

Owen Sound Alliance Church  
GENERAL OPERATING BY-LAW NO. 1

**First Adopted**  
May 28, 2012

**Adopted Amendments by the Members  
Of Owen Sound Alliance Church**

**April 10, 2013** – Sections 1.1 (u), (v)/ 5.1.1 (d)/ 6.1.1/ 7.6.2/ 8.1.2 (d)/ 6.8.2 (f)/ 4.2.4  
**November 24, 2020** – Section 6.9.2

GENERAL OPERATING

BY-LAW NUMBER 1

A By-Law relating generally to the transaction of the  
affairs of OWEN SOUND ALLIANCE CHURCH

Be It Enacted as a By-Law of OWEN SOUND ALLIANCE CHURCH  
(hereinafter referred to as the "Church") as follows:

PREAMBLE

The Local Church Constitution has been framed and adopted by the General Assembly of The Christian and Missionary Alliance in Canada, the denomination's highest legislative body.

Because each Christian and Missionary Alliance Church is an integral part of the national and worldwide fellowship, it is united in governance, fellowship and service in order to promote unity of faith in the fullness of Jesus Christ as Saviour, Sanctifier, Healer and Coming King, thereby facilitating the spread of the Gospel at home and abroad under the guidance of the Holy Spirit. Each local church shall be governed by the following constitution.

This constitution has two objectives:

1. to state the purpose of this local church and to define the nature of the relationships of this local church to The Christian and Missionary Alliance in Canada and the district of which it is an integral part.
2. to stipulate the enabling instruments, legal procedures and the empowering conditions under which this local church is to carry out its local and worldwide work.

The local church is the fundamental unit of Christian fellowship as exemplified in the Scripture. Faithfulness in multiplying churches around the world that are nourished in the Bible and full of the Holy Spirit is the scriptural pattern for carrying out the redemptive purposes of God and the Great Commission of our Lord and Saviour. The statement of our founder, A.B. Simpson is as relevant today as when he gave it in his address to General Council in 1912:

“We need to be perfectly adjusted in our loyalty to Christ and at the same time in our responsibility to the special trust which he has committed to our hands. God does not want us to be afraid of losing our consecration by being true to The Christian and Missionary Alliance, by knowing how to keep rank and by marching loyally under our own standard.

“Further, we must have the right adjustment of our home and foreign work, and the interdependence each upon the other, the home work as the constituency of the foreign, and the foreign as the outlet and complement of the other.

“Our foreign work is not only the fulfillment of the supreme duty of the Church of Christ, but the loftiest inspiration and uplift of our whole Christian life at home.

“God grant that this work may never lose its old simplicity, self-sacrifice and separation, not only from the secular but from the religious world in its spirit and practice. But at the same time, we must keep abreast of the progress of our age and be men and women of today in our message and ministry to our generation.”

## **1. Definitions**

**1.1** In this By-Law and all other By-Laws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:

- (a) "Act" means the Corporations Act R.S.O. 1990, c.C.38, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-Law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Adherent" means a Person who is not a Member of the Church but who is regularly in attendance and involved in the programs and ministry of the Church;
- (c) "Board" or "Board of Directors" means the Board of Elders of the Church who shall be the Board of Directors of the Corporation for the purposes of the Act;
- (d) "By-law" or "By-laws" means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
- (e) "Church" means the legal entity incorporated without share capital under the Act by Letters Patent dated the 13th day of December 2010, and named Owen Sound Alliance Church;
- (f) "Church Constitution" or "Constitution" means the Letters Patent, the General Operating By-law, all other By-laws and all Policy Statements adopted by the Church from time to time;
- (g) "Church Board" means the Board of Elders and such Church Board shall be the Directors for the purposes of the Act.

- (h) "Committee" means a committee of the Church as established in accordance with this General Operating By-law;
- (i) "Committee Member" means a Member of a Committee of the Church;
- (j) "Constitution" means the Letters Patent, General Operating By-law and any Policy Statements adopted by the Church from time to time;
- (k) "Corporation" means the Church as defined herein;
- (l) "Discipline" means seeking to reconcile individuals to one another based on Biblical principles through mutual forgiveness and restoring offenders to fellowship with God and the Church;
- (m) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignment of shares, bonds, debentures or other securities and all paper writing;
- (n) "Elder" is a person who is elected by the Church Members to sit on the Church Board;
- (o) "General Operating By-law" means this By-law, any amendments thereto, and any other By-laws of the Church intended to amend or replace the General Operating By-law;
- (p) "Individual" means a Voting Member, Inactive/Non-Voting Member, Honorary Member and Youth Member as defined herein and such other person who attends services of the Church and/or its programs but who is not a Voting Member, Inactive/Non-Voting Member, Honorary Member or Youth Member;
- (q) "Letters Patent" means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (r) "Manual" means the Manual of the Christian and Missionary Alliance in Canada as amended from time to time;
- (s) "Objects" means the charitable Objects of the Corporation as contained in the Letters Patent;
- (t) "Officer" means an Officer of the Church as described in Section 7 herein;
- (u) The "Senior Pastor" is contracted by the church, to provide leadership to the pastoral team;

- (v) "Pastoral Team" means those pastors who as employees of the church are responsible, with the Elders and under the direction of the Senior Pastor, for fulfilling a shepherding role in the activities and ministries of the Church;
- (w) "Person" means an individual person, but does not include corporation, partnerships, trusts, or unincorporated organizations;
- (x) "Policy Statements" means any Policy Statements adopted as part of the Church Constitution from time to time concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct;
- (y) "Resolution" means a Resolution passed by either the Church Board or by the Members as described herein;
- (z) "Special Resolution" means a resolution that is submitted to a special meeting of the Voting Members of the Church duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting; and
- (aa) "Statement of Faith" means the Statement of Faith of the Church as set out in Section 3 of this By-law or any amendments hereto.

## **2. Fundamental Terms and Interpretation**

### **2.1 Objects**

2.1.1 This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Letters Patent of the Corporation, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof and the Statement of Faith as hereinafter set out. If any other provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

Spiritually, the Purpose (the "Purpose") of this Church is to glorify God by proclaiming the good news of Jesus Christ and persuading men and women to become his disciples and dependable members of his Church.

Certain principles condition the implementation of this purpose.

1. The Church fosters spiritual maturation through participation of its members in worship and nurturing activities according to their maturity, gifts and abilities in ministering to the needs of the body in her task of evangelization at home and abroad.

2. The Church observes the ordinances of believer's baptism and the Lord's Supper and complies with the biblical qualifications for selection of church leadership. She considers the basic methods of communicating the Gospel to be through worship, preaching, teaching, witnessing and example. She takes discipline and restoration of the offender seriously. She holds that the fullness of the Holy Spirit is essential for holiness of life and effective witness. She affirms the necessity for fervent prayer, faithful service and sacrificial giving as modeled by Christ himself. She regards social service and good citizenship as outgrowths of the Gospel.
3. The local Church is the visible, organized expression of the Body of Christ. She conducts her affairs decently and in order. She organizes herself so that all members can contribute according to their gifts and abilities to the total working of the body. She operates on the assumption that the congregation finds broader meaning and outreach by fulfilling her biblical responsibilities within and beyond the life and witness of the denomination.

## **2.2 Interpretation**

- 2.2.1 In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
- (a) words importing the singular number include the plural and vice versa;
  - (b) words importing the masculine gender include the feminine and neutered genders unless this By-law otherwise specifically provides; and
  - (c) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

## **2.3 Headings**

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

## **3. Statement of Faith & Ordinances**

- 3.1** This Church subscribes to the following Statement of Faith which is the Statement of Faith of The Christian and Missionary Alliance in Canada as amended from time to time. (All references are in Appendix 1 of this By-law).
- (a) There is one God,<sup>1</sup> who is infinitely perfect,<sup>2</sup> existing eternally in three persons: Father, Son and Holy Spirit.<sup>3</sup>

- (b) Jesus Christ is true God and true man.<sup>4</sup> He was conceived by the Holy Spirit and born of the Virgin Mary.<sup>5</sup> He died upon the cross, the Just for the unjust, as a substitutionary sacrifice, and all who believe in him are justified on the ground of his shed blood. He arose from the dead according to the Scriptures.<sup>6</sup> He is now at the right hand of the Majesty on high as our great High Priest.<sup>7</sup> He will come again to establish his Kingdom of righteousness and peace.<sup>8</sup>
- (c) The Holy Spirit is a divine Person, sent to indwell,<sup>9</sup> guide, teach and empower the believer, and to convince the world of sin, of righteousness and of judgment.<sup>10</sup>
- (d) The Old and New Testaments, inerrant as originally given, were verbally inspired by God and are a complete revelation of His will for the salvation of people. They constitute the divine and only rule of Christian faith and practice.<sup>11</sup>
- (e) Humankind, originally created in the image and likeness of God,<sup>12</sup> fell through disobedience, incurring thereby both physical and spiritual death. All people are born with a sinful nature, are separated from the life of God, and can be saved only through the atoning work of the Lord Jesus Christ.<sup>13</sup> The destiny of the impenitent and unbelieving is existence forever in conscious torment, but that of the believer is everlasting joy and bliss.<sup>14</sup>
- (f) Salvation has been provided only through Jesus Christ. Those who repent and believe in him are united with Christ through the Holy Spirit and are thereby regenerated (born again), justified, sanctified and granted the gift of eternal life as adopted children of God.<sup>15</sup>
- (g) It is the will of God that in union with Christ each believer should be sanctified thoroughly<sup>16</sup> thereby being separated from sin and the world and fully dedicated to God, receiving power for holy living and sacrificial and effective service toward the completion of Christ's commission.<sup>17</sup>  
  
This is accomplished through being filled with the Holy Spirit which is both a distinct event and progressive experience in the life of the believer.<sup>18</sup>
- (h) Provision is made in the redemption work of the Lord Jesus Christ for the healing of the mortal body. Prayer for the sick and anointing with oil as taught in the Scriptures are privileges for the Church in this present age.<sup>19</sup>
- (i) The universal Church, of which Christ is the Head, consists of all those who believe on the Lord Jesus Christ, are redeemed through His blood, regenerated by the Holy Spirit, and commissioned by Christ to go into all the world as a witness, preaching the Gospel to all nations.<sup>20</sup>

The local church, the visible expression of the universal Church, is a body of believers in Christ who are joined together to worship God, to observe the ordinances of baptism

and the Lord's Supper, to pray, to be edified through the Word of God, to fellowship, and to testify in word and deed to the good news of salvation both locally and globally. The local church enters into relationships with other like-minded churches for accountability, encouragement and mission.<sup>21</sup>

- (j) There shall be a bodily resurrection of the just and of the unjust; for the former, a resurrection unto life;<sup>22</sup> for the latter, a resurrection unto judgment.<sup>23</sup>
- (k) The Second Coming of the Lord Jesus Christ is imminent and will be personal and visible.<sup>24</sup> As the believer's blessed hope, this vital truth is an incentive for holy living and sacrificial service toward the completion of Christ's commission.<sup>25</sup>

**3.2** Believer's baptism and the Lord's Supper are recognized as the two ordinances of the Church as commanded by the Lord Jesus Christ. Baptism is an act of obedience for all believers. While other modes of believer's baptism are recognized, baptism by immersion is taught and practiced as the scriptural mode. The Lord's Supper is administered regularly and offered to all believers.

## **4. Membership**

### **4.1 Definition of Membership**

4.1.1 Membership in the Church is the personal commitment to actively support the ministry of the Church. It is the personal and public covenant to be an active part of this living body (I Corinthians 12) and is fundamental to Church Membership.

4.1.2 The initial incorporators of the Corporation shall be the initial Voting Members of the Corporation. The existing Members of the unincorporated church from which this Church has been formed shall, at the first meeting of the Board of Elders, be admitted into membership of the incorporated entity. Persons who request the Elders in writing not to admit them in Membership of the corporate entity shall not be so admitted. Any Person who is an Inactive/Non-Voting Member, Honorary Member or Youth Member of the unincorporated church shall, unless such Person otherwise request the Board of Elders in writing not to do so, shall be admitted into the same class of membership in the corporate entity. Persons so admitted into membership shall be bound to the Church Constitution and be subject to the authority of the Church. Thereafter, Voting Membership in the Church shall consist only of those Persons who meet the qualifications for membership as set out in Section 4.3 and have been accepted into membership in accordance with this By-law.

### **4.2. Types of Members**

4.2.1. Classes of Members. There shall be four (4) classes of membership:



- (a) Voting Member;
- (b) Inactive/Non-Voting Member
- (c) Honorary Member; and
- (d) Youth member

4.2.2. Voting Member. A Voting Member shall be such Person who, being 18 years of age or over, has been admitted into membership of the Church in accordance with the provisions of this by-law and who, upon such admission, has the rights and privileges as set out in Section 4.5.1.

4.2.3 Inactive/Non-Voting Member. An Inactive/Non-Voting Member shall be a Person who has been a Voting Member but, by reason of health or other reasons considered acceptable to the Board of Directors is not able to or it is reasonable to assume he or she is likely unable to actively participate in the programs, activities and ministry of the Church for a period of twenty-four (24) months and has had his or her membership transferred to that of an Inactive/Non-Voting Member.

A Person whose membership is to be transferred to that of an Inactive/Non-Voting Member shall first be sent written notice of the intention of the Board to transfer that Person's membership to that of an Inactive/Non-Voting Member within sixty (60) days after the date of the notice.

4.2.4 Honorary Member. An Honorary Member shall be a Person who is not able to be actively involved in the Church. Unless otherwise directed by such Person, such Person shall continue to be a Member of the Church but his or her membership shall be transferred to that of an Inactive/Non-Voting Member. Such Person shall have the privileges, rights and duties as set out in Section 4.5.1 but shall not have the right to vote at Members meetings.

4.2.5 Youth Members. A Youth Member shall be such Person who, being under 18 years of age, has been admitted into membership of the Church in accordance with the provisions of this by-law. Upon such admission, a Youth member has the privileges, rights and duties as set out in Section 4.5.1 but shall not have the right to vote or to serve in leadership other than in positions designated by the Board of Elders as requiring the service of a Youth Member. Upon attaining the age of 18, a Youth Member shall become a Voting Member unless otherwise determined by the Board of Elders.

### **4.3 Qualification for Membership**

4.3.1 A Person shall qualify for consideration as a Voting Member of the Church if the Church Board resolves that such Person meets all of the following qualifications:

- (a) the Person must be at least eighteen (18) years of age;

- (b) the Person must profess faith in and give evidence of acceptance of Jesus Christ as personal Saviour and Lord, including a credible testimony of faith in the Lord Jesus Christ.
- (c) the Person has been baptized by immersion in accordance with Matthew 28: 19 and Luke 3:25. Note: while other modes of believer's baptism are recognized, baptism by immersion is taught and recognized as the scriptural mode;
- (d) the Person has evidenced agreement with the Church's Statement of Faith;
- (e) the Person has evidenced commitment to principles as set out in the Preamble to this By-law and the Purposes as set out in Section 2.2.1 of this By-law;
- (f) the Person accepts and is willing to be subject to the authority of the Church as expressed in the Church Constitution and submit to be discipline procedures of The Christian and Missionary Alliance in Canada;
- (g) the Person is not under the Discipline of the Church as set out in Section 4.10 herein; and
- (h) the Person has completed the procedure for Admission into Membership set out in Section 4.4 herein.

#### **4.4. Admission to Membership**

- 4.4.1 Application for Membership may be initiated by either written or oral request to any Pastor or member of the Board of Elders.
- 4.4.2 The applicant shall complete a preparatory course in Church matters unless otherwise exempted by the Board of Elders at which time the applicant shall receive a summary of the Church Constitution and, if so requested by the applicant, a complete copy of the Church Constitution.
- 4.4.3 If the applicant understands and agrees with the Church Constitution and understands the fundamental tenets of the Christian faith, the applicant shall give a credible testimony to the Board of Elders and shall be interviewed by the Board or such members of the Board who have been delegated this responsibility by the Board to enable the Board to ascertain that such Person has met all of the qualifications for Membership in the Church.
- 4.4.4 Upon being satisfied that the applicant understands and confesses the fundamental tenets of the Christian faith, and is willing to commit to the responsibilities and privileges of Membership, the Board shall vote on whether the applicant should be admitted into membership of the Church.

4.4.5 Upon admission into membership, the name of the new Member shall be added to the list of Members by the Secretary. The new Member shall be presented to the Church membership at a public Sunday service as soon as practical after his or her admission into membership.

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

4.5.1. Voting Membership shall carry the following duties, privileges and rights:

- (a) the duty and privilege to minister to one another's spiritual needs as part of the Body of Christ [Phi. 2:3 – 5] and to exhibit a Christian lifestyle [Rom 13:8-14];
- (b) the duty and privilege to meet regularly for worship and to participate in Church activities and serve in ministries as the Lord directs and personal circumstances permit [Heb. 10:25];
- (c) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit [2 Cor 8: 1-9];
- (d) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution [Heb 13:17];
- (e) the privilege to participate in the ordinances administered by the Church [1 Cor. 11:23-26];
- (f) the right and duty to attend, speak and participate at all Meetings of Members [Heb 10:25];
- (g) the right to a single vote at all Meetings of Members on all matters coming before the Meeting; and
- (h) the right to serve in leadership of the Church if duly qualified and approved or appointed in accordance with the terms of this By-law.

4.5.2. Inactive/Non-Voting Members, Honorary Members and Youth members shall have such duties, privileges and rights as set out in Sections 4.2.3, 4.2.4 and 4.2.5 respectively.

#### **4.6. Transfer of Membership**

4.6.1. Membership in any class is not transferable to another Person and all prospective Members shall be required to comply with the procedure for admission to membership as set out in Section 4.4.

4.6.2. There shall be no transfer of membership from any other Church. All Applicants wishing to become Members must comply with the admission process as described in Section 4.4.

#### **4.7. Withdrawal of Membership**

- 4.7.1 A Voting Member in good standing may withdraw at any time as a Voting Member of the Church.
- 4.7.2 A Voting Member shall give to the Board of Elders written notice of his or her request to withdraw.
- 4.7.3 Upon receipt by the Board of such request for withdrawal, such Person shall be removed from the Membership rolls of the Church and shall be deemed to have also resigned from his or her position, if applicable, as an Officer, Elder or other position in the Church which requires Church Membership as a prerequisite.
- 4.7.4 Upon request by a Voting Member to the Board of Elders, the Board shall forward a Letter of Commendation directly to the church to which such Member is relocating. Such letter shall not be delivered to the Member who has so requested the Letter of Commendation but shall be forwarded directly to the church. If the Person requesting a Letter of Commendation is under Discipline of the Church at the time of the request, a Letter of Commendation will not be provided.
- 4.7.5 An Inactive/Non-Voting Member may request that his or her Membership in the Church be reinstated. The Board, in its sole discretion, shall determine whether such request shall be granted and if so, what conditions, if any, should be imposed.
- 4.7.6 In the event that an Inactive/Non-Voting Member has been inactive for a period of two (2) years, other than by reason of health, then that Person's Membership may be terminated by a resolution passed by the Board of Elders. In the event membership is terminated, the Secretary shall ensure that written notice is sent to such Inactive/Non-Voting Member at his or her last known address to advise such Person of the termination of such Membership. The Member's Membership shall be deemed to have ceased on the date of the resolution of the Board.

#### **4.8 Termination of Membership**

- 4.8.1 Upon a resolution passed by the Board of Elders, the Board may terminate the membership of a Voting Member if:
  - (a) the Person whose membership is being considered has failed to communicate with the Church for a period of one (1) year;
  - (b) termination of membership is determined appropriate in accordance with Section 4.10.
- 4.8.2 The Board of Elders may also terminate the membership of a Non-Voting Member in the manner as set out in Section 4.7.6.

4.8.3 The membership of any Person who becomes a member of any other church prior to withdrawing membership from the Church shall be terminated forthwith.

4.8.4 Membership shall also automatically terminate on the death of the Member.

#### **4.9 Membership Record**

4.9.1 A record of all classes of Membership shall be kept at the registered head office under the oversight of the Secretary.

#### **4.10. Discipline**

4.10.1 Purpose of Discipline – Discipline is an exercise of that spiritual authority which the Lord Jesus has given to his Church. The purposes of discipline are to maintain the honour of the Redeemer, the purity of the Church, the spiritual benefit of the members and the restoration of the offender. The discipline of a member shall be the responsibility of the Board or its designates, and shall be in accordance with the Discipline and Restoration Policy for Members of Local Churches adopted by The Christian and Missionary Alliance in Canada. It shall be a condition of membership that persons accept and comply with the Discipline and Restoration Policy for Members of Local Churches.

4.10.2 Discipline and Attendance at Public Worship - An Individual who has been disciplined or whose Voting Membership has been terminated shall not be barred from public worship unless such Individual's presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Board of Elders.

4.10.3 Discipline and Individuals under age 18 - In the event that the Individual in question is under the age of 18 when an allegation is made, then the Discipline procedure shall require that notification of any Discipline process shall be given to the Individual and the parents or legal guardians of the Individual and such persons shall be entitled to attend and speak on behalf of such Individual at any such proceedings.

4.10.4 Waiver - Notwithstanding anything else contained herein, Membership in the Church in any class is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution or the Discipline and Restoration Policy for Members of Local Churches adopted by The Christian and Missionary Alliance in Canada shall not give a Voting or Non-Voting Member cause for any legal action against either the Church, any staff member of the Church, any Elder, any Officer, any employee or any other Member of the Church, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action and all claims and demands against the Church, or any other Individuals herein described in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with this by-law or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

4.10.7 Non-Voting Members – The discipline provisions for Voting Members shall apply to all other classes of Membership.

## **5. Members Meetings**

### **5.1 Annual Meeting**

5.1.1 There shall be an annual Meeting of Members (the “Annual General Meeting”) at such time and place in Ontario as determined by the Board of Elders no later than the One hundred and twenty (120) days after the fiscal year end of the Church. The purpose of the Annual Meeting of Members will be to do the following:

- (a) receive necessary reports from the Officers, Pastor, the Board of Elders and other boards and committees;
- (b) review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon;
- (c) appoint the Accountant ensuing fiscal year;
- (d) receive the prepared budget for the ensuing fiscal year of the church;
- (e) to elect Members to the Board of Elders from a list of qualified candidates approved by the Board of Elders for any vacancies on the Board or for the replacement of Elders whose term of office has expired; and
- (f) to transact any other necessary business as approved by the Board of Elders.

### **5.2 Other Special Meetings**

5.2.1 At the request of the Chairperson of the Board of Elders or a majority of the Elders or upon the request of not less than twenty (20) Voting Members, other special meetings of the Members shall be called and convened by the Secretary within thirty (30) to sixty (60) days of the request.

### **5.3 Notice of Meeting**

5.3.1 Notice of all Members Meetings shall be given to Members on at least three (3) consecutive Sundays prior to the date of the Members Meeting by notice orally from the pulpit and in the Bulletin or other written notice delivered to or available to each person in attendance.. The notice for all Members Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be made. Any Members that wish to have an item included in the agenda of any Meeting of Members must submit a written request to the Chairman of the Board of Elders

no later than fourteen (14) days prior to the date of the meeting for the inclusion of such item in the agenda. Such item must relate to the affairs of the Church.

#### **5.4 Waiver of Notice**

5.4.1 A Member may waive notice of a Meeting of Members and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person attends a Meeting for the express purposes of objecting to the transaction of any business of the grounds that the meeting is not lawfully called.

#### **5.5 Omission of Notice**

5.5.1 The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity.

#### **5.6 Quorum**

5.6.1 A quorum for an Annual General Meeting, special election, or other special Members Meetings shall be constituted by the presence of at least twenty percent (20%) of Voting Members prior to the time of the meeting in question. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business and throughout the meeting. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place and the provision of section 5.3.1 with regard to notice shall apply to such adjournment. The quorum for the reconvened meeting shall be the number of Voting Members in attendance at such meeting.

#### **5.7 Chairperson**

5.7.1 The President of the Corporation shall chair all Members Meetings. The Person acting as Chairperson of the meeting shall vote in the first instance upon the calling of any question. The Chairperson shall not have a second or casting ballot in the case of a tie vote.

#### **5.8 Majority Vote**

5.8.1 Every question shall be determined by a sixty-six and two-thirds (66 2/3%) majority vote of the Voting Members who are present at a duly constituted Meeting of Members at which there is a quorum.

#### **5.9 Voting Procedure**

5.9.1 Every question submitted to any Members Meeting shall be decided by a show of hands unless otherwise directed by the Resolution of the Voting Members. A declaration by the Chairperson that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot shall be taken in such manner as the Chairperson directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held.

## **5.10 Procedural Code**

5.10.1 The rules of procedure for Members' Meetings and meetings of the Church Board shall follow the procedures set out in Robert's New Rules of Order except where varied by the General Operating By-law.

## **5.11 Adjournment**

5.11.1 The Chairperson may, with the consent of the Members' Meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

# **6. Church Board/Board of Elders**

## **6.1 Definition of Church Board ("Church Board")/Board of Elders ("Elders")**

6.1.1 The administrative, temporal and spiritual affairs of the Church shall be the responsibility of the Board of Elders consisting of nine (9) Voting Members of the Church who meet the qualifications of Elders in accordance with Section 6.2.1. The minimum number of Elders shall be established by the Manual of the CMA. The upper number may be increased or decreased, by a Special Resolution of the Voting Members. For purposes of the Act, the Board of Elders shall be deemed to be the Board of Directors and in this regard a member of the Board of Elders shall be deemed to be a Director of the Corporation. A Senior Pastor who serves the Church without any payment or remuneration from the Church shall be a Voting Member of the Board of Elders with the same right to vote as any other member of the Board. However, a Senior Pastor who receives any payment or remuneration from the Church shall be a member of the Board of Elders without the right to vote and shall not be a trustee of the Church's charitable assets. Furthermore, no other member of the Board of Elders shall be paid by the Church for acting as a trustee of the Church's charitable assets or for any services provided in any other capacity unless permitted by a court order but may be reimbursed by the Church for reasonable expenses.

## **6.2 Qualifications for Elders**



6.2.1 Any Person may be considered for election as an Elder if the Person fulfills all of the following qualifications:

- (a) the Person must be a Voting Member of the Church in good standing as described in section 4.1.2 herein and be not less than twenty-one (21) years old;
- (b) the Person must be personally committed to Jesus Christ as Savior and Lord, be Spirit-filled and give evidence of the calling and gifting of God;
- (c) the Person must have an active involvement within the Church, demonstrating a concern for the spiritual development of the Members and non-Members of the Church;
- (d) the Person must fulfill the spiritual qualifications as set out in I Timothy 3:1-15, Titus 1:5-9, II Timothy 2:24-25, I Peter 5:1-5, and Galatians 5:22-23;
- (e) the Person must be in full agreement with, uphold and be subject to the Church Constitution;
- (f) the Persons must be committed to the vision of the Church;
- (g) the Person must not be an undischarged bankrupt;
- (h) the Person must recognize that election as an Elder is a commitment to humble service, not a position of honor or status, nor a reward for past service; and
- (i) the Person and his or her spouse must not be an employee or Individual that is receiving remuneration from the Church.

### **6.3 Election of Board of Elders**

6.3.1 One-third (1/3) of the Board of Elders shall be elected at the Annual Meeting of Members by the Voting Members from persons who have been nominated by the Nominating Committee and who meet the qualifications of Elders as set out in Section 6.2.

6.3.2 No nominations for Elders will be received from the floor at the Annual Meeting of Members.

### **6.4 Term of Office for Elders**

6.4.1 A Person elected as a Member of the Board of Elders shall hold office for a term of three (3) years.

### **6.5 Rotating Term of Board of Elders**

6.5.1 The members of the Board of Elders shall be elected and shall retire in rotation every three (3) years. At the first Meeting of Members, following the enactment of this By-law, one-third (1/3) of the Board of Elders shall be elected to hold office until the end of the third full year after that date, one-third (1/3) to hold office until the end of the second full year after that date, and one-third (1/3) to hold office until the end of the first full year after that date and subsequently at each Annual Meeting of Members thereafter, members of the Board of Elders shall be elected to fill the position of those members of the Board of Elders whose term of office has expired and each member of the Board of Elders so elected shall hold office until the end of the third full year after his or her election.

## **6.6 Maximum Term of Church Board**

6.6.1 A maximum of two (2) full consecutive three (3) years terms of office may be served by an Elder and, upon the expiration of which, the Elder shall not be eligible for re-election until he or she has been absent from the Board for one (1) year.

## **6.7 Officer Appointments**

6.7.1 At the first meeting of the Board of Elders during each fiscal year, the Board shall elect from amongst their members one (1) Person to be the President, one (1) Person to be their Vice-President, one (1) Person to act as Treasurer and one (1) Person to act as Secretary.

6.7.2 The Person elected as President shall chair all meetings of the Board and of the Members. In his or her absence, such meetings shall be chaired by the Vice-President.

## **6.8 Authority of the Board of Elders**

6.8.1 General Authority. - The Board of Elders shall have oversight of the spiritual ministry of the Church together with the Senior Pastor. The Board shall also be responsible for the overall administrative and temporal affairs of the Church and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by its Letters Patent, the Act, or otherwise authorized to do. Each Committee or Ministry of the Church shall be accountable to the Board of Elders.

6.8.2 Specific Authority - Without limiting the generality of the foregoing, the Board of Elders shall be authorized to carry out the following duties and responsibilities:

- (a) to exercise oversight of the administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget;
- (b) to formulate and implement Policy Statements in conjunction with the Pastors;

- (c) with the Senior Pastor, to provide spiritual leadership for the Church and to co-operate with the Senior Pastor in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
- (d) to ensure that all employed personnel of the Church are accountable to the Senior Pastor and are in full agreement with and subject to the authority of the Church pursuant to the Church Constitution; and
- (e) to appoint such agents and engage such employees as it deems necessary from time to time and such Persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Elders at the time of such appointment.
- (f) to acquire, dispose of, or encumber real property subject to membership approval.

6.8.3 Remuneration of Employees - The reasonable remuneration for all Officers, employees and agents of the Church shall be fixed by the Board by Resolution. Such Resolution shall have force and effect provided that such remuneration does not exceed the last approved budget of the Church, otherwise such Resolution shall require the approval of the Membership before coming into force and effect.

6.8.4 Board of Elders Report - The Board of Elders shall, through the President of the Board, report to the Membership at the Meeting of Members. At the said Meeting, the President of the Board shall be available to answer any questions by Members as to the proceedings of the Board.

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

6.8.6 Conflict of Interest. - No member of the Board shall place himself in a position where there is a conflict of interest between his or her duties as a director of the Corporation and his other interests. Every member of the Board who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement with a member of his or her family (with "family" defined as spouse, father, mother, child, sibling) or by the involvement of his or her partner, business associate or Corporation that such Board member is involved with as either a director, shareholder, officer, employer or agent, then such member of the Board shall declare a conflict of interest fully at a meeting of the Board and shall withdraw from any vote thereon or any discussion, unless the Board requires such member to participate in such discussion.

## 6.9 Vacancy on the Board of Elders

6.9.1 The position of a member of the Board of Elders shall be automatically vacated if any of the following situations occur:

- (a) such member resigns his or her position as a member on the Board by delivery of the written resignation to the President of the Board;
- (b) such member no longer fulfills all the qualifications of an Elder as set out in this By-law;
- (c) such member is found to be mentally incompetent or of unsound mind;
- (d) such member becomes bankrupt;
- (e) such member ceases to be a Voting Member of the Church;
- (f) such member is removed from the Board by a sixty-six and two-thirds percent ( 66 2/3%) majority vote of the Voting Members at a duly constituted meeting of the Voting Members at which there is a quorum and which meeting was called for that purpose; or
- (g) such member dies.

6.9.2 So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors by appointing someone from the membership following a two-thirds (2/3) majority vote in favour of the candidate in question. If no quorum of Directors exists, the remaining Directors shall forthwith call a special Meeting of Members to fill the vacancies on the Board. A Director so appointed to fill the vacancy shall hold office for the unexpired term of the predecessor Director. The Nominating Committee shall be called back, to recommend to the Board of Directors, candidates for the vacancy.

## **6.10 Meetings of the Board of Elders**

6.10.1 Calling of Meetings. Meetings of the Board shall be held from time to time at such place, time and day as the President or any two Elders may determine. Notice of every meeting so called shall be given to each Elder by the Secretary at least ten (10) days before the time when the meeting is to be held. In the event of an emergency, notice by telephone of not less than forty-eight (48) hours shall be deemed effective notice. No Notice of a meeting shall be necessary if all the Elders are present or if those absent have waived notice or otherwise consented to the meeting.

6.10.2 Regular Meetings. The Board of Elders may appoint a day or days for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director immediately after being passed with no other notice being required for any such regular meeting.

6.10.3 Waiver of Notice - A member of the Board may waive notice of a meeting of the Board and attendance of any member at such meeting shall constitute a waiver of notice of the meeting,

except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 6.10.4 The accidental omission to give notice of any meeting of the Board to, or any irregularity in the notice of any such meetings, or the non-receipt of any notice by any Elder shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no member of the Board objects to such omission or irregularity.
- 6.10.5 Quorum - A quorum for a meeting of the Board shall be a majority of the members of the Board present in person.
- 6.10.6 Voting Rights - All members of the Board shall each have one vote. The President shall vote in the first instance upon the calling of the question. In order for a motion to pass, it must be approved by a two-thirds (2/3) majority vote of those in attendance at duly constituted meeting.
- 6.10.7 Minutes - The Board shall keep written minutes of each meeting. The Secretary of the Board shall prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed by the Board, the minutes shall not normally be made public or available for review by the membership with the exception of matters dealing with financial considerations which shall be disclosed to a Voting Member upon written request or such other matters upon the unanimous consent of the Board. Summary reports following the meetings shall be issued at the discretion of the Board.
- 6.10.8 Meetings by Telephone - If all of the members of the Board of Elders consent thereto generally or in respect of a particular meeting, a member of the Board may participate in a meeting of the Board by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and a member of the Board participating in such meeting by such means is deemed to be present at the meeting; provided however, telephone participation in a Board meeting shall not be permitted when the matters of membership or personnel issues are being considered by the Board.

## **7. Officers**

### **7.1 Names Of Officers**

7.1.1 The Officers of the Church shall be:

- (a) Chairperson of the Board of Elders who shall also be known as the President;
- (b) Vice-Chairperson of the Board of Elders who shall also be known as Vice-President;
- (c) Secretary of the Board of Elders;

- (d) Treasurer appointed from the Board of Elders; and
- (e) Such other officers as the Board determines appropriate from time to time.

## **7.2 Definition Of Officers**

7.2.1 President – The President of the Board shall be appointed in the manner as set out Section 6.7.1. The President shall serve for a term of one (1) year and shall be an Officer of the Church. The responsibilities of the President shall be to oversee and/or execute the following:

- (a) to call all meetings of the Board and Members;
- (b) to be responsible for the chairing of all meetings of the Board and Members;
- (c) to ensure the fairness, objectivity and completeness of matters occurring at such meetings;
- (d) to prayerfully seek the guidance of God in all matters of the Church;
- (e) to vote in the first instance when a motion is made;
- (f) to ensure that all directives and resolutions of the Board are carried into effect; and
- (g) to carry out such other duties as are directed from time to time by the Membership of the Church or by the Board.

7.2.2 Vice-President – The Vice-President of the Board shall be appointed in the manner as set out Section 6.7.1. The Vice-President shall serve for a term of one (1) year and shall be an Officer of the Church. The Vice-President shall exercise the authority and comply with all the obligations of the President in the event the President is unable to function in his or her position.

7.2.3 Secretary – The Secretary shall be appointed in the manner as set out Section 6.7.1. The Secretary shall be an Elder. The responsibilities of the Secretary shall be to oversee and/or execute the following:

- (a) to faithfully note and record all of the business of Members Meetings and present the minutes of previous Membership Meetings when called upon to do so;
- (b) to conduct all correspondence on behalf of the Church arising out of such meetings;
- (c) to publish the time and place for all Members' Meetings with due notice;

- (d) to be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Board to do so and to such Person or Persons as may be named in the said Resolution;
- (e) to be custodian of all papers and documents of the Church;
- (f) to keep the records of the Church Membership, including admissions, resignations, removals, deaths and deletions therefrom;
- (g) to carry out such other duties as directed from time to time by the Board or by the Membership; and
- (h) in his or her absence, the duties of the Secretary shall be performed by such other Elder as selected by the Board.

7.2.4 Treasurer - The Treasurer shall be appointed in the manner as set out Section 6.7.1. The responsibilities of the Treasurer shall be to oversee and/or execute the following:

- (a) to be responsible for the disbursing of monies on behalf of the Church;
- (b) to maintain such records as required by the Board;
- (c) to invest funds belonging to the Church as directed by the Board;
- (d) to keep account of all moneys received by the Church and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Church including the following:
  - (i) recording the Church income and receipts;
  - (ii) recording all disbursements;
  - (iii) preparation of monthly bank reconciliations; and
  - (iv) preparation of monthly financial statements.
- (e) to ensure that no member of the Board receives any remuneration from the Church for his service as a member of the Board unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church; and
- (f) to carry out such other duties as directed from time to time by the Board or the Membership.

### **7.3 Qualification For Officers**

A Person may be considered for appointment by the Board of Elders as an Officer of the Church if the Person fulfills all of the following qualifications:

- (a) the Person must have been elected to serve as an Elder;
- (b) the Person must be potentially or actually gifted for the office.

#### **7.4 Term Of Officers**

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

#### **7.5 Resignation Of Officers**

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

#### **7.6 Vacancy**

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

- (a) such Officer resigns his office by delivery of a written resignation to the Board;
- (b) such Officer no longer fulfills all the qualifications of an Officer as set out in section 7.3;
- (c) such Officer is judged to be mentally incompetent or of unsound mind;
- (d) such Officer becomes bankrupt;
- (e) such Officer ceases to be a Voting Member of the Church;
- (f) such Officer is under discipline;
- (g) such Officer is determined by a resolution of the Voting Members who are present in person at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
- (h) such Officer dies.

7.6.2 If any vacancies should occur for any reason as set out in section 7.6.1 above, the Board may appoint a replacement for that position until the next annual meeting.

### **8. Senior Pastor**



## **8.1 Senior Pastor**

- 8.1.1 The district Superintendent shall suggest to the Board the names of such workers as in his judgment have proper qualifications for Senior Pastor of this church. The Board shall give consideration only to candidates approved by the District Superintendent. The Senior Pastor of the church shall be called by the Board and appointed by the District Superintendent. Upon his appointment by the District Superintendent, the Senior Pastor and his wife become members of the church.
- 8.1.2 The duties and responsibilities of the Senior Pastor shall include but not be limited to the following:
- (a) to exercise general supervisory authority directly over all staff members of the Church, provided the hiring and firing of employees shall be in accordance with the policies and directives of the Board;
  - (b) to work in conjunction with the Board in formulating and recommending Policy Statements to the Board;
  - (c) to perform such other duties as assigned from time to time by the Board; and
  - (d) to attend all meetings of the Board unless otherwise directed with the right to fully participate in such meetings.
- 8.1.3 The Senior Pastor may resign from the Church by giving due notice of his intention to the District Superintendent and the Board. The Board may, with the written approval of the district Superintendent, terminate the employment of the Senior Pastor in accordance with the policies of The Christian and Missionary Alliance in Canada.
- 8.1.4 The District Superintendent may, after consultation with the Board and with the approval of the District Executive Committee, terminate the appointment of the Senior Pastor.

## **8.2 Pastors (other than Senior) and Licensed Workers**

- 8.2.1 The Senior Pastor shall consider for ministry staff only those candidates who in his judgment have proper qualifications for pastors or licensed workers in the Church and are approved by the District Superintendent. All licensed workers shall be nominated by the Senior Pastor, called by the Board and appointed by the District Superintendent. Upon appointment, the licensed worker and spouse become members of the Church.
- 8.2.2 The licensed worker may resign from the Church by giving due notice of intention to the Senior Pastor and the District Superintendent and through the Senior Pastor to the Board. The Senior Pastor may, with the approval of the Board, and after consultation with the District Superintendent, terminate the employment of workers covered in this section in accordance

with the policies of The Christian and Missionary Alliance in Canada. The District Superintendent may, after consultation with the Senior Pastor and Board and with the approval of the District Executive Committee, terminate the appointment of the licensed worker.

## **9. Protection and Indemnity**

### **9.1 Protection And Indemnity To Elder, Minister And Officers**

9.1.1 Protection of Elders, Officers, and Others - Except as otherwise provided in the Act, no Elder, Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Pastor or Officer or employee or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person including any Person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune which may happen in the execution of the duties of the Elder, Pastor, or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Person's willful neglect or default. The Elder, Pastor, and Officers of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board.

9.1.2 Indemnity to Elders, Officers, and Others - Every Elder, Pastor, Officer or any Voting Member, or Person (with "Person" in this section to include corporations, partnership, joint ventures, sole proprietorships, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Church, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

- (a) all costs, charges and expenses which such Elder, Pastor, Officer or any other Voting Member, or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default;
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

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

### **10. Standing Committees**

- 10.1 Definition of Standing Committees. The Board, by resolution, may establish such Standing Committees as it determines necessary from time to time.
- 10.2 Except as otherwise provided in this By-law, the number of members for each standing Committee and the mandate of such Standing Committee shall be determined by the Board from time to time. A director of the Corporation shall serve on each Standing Committee but need not be the Chairman of such committee.
- 10.3 Membership of each Standing Committee shall be served without remuneration, provided that committee members may be paid reasonable expenses incurred in the performance of their duties.
- 10.4 All prospective Committee members of each Standing Committee must first be approved by the Board before being entitled to serve thereon.
- 10.5 Chairperson of Standing Committee. Each Standing Committee shall appoint its own chairman from amongst the membership of the Standing Committee.
- 10.6 Specific Duties of Standing Committee. The specific duties of each Standing Committee shall:
  - (a) be determined by the Board, together with its mandate and composition;
  - (b) include the keeping of minutes of each meeting;
  - (c) include the preparation of annual budget for presentation to the Board;
  - (d) be task oriented and purpose driven;
  - (e) report to the Annual Meeting of Members, as directed by the Board;
  - (f) require that membership on such committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred in the performance of his duties; and
  - (g) be responsible for actively renewing and recruiting its membership and reviewing and revising its policies and procedures, and reporting these for approval by the Board.

- 10.7 Meeting of Standing Committees. Standing Committees shall meet at such times as are determined by the Chairman of the Committee.
- 10.8 Procedures for Meetings of Standing Committee. Each Standing Committee shall establish its own organizational procedures and report its policies and procedures to the Board. The policies and procedures of a committee shall facilitate good decision making, good order and efficient advancement of the mandate and goals of the committee.
- 10.9 Removal of Members from Standing Committees. The Board may remove any member from any Standing Committee for any reason upon a two-thirds (2/3) majority vote of the Board, in which event the Board may fill the vacancy for the remainder of the term.

### **11. Ad Hoc Committees**

- 11.1 Ad Hoc Committees. There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon the earlier of:
- (a) the delivery of its report;
  - (b) the completion of its assigned task; or
  - (c) a resolution to that effect by the Board.
- 11.2 Except as otherwise provided in the by-laws of the Corporation, all committees are subject to the following:
- (a) the chairman and members shall be appointed by the Board for a term of one (1) year, and may be reappointed for one or more additional terms of one (1) year;
  - (b) the Committee shall meet at least annually, and more frequently at the will of its chairman or as required by its terms of reference, and as requested by the Board;
  - (c) the Committee shall be responsible to and report after each meeting to the Board;
  - (d) the Committee may establish its own rules of procedure and may appoint subcommittees;
  - (e) no Committee member, including the chairman, shall be remunerated for serving in the capacity of a Committee member; and
  - (f) any member of the Committee can be removed by the Board of Directors of the Corporation at any time.

## **12. Nominating Committees**

- 12.1 **Composition.** The Nominating Committee shall consist of the Senior Pastor, who shall be the chairperson of the Nominating Committee; and at least four (4) other persons, one-half (1/2) of whom shall be Members of the Board of Elders; and the other half shall be Voting Members who have been elected to the Nominating Committee at the previous year`s Annual Meeting of Members or, if not then elected, shall be elected at a Special Meeting of the Voting Members at least three (3) months prior to the Annual Meeting of Members. Such elected persons shall serve until the Annual Meeting of Members. In addition to the candidates recommended to the Board by the Nominating Committee, additional candidates can be recommended to the Board or Nominating committee provided such nomination is received at least fourteen (14) days before the Annual Meeting. The nomination must be made by at least two (2) Voting Members and the candidate must be qualified to hold the position to which he or she has been nominated and who has consented to the nomination. The Board of Elders must first determine that all candidates who have been nominated for any elected position are duly qualified for the position for which they have been nominated prior to their inclusion in the slate of candidates to be presented to the Members. All elections shall be by ballot and, in order to be elected to the Board, a nominee must first receive at least a majority of the ballots cast with the form of ballot allowing each Voting Member to cast one vote for each person nominated.
- 12.2 **Duties.** The Nominating Committee shall solicit from the Members of the Corporation and the Board and prepares a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the Annual Meeting. The slate proposed by the Nominating Committee shall be presented to the Members at the Annual Meeting of the Members.

## **13. Rules and Regulations and Guidelines**

- 13.1.1 The Board may adopt by Resolution such rules, regulations or guidelines not inconsistent with this General Operating Bylaw or the Letters Patent relating to the management and operation of the Church as the Board deems expedient.
- 13.1.2 Any rule, regulation or guideline adopted by the Board shall have force and effect only until the next Annual Meeting of the Members of the Church when it shall be confirmed by Resolution of the Voting Members who are present or represented by proxy at such Meeting, failing which it shall cease to have any force and effect.

## **14. Financial Matters And Auditors**

### **14.1 Financial Year End**

14.1.1 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be December 31 of each year.

#### **14.2 Financial Statements and Annual Budget**

14.2.1 The Treasurer shall cause to be prepared each year prior to the Annual Meeting of Members financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time.

14.2.2 The Board shall prepare each year prior to the Annual Meeting of Members an annual budget for the upcoming year prepared in consultation with the Chairperson of each Standing and Special Committee. Such budget shall first be approved by the Board prior to its presentation to the Membership.

14.2.3 The financial statements shall be forwarded to the Board for approval at least three (3) weeks prior to the Annual Meeting of Members and shall thereafter be made available to the members for review at least two weeks (including one Sunday) prior to the Annual Meeting of Members.

14.2.4 The financial statements shall be presented at the Annual Meeting of Members for approval by the Members by Resolution.

#### **14.3 Accountant**

14.3.1 The Voting Members shall at each annual meeting appoint an accountant (who shall not be a director, officer or employee of the Corporation) to review the accounts of the Corporation and prepare the financial statements, for report to the members at the annual meeting. The accountant shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the accountant. The remuneration of the accountant shall be fixed by the Board. Notice of appointment shall be sent promptly to the accountant by the Secretary of the Corporation.

### **15. General Provisions**

#### **15.1 Corporate Seal**

15.1 The seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Board from time to time, shall be the seal of the Church.

#### **15.2 Execution of Documents and Cheques**

15.2.1 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two (2) of the President, the Vice-President, the Treasurer or the Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by Resolution to appoint any Person on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.

15.2.2 All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed in such manner as the Board may from time to time determine by Resolution.

### **15.3 Head Office**

15.3.1 The head office of the Corporation shall be in the City of Owen Sound, in the County of Grey and in the Province of Ontario.

### **15.4 Books and Records**

15.4.1 The Board shall see that all necessary books and records of the Church required by the By-laws of the Church or by any applicable statute or law are regularly and properly kept.

## **16. Affiliation**

16.1 The Church shall be a member of such associations and organizations as the Members may determine from time to time by a vote of seventy-five percent (75%) of the Members present in person at a meeting called for the purpose.

16.2 This Church is a constituent member of the district and national organizations of The Christian and Missionary Alliance in Canada as such organizations are defined in the Manual. The policies and regulations of this Church shall be consistent with, and the Church shall operate in accordance with, the Manual of The Christian and Missionary alliance in Canada as amended from time to time.

## **17. Amendments**

### **17.1 Amendments To The Letters Patent**

17.1.1 Notwithstanding the Act, the Letters Patent of the Church may be amended by a seventy-five percent (75%) vote of the Board voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Voting Members who are present in person or represented by proxy at a Membership Meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given in the Bulletin on two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

## **17.2 Amendments To The By-Law**

17.2.1 The By-laws of the Church not embodied in the Letters Patent may be repealed or amended by by-law and enacted by a seventy-five percent (75%) vote of the Board voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Voting Members who are present or represented by proxy at a Membership Meeting duly called for the purpose of considering the said By-law, provided that notice of such Members Meeting shall be given in the Bulletin on two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.



## Appendix 1

### REFERENCES FOR STATEMENT OF FAITH

1. Isa. 44:6; 45:5-6
2. Matt. 5:48; Deut. 32:4
3. Matt. 3:16-17; 28:19 16.
4. Phil. 2:6-11; Heb. 2:14-18;  
Col. 2:9
5. Matt. 1:18; Luke 1:35 19.
6. 1 Cor. 15:3-5; 1 John 2:2;  
Acts 13:39
7. Heb. 4:14-15; 9:24-28
8. Matt. 25:31-34; Acts 1:11
9. John 14:16-17 22.
10. John 16:7-11; 1 Cor. 2:10-12
11. 2 Tim. 3:16; 2 Peter 1:20-21
12. Gen. 1:27
13. Rom. 8:8; 1 John 2:2
14. Matt. 25:41-46; 2 Thess. 1:7-10
15. Titus 3:5-7; Acts 2:38;  
John 1:12; 1 Cor. 6:11  
1 Thess. 5:23
17. Acts 1:8
18. Rom. 12:1-2; Gal. 5:16-25  
Matt. 8:16-17; James 5:13-16
20. Eph. 3:6-12; 1:22-23
21. Acts 2:41-47; Heb. 10:25;  
Matt. 28:19-20; Acts 1:8;  
11:19-30; 15  
1 Cor. 15:20-23
23. 2 Thess. 1:7-10
24. 1 Thess. 4:13-17
25. 1 Cor. 1:7; Titus 2:11-14;  
Matt. 24:14; 28:18-20