



**THE PLANTING COMMUNITY CHURCH**

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**GENERAL OPERATING BY-LAW NO. 2**

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

## THE PLANTING COMMUNITY CHURCH

(an Ontario corporation)  
hereinafter referred to as the “Church”

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## GENERAL OPERATING BY-LAW NO. 2

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

### **The Planting Community Church** (an Ontario corporation)

hereinafter referred to as the “Church”

**WHEREAS** the Church was granted Letters Patent by the Ontario Government under the *Corporations Act* (Ontario) on the 24<sup>th</sup> day of November 2000 under the name “Metropolitan Church of God.”

**AND WHEREAS** the Church was granted Supplementary Letters Patent by the Ontario Government under the *Corporations Act* (Ontario) on the 8<sup>th</sup> day of May, 2017 changing its name to “The Planting Community Church.”

**AND WHEREAS** it is determined necessary to replace General Operating By-law No. 1, with General Operating By-law No. 2.

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

### **SECTION I** **DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS**

#### **1.01 Definitions**

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

“**Act**” means the *Corporations Act* (Ontario), R.S.O. 1990, Ch. C.38 including any regulations made pursuant thereto, and any statute or regulations substituted therefor as amended from time to time;

“**Adherent**” means an adherent of the Church as described in SECTION IV .

“**Associate Pastor**” means any associate pastor of the Church in place from time to time.

“**Auditor**” means the Person, corporations, partnerships, joint ventures, unincorporated associations, or other form of business organization appointed by the Membership to audit the financial statements of the Church in accordance with the Act and this By-law.

**“Board” or “Board of Directors”** means the board of directors of the Church, which shall be deemed to be the board of directors of the Church pursuant to the Act.

**“Board Policy”** means a board policy adopted pursuant to this By-law from time to time in pursuance of the Objects of the Church.

**“By-law” or “By-laws”** means any by-law of the Church from time to time in force and effect, including the By-law herein.

**“By-law Policy”** means a board policy adopted pursuant to this By-law from time to time in pursuance of the Objects of the Church.

**“Chair of Members Meetings”** means the Person chairing the Meeting of Members, who shall be the Chair of the Board of the Church or as designated by the Board as needed.

**“Chair of Board Meetings”** means the Person chairing meetings of the Board of Directors.

**“Chair of the Board”** means the chair of the Board of the Church, who shall be the President of the Church for purposes of the Act, or as otherwise provided for in this By-law.

**“Church”** means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 24<sup>th</sup> day of November, 2000, and named “Metropolitan Church of God”, through which its Members and Adherents may fellowship together as a New Testament Church.

**“Church Constitution” or “Constitution”** means the Letters Patent (including the Objects and Statement of Faith), this General Operating By-law, any future By-laws and any Board Policies and/or By-law Policies adopted by the Church from time to time.

**“Committee”** means a committee of the Church as established in accordance with this General Operating By-law, including the Nominating Committee, the Finance Committee and any Standing Committees and/or Special Committees in place from time to time.

**“Committee Policy”** means the Board Policy on Committees of the Church, as amended from time to time.

**“Constitution”** – see the definition for “Church Constitution”.

**“Discipline”** means actions taken seeking to reconcile Individuals to one another through mutual forgiveness and/or reconciling Individuals to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the Church as set out in the Discipline Policy of the Church.

**“Discipline Policy”** means the Board Policy on Discipline of the Church, as amended from time to time.

**“Director”** means a member of the Board of Directors of the Church.

**“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, transfer and assignments of shares, bonds, debentures or other securities and all paper writing, including any form of representation of information or of concepts of any of the above fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by any means.

**“Family Members”** means a Person’s Spouse, children, parents, siblings, or the Spouses of such children, parents or siblings, or the children or parents of such Person’s Spouse(s), who are living with and/or financially supporting or supported by the Person.

**“General Operating By-law”** means this By-law, any amendments thereto, and any other By-laws of the Church intended to amend or replace this General Operating By-law herein.

**“Individual”** means both Members and Adherents of the Church.

**“Letters Patent”** means the Letters Patent incorporating the Church under the name of “Metropolitan Church of God”, as from time to time amended or supplemented by Supplementary Letters Patent.

**“Man”** means a male Person born of the male gender.

**“Meeting of Members”, “Membership Meeting” or “Members Meeting”** means any annual Meeting of Members or special Meeting of Members.

**“Member”** means a member of the Church.

**“Members” or “Membership”** means the collective membership of the Church.

**“Objects”** mean the charitable objects of the Church as contained in the Letters Patent.

**“Officer”** means an officer of the Church as described in this By-law.

**“Pastor”** means the senior pastor of the Church.

**“Pastoral Staff”** means all Pastors and any Associate Pastors of the Church.

**“Person”** means a natural person, but does not include corporations, partnerships, trusts, or unincorporated organizations.

**“Reasonable Expenses”** means those expenses determined to be reasonable in the circumstances in accordance with any By-law Policy established by the Board of Directors from time to time.

**“Resolution”** means a resolution passed by a majority of the votes cast by persons entitled to vote (including those represented by proxy, where applicable) at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.

**“Secretary”** means the secretary of the Church elected in accordance with this By-law.

**“Section”** means a section of this By-law.

**“Spouse”** means either a Man who is married to a Woman or a Woman who is married to a Man, as applicable.

**“Statement of Faith”** means the statement of faith of the Church as set out in Schedule “A” attached hereto this By-law.”

**“Treasurer”** means the treasurer of the Church elected in accordance with this By-law.

**“Vice-Chair of the Board”** means any vice-chair of the Board, who shall be the Vice-President of the Church for purposes of the Act or as otherwise provided for in this By-law.

**“Woman”** means a female Person born of the female gender.

## **1.02 Objects and Statement of Faith**

This By-law and any other By-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the Objects and Statement of Faith of the Church, which for purposes of this By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this 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.

## **1.03 Interpretation**

In this 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 natural persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

#### **1.04 Headings**

Headings used in this By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

### **SECTION II** **MEMBERSHIP**

#### **2.01 Definition of Membership**

Membership in the Church shall consist only of the Persons recorded as Members of the Church as of the date of passing this By-law. Thereafter, Membership in the Church as a corporation shall consist only of those Persons who:

- (a) have attended Church for a minimum of six (6) months;
- (b) profess faith in Jesus Christ as their Saviour and Lord;
- (c) have evidenced agreement with the Statement of Faith in writing;
- (d) have been admitted into Membership in accordance with the Church Constitution;  
and
- (e) regularly contribute to the financial wellbeing of the Church by regular tithing, offerings and supporting the fundraising events of the Church.

#### **2.02 Qualification for Membership**

A Person, sixteen (16) years old or older, shall qualify to be a Member of the Church if in the opinion of the Board, such Person meets all of the following qualifications:

- (a) the Person fulfills the definition of Membership as set out in Section 2.01;
- (b) the Person, if a Member, would not be under the Discipline of the Church as set out in Section 1.01 of the Discipline Policy; and
- (c) the Person has completed the procedure for admission into Membership set out in Section 2.03.

#### **2.03 Admission to Membership**

- (a) Application for Membership in the Church may be initiated by either oral or written request to the Pastor or his or her designate or through any Director to the Pastor or his or her designate.

- (b) The Pastor, or his or her designate, shall give the applicant a complete copy of the Church Constitution with the request that the applicant read the said document in full.
- (c) The applicant will be expected to attend a new members' class where the major tenets of the Statement of Faith and Church Constitution plus the privileges and responsibilities of Membership will be discussed.
- (d) 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 covenant for Membership and declaration of his or her profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution. Upon completion of such covenant for Membership, the applicant shall automatically be admitted as a Member of the Church.
- (e) If the applicant does not fully understand the fundamental tenets of the Christian faith, then the Pastor or his or her designate shall recommend that such applicant complete a preparatory course in Church matters before proceeding further with the application for Membership in the Church.

#### **2.04 Privileges, Rights and Duties of Membership**

- (a) Church Membership shall carry the following duties, privileges and rights:
  - (i) the duty to minister to one another's spiritual needs as part of the Body of Christ;
  - (ii) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Church Constitution;
  - (iii) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
  - (iv) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
  - (v) the privilege to attend all public worship services of the Church subject to Sections 1.03 to 1.07 of the Discipline Policy;
  - (vi) the privilege to participate in the ordinances administered by the Church;
  - (vii) the right to attend, speak and participate at all Meetings of Members; and
  - (viii) the right to a single vote either in person or by proxy at all Meetings of Members.

- (b) Church Membership is not transferable.

## **2.05 Termination of Membership**

Membership in the Church is terminated when:

- (a) the Member dies;
- (b) if the Member is not under Discipline of the Church, the Member withdraws by delivering a written request to withdraw to the Board of Directors accompanied by an explanation of the reasons for the request for withdrawal and such Member may be given a letter of recommendation addressed to the church to which the Member is relocating;
- (c) the Member is removed as a Member of the Church in accordance with Section 2.06 or the Discipline Policy; or
- (d) the Church is liquidated or dissolved under the Act.

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

## **2.06 Suspension of Membership Rights and Privileges**

- (a) In the event that a Member is habitually absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation, and follow up by pastor or designate, the Board of Directors may suspend the Membership rights and privileges of such a Member, provided that the Chair of the Board has provided twenty (20) days' notice of suspension to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period.
- (b) In the event that no written submissions are received by the Chair of the Board, he may notify the Member of the suspension of Membership rights and privileges. If written submissions are received in accordance with this Section, the Board of Directors will consider such submissions to arrive at a final decision and shall notify the Member concerning such final decision within twenty (20) days from the date of receipt of the submissions. Upon the effective date of the suspension, all rights and privileges of the Member set out in Section 2.04 shall be suspended.
- (c) At any time during the suspension, a Member whose rights and privileges have been suspended may request in writing that the suspension be rescinded and to reinstate the Members' rights and privileges set out in Section 2.04. Upon receipt

of such written request, the Board of Directors shall determine whether such request may be granted.

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

## **2.07 Membership Record**

A record of Members shall be kept by the Secretary and reviewed by the Board of Directors each year.

### **SECTION III DISPUTE RESOLUTION AND MEDIATION/ARBITRATION**

## **3.01 Resolution of Disputes Among Members**

- (a) As much as possible, the Church is committed to assisting Members in resolving their disputes in accordance with Christian principles. Where a dispute involves Members, who are eighteen (18) years of age or older, such Members are encouraged to review the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 and contemplate the use of such principles in resolving their dispute. Where the use of the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 is possible, then the following procedures should be utilized, as much as possible, to resolve the dispute:
  - (i) a Member who believes that he or she has been wronged by another Member for whatever reason shall approach such Member with an explanation of the wrong which is alleged to have occurred; and
  - (ii) if the Member so approached does not listen to the Member who has approached him or her, or if the matter is not resolved, then the Member who is alleged to have been wronged shall approach the Member who is alleged to have caused the wrong in the presence of one or two other Members.
- (b) However, where a Member who is eighteen (18) years of age or older does not wish to utilize the dispute resolution principles set out in Section 3.01(a) to resolve a dispute in which they are involved or, alternatively, where the dispute resolution principles set out in Section 3.01(a) are utilized but do not resolve the

dispute to the satisfaction of the parties involved, then the Church shall utilize the following procedures to assist in resolving such disputes:

- (i) the Member who is alleged to have been wronged shall refer the matter to the Pastor or his or her designate; and
  - (ii) the Pastor or his or her designate shall then approach the Member who is alleged to have caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to Board pursuant to the procedure for Discipline set out in Sections 1.03, 1.04, 1.05, 1.06 and 1.07 of the Discipline Policy.
- (c) Where a dispute involves a Member under eighteen (18) years of age or an otherwise vulnerable person:
- (i) The dispute resolution principles set out in Section 3.01(a) shall not be utilized to resolve such a dispute.
  - (ii) Where a dispute involves an allegation of abuse of any kind as defined in the *Child and Family Services Act* (Ontario), particularly in relation to a Person under eighteen (18) years of age, then the Church shall handle such matters in accordance with any applicable Board Policies and/or By-law Policies of the Church (including the Church's P2P Policy) in place from time to time, including taking steps to immediately report the allegations to the appropriate authorities as required by law.
  - (iii) Where a dispute does not involve abuse allegation of any kind, then the Church shall utilize the procedures set out in Section 3.01(b) to assist in resolving such disputes, provided that the Church shall ensure that notification of such procedures shall also be given to the parents or legal guardians of the Member and such parents or legal guardians may consult with the Pastor in relation to such procedures.

### **3.02 Waiver, Mediation and Arbitration**

- (a) Notwithstanding anything else contained herein, Membership in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters arising out of the Church Constitution shall not give a Member cause for any legal action against either the Church, or its Pastor, Associate Pastors, any staff members, Directors, Officers or Members, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, and its Pastor, Associate Pastor, staff members, Directors, Officers and Members of the Church in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution or involving the Church in any manner whatsoever and this provision

may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

- (b) In the event that a Member is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution involving the Member and the Church, if the Member does not violate or circumvent the waiver contained in Section 1.01(a) of the Discipline Policy or attempt to do so, then that Member may seek to have his or her concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:
- (i) The matter shall first be submitted to a panel of Christian mediators whereby the Member appoints one mediator, the Church appoints one mediator and the two mediators so appointed jointly appoint a third mediator.
  - (ii) The number of mediators may be reduced from three to one or two upon the agreement of both the Church and the Member.
  - (iii) The mediators so appointed shall then meet with the Board and the Member in an attempt to mediate a resolution.
  - (iv) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitrations Act* (Ontario), and the Arbitration Rules of Arbitration and Mediation Institute of Canada Inc. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
  - (v) All costs of the mediation and arbitration shall be borne equally by the Member and the Church.

#### **SECTION IV** **ADHERENTS**

##### **4.01 Definition**

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

#### **4.02 Acceptance as Adherent**

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

#### **4.03 Duties and Privileges**

An Adherent shall have the following duties and privileges:

- (c) the duty to minister to one another's spiritual needs as part of the body of Christ;
- (d) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
- (e) the duty to respect and submit to the spiritual authority and procedure of the Church as expressed in the Church Constitution;
- (f) the privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Board determines appropriate from time to time;
- (g) the privilege to participate in the ordinances administered by the Church;
- (h) the privilege to attend but not vote at all meetings of Members, save and except those involving Discipline of Members; and
- (i) with the consent of the Members at a Members' meeting, except for meetings involving Discipline of Members, the privilege to speak at such Members' meeting or continue to speak thereat as determined in the sole discretion of the chair of Members' meetings.

#### **4.04 Termination and Withdrawal**

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

#### **4.05 Dispute Resolution and Discipline**

The dispute resolution, discipline and waiver, mediation and arbitration provisions set out at SECTION III of this By-law and in the Discipline, Policy shall also apply to Adherents.

#### **4.06 Record of Adherents**

A record of Adherents shall be kept by the Secretary.

### **SECTION V** **MEETINGS OF MEMBERS**

#### **5.01 Members Meetings**

(a) Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board of Directors may determine.

(b) Annual Meeting

There shall be an annual meeting of Members at such time and place in Canada as determined by the Board to be no later than April 30<sup>th</sup> of each year, unless otherwise determined by the Board. The annual meeting shall be held not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Church's preceding financial year. The purpose of the annual meeting of Members will be to do the following:

- (i) receive necessary reports from the Board, the Officers, committee chairs and the Pastor;
- (ii) review and approve the financial statements for the immediately preceding financial year, including the Auditor's report thereon, and the budget for the upcoming year;
- (iii) appoint the Auditor for the upcoming financial year;
- (iv) elect Members to the Board of Directors as required for the next financial year;
- (v) elect Members to Officer positions as required for the next financial year;
- (vi) elect Members to committees as required for the next financial year;
- (vii) elect Members and/or Adherents to other Church positions as the Board determines are needed from time to time;

- (viii) to appoint the Nominating Committee for the next financial year; and
- (ix) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

(c) Other Special Meetings

At the request of the Chair of the Board or a majority of the Directors, or upon the request of 10% of the total Membership of the Church, other special Meetings of Members shall be called and convened by the Chair of the Board within thirty (30) days of the request.

(d) Notice of Meeting

Notice of all Membership Meetings (annual and special) shall be given to Members in one or more of the following ways:

- (i) by mail sent to each Member to the address shown on the books of the Corporation not less than ten (10) days before the Meeting of Members is to take place; or
- (ii) by electronic means, such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification.

Such Notice shall include the date, time, place and purpose of the Meeting of Members and shall contain sufficient information to permit the Members to make a reasonable judgment on the decision to be taken. Notice of each Meeting of Members must remind Members that they have the right to vote by proxy.

(e) 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 on the grounds that the Meeting of Members is not lawfully called.

(f) 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 Church shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity. Objections must be in writing to the Chair of the Board and be submitted prior to the approval of the minutes of the Meeting in question.

(g) Quorum

A quorum for an annual or other special Meetings of Members shall be constituted by the presence of twenty percent (20%) of the total Membership of the Church (save and except Inactive Members) in person or by proxy 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 5.01(d) with regard to notice shall apply to such adjournment.

(h) Chair of Members Meetings

The Chair of Members Meetings shall be:

- (i) the Chair of the Board;
- (ii) if the Chair of the Board are absent or unable to act, then a Director appointed by Resolution of the Board

provided that the Chair of Members Meetings shall be entitled to vote: (a) in the event of an equality of votes (in which event the Chair of Members Meetings shall, in addition to his or her original vote, have the second or casting vote), or; (b) in the event of a secret ballot.

(i) Voting Rights of Members

All Members shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members. At all annual and special Meetings of Members, every question shall be determined by Resolution, unless otherwise provided for by the Act or elsewhere in this By-law.

(j) 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 Members Meetings shall, either by a show of hands or by secret ballot, as applicable, have the casting vote, in addition to his or her original vote. At any Meeting unless a secret ballot is provided, a declaration by the Chair of Members Meetings 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 of Members Meetings or upon request of any Member and shall be taken in such manner as the Chair of Members Meetings 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.

(k) Voting Rights and Proxies

Votes at Meetings of Members may be given either personally or by proxy, provided that the proxy appointed is a Member who represents no more than one other Member at such meeting by proxy, except that the Chair of the Board may represent more than one Member. At every meeting at which a Member is entitled to vote, every Member and/or Person present and appointed by proxy to represent one Member shall have one vote for each Member present or represented by proxy. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A proxy may be in the following form or some similar form:

*The undersigned Member of "The Planting Community Church" hereby appoints \_\_\_\_\_, or failing the Person appointed above, \_\_\_\_\_, a Member of the Church, as the proxy of the undersigned to attend and act at the Meeting of the Members of the said Church to be held on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.*

*DATED the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_*

*Signature of Member \_\_\_\_\_*

The Board of Directors may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and to determine particulars of such proxies being e-mail or other electronic means, or in writing before the Meeting or adjourned Meeting to the Church. The Chair of Members Meetings may, subject to any rules made as aforesaid, in the discretion of the Chair of Members Meetings, accept e-mail or other electronic means, or any other written or electronic communication as to the authority of any Person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been lodged with the Church, and any votes given in accordance with such communications accepted by the Chair of Members Meetings shall be valid and shall be counted.

(l) Minutes

Minutes shall be kept at all Meetings of Members and signed by the Chair of the Board and the Secretary. Minutes of each Meeting of Members are included in

the Annual Members meeting booklet which shall be distributed at least 2 weeks prior to Meeting of Members and approved at the meeting.

(m) Procedural Code

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

(n) Adjournment

Subject to other provisions of this By-law, the Chair of Members Meetings may with the consent of the Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

## **SECTION VI** **BOARD OF DIRECTORS**

### **6.01 Definition of Board of Directors**

The spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Board of Directors consisting of seven (7) Directors of the Church, with the number of Directors to be determined by the Members at the annual Meeting of Members each year.

### **6.02 Qualification for Board of Directors**

A Person may be considered for election to the Board of Directors if he or she fulfills all of the following qualifications:

- (a) is a Member in good standing;
- (b) is over the age of twenty-one (21) and has power under law to contract;
- (c) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
- (d) has an active involvement within the Church;
- (e) fulfill the spiritual qualifications of a Director listed in I Timothy 3:8-15;
- (f) is in full agreement with the Church Constitution;

- (g) recognizes that membership on the Board of Directors is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (h) recognizes that membership on the Board of Directors is not only an administrative role but involves active participation in, ministries of the Church as they are needed;
- (i) save and except where permitted by law, does not receive any remuneration either directly or indirectly from the Church and does not have any Family Members who receive remuneration from the Church;
- (j) is not the Auditor of the Church;
- (k) does not have a Spouse who is the Treasurer, Secretary, Auditor or another Director of the Church;
- (l) is not an undischarged bankrupt and does not become one at any time during his or her term as a Director; and
- (m) is not mentally incompetent and does not become a mentally incompetent person at any time during his or her term as a Director; and
- (n) is not an “ineligible individual” as defined in the *Income Tax Act* (Canada).

### **6.03 Election of Board of Directors**

The Board of Directors shall be elected by a Resolution of the Members at the annual Meeting of Members to be held each year in accordance with Section 5.01(b) from the slate of nominations presented by the Nominating Committee.

### **6.04 Term of Office of Board of Directors**

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

### **6.05 Rotating Term of Board of Directors**

As much as possible, the members of the Board of Directors shall be elected and shall retire in rotation every four (4) years. At the first Meeting of Members immediately after passage of this By-law, one-fourth (1/4) of the Board of Directors shall be elected to hold office until the fourth annual Meeting of Members next following, one-fourth (1/4) of the Board of Directors shall be elected to hold office until the third annual Meeting of Members next following, one-fourth (1/4) of the Board of Directors shall be elected to hold office until the second annual Meeting of Members next following, and the remaining one fourth (1/4) shall be elected to hold office until the first annual Meeting of Members next following and subsequently at each annual Meeting of Members thereafter, members of the Board of Directors shall be elected to fill the position of those

members of the Board of Directors whose term of office has expired and each director so elected shall hold office until the end of the fourth full fiscal year after his election.

**6.06 Maximum Term of Board of Directors**

- (a) No Director shall be elected for more than two (2) full four (4) year terms unless the Church Membership votes to permit a member on the Board of Directors to be elected for one additional consecutive four (4) 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 Director shall be granted; provided further that such Director continues to meet the qualification requirements to be a Director in Section 6.02.
- (b) Upon the completion of the maximum term on the Board of Directors, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Board of Directors is restored.

**6.07 Authority of Board of Directors**

(a) General Authority

The Board of Directors shall be responsible for the overall spiritual, administrative and temporal affairs of the Church as the controlling Board of the Church and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by its Letters Patent, the Act, or otherwise authorized to do.

(b) Remuneration of Employees

The reasonable remuneration for all employees and agents of the Church as determined appropriate by the Board of Directors shall be fixed by the Board of Directors 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.

(c) Board Report

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

(d) No Remuneration of Directors

The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from his or her position as such, nor shall any Director receive any direct or indirect remuneration from the Church, save and except where specifically permitted by law, provided that the Director may be paid for Reasonable Expenses incurred by him or her in the performance of his or her duties.

**6.08 Conflict of Interest**

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her Family Members shall not enter into a contract, business transaction, financial arrangement or other matter with the Church in which the Director or any of his or her Family Members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

Any Director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Church as described in Section 6.08(a), whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

Notwithstanding the provisions in Section 6.08, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Church unless the direct or indirect personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase “material nature” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law concerning conflict of interest of directors as fiduciaries and the provisions of the Act.

(d) Procedure Where Disclosure

The Chair of Board Meetings shall request any Director who has declared a direct or indirect (i.e. through his or her Family Members) personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Church, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section 6.08, save and except where permitted by law and approved by a Resolution of the Board, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board Resolution to that effect.

**6.09 Resignation from Board of Directors**

- (a) If the personal circumstances of any Director make it difficult for that Director to devote the necessary time or energy to the work of the Board of Directors, then that Director shall be free to resign from the Board of Directors without embarrassment or stigma regardless of the remainder of the term of that Director.
- (b) If for any reason a Director chooses to resign, then that Director shall give thirty (30) days written notice, if possible, to the Chair of the Board, who in turn shall call it to the attention of the Board of Directors, which shall have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation should set out the reasons for the departure of the Director from the Board of Directors. Where the Director who chooses to resign is the Chair of the Board, then his or her letter of resignation shall be directed to the Secretary, who shall call it to the attention of the Board of Directors. Upon the acceptance of such resignation the Board of Directors shall notify the Membership.

**6.10 Vacancy on Board of Directors**

- (a) The position of a Director shall be automatically vacated if any of the following situations occur:
  - (i) such Director resigns his or her position as a member on the Board of Directors by delivery of the written resignation to the Chair of the Board;
  - (ii) such Director no longer fulfills all the qualifications of a Director set out in Section 6.02 as determined in by Resolution of the Board (with the Director in question not having the right to vote thereat);
  - (iii) a Director is absent from meetings of the Board for a cumulative total of 51% or more of the meetings during any twelve (12) month period following his or her election or the anniversary of his or her election or appointment without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board;
  - (iv) a Director is convicted of a criminal offence for the misappropriation of funds, theft, fraud, forgery or any other similarly related crimes, or has

engaged in any conduct that brings the reputation of the Church into disrepute as determined by the Board of Directors;

- (v) such Director, in the opinion of an eighty percent (80%) Resolution of the Board (with the Director in question not having the right to vote thereat) and confirmed by an eighty percent (80%) Resolution of the Members at a Meeting of Members duly called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian 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;
  - (vi) such Director is determined by a majority Resolution of the Members at a Meeting of Members duly called for that purpose to be unfit to hold office as a Director for any reason; or
  - (vii) such Director dies.
- (b) If any vacancies should occur for any reason as set out in Section 6.10(a) above, the Board of Directors, by Resolution, may by appointment, 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 Directors to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Board of Directors shall notify the Church Membership.
- (c) If the number of Directors is increased during the year within the prescribed limit of Directors, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

## **6.11 Board of Directors Meetings**

(a) Place of Meetings

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

(b) Regular Meetings

Regular meetings of the Board of Directors shall be held at such time and place as shall be determined by the Chair of the Board but not less than six (6) times a year. The dates for regular meetings shall be published in a schedule by the Chair of the Board and distributed to all members of the Board of Directors as soon as possible after each annual Meeting of Members.

(c) Special Meetings

Special meetings of the Board of Directors may be called by the Chair of the Board upon written notice or upon written request of any two (2) Directors to the

Chair of the Board who shall then give notice of a special meeting of the Board of Directors at such place set out in the notice as soon as possible thereafter.

(d) Notice of Meeting

All regular and special meetings of the Board of Directors shall be held on fourteen (14) days' notice either addressed and mailed or delivered by electronic means such as e-mail or facsimile, deemed to have been given when it is so transmitted without subsequent error notification, or delivered to each Director or published in the Church Bulletin on two consecutive Sunday mornings prior to such meeting or at the call of the Chair of the Board upon 24 hours' telephone notice in the event of an emergency all in accordance with the requirements set out in section 14.06.

(e) Waiver of Notice

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

(f) Omission of Notice

The accidental omission to give notice of any meeting of the Board or any irregularity in the notice of any such meetings or the non-receipt of any notice by any Director shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Director objects in writing to such omission or irregularity within thirty (30) days of the relevant meeting.

(g) Chair of Board Meetings

The Chair of Board Meetings shall be:

- (i) the Chair of the Board;
- (ii) if the Chair of the Board is absent or unable to act, then the Vice-Chair of the Board of the of the Church; and
- (iii) if the Chair of the Board and the Vice-Chair of the Board of the Church are absent or unable to act, then a Director appointed by Resolution of the Board shall be the chair.

(h) Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office, provided that vacancies on the Board of Directors shall not be included when establishing the requisite quorum; but in no

case shall the quorum be less than two-fifths (2/5) of the Board taking into account vacancies on the Board. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

(i) Voting Rights

All members of the Board of Directors shall each have one (1) vote. All questions arising at any meeting of Directors shall be decided by a Resolution of the Directors present and voting, unless the Act or the By-laws otherwise provide. A Director shall be considered to be present at a meeting of Directors if such Director attends the meeting of Directors either in person, by telephone conference call or by electronic means. In the case of an equality of votes, the Chair of Board Meetings, in addition to his or her original vote, shall have the second or casting vote.

(j) Voting Procedures

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

(k) Minutes

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

(l) Meetings by Telephone or Electronic Means

If all Directors consent, either at a Board of Directors meeting by Resolution or by consents signed individually by a majority of the Board of Directors, a meeting of the Board of Directors may be held by telephone conference call or by other electronic means that permits each Director to communicate adequately with each other, provided that:

- (i) the Board of Directors has passed a Resolution addressing the mechanics of holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
  - (ii) each Director has equal access to the specific means of communication to be used; and
  - (iii) each Director has consented in advance to meeting or electronic means using the specific means of communication proposed for the meeting of Directors.
- (m) Confidentiality

Every Director, Officer and Committee member, staff and volunteer shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such Person in the activities of the Church.

## **SECTION VII** **PASTOR, ASSOCIATE PASTOR AND STAFF**

### **7.01 Definition and Duties of the Pastor**

The Pastor shall be the primary spiritual overseer of the Church and shall be deemed by virtue of his or her position to be a Member of the Church, which Membership shall terminate upon termination of his/her position as Pastor. The duties and rights of the Pastor shall be as follows:

- (a) the duty to provide spiritual leadership for the Church and to work in co-operation with the Board of Directors in implementing such spiritual leadership;
- (b) the duty to work in conjunction with the Board of Directors in formulating and recommending Board Policies and By-law Policies to the Church as may be necessary from time to time;
- (c) 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 Directors and the Members of the Church in accordance with this By-law;
- (d) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;

- (e) the duty to be in full agreement with, uphold and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;
- (f) the right to be an ex-officio member with power to vote (or appoint a designate without power to vote) on all Committees and boards of the Church, with the exception of the Board of Directors; and
- (g) the right to receive notification and minutes of all meetings of the Board of Directors, to be present and fully participate at all such meetings, provided that, except where permitted by law, the Pastor shall not be a Director nor have a vote thereon and shall not be present when the Board of Directors is discussing his or her position, salary or benefits, but may in the discretion of the Board be present when the Board of Directors is discussing other aspects of his or her position.

## **7.02 Definition and Duties of Associate Pastor**

If, in conjunction with the Board of Directors, the Pastor and any existing Associate Pastor(s) so request, and upon Resolution of the Membership, Associate Pastors may be called by the Church for the purpose of undertaking such ministries as the Pastor and the Board determines 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, which Membership shall terminate upon termination of his/her position as Associate Pastor. The duties and rights of an Associate Pastor shall be as follows:

- (a) the duty to fulfill the ministry description established for his or her position by the Board and Senior Pastor.
- (b) the duty to provide spiritual leadership to the Church and to work in conjunction with the Pastor and the Directors in implementing such spiritual leadership;
- (c) the duty to work in conjunction with the Pastor and the Directors in formulating and recommending Board Policies and By-law Policies to the Church as may be necessary from time to time;
- (d) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 1:5-9, Titus 1:5-9, and 1 Peter 5:3-1 and to ensure that his or her lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (e) the duty to be in full agreement with, uphold, and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a

position where it would have to act in a manner which is not in keeping with its teachings;

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

### **7.03 The Calling of Pastoral Staff**

(a) Establishment of Pastoral Call Committee

Whenever a vacancy in the position of Pastor occurs or the Church determines that an Associate Pastor is to be called, a Pastoral Call Committee shall be established.

(b) Composition of Pastoral Call Committee

The Pastoral Call Committee shall consist of five (5) Persons who either hold or are appointed in the following manner:

- (i) the Chair of the Board, the Secretary and the Treasurer; and
- (ii) two (2) Members who are not either Directors or Spouses of Directors shall be appointed by the Board of Directors by Resolution.

(c) Duties of Pastoral Call Committee

The Pastoral Call Committee shall be responsible to recommend to the Membership the calling of a Pastor or an Associate Pastor, having first taken into consideration what is in the best interest of the Church as a whole. As much as possible, the Pastoral Call Committee shall make their recommendation to the Board of Directors on an unanimous basis, but where that is not possible, a recommendation to the Church may proceed where at least five (5) out of the six (6) members of the Pastoral Call Committee support the recommendation. The Pastoral Call Committee may utilize the services of the Ministerial Association of the General Assemblies of the Church of God in Eastern Canada, as well as other agencies of the Church of God for information on prospective pastoral candidates.,

(d) Term and Removal

The Pastoral Call Committee shall remain in effect until such time that the Board of Directors determines that its useful purpose has ended. Any appointed member

of the Pastoral Call Committee may be removed from such committee by a seventy-five percent (75%) Resolution of the Board at a Board meeting duly called for that purpose.

(e) Recommendation

When the Pastoral Call Committee is prepared to make a recommendation, the recommendation shall first be presented to the Board of Directors for approval. If the Board of Directors approves the recommendation by a two-thirds (2/3rds) Resolution of the Directors present at such meeting, then the recommendation shall be placed before the Membership at a special Meeting of Members called for the purpose of hearing the report from the Pastoral Call Committee and voting upon such recommendation.

(f) Vote on Recommendation

Only one name for the position of Pastor or Associate Pastor shall be presented to the Membership at any one time for consideration. Upon approval by a two-thirds (2/3<sup>rd</sup>) Resolution of Members at the Meeting of Members duly called for that purpose, a formal call will then be extended to the prospective candidate. In the event that the recommended name does not receive the approval of the Members by a two-thirds (2/3<sup>rd</sup>) Resolution, or in the event that the prospective candidate does not accept the call, then the Pastoral Call Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Pastor or Associate Pastor, as the case may be, is found.

**7.04 Resignation of Pastoral Staff**

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

**7.05 Removal of Pastoral Staff**

- (a) A Pastor or an Associate Pastor may be removed from his or her position with the Church for any reason upon a two-thirds (2/3rds) Resolution of the Members at a Meeting of Members duly called for the purpose of authorizing the removal of the Pastor or an Associate Pastor.
- (b) Nothing contained in the said procedure shall preclude the Pastor or an Associate Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Pastor or an Associate Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, or the manner in

which the Pastor or Associate Pastor has been removed, then before any legal action is commenced the matter shall first be referred to a Person or Persons mutually acceptable to the Church and the Pastor or Associate Pastor to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community at large.

- (c) The removal of the 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.

#### **7.06 Terms of Employment of Staff Members**

- (a) In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member (which shall be deemed to include the Pastor, Associate Pastors, all other employees of the Church, and all ongoing contract or deputation workers, where applicable) shall review and sign an engagement agreement with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the staff member recognizes and agrees that employment or ongoing contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board is unbecoming of a Christian contrary to Biblical principles, and as such, the staff member will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such staff member was a Member of the Church.
- (b) All staff members shall be required to give evidence that they are personally committed to Jesus Christ as Saviour.
- (c) All staff will be evaluated on an annual basis by the Board or its designate.
- (d) The salaries of the Pastor will be reviewed by the Board of Directors annually with the resulting recommendations being submitted to the Finance Committee for consideration in preparing the annual budget. All other salaries will be reviewed by the Finance Committee in co-operation with the Pastor and the Chair of the Board in preparation of the annual budget.
- (e) The total of all salaries shall be reported in the Church budget. Member salaries will not be discussed at Meetings of Members unless requested in writing by twenty percent (20%) of the total Membership of the Church (save and except Inactive Members). Itemized information about salaries will be made available to any Member through the Board of Directors at regular meetings of the Board of Directors.

**SECTION VIII**  
**OFFICERS**

**8.01 Names of Officers**

The Officers of the Church shall be:

- (a) Chair of the Board;
- (b) Vice-Chair of the Board;
- (c) Secretary; and
- (d) Treasurer.

**8.02 Definition of Officers**

(a) Chair of the Board

The duties of the Chair of the Board shall be as follows:

- (i) for purposes of the Act, to act as the President of the Church for corporate purposes;
- (ii) to call all meetings of the Board of Directors;
- (iii) to preside at all such meetings of the Board as the Chair of Board Meetings;
- (iv) to prepare agenda for all meetings of the Board of Directors;
- (v) to ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Board of Directors;
- (vi) to conduct such meeting in a prayerful manner seeking the guidance of Jesus Christ in all matters of the Church;
- (vii) to be permitted to express an opinion on any matter discussed at the Board of Directors;
- (viii) to ensure that all directives and Resolutions of the Board of Directors are carried into effect;
- (ix) to call all Meetings of the Membership in accordance with the procedures set out in the Constitution;
- (x) to prepare agenda for all Meetings of the Members; and

- (xi) to carry out such other duties as are directed from time to time by the Membership of the Church or by the Board of Directors.

(b) Vice-Chair of the Board

The duties of the Vice-Chair of the Board shall be as follows:

- (i) for purposes of the Act, to act as the Vice-President of the Church for corporate purposes;
- (ii) in the event that the Chair of the Board is not able to function in his or her position then the Chair of the Board shall be replaced by the Vice-Chair of the Board who shall exercise all of the authority and comply with all of the obligations of the Chair of the Board;
- (iii) in his or her absence, the duties of the Vice-Chair of the Board shall be performed by such other Director who is assigned the duties of the Vice-Chair of the Board by Resolution of the Board; and
- (iv) to carry out such duties as may from time to time be determined by the Board or the Membership.

(c) Secretary

The duties of the Secretary shall be as follows:

- (i) to be a director of the board of the corporation
- (ii) to faithfully note and record all of the board of directors meetings and business of Members Meetings and present the minutes of previous Membership Meetings when called upon to do so;
- (iii) to conduct all correspondence on behalf of the Church arising out of such meetings;
- (iv) to publish the time and place for all Members Meetings with due notice;
- (v) to be the custodian of the seal of the Church;
- (vi) to be the custodian of all papers and documents of the Church;
- (vii) to keep the records of the Church Membership, including admissions, resignations, removals, deaths and deletions therefrom;
- (viii) to give an annual written summary of the records of the Church Membership and changes thereto for inclusion in the annual report;
- (ix) to maintain a record of Church baptisms;

- (x) not to be another Officer, an Auditor, chair of the Finance Committee, or the Spouse of any of the same;
- (xi) to carry out such other duties as directed from time to time by the Board of Directors or by the Membership; and
- (xii) in his or her absence, the duties of the Secretary shall be performed by such other Officer who is temporarily acceptable to the Board of Directors upon a Resolution of the Board of Directors.

(d) Treasurer

The duties of the Treasurer shall be to oversee and to be responsible for:

- (i) disbursing monies on behalf of the Church, as well as receive funds and keep envelope records provided that these duties are done in conjunction with another Member appointed by the Board of Directors;
- (ii) keeping an accurate cheque register;
- (iii) issuing and sign cheques on behalf of the Church;
- (iv) maintaining payroll records;
- (v) maintaining accounts payable records;
- (vi) paying all accounts and authorized expenses by cheque whenever practical and possible;
- (vii) investing funds belonging to the Church as directed by the Board of Directors;
- (viii) the collection of monies received by the Church;
- (ix) deposit of the monies received by the Church into the proper bank accounts;
- (x) keeping an account of all monies received by the Church and keeping a full and accurate account of all assets, liabilities, receipts and disbursements of the Church including the following:
  - (1) recording the Church income and receipts;
  - (2) recording the Church fund disbursements;
  - (3) preparation of monthly bank reconciliations; and
  - (4) Preparation of monthly financial statements.

- (xi) keeping an accurate record of all contributions made through envelopes or other means, including online and electronically, to the general, building and other funds of the Church as exist from time to time; and
- (xii) ensuring that no Director receives any remuneration from the Church, except where specifically permitted by law, unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
- (xiii) not to be another Officer, an Auditor, chair of the Finance Committee, or the Spouse of any of the same;
- (xiv) carrying out such other duties as directed from time to time by the Board of Directors or the Membership; and
- (xv) in his or her absence, the duties of the Treasurer shall be performed by such Member who is temporarily acceptable to the Board of Directors upon a Resolution of the Board of Directors.

### **8.03 Qualifications for Officers**

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

- (a) is a Member in good standing;
- (b) is at least twenty-one (21) years of age;
- (c) is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
- (d) has an active involvement within the Church;
- (e) is in full agreement with the Church Constitution;
- (f) recognizes that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services; and
- (g) complies with all of the duties and restrictions of their respective Officer positions as set out in this By-law.

### **8.04 Election and Appointment of Officers**

- (a) All Officers, with the exception of the Chair of the Board and Vice-Chair of the Board, shall be elected by the Members at the annual Meeting of Members to be held each year from a slate of nominations presented by the Nominating Committee.

- (b) The Chair of the Board and the Vice-Chair of the Board shall be appointed by the members of the Board of Directors from among its members at the first Directors meeting during each fiscal year.

#### **8.05 Delegation of Duties of Officers**

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

#### **8.06 Term and Maximum Term of Officers**

- (a) All Officers, save and except the Chair of the Board and Vice-Chair of the Board, shall serve for a four-year term of office, which term of office shall commence immediately following the annual Meeting of Members at which such Person was elected at which such Officer was elected.
- (b) The Chair of the Board and Vice-Chair of the Board shall serve for a four (4) year term of office which term of office shall commence immediately following the Board meeting at which such Officer was elected.
- (c) No Officer shall be elected or appointed for more than two (2) terms of four (4) years in the same Officer position unless the Membership votes to permit an Officer to be elected or appointed for one (1) additional consecutive term in the same Officer position where the Membership believes that extraordinary circumstances warrant such extension of the maximum term, provided that no further extension of the consecutive term for the same Officer position shall be permitted.
- (d) Upon the completion of the maximum term for the same Officer position, a minimum of a one (1) year absence is required before eligibility for re-election or re-appointment to the same Officer position is restored.

#### **8.07 Resignation of Officers**

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 Directors at least thirty (30) days, if possible, prior to the effective date of such resignation and the Board of Directors shall then have the power to accept such resignation on behalf of the Church.

#### **8.08 Vacancy**

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

- (i) such Officer resigns his or her office by delivery of a written resignation to the Board of Directors;
  - (ii) such Officer no longer fulfills all the qualifications of an Officer as set out in Section 8.03;
  - (iii) such Officer is found to be mentally incompetent or of unsound mind;
  - (iv) such Officer becomes bankrupt;
  - (v) such Officer ceases to be a Member of the Church;
  - (vi) such Officer, in the opinion of a two-thirds (2/3rds) Resolution of the Board and confirmed by a two-thirds (2/3rds) Resolution of the Members at a Meeting of Members called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
  - (vii) such Officer is determined by a seventy-five percent (75%) Resolution of the Members at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
  - (viii) such Officer dies.
- (b) If any vacancies should occur for any reason as set out in Section 8.08(a) above, the Board of Directors by Resolution, may by appointment, fill the vacancy during the remaining term.

## **SECTION IX**

### **PROTECTION AND INDEMNITY**

#### **9.01 Protection and Indemnity to Directors, Pastors and Officers**

- (a) Protection of Directors, Pastors, Associate Pastors, and Officers

Except as otherwise provided in the Act, no Director, Pastors, Associate Pastors or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Director, Pastors, Associate Pastors 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 monies, securities or effects of or belonging to the Church shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person (with "person" in this Section to include

corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Directors, Pastors, Associate Pastors or Officer respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default. The Director, Pastors, Associate Pastors 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 Directors.

(b) Indemnity to Directors and Officers

Every Director, Pastors, Associate Pastors, Officer or any Member or Adherent who has undertaken or is about to undertake any liability on behalf of the Church, his/her/its heirs and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Church from and against:

- (i) all costs, charges and expenses whatsoever which such Director, Pastors, Associate Pastors, Officer or any other Member, Adherent of the Church or person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Members, Officers and other persons or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; and
- (ii) all other costs, charges and expenses which the Members, Officers and other persons sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

(c) Indemnity to Others

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

(d) Insurance

The Church may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Church pursuant to the immediately preceding

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

## **SECTION X COMMITTEES**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act and any Board Policy in place for committees, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Corporation. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

## **SECTION XI ASSOCIATION**

### **11.01 Church Association**

The Church may associate with such organizations and associations as the Members may determine from time to time by a two-thirds Resolution at a Membership Meeting duly called for that purpose.

### **11.02 Affiliation**

The Planting Community Church is affiliated with The General Assembly of the Church of God in Eastern Canada and participating in the co-operative life of its organization through the support of and participation in the life and work of the local provincial and national organization attending the General Assembly of the Church of God which meets annually in Anderson Indiana. In this purpose this congregation is voluntarily associated with, and thus a constituent part of a larger group of similar congregations known as the Church of God, and whose teachings, beliefs, doctrines and practices are founded upon the Bible and are accepted by us as embodied also in standard works published by Warner Press Inc., Anderson, Indiana, USA. – the publication board of the Church of God Anderson, Indiana, USA.

## **SECTION XII** **POLICIES**

### **12.01 Board Policies**

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

### **12.02 By-law Policies**

The Board may, from time to time, prescribe, amend or repeal by-law policies which deal with matters that the Members or the Board considers necessary to require the approval of Members. By-law policies may be prescribed, amended or repealed by resolution of the Board, but any such by-law policy, amendment thereto or repeal thereof, shall have force and effect only after it has been confirmed by two-thirds (2/3rds) of the votes cast by the Members present and voting at a meeting called for that purpose.

## **SECTION XIII** **FINANCIAL MATTERS AND AUDITORS**

### **13.01 Financial Year End**

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Church shall be December 31<sup>st</sup> of each year.

### **13.02 Financial Statements and Annual Budget**

- (a) The Finance Committee shall prepare each year prior to the annual Meeting of Members the following:
  - (i) *financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time; and*
  - (ii) *an annual budget for the upcoming year prepared in consultation with the chairperson of each standing and special Committee, and to include the budget and expenditures of at least the previous year.*
- (b) The financial statements and the annual budget shall be forwarded to the Board of Directors for approval at least two weeks prior to the annual Meeting of Members

and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the annual Membership Meeting.

- (c) The financial statements and the annual budget shall be presented at the annual Meeting of Members for approval by the Members by Resolution.

### **13.03 Auditor**

- (a) The Members shall at each annual Meeting of Members appoint an Auditor (who is not a Director or Officer of the Church) in accordance with the requirements of the Act to hold office until the next annual Meeting of Members to do the following:
  - (i) report to the Members on the fairness of the financial statements presented by the Finance Committee at the annual Meeting of Members;
  - (ii) audit the financial statements, accounts, general fund of the Church and other general funds which may be in existence from time to time and to submit the results of such audits to the Membership at the next annual Meeting of Members; and
  - (iii) to carry out such other duties as are directed from time to time by the Board of Directors or by the Membership.
- (b) In the event that an Auditor is not appointed at an annual Meeting of Members, the Auditor then in office shall continue in office until a successor Auditor is appointed.
- (c) The Auditor is entitled to attend any Meeting of Members and to be heard at such meeting on any part of the business that concerns them as Auditor. The Auditor shall be given written notice of the annual Members Meeting in addition to the notice provided for in this By-law.

### **13.04 Borrowing**

Subject to the limitations set out in the Act, the Letters Patent of the Church and this By-law, the Board may:

- (i) borrow money on the credit of the Church;
- (ii) issue, sell or pledge securities of the Church; or
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Church including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Church.

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

## **SECTION XIV** **GENERAL PROVISIONS**

### **14.01 Corporate Seal**

The seal, an impression whereof 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.

### **14.02 Execution of Documents and Cheques**

- (a) Documents

Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two (2) Officers or Directors, and all contracts, Documents and instruments in writing so signed shall be binding upon the Church without further authorization or formality. The Board of Directors shall have the power from time to time by Resolution to appoint any two (2) Directors, Officers or other Persons on behalf of the Church to specifically sign contracts, documents and instruments in writing. The Board may give the Church'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 Church. The seal of the Church when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid whereby any officer or officers appointed.

- (b) Cheques

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two (2) Officers, Directors or other Persons, whether or not an Officer or Director of the Church designated and in such manner as the Board of Directors may from time to time determine by Resolution.

### **14.03 Securities for Safekeeping**

The securities of the Church shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the

written order of the Church signed by such Officer or Officers, agent or agents of the Church, and in such manner, as shall from time to time be determined by Resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **14.04 Head Office**

The head office of the Church shall be in the City of Toronto, in the Province of Ontario.

#### **14.05 Books and Records**

The Board of Directors 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.

#### **14.06 Notice**

Any notice, communication or other document required to be given by the Corporation to a Member, Director, Officer, or auditor of the Corporation pursuant to the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) delivered to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary.

**SECTION XV**  
**AMENDMENTS**

**15.01 Amendments to the Letters Patent**

Notwithstanding the Act, the Letters Patent of the Church may only be amended by a two-thirds (2/3rds) Resolution of the Board voting at a meeting duly called for that purpose and sanctioned by a two-thirds (2/3) Resolution of the Members at a Membership Meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given in the Church Bulletin on four (4) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

**15.02 Amendments to By-law**

- (a) The By-laws of the Church not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a two-thirds (2/3rds) Resolution of the Board at a meeting called for that purpose and sanctioned by an affirmative two-thirds (2/3rds) Resolution of the Members at a Meeting of Members duly called for the purpose of considering the said By-law. Except as otherwise provided, a By-law or an amendment to a By-law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion. A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual Meeting of Members or to a special general Meeting of Members of the Church called for that purpose, provided that notice of such Members Meeting shall be given at least thirty (30) days prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof. The Members at the annual Meeting or special general Meeting may confirm the By-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this Section shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment or refusal to approval.
- (b) Notwithstanding Section 15.02, Section 13.04 shall not be effective until it has been ratified by the Members.

**SECTION XVI**  
**IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

**16.01 Repeal of Former General Operating By-law**

- (a) By-law No. 1 enacted on November 24, 2000 is hereby repealed and replaced by the General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Church.
  
- (b) The said repeal of By-law No. 1 shall not affect the previous operations of such By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to its repeal. All Directors, Officers and Persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' Resolutions, with continuing effect, passed under such repealed By-laws, shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Church this \_\_\_\_\_ day of \_\_\_\_\_, 2019 under seal of the Church.

Per: \_\_\_\_\_

Name:

Title: Chair of the Board

Per: \_\_\_\_\_

Name:

Title: Secretary

CONFIRMED by a two-thirds (2/3rds) vote of the Members of the Church this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Per: \_\_\_\_\_

Name:

Title: Secretary

## SCHEDULE "A"

### STATEMENT OF FAITH

Statement of Faith General Assembly of the Church of God in Eastern Canada

The following is a statement of faith of the General Assembly of the Church of God in Eastern Canada. It is based upon an orthodox view of Holy Scripture. All scripture quotations, unless otherwise noted, are from the New Revised Standard Version.

AS CHRISTIANS, HERE WE STAND <sup>1</sup> We believe that "all scripture is inspired by God and is useful for teaching, for reproof, for correction, and for training in righteousness, so that everyone who belongs to God may be proficient, equipped for every good work" (2 Timothy 3:16-17). We are nourished by "the sacred writings" that are able to instruct us "for salvation through faith in Christ Jesus" (3:15).

We believe all that the Bible teaches in light of the eternal Word incarnated in Jesus Christ. "In the beginning was the Word, and the Word was with God, and the Word was God" (John 1:1). "In him was life, and the life was the light for all people" (1:4). "And the Word became flesh and lived among us, and we have seen His glory," a glory that is "full of grace and truth" (1:14).

Humbled by the vastness of God's revelation in the Bible, we, nevertheless, confess major themes of our faith, using the words of Scripture.

#### 1. GOD AND SALVATION

We believe in the eternally triune God: Father, Son, and Holy Spirit (Matthew 28:19). Along with the ancient people of Israel, we confess, "the Lord is our God, the Lord alone. You

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<sup>1</sup> Gilbert W. Stafford, *As Christians, Here We Stand*. Anderson, IN: Warner Press/Church of God Ministries of the Church of God, 2002, used with permission. All scripture quotations, unless otherwise noted, are from the New Revised Standard Version.

shall love the Lord your God with all your heart, and with all your soul, and with all your might" (Deuteronomy 6:4-5).

In harmony with a New Testament hymn of faith, we confess that Jesus Christ "is the image of the invisible God, the first-born of all creation; for in him all things in heaven and on earth were created, things visible and invisible, whether thrones or dominions or rulers or powers—all things have been created through him and for him. He himself is before all things, and in him all things hold together. He is head of the body, the church; he is the beginning, the firstborn from the dead, so that he might come to have first place in everything. For in him all the fullness of God was pleased to dwell and through him God was pleased to reconcile to himself all things, whether on earth or in heaven, by making peace through the blood of his cross" (Colossians 1:15-20).

Likewise, with Scripture, we confess that our Lord, in whom "all the fullness of God was pleased to dwell," was also fully human: "And being found in human form, he humbled himself and became obedient to the point of death—even death on a cross" (Philippians 2:7d-8). And we confess that he "died for our sins in accordance with the scriptures, and that he was buried, and that he was raised on the third day" (1 Corinthians 15:3-4).

In agreement with the New Testament, we confess, "Jesus is Lord" (1 Corinthians 12:3).

As people of resurrection faith, we experience "the immeasurable greatness of his power for us who believe, according to the working of his great power. God put this power to work in Christ when he raised him from the dead and seated him at his right hand in the heavenly places, far above all rule and authority and power and dominion, and above every name that is named, not only in this age but also in the age to come. And he has put all things under his feet and has

made him the head over all things for the church, which is his body, the fullness of him who fills all in all” (Ephesians 1:19-23).

We rejoice at the outpouring of the Holy Spirit on the day of Pentecost, and experience the fulfillment of Jesus' promise when he said that the "Advocate, the Holy Spirit, whom the Father will send in my name, will teach you everything, and remind you of all that I have said to you"(John 14:26).

We know that “all have sinned and fall short of the glory of God” (Romans 3:23) and recognize Jesus Christ as our only means of salvation. “There is salvation in no one else, for there is no other name under heaven given among mortals by which we must be saved” (Acts 4:12). Our Lord says: “I am the way, and the truth and the life. No one comes to the Father except through me” (John 14:6).

With the New Testament, we teach that the experience of this salvation requires both personal repentance of sin and personal faith in Jesus Christ. We know that “godly grief produces repentance that leads to salvation” (2 Corinthians 7:10), and we proclaim, “God so loved the world that he gave his only Son, so that everyone who believes in him may not perish but may have eternal life” (John 3:16). We are convinced that “if anyone is in Christ, there is a new creation: everything old has passed away; see, everything has become new!” (2 Corinthians 5:17). We teach that the fruit of this new creation is “love, joy, peace, patience, kindness, generosity, faithfulness, gentleness, and self-control” (Galatians 5:22).

And so, by divine grace working through personal repentance and faith we have been buried with Christ "by baptism into death, so that, just as Christ was raised from death by the glory of the Father, we too might walk in newness of life" (Romans 6:4).

In connection with this spiritual baptism, we preach and practice water baptism, about which it is reported that on the day of Pentecost those who believed the Gospel “were baptized, and that day about three thousand persons were added” (Acts 2:41).

But after baptism, as the pilgrim people of God, we are to “press on toward the goal for the prize of the heavenly call of God in Christ Jesus” (Philippians 3:14).

As Christians, we are admonished to "be filled with the Spirit" (Ephesians 5:18), and "to lead a life worthy of the calling to which you have been called, with all humility and gentleness, with patience, bearing with one another in love, making every effort to maintain the unity of the Spirit in the bond of peace" (Ephesians 4:1-3).

As believers, we are instructed by these words: “My little children, I am writing these things to you so that you may not sin. But if anyone does sin, we have an advocate with the Father, Jesus Christ the righteous; and he is the atoning sacrifice for our sins, and not for ours only but also for the sins of the whole world” (I John 2:1-2).

We know that as believers we are urged to present our "bodies as a living sacrifice, holy and acceptable to God," which is our "spiritual worship" (Romans 12:1). And, we believe that this benediction is to be experienced in this life prior to death: "May the God of peace himself sanctify you entirely; and may your spirit and soul and body be kept sound and blameless at the coming of our Lord Jesus Christ. The one who calls you is faithful, and he will do this" (I Thessalonians 5:23-24).

We are convinced that God’s sanctifying grace produces wholehearted love of both God and others: “Love has been perfected among us in this: that we may have boldness on the day of judgment, because as he is, so are we in this world. There is no fear in love, but perfect love casts out fear; for fear has to do with punishment, and whoever fears has not reached perfection

in love. We love because he first loved us. Those who say, 'I love God,' and hate their brothers or sisters, are liars; for those who do not love a brother or sister whom they have seen, cannot love God whom they have not seen. The commandment we have from him is this: those who love God must love their brothers and sisters also" (I John 4:17-21).

We believe that we are secure in our salvation so long as we remain faithful to Christ. As the faithful people of God, we take comfort in the promise of our Lord, "No one will snatch them out of my hand" (John 10:28). We are instructed, however, of the necessity of continuing to abide in Christ and are warned, "whoever does not abide in me is thrown away like a branch and withers; such branches are gathered, thrown into the fire, and burned" (John 15:6). "The one who endures to the end will be saved" (Matthew 10:22). "But thanks be to God, who gives us the victory through our Lord Jesus Christ" (1 Corinthians 15: 57).

#### THE CHURCH AND UNITY

We affirm in the words of Scripture that "there is one body and one Spirit, just as you were called to the one hope of your calling, one Lord, one faith, one baptism, one God and Father of all, who is above all and through all and in all. But each of us was given grace according to the measure of Christ's gift" (Ephesians 4:4-7). This grace at work within us manifests itself always and without exception "so that the church may be built up" (I Corinthians 14:5).

In humility, we understand ourselves to be a continuing fellowship of what the New Testament calls "the church of God that he obtained with the blood of his own Son" (Acts 20:28). We are convinced that the only way into this one, universal church of God is as Scripture reports: "the Lord added to their number those who were being saved" (Acts 2:47). We understand ourselves according to the proclamation: "But you are a chosen race, a royal

priesthood, a holy nation, God's own people, in order that you may proclaim the mighty acts of him who called you out of darkness into his marvelous light" (1 Peter 2:9). On the day of Pentecost, the church was empowered to be Christ's witnesses "in Jerusalem, in all Judea and Samaria, and to the ends of the earth" (Acts 1:8). That empowerment took place as the Spirit was poured out on people indiscriminately so that "your sons and daughters shall prophesy, and your young men shall see visions, and your old men shall dream dreams. Even upon my slaves, both men and women, in those days I will pour out my Spirit; and they shall prophesy" (Acts 2:17-18).

In accordance with the guidelines of Scripture, we take delight in the fellowship of God's church, "not neglecting to meet together, as is the habit of some, but encouraging one another," and all the more, as we "see the Day approaching" (Hebrews 10:25).

We enjoy singing "psalms, hymns and spiritual songs," "making melody to the Lord in our hearts" (Ephesians 5:19).

We are committed to the ministry of anointing "with oil in the name of the Lord," and we believe that "the prayer of faith will save the sick, and the Lord will raise them up; and anyone who has committed sins will be forgiven. Therefore, confess your sins to one another, and pray for one another, so that you may be healed. The prayer of the righteous is powerful and effective" (James 5:14-16).

We commune at table where our Lord, with broken loaf, says, "This is my body that is for you. Do this in remembrance of me" (I Corinthians 11:24), and, with cup uplifted, says, "This is the cup of the new covenant in my blood" (verse 25).

As the servant people of God, we wash each other's feet in obedience to our Lord who after washing the feet of his disciples, said, "So if I, your Lord and Teacher, have washed your feet, you also should do as I have done to you" (John 13: 14).

We seek to be part of the answer to our Lord's prayer "that they may all be one. As you, Father, are in me and I am in you, may they also be in us, so that the world may believe that you have sent me" (John 17:21).

And, with glad hearts, we are earnestly committed to living out the glorious reality we have in Christ that "there is no longer Jew or Greek, there is no longer slave or free, there is no longer male and female; for all of you are one in Christ Jesus" (Galatians 3:28).

#### MISSION AND HOPE

As disciples of Jesus Christ, we accept his commission to "make disciples of all nations, baptizing them in the name of the Father and of the Son and the Holy Spirit, and teaching them to obey everything that I have commanded you" (Matthew 28:19-20).

As people commissioned "to proclaim the kingdom of God and to heal" (Luke 9:2), we are committed to ministering in the name of Christ who, in the words of Isaiah, said, "The Spirit of the Lord is upon me, because he has anointed me to bring good news to the poor. He has sent me to proclaim release to the captives and recovery of sight to the blind, to let the oppressed go free, to proclaim the year of the Lord's favor" (Luke 4:18-19).

As believers, we live in the present reality of the Kingdom, which is "righteousness and peace and joy in the Holy Spirit" (Romans 14:17).

It is with passion for the Kingdom and compassion for the lost that we proclaim the gospel of the Kingdom knowing that all of us face final judgment at the time of the Lord's return when to those who live in harmony with the Kingdom, the Lord says, "Come, you that are

blessed by my Father, inherit the kingdom prepared for you from the foundation of the world” (Matthew 25:34) but to those who refuse, he says, “Depart from me into the eternal fire prepared for the devil and his angels” (Matthew 25:41). “And these will go away into eternal punishment, but the righteous into eternal life” (verse 46).

And so, as people of the Kingdom, we look forward to the one and only return of the Lord, when "the Lord himself, with a cry of command, with the archangel's call and with the sound of God's trumpet, will descend from heaven, and the dead in Christ will rise first. Then we who are alive, who are left, will be caught up in the clouds together with them to meet the Lord in the air; and so, we will be with the Lord forever" (1 Thessalonians 4:16-17).

Maranatha! "Come, Lord Jesus!" (Revelation 22:20).

## MARRIAGE & FAMILY

In agreement with the historic Christian church’s understanding of marriage, we believe marriage is a provision of God where one man and one woman, to the exclusion of all others, enter into a lifelong relationship that is maintained in purity. (Genesis 2:24, Matthew 19:5-6, Ephesians 5:3, 26-27)

Marriage is the Biblical context for the procreation of children. We believe that the family is central to the fabric of society. We believe that a healthy marriage is the best foundation for families and the raising of children. We believe parents have the inherent right and responsibility to raise and educate their children. (Genesis 1:28)

God’s gift of sex is designed to be protected within the covenant of marriage. We affirm that marriage between a man and a woman is the only context for sexual activity that is in keeping with God’s will and Biblical principles. (Hebrews 13:4, Mark10:6-9, Matthew 19:5-6)

## SANCTITY OF LIFE

We believe that human beings are made in the image of God, therefore all humankind has intrinsic value and significance from conception to natural death. We affirm the sacredness and dignity of all persons: male and female, unborn, aged, physically challenged, mentally handicapped, and any person who is devalued- “the least of these” – in our society. (Genesis 1:27; Psalm 139:13-16; Matthew 25:31-40)

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