

Christian Reformed Church of Georgetown operating as "Georgetown Christian Reformed Church" General Operating By-law No. 2024-1

**A By-law relating generally to the affairs and activities of
Christian Reformed Church of Georgetown
(the "Church" or "Corporation")**

WHEREAS the Church was incorporated as a non-share capital corporation on April 26, 1957, when it received Letters Patent under the Ontario *Corporations Act* and amended by Supplementary Letters Patent dated August 29, 1996;

AND WHEREAS the Christian Reformed Church of Georgetown adopted By-Law No. 1 in January 1987; which was superseded by By-Law No. 2 in December 1998, and amended in June 2010;

AND WHEREAS the Ontario *Corporations Act* was substituted with the Ontario *Not-for-Profit Corporations Act*, S.O. 2010 c. 15 (ONCA) in October 2021 and accordingly the Church is updating its General Operating By-laws under the ONCA for the regulation, management and government of the Corporation;

NOW THEREFORE subject to the terms and effective date set out in this By-law, the Corporation hereby repeals all prior By-laws and enacts as its general operating by-law, this general operating by-law designated as General Operating By-law 2024-1, as follows:

PART 1

1.0 DEFINITIONS

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

- a) "Act" means the *Ontario Not-for-Profit Corporations Act*, 2010, S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;
- b) "Articles" means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a Special Act;
- c) "Auditor" means a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, S.O. 2004, c. 8 and who is independent of the Corporation, any of its affiliates, and the Directors and officers of the Corporation and its affiliates;

- d) "Baptized member" means an individual who has received the Sacrament of Baptism and is entered in the rolls of the Church in accordance with the practices and procedures of the Church. The term "Baptized member" is an ecclesiastical term, and is not equivalent to a corporate Member;
- e) "Board of Directors" or "Board" of the Corporation refers collectively to all the individuals who are *ex-officio* Directors by virtue of holding the position of Elder or Deacon. For clarity, the Board of Directors does not include any employed Pastor(s);
- f) "By-law" or "By-laws" means this By-law and any other By-laws of the Corporation as amended, and which are, from time to time, in force and effect;
- g) "Chair" means the chair of the Board;
- h) "Christian Reformed Church in North America" and "CRCNA" refer to (i) an ecclesiastical body and governance structure that includes local church councils, regional classes, and a denomination-wide synod (i.e., as set out in the denomination's Church Order); as well as to (ii) a collection of charitable organizations in the United States and Canada where the ministries of the Christian Reformed Church in North America are governed by various independent corporate boards, including for example: the CRCNA Canada Corporation, the CRCNA U.S. Corporation, and the Corporation (i.e. this local Church). In this bylaw the term CRCNA generally refers to the ecclesiastical body unless the context requires that it refer to ministries carried out by a Canadian charitable entity;
- i) "Church" means the legal entity incorporated as a non-share capital corporation by Letters Patent on April 26, 1957, as amended August 29, 1996, and called the "Christian Reformed Church of Georgetown" (also known as "Georgetown Christian Reformed Church");
- j) "Church Order" means the Church Order of the CRCNA, comprised of the original Church Order of Dort 1618-19, as revised by The Christian Reformed Synod of 1914 and 1965 and as may be further amended by the Synod from time to time;
- k) "Council Executive" refers to the management committee comprised of certain Directors who with the assistance of the Pastor(s) have responsibilities that include coordinating and supervising ministry programs, setting agendas for Full Council and Members (Congregational) meetings and the administration of the Church;
- l) "Corporation" means the Christian Reformed Church of Georgetown (also known as "Georgetown Christian Reformed Church"), incorporated by way of Letters Patent April 26, 1957, as amended August 29, 1996, and as may be amended by any Articles of Amendment, or substituted by any other corporate form;
- m) "Deacon" means an individual who has been called and elected or appointed by the Church to serve as such, pursuant to the procedures and processes of the Church;

- n) "Director(s)" means those individuals who have been elected or appointed as Elder or Deacon pursuant to the practices of the Church, and who by virtue of holding that office are *ex-officio* a Director of the Corporation;
- o) "Discipline" and "Admonitions" are understood by the Church as ecclesiastical terms which are meant to restore individuals to fellowship with God and the Church and/or seeking to reconcile individuals to one another through repentance, forgiveness and restitution;
- p) "Elder" means an individual who has been called and elected or appointed by the Church to serve as such pursuant to the procedures and processes of the Church;
- q) "Extraordinary Resolution" means a resolution that is:
 - i. submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80% of the votes cast; or
 - ii. consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members;
- r) "Full Council" refers to collectively to the Elders, Deacons and Pastor(s). The individuals forming the Council also act as the Board of Directors, with the exception of any Pastor(s) and other individuals employed by the Church, if any;
- s) "Facilities" means any real property, including without limitation any building, owned, leased, or otherwise under the control of the Church;
- t) "Member" or "Corporate Member" is defined in Section 5, and means a member of the Corporation;
- u) "Members" means the collective membership of the Corporation;
- v) "Meeting of Members" means any annual or special meeting of the members, as the case may be;
- w) "Officer" means an Officer of the Corporation as described in Section 13 and 14 of this By-law (e.g., Chair, Vice-Chair, Clerk, and Treasurer);
- x) "Ordinary Resolution" means a resolution that is:
 - i. submitted to a Meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast; or
 - ii. consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation;
- y) "Pastoral Council" refers to the group of Elders who work together with the Pastor(s), who have the ecclesiastical responsibility for the spiritual oversight and guidance of the mission and ministry of the Church, and who serve the congregation's pastoral needs, including visits, prayers, fellowship and relationships;

z) "Professing member" may be referred to as a "Confessing member" and means an individual (minor or adult) who has publicly professed their faith in Jesus Christ as their Saviour and Lord in accordance with the liturgical form and procedures adopted by the Church. "Professing member" is an ecclesiastical term and is not equivalent to being a corporate Member. An eligible adult Professing member may be elected to the ecclesiastical offices of the Church pursuant to the practices and procedures of the Church. Professing members who meet all the membership criteria as set out in the By-laws are automatically Members of this Corporation pursuant to Section 5;

aa) "Special Business" has the meaning set out in Section 7.14; and

bb) "Special Resolution" means a resolution that is:

- i. submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or
- ii. consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation.

2.0 DOCTRINAL AND OTHER FUNDAMENTAL TERMS

2.1 Interpretation

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

- a) words importing the singular number include the plural and vice versa, and words importing one gender include all genders;
- b) all other ecclesiastical terms or those having ecclesiastical connotation shall be interpreted giving consideration to the Church Order or similar documents if applicable; and
- c) the interpretation shall at all times be consistent with, and subject to, the Purposes (also known as "Objects") and terms contained in the Articles and the Act.

2.2 Affiliation and Application

The Gospel as set out and revealed in the Holy Bible as described in the doctrine and observance of the reformed Christian faith, as described in the Belgic Confession, the Heidelberg Catechism and the Canons of Dordt provides the context and reason for the existence of this Corporation, and therefore, in applying the By-laws, the Church shall be guided by the Holy Bible as described in the doctrine and observance of these Reformed Creeds.

The Church is a member of the Christian Reformed Church in North America denomination. In questions of ecclesiastical procedure or other ecclesiastical matters, the Church should give consideration to the Church Order of the Christian Reformed Church in North America.

However, notwithstanding the Church's membership in the Christian Reformed Church in North America, the Church remains an autonomous, independent organization, and retains the exclusive right to self-govern, to own all of its assets outright, and specifically, the Church asserts its autonomy and right to exercise and make any and all decisions regarding any and all assets, including its real estate.

2.3 Precedence and Severability

If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

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

PART 2

3.0 AFFAIRS AND ACTIVITIES OF THE CORPORATION

3.1 Financial Year End

The financial year end of the Corporation shall be December 31st of each year or as otherwise set by the Board.

3.2 Books and Records

Any records maintained by the Corporation in the regular course of its business as required by the Act, including its register of Members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time. The Corporation shall make such records available for inspection under applicable law.

3.3 Signing of Documents/Contracts

Upon the prior approval of the Board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments in writing requiring signature (execution) by the Church shall be signed by any two (2) of its Directors or Officers. In addition, the Board of Directors may from time to time direct the manner in which, and the person or persons by whom, any particular document or type of document may or shall be signed (executed). Any person authorized to sign any document on behalf of the Church may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law, or other document of the Corporation to be a true copy thereof.

The Board of Directors 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.

3.4 Banking Arrangements

The banking business of the Church shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by any two (2) of the Officers, or any one Director or Officer and the Board appointed book-keeper from time to time, and/or the banking business or any part of it may be transacted by any other person or persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

3.5 Annual Financial Statements

Financial statements (including the Auditor's Report, if any) shall be prepared at the level and in the manner prescribed by the Act and its Regulations from time to time. The Church may, instead of sending copies of the annual financial statements to the Members, provide a summary of the financial statements, and publish a notice to its Members stating that the annual financial statements and related documents are available at the registered office of the Church and any Member may, on request, obtain a copy free of charge at the registered office, by email or other electronic means, or by prepaid mail.

3.6 Auditor

If required by the Act, the appointing of an Auditor to serve until the next annual Meeting of Members, shall take place annually at the annual Meeting of the Members.

If an appointment is not so made, the Auditor in office shall continue until a successor is appointed. The Directors may fill any casual vacancy in the office of the Auditor.

PART 3

4.0 ECCLESIASTICAL MEMBERSHIP AS DISTINGUISHED FROM CORPORATE MEMBERSHIP

4.1 Baptized Members

"Baptized membership" is an ecclesiastical and not a corporate term. In the ecclesiastical context, individuals who have been baptized pursuant to the doctrines and teachings of the Church, are recognized as part of the broader Christian covenant community of believers. However, "Baptized membership" is not a class of membership in the Corporation and is not equivalent to "Corporate Membership". For clarity, an individual who has been Baptized and who is recognized as a Baptized member, must separately meet the eligibility requirements for Corporate Membership in order to be a Member of the Corporation. As part of the broader Christian covenant community, "Baptized members" are strongly encouraged to participate in the Church, in accordance with the Church's doctrines, teachings and customs.

4.2 Professing Members

"Professing member" is an ecclesiastical and not a corporate term. Professing members are those individuals who have been baptized, and who have publicly professed their Christian faith in the manner prescribed by the Church Order and/or the Church. "Professing membership" is not a class of membership in the Corporation, provided that recognition as a Professing member is an eligibility requirement for Corporate membership. Professing members are strongly encouraged to participate in the Church, in accordance with the Church's doctrines, teachings and customs.

4.3 The Pastoral Council admit individuals into Baptized and membership, bringing them under the spiritual oversight of the Pastoral Council, pursuant to the criteria and policies of the Church, if any. The Church maintains rolls (registers) for both Baptized and Professing members.

5.0 CORPORATE MEMBERSHIP

5.1 Classes of Membership

Pursuant to the Articles, the Corporation shall be made up of one class of members, referred to as "Members" or "Corporate Members".

5.2 All those individuals who at the time of adopting this By-law, are Members of the Corporation shall be recognized and carried forward as Members of the Corporation under this new By-law.

5.3 Admission into Membership in the Corporation thereafter will be automatic for all individuals who meet the following eligibility requirements. Specifically, an individual must be:

- a) recognized by the Church as a Professing member of the Church in "good standing" as set out in Section 6.4; and
- b) at least 18 years of age.

5.4 The Board shall confirm its Corporate Membership list at least once annually.

5.5 A Member of the Corporation shall have the following privileges, rights and duties:

- a) to attend, speak, and participate at all Meetings of Members;
- b) the right to a single vote on all matters brought before the Members at any Meeting of Members; and
- c) the right to exercise all the rights and privileges the Act has given to Members of the Corporation, subject to any permitted restrictions imposed by the Articles or By-laws.

6.0 MEMBERSHIP WITHDRAWAL, TRANSFER AND REMOVAL

6.1 Transfer of Membership in the Corporation

Membership in the Corporation cannot be transferred to another entity. Membership in another Corporation cannot be transferred to this Church.

6.2 Transfer of Ecclesiastical Membership

Transfers of, or Letters of Recognition regarding the status of, an individual's ecclesiastical membership as a Professing or Baptized Member, to or from another Church, whether within or outside of the denomination, are to be done pursuant to the process set out in the Church Order and the Church's practice.

Upon an individual's request to transfer their ecclesiastical membership out of the Church, being approved by the Pastoral Council, the individual's ecclesiastical membership in the Church shall cease as of the date of the Pastoral Elders's approval.

Similarly, upon the approval of the Pastoral Council of an individual's request to transfer ecclesiastical membership into the Church, which is recognized by the Pastoral Elders as equivalent to being a "Baptized" or "Professing" member, then the individual's ecclesiastical membership as such in the Church shall commence as of the date of the Pastoral Council's approval.

6.3 Removal or Termination of Membership in the Corporation

Membership in the Corporation is terminated:

- a) when the Member dies;
- b) upon a Member's written resignation/request to remove their name as a Corporate Member. In the event of such a request, the Board shall approve the request in accordance with its policy and procedures, if any, and such removal shall be effective upon the date that the Board receives the request, unless the request indicates a later date;
- c) upon a Member ceasing to meet the qualifications for Membership described in these By-laws. In particular, Membership in the Corporation is automatically terminated when an individual is no longer recognized by the Pastoral Council as a Professing member of the Church (e.g., by reason of a transfer of ecclesiastical membership to another Church), or when the Pastoral Council determines by resolution that the individual is no longer a Professing Member in good standing as set out below in Section 6.4;
- d) the Church is liquidated or dissolved under the Act.

6.4 A Professing member of the Church is considered to be 'in good standing' unless:

- a) the Pastoral Elders have determined by resolution that an individual Professing member's membership is lapsed or deemed resigned (however it may be referred to) after an absence from the Church (as that may be reasonably defined by the Pastoral Council) for a period of at least 12 months; or
- b) the Pastoral Council have by resolution determined that an individual Professing member is under admonition and discipline pursuant to the Church Order and/or the practices and procedures of the Church.

7.0 MEETINGS OF MEMBERS**7.1 Place of Meetings**

Subject to Section 7.10 (Electronic Meetings), Meetings of the Members shall be at the premises of the Church, or elsewhere within the local Region or Municipality, as may be determined by the Board of Directors from time to time.

7.2 Annual Meeting of Members

There shall be an annual Meeting of Members at least annually, within six (6) months of the fiscal year end and fifteen (15) months from the last annual Meeting of Members, at such time and place as determined by the Board of Directors.

Subject to the Act, only those matters required to be on the Agenda as per the Act and By-laws, together with those matters brought forth by the Board and as presented on the Agenda, shall be considered properly before the Corporate Members.

The purpose of the annual Meeting of Members will typically be to do the following:

- a) to approve the Agenda;
- b) to receive the minutes of the prior Meeting of Members;
- c) to hear the necessary reports from the Board, Council, Committee Chairs, etc. as per the custom of the Church;
- d) to receive the Financial Statements for the immediately preceding year, including the Auditor's report (if any);
- e) to appoint the Auditor;

- f) to fix the number of Directors (as needed); and
- g) to transact any other business properly brought before the Members.

7.3 Special Meetings of Members

Subject to the Act, at the request of the Chair of the Board of Directors having the support of a majority of the Board of Directors, other special Meetings of the Members of the Corporation shall be called and convened by the Board of Directors.

Subject to the Act, the Board shall also convene a special Meeting of Members upon the written request of not less than ten percent (10%) of the Members entitled to vote, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or that is not otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the request with the Chair.

7.4 Quorums for Meeting of Members

Quorum for Meetings of Members shall be constituted by the presence in person, immediately prior to the time of the meeting in question, of at least twenty percent (20%) of the Corporate Membership entitled to vote at the meeting. Individuals who are participating through electronic means (see Section 7.10) are deemed to be present in person.

If a quorum is not present at the time appointed for a Members Meeting or within such reasonable time thereafter as the Chair 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.

If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

7.5 Chair of Meetings of Members

The Chair of the Board shall act as chair of all Meetings of Members. In the absence of the Chair of the Board, the Vice-Chair of the Board or a Director designated by the Board, if any, shall act as chair of the Members Meeting. However, in the absence of the Vice-Chair or designated Director, the Members present shall choose one of their number to chair the meeting.

7.6 Majority Vote

At any Meeting of Members every question shall be determined by Ordinary Resolution of the Members, unless a Special Resolution or other percentage is required by the Act, Articles or By-laws.

Provided that where the percentage to approve a motion is not specifically set out in the Act or By-laws, and where the matter is ecclesiastical in nature and addressed in the Church Order or other documents similar in nature (e.g., the calling of a Pastor), the Board has the authority to set the percentage required to pass a motion in accordance with the Church Order or other documents similar in nature.

Where the Board is seeking non-binding guidance from the Members, it may set out the motion

and percentage required for a vote, if applicable, as it determines to be appropriate.

7.7 Voting Procedure at Meetings of Members

Each Member of the Corporation is entitled to one vote.

Every question submitted at a Meeting of Members shall generally be decided by a show of hands.

Where upon a show of hands, the Chair is unable to call the vote, or the vote appears to be, or is in fact, a tie vote, the Chair shall repeat the vote by calling for a vote by secret ballot.

A secret ballot may also be held at any time either upon the decision of the Chair or upon request of any Member and shall be taken in such manner as the Chair directs. A request for a secret ballot may be withdrawn. The results of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held.

At any meeting unless a secret ballot is conducted, a declaration by the Chair that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

In the case of an equality of votes at a meeting of the Board, the chair of the meeting shall be entitled to a casting vote, provided the chair did not already vote on the question.

An abstention shall not be considered a vote cast. A ruined or destroyed ballot shall not be considered a vote cast.

7.8 Proxy Voting

Pursuant to s. 64(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who shall be Members of the Corporation, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
- c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by one or more telephonic or electronic means, or by a combination of one or more telephonic means and voting in person, or by way of ballot at the Meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting by way of a show of hands or one or more telephonic or electronic means or by a combination of one or more telephonic means and voting in person;
- d) a proxy shall be in writing and shall be executed by the Member or such Member's attorney;
- e) any form of proxy shall conform to the requirements set out in the Regulations; and
- f) votes by proxy shall be collected, counted and reported in such manner as the chair of the Meeting directs.

7.9 Absentee Ballots

Members may submit an absentee ballot to the Board prior to the commencement of a Members Meeting, in person, by mail or electronic means, and at the sole discretion of the Board, by telephonic or other means. The form, content and related procedure for submitting absentee ballots, shall be as directed by the Board from time to time.

Absentee ballots only apply to the matter(s) or motion(s) specifically proposed in the Agenda and Notice materials for that particular meeting. In other words, an absentee ballot may only be used on the first round of voting and may not be used in the event there are further rounds of voting on the particular issue or motion. In accordance with the Act, the Chair shall ensure that absentee ballots submitted in advance of the Meeting are included in the appropriate count and report of all votes cast on a particular matter.

7.10 Participation in Meetings or Meetings Held Entirely by Telephonic or Electronic Means

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. Such meeting must enable all persons entitled to attend to reasonably participate. A person who, through electronic or telephonic means, votes or attends at a Meeting of Members is deemed to have been present in person at the meeting, including for purposes of counting quorum. A Meeting of Members held by telephonic or electronic means is deemed to be held at the registered office of the Corporation.

For clarity, subject to the discretion of the Board, voting at any Meeting of Members (including in person meetings) via electronic communications or other alternate means and devices is permitted in accordance with the Act.

7.11 Adjournments

The Chair may, with the majority consent of the Members at any Members Meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the Notice calling the same.

7.12 Persons Entitled to be Present

The only persons entitled to attend a Meeting of Members are the Directors, Members of the Corporation, the Professing members under eighteen (18) years of age, Baptized Members, the Auditors of the Church, employees of the Church, and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by Council or with the majority consent of the Members of the Corporation present at the meeting.

7.13 Notice of Meeting

Notice of all Meetings of Members (annual and special), may be given to the Members by placing a notice in the Church bulletin or public announcement to the congregation, at least two Sundays, and shall in all cases be given at least ten (10) days and no more than fifty (50) days in advance of the Meeting of Members, to all those entitled to notice in such manner provided for in Part 10 of this By-law.

Notice for in-person meetings must include the time and place of the meeting. If the meeting is held entirely by one or more telephonic or electronic means, or by a combination of in-person and electronic and/or telephonic means, instructions for attending and participating in the meeting must be included, as well as instructions for voting by such means at the meeting. Subject to the requirements of the Act from time to time, notice for Meetings of Members in which Special Business will be transacted, must:

- a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- b) state the text of any special resolution to be submitted to the meeting.

7.14 Special Business

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is Special Business except for the following:

- a) consideration of the financial statements;
- b) consideration of the audit or review engagement report, if any;
- c) an Extraordinary Resolution (i.e. requiring approval of 80% of votes cast) to have a review engagement instead of an audit or to not have an audit or a review engagement;
- d) election of Directors; and
- e) reappointment of the incumbent Auditor or individual conducting the review engagement.

7.15 Order at Meetings

The Chair shall conduct all annual or special Meetings of Members in an orderly manner. Subject to the Act, Articles, and By-laws of the Corporation, debate and questions as to proper order shall follow Roberts Rules of Order when the need arises. Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order without challenge made at such meeting, this shall not invalidate the meeting or the decisions made at such meeting.

8.0 DISPUTES /APPEALS**8.1 Dispute Resolution Process**

Disputes among Members, and/or between Members and the Board, Council, etc., shall be responded to and handled in accordance with the ecclesiastical processes set out in the Church practices and policies, if any.

If however, such a dispute or controversy is not resolved between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act*, 1991 (Ontario) or as otherwise agreed upon by the parties to the

- dispute. 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; and
- b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

PART 4

9.0 BOARD OF DIRECTORS

9.1 Membership of the Board of Directors

The operation and conduct of the Church shall be managed or supervised by a Board of Directors consisting of the precise number fixed within the minimum and maximum range set out in the Articles. The precise number of Directors may be determined from time to time by Special Resolution of the Members, or if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors.

The Church's Pastor (or Senior Pastor if more than one), while not a Director, shall be entitled to attend and participate at all meetings of the Board of Directors, unless the Board requests to meet *in-camera* (i.e., without the Pastor present) for part or all of a meeting, including to discuss matters directly related to the Pastor, such as remuneration and performance reviews. The Pastor may become a Director only if and when permission is obtained from the Ontario Public Guardian and Trustee (e.g., a "Section 13 Court Order"), or if and when the law ceases to prohibit "employees" from serving on the Board of charitable organizations.

9.2 Qualifications for Directors

A person who is elected/selected and currently installed as an Elder or Deacon pursuant to the recognized practices and procedures of the Church, is automatically (i.e., ex-officio) a Director of the Corporation, provided:

- a) the individual is a Member of the Corporation;
- b) the individual is not an employee of the Church (e.g., a Pastor) or otherwise ineligible due to a conflict of interest;
- c) the individual is not ineligible to be a Director pursuant to applicable law (e.g., has the status of bankrupt etc. under the Act, is an ineligible individual under the *Income Tax Act*, Canada or is ineligible under the *Charities Accounting Act*, Ontario as set out in Section 9.6); and
- d) the individual consents to being a Director in writing.

9.3 Term – Given that Directors hold the position of Director ex-officio by virtue of holding another office, namely the office of Elder or Deacon, as such there are no terms directly applicable to the position of Director.

The Church shall elect or appoint Elders and Deacons in accordance with the practices and policies of the Church. All Directors shall hold office so long as they hold the office of Elder or Deacon.

9.4 Vacancies Created

The position of a Director, shall be automatically vacated if any of the following situations occur:

- a) a Director ceases to be an Elder or Deacon;

- b) a Director resigns by delivering a letter of resignation to the Chair, and such resignation is effective on the later of the date it is received, or on the date specified;
- c) such Director ceases to be qualified as a Director as provided for in Section 9.2, by the Act or other laws; and
- d) on death.

9.5 Filling Vacancies

Vacancies on the Board may only be filled, by the election/selection of an individual to the office of Elder or Deacon in accordance with practices and policies of the Church.

9.6 Remuneration of Directors

Pursuant to the Articles, Directors shall serve without remuneration, and no Director shall receive any direct or indirect remuneration from the Church for service as a Director, provided that a Director may be paid for reasonable expenses incurred in the performance of their duties as Director.

Furthermore, a Director or someone not at arm's length to the Director may not provide goods or services to the Church for consideration (i.e., remuneration), while serving as a Director provided that this restriction may be lifted if done strictly in accordance with applicable law (e.g., the Ontario *Charities Accounting Act* and its Regulations), or if and when specific approval is received from the Ontario Public Guardian and Trustee (e.g., via a Section 13 Court Order).

9.7 Remuneration of Employees, Agents, Officers

The reasonable remuneration for all Officers (who are not also Directors), employees, and agents of the Church as determined appropriate by the Board shall be fixed by the Board of Directors by resolution, unless otherwise delegated by the Board.

10.0 BOARD MEETINGS

10.1 Place of Meetings

Meetings of the Board shall be at the premises of the Church, within the local Region or Municipality, or elsewhere in Ontario, as may be determined by the Board of Directors from time to time.

10.2 Regular Meetings

The Board of Directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. Notice of regular meetings, including the place and time of the regular meetings of the Board, shall be given to each Director promptly after being appointed and no other notice for such regular meetings shall be required.

Notice shall be given to the Board of Directors in the manner set out in Part 10.

10.3 Special Meetings

Special meetings of the Board may be called by the Chair, or any two (2) Directors, upon giving seven (7) days' notice in the manner permitted under Part 10, with the exception of prepaid mail.

10.4 Meeting Agendas

The Chair shall ensure that a proposed Agenda is distributed in advance of a Board meeting, and ideally seven (7) days prior to the meeting.

10.5 Where Insufficient Notice

A Board meeting may be held without proper notice if all of the Directors are present, and none objects to the holding of the meeting, or if those that are absent have waived notice or have otherwise signified their consent to the holding of such meeting.

10.6 Written Resolutions

A resolution or motion in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or a committee of Directors.

10.7 Quorum

A quorum for a meeting of the Board shall be a majority of the fixed number of members of the Board present in person or via electronic means as set out in 10.10.

10.8 Voting Rights

In all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the event of an equality of votes on any question, the motion shall fail unless the chair chooses to cast the deciding vote, which the chair may only do if they have not exercised an original vote.

10.9 Minutes

The Board shall keep written minutes of each meeting. The Clerk, or their designate, shall be responsible to maintain such minutes.

10.10 Electronic Meetings/Electronic Participation in Meetings

Where a majority of the Directors have consented, a Directors meeting and/or participation in a Directors meeting of the Board, may occur by means of conference telephone, electronic communications or other communicating equipment where all persons participating in such a meeting can communicate with each other simultaneously and instantaneously.

A Director participating in a meeting by these means shall be deemed to be present in person at the meeting, including for purposes of counting quorum. Any consent given regarding this Section shall be effective whether given before or after the meeting.

10.11 Chair of Meetings

The Chair or in their absence, the Vice-Chair, or a Director designated by the Chair, shall preside at any meeting of the Board; or if no such designation is made, the Directors present shall choose from among themselves someone to preside as chair of the meeting.

10.12 Persons Entitled to be Present

Subject to the By-laws, the only persons entitled to attend a Directors meeting are the Directors and the Senior Pastor. Any other person may be admitted only if invited by the Chair or with the majority consent of the Directors present at the meeting.

11.0 POWERS OF THE BOARD

11.1 General Authority

The Board shall be responsible for the management, or the supervision of the management of the Church. The Board shall make or cause to be made for the Church, in its name, any kind of contract which the Church may lawfully enter into, and generally, may exercise all such other powers and do all such other acts and things as the Church by its Articles, its By-laws, the Act, or otherwise is authorized.

11.2 Borrowing Authority

Subject to the restrictions on borrowing in the Articles, By-laws and the Act, and applicable law, but without otherwise restricting or substituting any of the rights and powers otherwise granted to or possessed by the Board, the Board of Directors may from time to time:

- a) borrow money upon the credit of the Church in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- b) issue debentures or other securities of the Church;
- c) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- d) mortgage, hypothecate, charge or pledge, or give security in any manner whatever upon, all or any of the property, real and personal, immoveable and moveable, undertaking and rights of the Church, present or future, or any money borrowed or any obligation or liability of the Church, present or future; and/or
- e) delegate to such Officers or Directors of the Church as the Directors may designate all or any of the foregoing to such persons as the Directors may determine.

11.3 Notwithstanding Sections 11.1 and 11.2:

- a) shall make reasonable efforts to first obtain the Membership's non-binding consent at a Meeting of Members, before incurring an unexpected expenditure, including for emergencies, that exceeds the current budget by more than ten percent (10%);
- b) where in the reasonable opinion of the Board the amount of any loan, credit facility, transfer/gift or expenditure is major, the Board shall first obtain the confirmation of the Members by Ordinary Resolution approving such loan, credit facility, transfer/gift or expenditure. For greater certainty, any loan or credit facility, transfer or expenditure which is for the purpose of a significant capital project, which reduces the Church's capital assets, and/or requires the granting of real property security interests in the property of the Corporation shall be deemed to be a major borrowing requiring an Ordinary Resolution of the Members approving same.
- c) shall in accordance with the Act, obtain the consent of the Members by Special Resolution, before taking or entering into a sale, lease or exchange of all or substantially all of the property of the Corporation, and by Ordinary Resolution before the sale of any real estate belonging to the Church.

In all cases, no sale, mortgage, or conveyance of any gift, grant, or donation, conveyance, device, or bequest shall be made which would be inconsistent with the express terms of the plain intent of the grant, donation, gift, conveyance, device, or bequest.

12.0 CONFLICT OF INTEREST

12.1 Mandate

The Church has a mandate to conduct all of its affairs decently and above reproach both in the sight of God and individuals. That accountability includes a commitment to operate with the highest level of integrity and to avoid conflicts of interest except as permitted by law.

12.2 Good Faith

Directors and Officers shall exercise good faith in all their transactions and not use their position or knowledge gained from their position for any personal gain or advantage received or given as consideration resulting from covert or overt bartering. There should not be a question of, or the appearance of, a gain or advantage being received or given without the individual concerned fully disclosing the facts that could give rise to a question or real or perceived conflict to the Board.

12.3 Where Conflict Arises

Conflict of interest arises in a transaction or significant relationship between the Church's Directors, Officers and other persons where an individual or a person who does not deal at arm's length with a Director or Officer:

- a) realizes a direct or indirect gain of a commercial nature; or
- b) receives a direct or indirect significant advantage or privilege.

12.4 Disclosure

Every Director and Officer shall disclose to the Church the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Church, in accordance with the manner and timing provided in s. 41 of the Act, and in accordance with any code or policy of the Board then in effect, passed in accordance with Section 20.

12.5 Removal from Decisions

Subject to and in accordance with the Act, a Director or Officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

12.6 Where Inappropriate

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation so long as it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied.

A conflict of interest will be considered to be inappropriate where there is material gain, advantage or privilege to be received or enjoyed by the Director, Officer, or a person who does not deal at arm's length with such individual and/or where in the opinion of the Board, a person would influence or would have the appearance of influencing the conduct or judgment of any Director or Officer in connection with any transaction or relationship. A Director, or a

person related to the Director, may not enter into a contract for goods or services with the Church, unless the requirements and procedures set out in the *Charities Accounting Act* of Ontario and its regulations, and any other applicable law, are complied with.

PART 5

13.0 BOARD OFFICERS

13.1 Names of Officers

The Corporate Officers of the Corporation (Church) shall be:

- a) Chair;
- b) Vice-Chair;
- c) Clerk (also known as the Secretary);
- d) Treasurer; and
- e) such other Officers as the Board of Directors may determine from time to time.

13.2 Election/Appointment and Term

The Chair, Vice-Chair and Clerk of the Board shall be elected or appointed from among the Directors for a one-year term.

The Treasurer may be, but need not be a Director, provided that employed Officers shall not be Directors. The Directors shall elect or appoint the Treasurer when required, for such term as the Board determines from time to time.

The Board may elect such other individuals to serve in other corporate Offices as deemed necessary by the Board from time to time. The Board shall assign such duties to these Officers as it determines from time to time.

An Officer may be re-appointed to any number of terms provided they meet the eligibility criteria (e.g., are a member of the Board).

13.3 Resignation of Officers

If for any reason any Officer chooses to resign their position, a letter of resignation together with an explanation shall be directed to the Board. An Officer who is also a Director is deemed to have resigned immediately upon ceasing to be a Director, provided that the Board may re-appoint such individual to an Office if they meet the eligibility requirements for that Office.

13.4 The Board may by resolution remove any Officer for any reason, and may by resolution or by appointment as the case may be, fill a vacancy in an Office during the remaining term.

14.0 DUTIES AND RESPONSIBILITIES OF OFFICERS

14.1 The Officers shall have the duties and responsibilities set out below, provided the Board may, from time to time and subject to the Act, vary, add to or limit the powers, duties and responsibilities of any Officer. The powers, duties and responsibilities of any other Officers, if any, shall be on the terms that the Board or the Chair requires of them.

14.2 The Chair

The Chair of the Corporation shall be a Director and not a Pastor. The Chair shall ordinarily call meetings of the Board/Council and the Members, ensure the preparation of an Agenda for such meetings, and preside at all such meetings. The Chair have such other duties as may be required by law or as the Board may determine from time to time.

14.2 The Vice-Chair

The Vice-Chair shall be a Director and not a Pastor, and in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair as applicable, and shall perform such other duties as shall from time to time be determined by the Board.

14.3 Clerk

The Clerk (who may be referred to as the "Stated Clerk" or "Secretary" or by such other term as determined by the Board from time to time) shall be a Director and not a Minister, and shall conduct all the correspondence on behalf of the Church; attend and record, or ensure the recording of, all of the business of Board meetings, Council Executive meetings and Meeting of Members; give, or cause to be given, as and when instructed, notices to Members, Board Members and the Auditor; maintain and keep, or ensure the maintenance and keeping of the membership records; be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation, as well as of the Seal of the Corporation, if any; and shall perform such other duties as shall from time to time be determined by the Board. Duties of the Clerk may be otherwise assigned by the Board, including being divided with another Clerk or Clerks who need not be a Director or Officer (e.g., Recording Clerk, Membership Clerk).

14.4 Treasurer

The Treasurer may but need not be a Director, and shall be responsible for the financial management of the Corporation and without limiting the generality of the foregoing shall: ensure adequate financial and accounting controls are in place for the protection of all the assets of the Church; be responsible for disbursing monies on behalf of the Church; ensure the maintenance of payroll records and tax filings; oversee payment of all authorized expenses; oversee the investment of funds belonging to the Church as directed by the Directors; ensure the proper deposit of monies received into proper bank accounts; ensure the keeping of accounts of monies received, spent, and of assets and liabilities; ensure accurate records of contributions made are kept; ensure that no Director receives remuneration for services on the Board, except for reimbursing legitimate expenses; and ensure that appropriate financial reports are prepared and distributed. Where the Treasurer is not a Director, the Treasurer may attend meetings of the Board at the request of the Board. The Treasurer may have assistance in meeting their responsibilities (e.g., a book-keeper).

PART 6**15.0 PROTECTION AND INDEMNITY TO DIRECTORS AND OFFICERS****15.1 Insurance**

The Church shall purchase and maintain appropriate liability insurance for the benefit of the Church and each person acting or having previously acted in the capacity of a Director, Officer or any other similar capacity (e.g., Pastor or Senior Pastor if more than one) at the request of or on behalf of the Church, which insurance may include:

- a) property and public liability insurance;
- b) Directors' and Officers' insurance; and
- c) may include such other insurance as the Board of Directors sees fit from time to time.

15.2 Good Faith

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Church.

15.3 Co-operation

It shall be the obligation of any person seeking insurance coverage or indemnity from the Church to co-operate fully with the Church in the defense of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Church.

15.4 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in this Section, or purchasing insurance provided for in this Section, the Board should consider:

- a) the degree of risk to which the Director or Officer is or may be exposed;
- b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

15.5 Indemnification of Directors and Officers

Every person including the respective heirs, executors and administrators, estate, successors and assigns of the person, who is a Director, Officer, Pastor or in a similar role, who has undertaken, or, with the direction of the Church is about to undertake, any liability on behalf of the Church, shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) out of the funds of the Church from and against all costs, charges and expenses which such Director, Officer, Pastor or person sustains or incurs:

- a) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or of any such liability; or
- b) in relation to the affairs of the Church generally, save and except such costs, charges or expenses as are occasioned by the willful neglect or default or failure of such protected person to act honestly and in good faith in the performance of the duties of office.

15.6 Indemnity to Others

The Church shall also, upon approval of the Board from time to time, indemnify any such persons as described above in such other circumstances as the Act or law permits or requires.

15.7 Other Indemnity

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.

PART 7

16.0 COUNCIL EXECUTIVE

16.1 Council Executive

The Board may delegate by resolution any or all of their powers and duties to a committee of Directors, which may be called the “Council Executive” or such other name as determined by the Board from time to time, provided the Board of Directors has at least twelve (12) Directors.

All members of the Council Executive must be Directors. Until otherwise determined by the Full Council, the Council Executive shall ordinarily include the Chair of Full Council, the Chair of the Pastoral Council, the Vice-Chair of Pastoral Council, the Clerk, the Chair of the Deacons, and 2 Ministry Liaison Elders as determined by the Board from time to time.

The Pastor (or Senior Pastor if more than one), shall be given notice of, and requested to attend and to participate in all meetings of the Council Executive. The Recording Clerk, if any, shall be given notice of all meetings of the Council Executive for the purpose of taking minutes.

The Board may vary the number of Council Executive members provided the number may not be set at less than three (3).

16.2 Delegation

Any such delegation of power and duties is subject to the Act, By-laws, and/or Board resolutions. The Board retains the authority to terminate or amend the terms of the Council Executive.

16.3 Limits on Delegation of Board Powers

The powers delegated to any Council Executive, must conform to any other regulations which may be imposed on the Council Executive by the Act, By-laws or Board.

Pursuant to the Act, the Board may not delegate the following powers, including to the Council Executive, or to any Senior employee or other committee:

- a) The decision to submit to the Members any question or matter requiring the approval of the Members.
- b) To fill a vacancy among the Directors or in the position of Auditor.
- c) To appoint additional Directors, if applicable.
- d) To issue debt obligations except as authorized by the Directors.
- e) To enter into contracts except as authorized by the Directors.
- f) To grant indemnities or to authorize the purchase of insurance.
- g) To approve any financial statements.
- h) To adopt, amend or repeal by-laws.
- i) To establish contributions to be made, or dues to be paid, by Members
- j) To accept individuals into Membership.
- k) To approve delegates and/or submissions for a major Assembly (i.e., to Classis or Synod).

16.4 Meetings of the Council Executive

Subject to this By-law and any resolution(s) of the Board, the Council Executive may meet regularly for the transaction of business, adjourn, and otherwise regulate its meetings as it sees fit. Meetings shall take place at such time and place as the Council Executive may determine in accordance with and in consideration of a schedule of Board meetings determined by the Board. Each member of the Council Executive shall receive a written copy of the schedule of meetings.

16.5 Special Meetings

Special Meetings of the Council Executive may be called by the Chair of the Council Executive by direct communication with the committee members, or any other means permitted under the By-laws, at least seven (7) days prior to the proposed meeting date. Emergency meetings may be called upon twenty-four (24) hours' notice at the call of the Chair, provided that notice of a meeting is not necessary if all of the Executive are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

16.6 Quorum

A quorum for the meeting of the Council Executive shall be a majority of the members of the Council Executive, and at no time shall it be less than two (2) members.

16.7 Chair

The Chair of the Council Executive shall be the Chair of the Board.

16.8 Voting Rights

At all meetings of the Council Executive, every question shall be decided by a majority of the votes cast on the question. In the event of an equality of votes on any question, the motion shall fail unless the chair chooses to cast the deciding vote, which the chair may only do if they have not exercised an original vote.

16.9 Removal

A Director may be removed from the Council Executive by resolution of the Board.

16.10 Remuneration

Council Executive members shall receive no remuneration for serving as such but are entitled to be paid their reasonable expenses incurred in the exercise of their duty.

16.11 Minutes and Reporting to the Board of Directors

Council Executive minutes shall be provided to all Board members and the Pastor in a timely manner. The conduct and decisions of the Council Executive, shall be reported to the Board at the subsequent Board meeting. Council Executive minutes shall be kept as part of the Corporate books and records of the Church.

PART 8

17.0 STANDING COMMITTEES

17.1 Establishment

The Board may by resolution establish such Standing Committees (which may be referred to as Ministries) as it determines necessary from time to time. The Board shall determine the mandate of each Standing Committee. The Board shall determine the procedures for Standing Committees unless delegated to the Standing Committee(s). Procedures could include appointment of Board liaisons, the process for nominating and/or appointing the chair of the Standing Committee, the number of committee members and their terms.

17.2 Specific Duties

As applicable, each Standing Committee (Ministry) shall:

- a) fulfill the mandate as approved by the Board;
- b) keep minutes of each meeting and make copies of all minutes available to the Board;
- c) prepare regular reports for the Board;
- d) prepare an annual budget for presentation to the Board; and
- e) disburse funds pursuant to the budget.

17.3 Removal

The Board may remove any member from any Standing Committee (Ministry) for any reason upon a majority vote of the Board and may fill such vacancy by appointment.

PART 9

18.0 SPECIAL COMMITTEES

18.1 Power to Establish

The Board may appoint such special committees as it may determine to be necessary, having such power and authority as may be appropriate, whose members will hold these positions at the will of the Board. The Board shall determine the duties of special committees. The Board shall appoint the chair, provided the Board may receive and accept recommendations from members of the particular committee.

18.2 Removal

The Board may remove any member from a special committee for any reason upon resolution and may fill the vacancy by appointment.

PART 10

19.0 NOTICES

19.1 Giving Notice

Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-law or otherwise to a Member, Director, Officer or member of a committee of the Board or to the Auditor shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, R.S.O. 1990, c. C.39 ("CIA"), whichever is the more current;
- b) if mailed to such person at such person's recorded address by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier; or
- c) if sent to such person by telephonic or electronic means, in accordance with Section 19.2 at such person's recorded address or telephone number for that purpose.

The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Any notice may be signed electronically.

19.2 Electronic Notice

Any notice required to be sent to any Member, Director, Officer, Auditor or member of a committee of the Board may be given electronically by e-mail to those Members, Directors, Officers, Auditors or members of a committee of the Board with an e-mail address, unless such person has requested that the Corporation send notice by mail. Any such notice shall be accessible by the recipient so as to be usable for subsequent reference, and shall be capable of being retained by the recipient. A Member, Director, Officer, Auditor or member of a committee of the Board who has not provided the Corporation with an e-mail address shall be sent notice by prepaid mail or facsimile to any such person's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the CIA, whichever is the more current, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

19.3 Errors or Omissions

The accidental omission to give any notice to any Member, Director, Officer, Auditor or member of a committee of the Board or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise founded on such notice.

19.4 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-law, the day of service, posting or other delivery of the notice shall not be counted in such number of days or other period, and the day on which such number of days or period expires shall be counted.

19.5 Undelivered Notices

If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Corporation shall not be required to give any further notices or communications to that Member unless the Member informs the Corporation in writing of a new address and, in addition to the foregoing, where a notice or other communication sent to the recorded address

of any Member, Director, Officer, Auditor or member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.

19.6 Waiver of Notice

Any Member, or such Member's duly appointed proxy, Director, Officer or Auditor may waive any notice required to be given under the Act, the Articles or any By-law of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

PART 11

20.0 RULES, REGULATIONS AND GUIDELINES

20.1 Rules, Regulations And Guidelines

The Board may adopt by resolution such rules, policies, regulations or guidelines not inconsistent with this By-law, the Articles of Incorporation, or the Act, relating to the management and operation of the Church as the Board deems expedient.

PART 12

21.0 PROPERTY

21.1 General

The ownership of any and all property, real and personal, is in the Corporation and title may be held in any form, consistent with the provisions of the laws of the Province of Ontario, and any other laws, Provincial or Municipal, applicable to the ownership of property.

21.2 Notwithstanding the Church's membership in the Christian Reformed Church in North America, the Church remains an autonomous, independent organization, and retains the exclusive right to self-govern, to own all of its assets outright and to exercise and make any and all decisions regarding any and all assets, including its real estate.

The Church's rights of ownership shall not be subject to alteration, revision, approval or change in any form by Classis or a Synod of the denomination and the said Classis or Synod shall not secure, or attempt to secure, possession of the said property of the Church, whether or not such Church remains or chooses to withdraw from the denomination, except with the consent of the Members of the Church.

21.3 General Powers Re Property

Subject to the Act and Section 11, the Board shall have the authority to bargain, sell, convey, mortgage, lease or release any real estate belonging to the Corporation, to erect churches, parsonages, and other buildings for the direct and legitimate use of the Church, and to alter and repair the same. and to split such assets, in such proportions for its church plant, if any

21.4 The Board may, with the consent of the Members pursuant to Section 11, determine to take steps to establish and directly oversee a church plant, and upon its successful establishment as an independent church, registered as a charity under the Income Tax Act (Canada), to split or transfer its assets with the church plant, in such manner and in such proportion as permitted by law, and as it determines to be appropriate.

21.5 Schism

In the event of a schism within the Church, the Board shall endeavor to reconcile the members, giving consideration to Section 8 and any related dispute resolution policies. If reconciliation is not possible then the Board shall consider a fair and just division of property, provided that the Board, subject to the Act and By-laws, has the ultimate responsibility and authority to deal with the Church's property and assets and liabilities, and to make a determination on how assets and liabilities may, or may not, be allotted in the case of a schism. If help is needed with settlement negotiations, such non-binding help may be sought first of all from Classis and/or Synod. If these methods do not result in settlement, help may be sought from non-ecclesiastical advisors or resources.

For the purpose of this Section, a "schism" shall be deemed to exist when a dispute has arisen between two or more groups of any Members of the Corporation with respect to the interpretation and application of the Bible, the Reformed Creeds, and the Church Order, which dispute has resulted in:

- a) a decision of the Board that there is an irreconcilable division/schism in the Church;
- b) followed by the departure or withdrawal of at least forty-five percent (45%) of all the Members of the Corporation within a twelve-month period; and
- c) where the withdrawing Members of the Corporation have caused the incorporation or the establishment in accordance with the laws of the Province of Ontario or Canada, of another Christian church, which has been registered as a charitable organization under the provisions of the *Income Tax Act* of Canada.

PART 13

22.0 AMENDMENTS TO BY-LAWS

22.1 Unless the Act, the Articles or any By-law otherwise provide, the Directors may, by resolution, make, amend, or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board, with the exception of matters referred to in s. 103(1)(g), (k) and (l) of the Act. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by Special Resolution of the Members entitled to vote thereon, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next annual meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by Special Resolution of the Members entitled to vote thereon. Any By-law, amendment or repeal brought forward by the Members must be approved, or approved as amended, by Special Resolution of the Members entitled to vote thereon.

23.0 REPEAL OF PRIOR BY-LAWS

- 23.1** All prior By-laws, heretofore enacted or made are repealed, provided that the repeal of prior Bylaws shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-laws, and related resolutions or other enactments.

24.0 EFFECTIVE DATE

- 24.1** This By-law shall come into force on the later of the date upon which the By-law is approved by the Members, and the date the Corporation receives its first Certificate and Articles of Amendment under the Act.

CERTIFIED on February 26, 2025 that this By-law was adopted by the Members of the Church present and entitled to vote at the Membership Meeting held on November 19, 2024 and that it has been in effect since November 20, 2024, being the date the first ONCA Articles of Amendment were issued.

Per: W Nightingale
William Nightingale, Chair

Per: H Visser
Hank Visser, Clerk