

BY-LAW NO. 2

Being a By-Law relating generally to the transaction of the affairs of:

THE CHRISTIAN REFORMED CHURCH OF GEORGETOWN

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BE IT ENACTED as a by-law of The Christian Reformed Church of Georgetown (hereinafter referred to as "the Church"), as follows:

1. INTERPRETATION

1.01 In this By-law and all other by-laws and resolutions of the Church, unless the context or specific provision to that effect otherwise requires:

- (a) "Act" means the Corporations Act, R.S.O., 1990, Ch. C.38 and amendments and regulations thereto;
- (b) "board" means the Board of Directors of the Church;
- (c) "by-laws" means all by-laws, including special by-laws of the Church, as amended from time to time;
- (d) "Christian Reformed Church in North America" means the denomination to which the Church belongs and to whose doctrines and principles of church government the Church subscribes;
- (e) "classis" means Classis Toronto, a geographical grouping of churches of the said

denomination, to which Classis the Church belongs and with whom it may, from time to time engage in joint projects or ministries;

- (f) "denomination" means the Christian Reformed Church in North America;
- (g) "discipline" means seeking to reconcile individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and with the Church;
- (h) "letters patent" means the Letters Patent incorporating the Church, as amended from time to time or supplemented by Supplementary Letters Patent;
- (g) "meeting of members" or "membership meetings" means any annual or special Meeting of Members;
- (i) "person" means an individual person, but does not include partnerships, unincorporated association, trust, body corporate or natural person acting in a representative capacity;
- (i) "synod" means the Synod of the denomination.

1.02 In this by-law, where the context requires words importing the singular include the plural and vice-versa and words importing gender include the masculine and neuter genders.

1.03 All words and terms used in this by-law shall have the same definition as those words and terms have in the Act.

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

2. MISSION STATEMENT

2.01 The Church is organised and operated exclusively for religious and charitable objectives and purposes which include:

a) Proclaiming the Gospel of the Lord Jesus Christ;

b) Promoting the principles and teachings of the Holy Bible, as these are interpreted by the historic Reformed Creeds, namely the Belgic Confession, the Heidelberg Catechism and the Canons of Dordt;

c) Fulfilling the scriptural mandate enunciated by Jesus Christ in Matthew 28:19, to "Go and make disciples of all nations, baptising them in the name of the Father and of the Son and of the Holy Spirit." by actively supporting and promoting Christian missions;

d) Training members of the Church to be witnesses for the Gospel and providing for the financial support of ordained clergy.

3. PROPERTY OF THE CHURCH

3.01 The Church shall hold real and personal property, including all such lands, buildings and possessions as may, from time to time, be acquired or erected by the Church upon the trusts described for the Objects described in the Letters Patent and in accordance with the fundamental principles of church doctrine of the denomination. The Corporation shall have the right to deal with its assets freely, in accordance with the By-laws and resolutions it may, from time to time, pass.

3.02 The Church shall hold all such property without any right of revision or reversion whatsoever by the Class or the Synod and shall not be subject to any right on the part of these bodies to secure possession of such property against the decision of the Board.

3.03 In the event that not less than 45% of the members of the Church withdraw or resign their membership within a 12-month period, the Board shall, within ninety (90) days after the end of such 12-month period, call a meeting of the membership of the Church. The purpose of such meeting shall be to permit the remaining members to express their views as to a possible division of the Church's property. The Board shall not be bound by the expression of views at such meeting but shall consider such views in determining whether or not to divide the Church's property between the Church and the group of members who have withdrawn or resigned their membership in the Church. The Board shall, in no case, be obliged to divide the Church's assets to any group which does not form one or more organisations recognized as an entity or entities entitled to charitable status under the Income Tax Act (Canada) and regulations passed pursuant thereto.

3.05 In the event a significant number of members (as determined by the Board), withdraw their membership from the Church for the express purpose of forming another congregation within the denomination and such purpose is approved by the Board, then such withdrawing members shall be entitled to receive such share of the Church's assets as the Board may determine. Before transferring any of the Church's assets to such proposed new congregation, the Board shall satisfy itself that the formation of the new congregation is in conformity with the authorized procedure for such formation as from time to time determined by the Synod and that such new congregation shall conform with the requirements of the Income Tax Act (Canada) and its regulations to be recognized as a charitable entity. In determining the percentage of the Church's assets, if any, to be transferred to such new congregation, the Board shall consider the percentage of the Church membership withdrawing for such express purpose.

4. DIRECTORS AND OFFICERS

4.01. General - The affairs of the Church shall be managed by the board of directors, each of whom shall, at the time of his election and throughout his term of office, be a member of the Church. Ordained clergy engaged by the Church are entitled, ex-officio, to attend and participate in all meetings of the board (without the right to vote at such meetings).

4.02 Term of Office - The directors elected to the board shall be elected for a term of 3 years but are eligible for re-election after having been absent from the board for a period of 1 year. An officer shall hold office for a term of one year or for such additional period as may be required to elect or appoint his replacement.

4.03 Eligibility - Every professing member of the Church who is of legal age and not subject to any other legal disability or lawful disqualification, is eligible for nomination and election as a director.

4.04 Elections - Elections of directors shall take place at a meeting of the membership, called for that purpose, at which time the Board shall place before the membership a slate of nominees for the offices which require filling. Normally, the Board shall place before the membership not less than two nominees for each office to be filled. However, the Board may, in appropriate circumstances, place a single nomination before the membership for approval.

4.05 No Election - Notwithstanding this provision, if no election is held as required herein, the directors whose terms have expired shall continue in office until an election has been held and any action otherwise validly taken by them shall be considered valid and properly taken.

4.06 Resignation - A director may resign from office upon giving notice of such resignation to the board in writing. Such resignation shall become effective on the date the notice is received by the board or the date specified in the notice as being the effective date, as the board may determine. In the event of such resignation, the board shall, as soon as possible, call a meeting of the membership to elect a director to replace the director who has resigned. A director so elected shall have a term of office coinciding with the remaining portion of the term of office of the director who has resigned. If a director resigns less than 9 months prior to the date upon which directors are normally elected, the board may appoint a director to fill such vacancy or continue as constituted, without replacing the director, provided that the board shall at all times maintain a quorum.

4.07 Vacating of Office - The board shall remove from office and declare vacant the office of any director who ceases to be a member of the Church. The board shall also be entitled to remove from office and declare vacant the office of any director who dies or falls under some legal disability or becomes subject to disciplinary proceedings within the Church. In the event the director is subject to disciplinary proceedings, the Board may either suspend the director from his office, pending the completion of such proceedings or may permit him to continue in office pending completion of such proceedings. If the board permits a director's office to remain vacant for more than 9 months without calling an election to replace such director, any member, on

written requisition to the board, may require the board to hold an election for that purpose. In such event, the board shall hold an election not later than two months after the date upon which the requisition is received.

4.08 Appointment of Officers - At the first meeting of the directors subsequent to the annual election of directors, the board shall elect a President, and a Vice-President. The board may also appoint a Secretary, a Treasurer and such other officers as it shall, from time to time, deem appropriate. Except for the office of President, any two of the said offices may be held by the same person.

4.09 President and Vice-President - The president shall preside at all meetings of the membership and of the board of directors. The president shall also be charged with the general management and supervision of the affairs and operations of the Church. The president, with the secretary or other officer appointed by the board for that purpose shall sign all by-laws and membership certificates. During the absence or inability of the president to act, his duties and powers may be exercised by the vice-president. In the event the vice-president exercises such duty or power, the inability or absence of the president shall be presumed with reference thereto. The vice-president shall also perform such duties and exercise such powers as the president may, from time to time, delegate to him, or the board may prescribe

4.10 Secretary - The secretary shall, **ex officio**, be clerk of the board. He shall attend all meetings of the directors, members and shall record in the books of the Church kept for that purpose minutes of such meetings. He shall cause to be given all notices required to the members of the Church and to the directors. He shall keep the seal of the corporation and all books, papers, records, correspondence, contracts and other documents belonging to the Church. He shall deliver up such material only when authorised to do so on resolution of the board passed for that purpose and he shall perform such other duties as the may, from time to time, be prescribed by the board.

4.11 Treasurer - The treasurer shall keep full and accurate accounts of all receipts and disbursements of the corporation in proper books of account and shall deposit all monies or other valuable effects to the credit of the corporation in such bank as the board may, from time to time, designate. He shall disburse the funds of the corporation under the direction of the board, keeping proper record thereof and shall render to the board of directors, whenever required of him, an account of all transactions as treasurer and of the financial position of the Church. He shall also perform such other duties as the board may, from time to time, prescribe.

4.12 Other Officers - The Board shall be entitled to designate and appoint other officers and prescribe such duties for such officers as the Board may deem necessary.

5. MEETINGS OF DIRECTORS

5.01 Quorum - A majority of the number of directors elected to office shall constitute a quorum for the transaction of business.

5.02 First Meeting of New Board and Regular Meetings of the Board - As soon as practicable after the members' meeting at which new directors are elected, the directors shall meet for the purpose of organising the board and electing and appointing officers. Such meeting shall, in any event, take place, within 60 days of the date of election. Regular meetings of the Board shall, thereafter, take place at such time as the Board may determine. Notice may be given informally.

5.03 Notice of Meetings - Directors' meetings may also be formally called by the President or the Vice-President or by the Secretary on direction of the President or the Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, given orally, telephoned or telefaxed to each director not less than 2 days prior to the date the meeting is to take place. Alternatively, notice may be mailed to each director not less than 5 days prior to the date the meeting is to take place. The statutory declaration of the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence that such notice has been given. A meeting of the directors shall also be considered duly constituted if all directors are present or if those absent have signified their consent to the meeting being held in their absence.

No error or omission in the giving of notice for a meeting of directors shall invalidate such meeting or proceedings taken at such meeting or render void any proceedings taken at such meeting. Any director may, at any time, waive notice of such meeting and/or may ratify and approve of any or all proceedings taken at such meeting.

5.04 Resolution in place of Meeting - A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting is as valid as if it had been duly passed at a meeting of the directors. A copy of such resolution shall be kept with the minutes of the Church.

5.05 Place of Meetings - A meeting of the board of directors shall ordinarily take place at the Church facility. If a meeting is called for another place, all directors shall first consent to a meeting so called or consent to such meeting taking place in their absence.

5.06 Votes - The meetings shall be presided over by the President or a Vice-President or, in their absence, a person chosen as chairman by the majority of directors present at the meeting. Every question at a meeting shall be decided by a majority of votes. The person chairing the meeting shall not have an original vote, unless the absence of such vote would result in the loss of a quorum. In the event of a tie in votes on any question, the person chairing the meeting shall cast the deciding vote unless he or she has exercised an original vote. Votes shall be orally taken unless a director requires a written ballot, in which event the vote shall be taken in that form.

A declaration by the person chairing the meeting that a resolution has been carried and an entry to that effect in the corporate minutes shall be presumptive proof of the fact with out proof of the number or proportion of votes recorded in favour of or opposed to such resolution.

6. POWERS, REMUNERATION AND INDEMNIFICATION OF DIRECTORS

6.01 Generally - The directors shall administer the affairs of the Church and 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, generally, may exercise all such powers and do all such other acts and things as the Church may, by its Letters Patent or otherwise, be authorized to exercise and do.

Without limiting the generality of the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of lands, buildings, or other property, moveable or immovable, real or personal or any right or interest therein owned by the Church, for such consideration and upon such terms and conditions as they may deem advisable.

6.02 Remuneration - The directors shall receive no remuneration for services rendered in their capacity as directors.

6.03 Limitation of Liability - No director or officer shall be liable for the acts, receipts, negligence or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity or for any loss, damage and expense happening to the corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Church, or for the insufficiency or deficiency or any security in or upon which any of the monies of the Church shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Church shall be deposited, or for any loss occasioned by any error in judgement or oversight on his part, or for any other loss, damage or misfortune whatever shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default.

6.04 Indemnity of Directors and Officers - Every director and officer of the corporation, every former director or officer of the Church and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Church from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having a director or officer if,

(a) he acted honestly and in good faith with a view to the best interests of the Church; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

6.05 Insurance - The Church may purchase and maintain such insurance for the benefit of its

directors and officers, as such, as the board may, from time to time, determine.

7. MEMBERSHIP

7.01 There shall be two classes of membership in the Church, namely:

- a) Baptised Members, and
- b) Professing Members.

7.02 A Baptised member is one who has been baptised in the Church or who has been baptised in another church whose sacrament of baptism is recognized by the Board and who has been admitted to the membership by the Board. A Baptised member shall not be entitled to vote at or to have any notice of meetings of the members of the Church.

7.03 A Professing member is a) one who has professed his Christian faith within the Church while a Baptised member thereof or b) one who has made such profession in another church, which profession is deemed appropriate by the Board and who has applied for and been admitted to membership in the Church by the Board. A Baptized member may apply at any time to the Board to make profession of his faith, but such profession shall be permitted only upon the Board being satisfied that it is appropriate for the member to make such profession. The Board shall, upon such profession being made, enrol the applicant as a Professing Member of the Church.

7.04 A person shall be and remain a member of the Church until he resigns or until such membership is lapsed or otherwise terminated by the lawful action of the Board (which term shall include a transfer of membership to another church), in accordance with internal Church membership termination procedure.

7.05 All Professing members of the Church who are of legal age shall be entitled to notice of the meetings of the membership thereof and shall be entitled to vote on all nominations for office in the Church and upon all other matters placed before the meeting of members by the Board.

7.06 The Secretary shall promptly notify a person who has applied for membership in the Church when he/she is approved for membership and the person so approved shall have his/her name recorded in the Church's membership record.

8. MEMBERSHIP TERMINATION

8.01 The Church is a member of the Christian Reformed Church in North America and subscribes to the doctrines of this body. The termination of the membership of a professing or baptized member shall take place in accordance with the provisions for membership termination from time to time prescribed by the Synod.

8.02 If a member of the board introduces a motion to terminate the membership of either a professing or baptised member, such motion shall be tabled to permit the board to make appropriate inquiry. The board shall ordinarily direct one of its members to make or attempt to make one or more personal visits to the member in question. If the board so directs, no further action on the motion shall be taken until the board has heard the report of the board member so directed. If, after hearing such report, the Board decides that termination of membership of the member in question is appropriate, it shall advise the member in writing of the intention to terminate his membership. Such notice shall advise the member that he has specified and sufficient time within which to respond to the decision made by the Board. In the event that the member does not, within the time stipulated, respond to the Board's written notification of its decision to terminate, the Board shall be entitled to pass a further resolution to terminate the said membership.

8.03 If the member does respond to the Board's written notification, the Board shall schedule a meeting with the member to determine whether to proceed with the termination of membership. The meeting may be arranged on such terms as the Board deems appropriate under the circumstances and may take place with a limited number of Board members present unless the member stipulates that he wishes to have the meeting take place in the presence of the entire board. At the conclusion of such meeting, whether immediately or within a reasonable time, not to exceed 30 days, the board shall reconvene to determine whether to proceed with its decision to terminate and, upon a decision being made on this issue, shall forthwith advise the member, in writing.

9. MEETINGS OF MEMBERS

9.01 The board shall, at least once annually, call a general meeting of the membership shall be called and styled an "Annual Meeting". Not more than 15 months shall pass between such annual general meetings. At such annual meeting, in addition to other business which may be transacted, the report of the directors, the financial statement of the Church and an auditor's report regarding the financial statement shall be presented to the membership.

9.02 The board may call such additional general meetings of members as it may be deem appropriate. No public notice or advertisement of such meeting or of the Annual Meeting shall be required. However, notice of the time and place of every such meeting shall be given to the members by personal delivery or by sending notice thereof by prepaid post to the member at his/her address last recorded on the corporate membership register, or by leaving a copy of the notice in the member's mailbox in the rear of the Church building not less than 15 days prior to the date fixed for such meeting. If a member anticipates not attending a general meeting of members, he/she shall be entitled to be represented by a proxy, authorized to vote in his/her behalf, at the meeting. The proxy vote shall not be honoured by the board on any matter unless, prior to the meeting, the proxy shall file with the Secretary of the meeting, the written proxy vote.

9.03 Error or Omission in Notice - No error or omission in giving notice of an annual or other general meeting or adjourned meeting of the members shall invalidate such meeting or make void any proceedings taken thereat. No person shall be entitled to vote at a members' meeting, either personally, or by proxy unless he/she is then a member in good standing, as determined from the board's membership record kept for that purpose.

9.04 Quorum, Adjournments - A quorum for the transaction of business at any meeting of members shall consist of not less than 25% of the members present in person or represented by proxy. Any meeting of the members may be adjourned at any time and from time to time and, on such adjournment, such business as might have been transacted at the original meeting may be transacted on the adjourned date. No notice of the adjournment date need be given to the those members not present at the initial meeting.

9.05 Voting of Members - Each professing member in good standing of the Church and who is of legal age shall be entitled to one vote, whether exercised personally or by proxy.

9.06 At any meetings of members, every question shall be decided by a majority of votes of the members present, whether personally or represented by proxy, unless a greater majority be required by the Act. Voting may be conducted either by written or by way of an oral vote. In the event of an oral vote, the chairman's ruling as to whether a motion or resolution has been carried by the vote, and an entry to that effect in the corporation's minutes of the meeting shall be conclusive as to the proof thereof.

10. FINANCIAL YEAR

10.01 Unless otherwise resolved by the board, the financial year end of the Church shall terminate on the December 31st in each year.

11. CHEQUES, CONTRACTS AND OTHER DOCUMENTS

11.01 All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Church shall be signed by the Treasurer or by such person or personas as the board may, from time to time, authorize to do so.

11.02 All other contracts and documents legally binding the Church shall be signed by the President or the Vice-President under the seal of the Church after a resolution authorizing such officer to execute the contract or document in question has been passed by the board and a minute thereof entered into the corporate records.

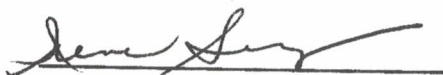
12. EFFECTIVE DATE - REPEAL OF BY-LAW #1

12.01 This by-law shall be effective upon resolution of the board as evidenced by the signature of the President and Secretary and upon such resolution being confirmed at a meeting of the general membership. The membership shall be given notice of such meeting in the form prescribed by this by-law.


12.02 On the effective date of this by-law, By-Law #1 shall be deemed to be repealed and superseded by this by-law.

The foregoing by-law is hereby passed by the directors of the Church at its regular meeting held on the 10th day of November, 1998.

Dated this 10th day of November, 1998.



President



Secretary

The foregoing by-law was confirmed at a general meeting of the members of the Church duly called for and held on December 6th, 1998.



Secretary

RESOLUTION

WHEREAS the Corporations Act provides that the Board must have a fixed number of directors;

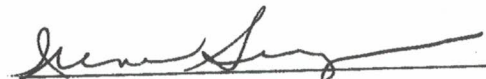
AND WHEREAS the number of directors set out in the Church's Letters Patent and/or Supplementary Letters Patent is not consistent with the actual number of directors serving,

NOW THEREFORE IT IS RESOLVED THAT:


The affairs of the Church shall be managed by a board consisting of 26 directors, each of whom shall, from the time of his/her election and throughout the term of office, be a member of the Church.

The foregoing special resolution was passed by the directors of the Church on the 10th day of November, 1998.

Dated this 10th day of November, 1998




President



Secretary

The foregoing resolution was ratified by the required majority at a general meeting of the members of the Church called for an held on the 6th day of December, 1998.



Secretary