification and minutes of all meetings of the Board of Deacons, and to be present and fully participate at all such meetings, provided that the Senior Pastor shall not be a member of the Board of Deacons nor have a vote thereon and shall not be present when the Board of Deacons is discussing his or her position, salary or benefits, but may in the discretion of the Board be present when the Board of Deacons is discussing aspects of his or her position;
- (l) the right to receive notification and minutes of all meetings of the Combined Council, and to be present and fully participate at all such meetings, provided that the Senior Pastor shall not be a member of the Combined Council nor have a vote thereon and shall not be present when the Combined Council is discussing his or her position, salary or benefits, but may in the discretion of the Combined Council be present when the Combined Council is discussing aspects of his or her position; and
- (m) the right to chair or co-chair the Board of Elders if elected to do so by the Board of Elders, and the right to receive notification and minutes of all meetings of the Board of Elders, and the right to be present and

fully participate at all such meetings, provided that the Senior Pastor is not present and does not vote when the Board of Elders is discussing his or her position, salary or benefits, (though he or she may, in the discretion of the Board of Elders, be present when the Board of Elders is discussing aspects of his or her position).

10.2 Definition and Duties of Associate Pastor

10.2.1 If the Senior Pastor and any existing Associate Pastor or Pastors together with the Combined Council by Resolution determine it is necessary, subject to ratification by Resolution of the Membership, Associate Pastors may be called by the Church for the purpose of undertaking such ministries as the Senior Pastor, Board of Elders and the Board of Deacons determine are necessary for the Church. An Associate Pastor by virtue of his or her position shall be deemed to be a Member of the Church and subject to the provisions of Section 6. The duties of an Associate Pastor shall be as follows:

- (a) the duty to fulfill the requirements established for the position by the Board;
- (b) the duty to provide spiritual leadership to the Church and to work in conjunction with the Senior Pastor, the Board of Elders and the Board of Deacons in implementing such spiritual leadership;
- (c) the duty to ensure that his or her lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is contrary to biblical principles;
- (d) the duty to be in agreement with, uphold and be subject to the Church Constitution;
- (e) the right to chair or co-chair the Board of Elders if elected to do so by the Board of Elders, the right to receive notification and minutes of all meetings of the Board of Elders, and the right to be present and fully participate at all such meetings, provided that he or she is not present and does not vote when the Board of Elders is discussing his or her position, salary or benefits (though he or she may, in the discretion of the Board of Elders, be present when the Board of Elders is discussing aspects of his or her position).
- (f) the duty to be subject to the authority and direction of the Senior Pastor.

10.3 The Calling of Pastoral Staff

10.3.1 **Establishment of a Search Committee** – Whenever a vacancy in the position of Senior Pastor occurs, if the Board of Deacons determines that the position should be filled, a Search Committee shall be established by the Board of Deacons and a pastoral search begun according to the criteria given below.

10.3.2 **Composition of Search Committee** – The Search Committee shall consist of five (5) Members to be appointed or elected in the following manner:

- (a) Three (3) Members of the Combined Council shall be appointed by the Resolution of the Board of Deacons.

- (b) Two (2) Members who are neither a Member of the Combined Council nor the spouse of a Member of the Combined Council shall be elected by Resolution of the Combined Council.
- 10.3.3 **Mandate of the Search Committee** – Once a search committee has been established, the Board of Deacons shall provide the Search Committee with a mandate. This mandate shall identify the nature of the position to be filled and the qualifications required of potential candidates.
- 10.3.4 **Duties of the Search Committee** – The Search Committee shall be responsible to recommend to the Combined Council the calling of a Pastor, for the vacant position in accordance with the mandate given by the Board of Deacons and taking into consideration what is in the best interest of the Church as a whole. As much as possible, the Search Committee shall make its recommendation to the Combined Council on a unanimous basis. However, where that is not possible, a recommendation to the church may proceed where four (4) out of the five (5) members of the Search Committee support the recommendation. The Search Committee shall make such arrangements as necessary to properly interview, meet, and assess the skills, gifting, and experience of the prospective pastor and to otherwise assure that the Church has an adequate basis for voting on the recommendation.
- 10.3.5 **Term and Removal of the Search Committee** – The Search Committee shall cease to exist once the new pastor has been duly approved by the Membership and called as provided below and has accepted the call. Any member of the Search Committee may be removed from such committee by a seventy-five percent (75%) vote of the Combined Council.
- 10.3.6 **Recommendation of the Search Committee** – When the Search Committee is prepared to make a recommendation, it shall present its recommendation to the Combined Council and upon a seventy-five percent (75%) approval of both the Board of Elders and Board of Deacons the recommendation shall be placed before the Membership.
- 10.3.7 **Vote on Recommendation** – The recommendation shall be brought before the Membership as follows.
- (a) Only one name for the position shall be presented to the Membership at any one time for consideration.
 - (b) The recommendation shall be placed before the Membership at a special meeting called for the purpose of hearing the report from the Search Committee.
 - (c) The recommended candidate shall be presented in person to the Membership at the same meeting or at a subsequent meeting. Reasonable opportunity shall be given for Members to meet the candidate.
 - (d) The Membership shall vote upon the recommendation at a special meeting called for that purpose. This meeting shall take place no fewer than ten (10) days after the presentation in person of the candidate to the Membership, and normally no more than thirty (30) days after the presentation of the candidate.

- (e) Acceptance shall require eighty percent (80%) approval of the Members voting who are present at the said Meeting of Members.
- (f) Should the recommendation of the Search Committee not receive approval, or in the event that the prospective Pastor does not accept the call, then the Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time as an acceptable Pastor is found.

10.3.8 **Calling of Pastoral Staff** – All other Pastoral Staff shall be recommended to the Members by the Board of Deacons, in consultation with the Pastor and Elders. The Members shall approve such recommendation upon a eighty percent (80%) majority vote at a Special Members' Meeting duly called for that purpose. The Combined Council shall use its discretion in following as much or as little of the search procedure for a Senior Pastor as it deems appropriate when searching for other pastoral staff.

10.4 Resignation of Pastoral Staff

- 10.4.1 If the Senior Pastor or an Associate Pastor wishes to resign, he or she shall first notify both the Board of Deacons and the Board of Elders in writing, with an explanation, and shall provide no less than thirty (30) days notice prior to the effective date of his resignation. Such resignation will be deemed to include a resignation by the Senior Pastor or Associate Pastor as a Member of the Church and where applicable, as an exofficio Member on all committees.
- 10.4.2 If the Senior Pastor or Associate Pastor retires, the Board of Deacons may by Resolution permit that Pastor's Membership in the Church to continue.
- 10.4.3 A former Senior Pastor or Associate Pastor of the Church who has been out of the Church's employment for a period of less than five (5) years may not be a member of the Board of Deacons or Board of Elders. Former Senior Pastors or Associate Pastors who have been out of the Church's employment for more than five (5) years, may only be considered to serve as a member of the Board of Deacons or Board of Elders by a Resolution of the Board of Deacons.

10.5 Removal of Pastoral Staff

- 10.5.1 A Senior Pastor or an Associate Pastor may be removed from his or her position with the Church for just cause by either of the following methods:
 - (a) Upon an eighty percent (80%) majority vote of the Members of the Combined Council.
 - (b) Upon an eighty percent (80%) majority vote of the Members voting who are present at a Meeting of Members duly called for the purpose of authorizing the removal of the Senior Pastor or an Associate Pastor.
- 10.5.2 Nothing contained in the said procedure shall preclude the Senior Pastor or an Associate Pastor from receiving whatever notice or equivalent monetary settlement as legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Senior Pastor or an Associate Pastor concerning the amount of notice or monetary settlement if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to a Person or Persons mutually acceptable to

the Church and the Senior Pastor or Associate Pastor to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.

- 10.5.3 The removal of the Senior Pastor or Associate Pastor from the Church shall be deemed to constitute his or her removal as a Member of the Church, and where applicable, as an ex officio Member on all committees and boards.

10.6 Terms of Employment of Staff Members

- 10.6.1 In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member (which shall be deemed to include all employees of the Church except the Senior Pastor and Associate Pastor, and shall include all ongoing contract or deputation workers, where applicable) shall review and sign an engagement agreement with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the staff member recognizes and agrees that employment or ongoing contract work with the Church require that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board of Deacons is contrary to biblical principles, and as such, the staff member will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as any Member of the Church.
- 10.6.2 All staff members as defined above who are in whole or in part involved in ministries of the Church shall be required to give evidence that they are personally committed to Jesus Christ as Lord and Saviour.
- 10.6.3 The Pastors' salaries will be reviewed annually by the Finance Committee in cooperation with the Board of Elders with the resulting recommendations being submitted to the Board of Deacons for consideration in approving the annual budget. All other salaries will be reviewed annually (except for new employees whose salaries will be reviewed after 6 months) by the Finance Committee in co-operation with the Chair or designate of the Board of Deacons in preparation of the annual budget.

11 OFFICERS

11.1 Names of Officers

- 11.1.1 The Officers of the Church shall be:
- (a) Chair of the Board of Deacons;
 - (b) Vice-Chair of the Board of Deacons;
 - (c) Treasurer;
 - (d) Secretary of the Board of Deacons; or
 - (e) Such other officers as the Board determines appropriate from time to time.

11.2 Definition of Officers

- 11.2.1 **Chair of the Board of Deacons** – The duties of the Chair of the Board of Deacons shall be as follows:
- (a) to call all meetings of the Board of Deacons;

- (b) to preside at all such meetings as the Chair;
 - (c) to issue and sign cheques on behalf of the Church;
 - (d) to ensure the fairness, objectivity and completeness of matters occurring at such meetings;
 - (e) to prayerfully seek the guidance of Jesus Christ in all matters of the Church;
 - (f) to be permitted to express an opinion on any matter discussed at the Board of Deacons;
 - (g) to vote only when a deciding vote is necessary at any meeting of the Board of Deacons;
 - (h) to ensure that all directives and resolutions of the Board of Deacons are carried into effect; and
 - (i) to carry out such other duties as are directed from time to time by the Membership of the Church or by the Board of Deacons.
- 11.2.2 **Vice-Chair** – The Vice-Chair shall, under the direction of the Chair, assist the Chair in carrying out such functions as described above.
- 11.2.3 **Temporary Replacement for Chair of the Board of Deacons** – In the event that the Chair of the Board of Deacons is not able to function in his or her position, then the Board of Deacons shall appoint one of its members who shall exercise all of the authority and comply with all of the obligations of the Chair.
- 11.2.4 **Secretary** – The Secretary shall perform or cause to be performed the following duties:
- (a) to faithfully note and record all of the business of Members Meetings and present the minutes of previous Membership Meetings when called upon to do so;
 - (b) to conduct correspondence on behalf of the Church;
 - (c) to ensure the publication of the time and place for all Members' Meetings with due notice;
 - (d) to be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Board of Deacons to do so and to such Person or Persons as may be named in the said Resolution;
 - (e) to be custodian of all papers and documents of the Church;
 - (f) to be responsible for the records of Church Membership, including admissions, resignations, removals, deaths and deletions there from; as directed from the Board of Elders.
 - (g) to give an annual written summary of the records of the Church Membership and changes thereto for inclusion in the annual report;
 - (h) to be responsible for the maintenance of a record of Church baptisms;
 - (i) to be responsible for the maintenance of all documents relevant to the screening of volunteers;
 - (j) to carry out such other duties as directed from time to time by the Board of Deacons or by the Membership; and

- (k) in his or her absence, the duties of the Secretary shall be performed by such other Member who is temporarily acceptable to the Board of Deacons upon a Resolution of the Board of Deacons.

11.2.5 **Treasurer** – The Treasurer shall perform or cause to be performed the following duties:

- (a) to be responsible for the disbursing of moneys on behalf of the Church;
- (b) to keep an accurate cheque register;
- (c) to issue and sign cheques on behalf of the Church;
- (d) to maintain such records as required by the Board of Deacons;
- (e) to pay all accounts and authorized expenses by cheque whenever practical and possible;
- (f) to invest funds belonging to the Church as directed by the Board of Deacons;
- (g) to keep account of all moneys received by the Church and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Church including the following:
 - (i) recording the Church income and receipts;
 - (ii) recording the Church fund disbursements;
 - (iii) preparation of monthly bank reconciliations;
 - (iv) preparation of monthly financial statements;
 - (v) preparation of annual financial statements;
 - (vi) preparation of annual budget recommendations; and
 - (vii) completion of required government reporting.
- (h) to ensure that no member of the Board of Deacons receives any remuneration from the church for his or her service as a deacon unless such moneys are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
- (i) to oversee and allocate duties to the Standing Committee on Finance as they deem necessary;
- (j) to not act as the Chair of the Board of Deacons;
- (k) to act as an ex officio voting member of the Board of Deacons; and
- (l) to carry out such other duties as directed from time to time by the Board of Deacons.

11.3 Qualification of Officers

11.3.1 A Person may be considered for election as an Officer of the Church if he or she fulfills all of the following qualifications;

- (a) the Person must be a Member in good standing;
- (b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) the Person must have an active involvement within the Church;
- (d) the Person must be in agreement with the Church Constitution;
- (e) the Person must recognize that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services; and

(f) the Person must be potentially or actually gifted for the office.

11.4 Election and Appointment of Officers

11.4.1 All Officers, with the exception of the Chair and Secretary of the Board of Deacons, shall be elected by the Members from a slate of nominations presented by the Nominating Committee.

11.4.2 The Chair, Vice Chair and Secretary of the Board of Deacons shall be appointed by the members of the Board of Deacons from amongst their members at the first Deacons meeting each year.

11.5 Term of Officers

11.5.1 All Officers shall serve for a one (1) year term of office.

11.5.2 Notwithstanding the terms and limitations of Section 8.4, the Board of Deacons may by Resolution approve the extension of term of the Treasurer. A Treasurer serving under such an extended term would be deemed to be a member of the Board of Deacons and would be subject to all other terms of that office.

11.6 Resignation of Officers

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

11.7 Vacancy

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

- (a) such Officer resigns his or her office by delivery of a written resignation to the Board of Deacons;
- (b) such Officer no longer fulfills all the qualifications of an Officer as set out in Section 12.3;
- (c) such Officer is judged to be mentally incompetent or of unsound mind;
- (d) such Officer ceases to be a Member of the Church;
- (e) such Officer is under discipline;
- (f) such Officer is determined by a seventy-five percent (75%) majority vote of the Members who are present at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
- (g) such Officer dies.

11.7.2 If any vacancies should occur for any reason as set out in Section 11.7.1 above, the Board of Deacons by Resolution may appoint a replacement for the remainder of the term.

12 PROTECTION AND INDEMNITY

12.1 Protection and Indemnity for Deacons, Pastor and Officers

12.1.1 **Protection of Deacons, Officers and Others** – except as otherwise provided in the Act, no Deacon, Elder, Pastor, Associate Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of

any other Deacon, Elder, Pastor, Assistant Pastor or 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 that belong to the Church or for any other loss, damage or misfortune which may happen in the execution of the duties of the Deacon, Elder, Pastor, Associate Pastor or Officer'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 Deacon, Elder, Pastor, Associate Pastor and Officers 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 Deacons.

- 12.1.2 **Indemnity to Deacons, Officers, and Others** – Every Deacon, Elder, Pastor, Associate Pastor, Officer or any Member, Adherent or Person (with "Person" in this section to include corporations, partnership, joint ventures, sole proprietorships, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Church, its heirs and assigns, 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 Deacon, Elder, Pastor, Associate Pastor, Officer or any other Member, Adherent or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted by their, in or about the execution of their office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default; and
 - (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The Church shall also indemnify any such persons as described above in such other circumstances as the act or law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

13 NOMINATING COMMITTEE

13.1 Definition and Duties of Nominating Committee

- 13.1.1 The Nominating Committee will understand that this responsibility requires serious prayer and discernment. The Nominating Committee shall be composed of no less than (5) and no more than nine (9) Members of the Church to consist of the following:
- (a) at least two (2) members of the Board of Elders, appointed by the Board of Elders;
 - (b) at least one (1) member of the Board of Deacons, appointed by the Board of Deacons;
 - (c) at least one (1) member from the Membership of the Church, appointed by the Board of Elders; and
 - (d) the Senior Pastor or his or her delegate.
- 13.1.2 The Nominating Committee shall be appointed at the first meeting of the Board of Deacons following the Annual Meeting.
- 13.1.3 The Nominating Committee shall prepare and submit a slate of “Ministry Leadership Nominations” to the Board of Deacons by June 15 of each year for all ministry leadership positions as the Board of Deacons determines are needed from time to time. Such Persons if approved by the Board of Deacons will take office on September first (1st) of that year and will serve a term of one (1) year. A Person may be considered for appointment to a Ministry Leadership Positions if he or she fulfill all of the following qualifications:
- (a) the Person must be a Member in good standing;
 - (b) the Person must be at least eighteen (18) years of age;
 - (c) the Person must have an active involvement within the body of the Church and;
 - (d) the Person must be in agreement with the Constitution of the Church
- 13.1.4 The Nominating Committee shall prepare and submit a slate of “Officer Nominations” to the Board of Deacons such that the slate can be considered at the Board Meeting that precedes the second (2nd) Sunday of January. The slate of Officer Nominations shall include nominations for the Board of Deacons, Treasurer, and such other Church positions as the Board of Deacons determines are needed from time to time. Nominations for Deacons shall conform to Sections 8.3 and 8.4. All other nominations shall conform to applicable sections of the By-law.
- 13.1.5 Those Officer Nominations approved by a majority vote of the Board of Deacons shall be posted by the second (2nd) Sunday of January.
- 13.1.6 Additional Officer Nominations may be made in writing, signed by two (2) nominators, Members in good standing, and the nominee. The nomination must also be approved by either the Senior Pastor or a member of the Board of Elders, to make sure that nominee meets all criteria for the position as outlined in the appropriate provision of this by-law. Additional approved nominations must be given to the Chair of the Nominating Committee not later than the fourth (4th) Sunday of January. The Nominating Committee shall promptly post and/or publish such additions to the slate of nominees.

- 13.1.7 Should more nominees be named for a particular office than are required, an election shall be held at a Meeting of Members not later than the thirty-first (31st) day of March of each year.
- 13.1.8 Such nominees if elected shall take office on the first (1st) of the month following their election or appointment.

13.2 Qualification for Membership on Nominating Committee

- 13.2.1 A Person may be considered for appointment to a Nominating Committee if he or she fulfills all of the following qualifications:
 - (a) the Person must be a Member in good standing;
 - (b) the person must be at least eighteen (18) years of age;
 - (c) the Person must have an active involvement within the body of the Church;
 - (d) the Person must be in agreement with the Constitution; and
 - (e) the Person must not be related to another member of the Nominating Committee, with the term "related" being defined as any of the following: spouse, parent, child, grandparent, grandchild, or sibling.

13.3 Election and Term of Nominating Committee

- 13.3.1 The Nominating Committee shall be established by the Board of Deacons at their first meeting following the Annual Meeting.
- 13.3.2 The term of membership on the Nominating Committee shall be until the next Nominating Committee is appointed.
- 13.3.3 The Board of Deacons may from time to time at their sole discretion add members to the Nominating Committee.

13.4 Chair of Nominating Committee

- 13.4.1 The Chair of the Nominating Committee shall be appointed by the Deacons Board before the initial meeting of the Nominating Committee.

13.5 Meetings of Nominating Committee

- 13.5.1 The Nominating Committee shall strike its own organizational form.

13.6 Removal of Members of Nominating Committee

- 13.6.1 Any member of the Nominating Committee may resign, or may be removed for any reason by a Resolution of the Board of Deacons. A vacancy occurring for such removal or by a resignation from the Nominating Committee may be filled by appointment of the Board of Deacons.

14 STANDING COMMITTEES

14.1 Definition of Standing Committees

- 14.1.1 The Board of Deacons by Resolution may establish such Standing Committees as it determines necessary from time to time. Such Standing Committees may include:
 - (a) Trustees
 - (b) Finance;
 - (c) Personnel;
 - (d) Missions;
 - (e) Outreach;

- (f) Music and Worship;
 - (g) Fellowship;
 - (h) Youth Ministry;
 - (i) Children's Ministry
 - (j) Men's Ministry
 - (k) Women's Ministry
 - (l) Ethics & Discipline;
 - (m) Long Range Planning & Vision;
 - (n) Benevolent Fund;
 - (o) Pastoral & Congregational Care.
- 14.1.2 The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the Board of Deacons from time to time.
- 14.1.3 Membership on each Standing Committee shall be served without remuneration, provided that committee members may be paid reasonable expenses incurred in the performance of their duties.
- 14.1.4 Membership on Standing Committees can be made up of any combination of Members and Adherents as long as there is at least 1 (one) Member in good standing on each committee.

14.2 Chair of Standing Committees

- 14.2.1 The Chair of each Standing Committee shall be appointed from amongst the membership of the particular Standing Committee at the first meeting of the Standing Committee during each fiscal year for the balance of the Person's term of office on the Standing Committee, provided that the Chair of such Standing Committees shall be a Member of the Church.
- 14.2.2 In certain cases the Deacons may require the members or Chairs of certain committees to be appointed by the Board of Deacons.

14.3 Specific Duties of Standing Committees

- 14.3.1 The specific duties of each Standing Committee shall:
- (a) be to establish its own "statement of duties", and composition and to submit a report to the Board of Deacons for approval;
 - (b) include the keeping of minutes of meetings where appropriate;
 - (c) include the preparation of an annual budget for presentation to the Finance Committee if so requested;
 - (d) be task-oriented and purpose-driven, keeping in mind the overall Mission of the Church;
 - (e) report to the annual Meeting of Members, as directed by the Deacons;
 - (f) require that membership on such Committee shall be served without remuneration, provided that committee members may be paid reasonable expenses incurred in the performance of their duties; and
 - (g) be responsible for actively renewing and recruiting its membership and reviewing and revising its policies and procedures, and reporting these for approval by the Board of Deacons.
 - (h) Oversee the areas of ministry as defined under its "statement of duties"

14.4 Meeting of Standing Committees

14.4.1 Standing Committees shall meet at such times as are determined by the Chair of each Standing Committee or as directed by the Chair of the Board of Deacons.

14.5 Procedures for Meetings of Standing Committees

14.5.1 Each standing committee shall establish its own organizational procedures and report its policies and procedures to the Board of Deacons. The policies and procedures of a committee shall facilitate good decision making, good order and efficient advancement of the mandate and goals of the committee.

14.6 Removal of Members From Standing Committees

14.6.1 Either the Board of Deacons or the Membership of the Church may remove any member from any Standing Committee for just cause upon an eighty percent (80%) majority vote of either the Board of Deacons or the Members at a Membership meeting duly called for that purpose, in which event the Board of Deacons may fill such vacancy for the remainder of the term.

15 SPECIAL COMMITTEES**15.1 Definition and Operation of Special Committees**

15.1.1 The Board of Deacons is authorized to appoint such Special Committees as are deemed necessary from time to time and to empower such committee or committees with such authority or directives as is deemed appropriate.

15.1.2 The members of such a Special Committee shall be appointed by the Board of Deacons.

15.1.3 The term of office and the duties of such Special Committee as well as the appointment of a Chair of such a Special Committee shall be determined by the Board of Deacons unless specifically directed otherwise by the Membership. Members of such Special Committees shall serve without remuneration, provided that such committee member may be paid reasonable expenses incurred by them in the performance of their duties.

15.1.4 The number and time of meetings of such Special Committee shall be determined by the Chair of such Special Committee subject to the approval of the Board of Deacons or as directed by the Chair of the Board of Deacons.

15.1.5 All Special Committees shall report to the Members through the Board of Deacons.

15.1.6 Each Special Committee shall establish its own organizational particulars and report its policies and procedures to the Board of Deacons for ratification.

15.1.7 Either the Board of Deacons or the Membership of the Church may remove any member from a Special Committee for any reason upon a seventy-five percent (75%) majority vote of either the Board of Deacons or the Members at a Membership meeting duly called for that purpose, in which event the Board of Deacons may fill such vacancy for the remainder of the term.

16 AFFILIATION

16.1 Church Affiliation

- 16.1.1 The Church shall affiliate with such associations and organizations as the Deacons and/or Elders may determine from time to time.
- 16.1.2 Where an affiliation or disaffiliation involves a major change in the Church's relationships or ministries, it shall require an eighty-five percent (85%) majority vote at a Membership Meeting duly called for that purpose.

17 POLICIES AND PROCEDURES STATEMENTS

17.1 Policy Statements for the Church

- 17.1.1 The Membership may adopt, modify or rescind Policy Statements consistent with this General Operating By-law or the Constitution on such matters as are deemed necessary from time to time by a seventy-five percent (75%) majority vote of the Membership.
- 17.1.2 The Board of Deacons may adopt, modify or rescind Policy Statements consistent with this General Operating By-law or the Constitution on such matters as are deemed necessary from time to time.
- 17.1.3 Policy Statements shall be logged by the Secretary of the Board and reported to the Members at the Annual Meeting. The record shall include in parentheses the date and occasion for the adoption of such Policy Statements.
- 17.1.4 Policy Statements shall be incorporated in the Operations Manual of the Church on an annual basis.

18 RULES, REGULATIONS AND GUIDELINES

- 18.1** The Board of Deacons may adopt, modify or rescind by Resolution such rules, regulations or guidelines not consistent with this General Operating By-law or the Constitution relating to the management and operation of the Church as the Board of Deacons deems expedient.
- 18.2** A rule, regulation or guideline instituted by the Board of Deacons is in force unless it is specifically annulled by a seventy-five percent (75%) majority vote of the Members at a Membership Meeting.
- 18.3** Rules, regulations or guidelines adopted by the Board of Deacons shall be logged by the Secretary of the Board and reported to the Members at the Annual Meeting.
- 18.4** Rules, regulations or guidelines shall be incorporated in the Operations Manual of the Church on an annual basis.

19 FINANCIAL MATTERS AND AUDITORS

19.1 Financial Year End

- 19.1.1 Unless otherwise ordered by the Board of Deacons, the fiscal year end of the Corporation shall be December 31st of each year.

19.2 Financial Statements and Annual Budget

- 19.2.1 The Finance Committee shall review and approve each year prior to the annual Meeting of Members the following:

- (a) financial statements for the preceding year prepared in accordance with generally accepted accounting principles for local churches; and
 - (b) an annual budget for the upcoming year prepared in consultation with the Chair of each Standing and Special Committee.
- 19.2.2 The financial statements shall be forwarded to the Board of Deacons for approval at least three weeks prior to the annual Meeting of Members and shall thereafter be made available to the members for review at least two weeks (including one Sunday) prior to the annual Membership Meeting.
- 19.2.3 The financial statements and the annual budget shall be presented at the annual Meeting of Members for approval by the Members by Resolution.

19.3 Review of Financial Statements

- 19.3.1 The Board of Deacons shall recommend to the Members at the Annual Meeting of Members for ratification by the Members a competent and trustworthy individual until the next annual Meeting of Members to do the following:
- (a) review the financial records, statements, and accounts for the general fund of the Church and other funds which may be in existence from time to time;
 - (b) advise the Members in writing at the next annual Meeting of Members whether or not the financial records and statements presented by the Finance Committee at the annual Meeting of Members accurately reflect the receipts, disbursements, assets, liabilities, and balance of funds of the Church for the fiscal year then ended; and
 - (c) carry out such other duties as are directed from time to time by the Board of Deacons or by the Membership.

20 OPERATIONS MANUAL

- 20.1** The Policy Statements, rules, regulations and guidelines adopted by the Church shall be compiled as an Operations Manual. The Policies and Procedures describing and governing Standing Committees and other matters such as detailed job descriptions not included in this General Operating By-law shall be included. The Secretary of the Board with support from Church staff shall be responsible for keeping the Operations Manual current on an annual basis and for logging the changes as passed by the Board of Deacons.

21 GENERAL PROVISIONS

21.1 Corporate Seal

- 21.1.1 The seal, an impression of which is stamped in the margin hereof, or as changed by Resolution of the Board of Directors from time to time, shall be the seal of the Church. The seal shall have the words “Trinity Evangelical Missionary Church” endorsed thereon. It shall be kept in the custody of the Secretary or such other officer of the Corporation as may be designated by the Directors.

21.2 Execution Of Documents And Cheques

- 21.2.1 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board of Deacons shall have the power from time to time by Resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.
- 21.2.2 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed in such manner as the Board of Deacons may from time to time determine by Resolution.

21.3 Head Office

- 21.3.1 The head office of the Corporation shall be in the City of Waterloo, Ontario.

21.4 Books And Records

- 21.4.1 The Board of Deacons 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.

22 AMENDMENTS**22.1 Amendments To The Letters Patent**

- 22.1.1 Notwithstanding the Act, the Letters Patent of the church may be amended by a one hundred percent (100%) vote of the Board of Deacons voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least ninety percent (90%) of the Members voting who are present at a Membership Meeting duly called for the purpose of considering the said amendments provided that notice of such Members Meeting shall be given in the Church Bulletin on two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

22.2 Amendments To The By-law

- 22.2.1 The By-laws of the Church not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a ninety percent (90%) vote of the Board of Deacons voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least eighty-five percent (85%) of the Members voting who are present at a Membership Meeting duly called for the purpose of considering the said By-law, provided that notice of such Members Meeting shall be given in the Church Bulletin on two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose

thereof, and provided further that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Ministry of Industry and Science Canada has been obtained.

IN WITNESS WHEREOF, we the members of the Board of Deacons of the church have hereunto set out hands this twenty-first day of November 2010.

CONFIRMED by the Members of the Church on the fifth day of December 2010.

Church Secretary

Mary Stollery