



centre street church
Christ at the Centre...

General Operating BY-LAW NO. 1

November 18, 2013

GENERAL OPERATING BY-LAW NO. 1

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

CENTRE STREET CHURCH (a federal corporation)

Index

ARTICLE 1 DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS	1
1.1 Definitions.....	1
1.2 Objects and Statement of Faith	4
1.3 Interpretation.....	4
ARTICLE 2 MEMBERSHIP.....	4
2.1 Conditions of Membership.....	4
2.2 Qualification for Membership.....	5
2.3 Admission to Membership	5
2.4 Privileges, Rights and Duties of Membership.....	6
2.5 Withdrawal and Removal of a Member	6
2.6 Membership Record.....	7
2.7 Resolution of Disputes Among Members	7
2.8 Circumstances Giving Cause for Discipline	8
2.9 Restoration Through Discipline	8
2.10 Procedure for Discipline	9
2.11 Preliminary Review.....	9
2.12 Hearing Process	9
2.13 Disciplinary Actions	11
2.14 Waiver, Mediation and Arbitration.....	11
2.15 Meeting of Members	12
ARTICLE 3 BOARD OF GOVERNORS.....	16
3.1 Definition of Board	16
3.2 Residency and Relationship of Governors	17
3.3 Qualifications for Board.....	17
3.4 Election of Board	18
3.5 Term of Office of Board	18
3.6 Maximum Term of Board	19
3.7 Authority of Board	19
3.8 Delegation of Duties of Governors	20
3.9 Conflict of Interest	21
3.10 Resignation from Board	22
3.11 Vacancy on Board.....	22
3.12 Board Meetings	23
ARTICLE 4 SENIOR PASTOR, PASTORAL AND GENERAL STAFF	25
4.1 Definition and Duties of the Senior Pastor	25
4.2 Definition and Duties of Church Pastor	25
4.3 The Calling of Pastoral Staff.....	25
4.4 Resignation of Senior Pastor.....	26
4.5 Removal of Senior Pastor	27

4.6	Terms of Employment of Staff Members	27
4.7	Removal of Staff Members	28
4.8	Religious Order Worker.....	28
ARTICLE 5 OFFICERS		29
5.1	Names of Officers	29
5.2	Definition of Officers.....	29
5.3	Qualifications for Officers	30
5.4	Appointment of Officers	30
5.5	Delegation of Duties of Officers	30
5.6	Term and Maximum Term of Officers.....	30
5.7	Resignation of Officers	30
5.8	Vacancy.....	30
ARTICLE 6 PROTECTION AND INDEMNITY		31
6.1	Protection and Indemnity for Governors, Pastoral Staff and Officers	31
ARTICLE 7 COMMITTEES		32
7.1	Standard Terms of Reference.....	32
7.2	Establishment of Committees	32
7.3	Delegation of Committees	33
7.4	Procedural Code.....	33
ARTICLE 8 ASSOCIATION		33
8.1	Church Association.....	33
ARTICLE 9 POLICIES		33
9.1	Policies for the Church.....	33
ARTICLE 10 FINANCIAL MATTERS AND AUDITOR.....		34
10.1	Financial Year End.....	34
10.2	Financial Statements	34
10.3	External Auditor.....	34
10.4	Borrowing	34
ARTICLE 11 DECLARED STEWARDSHIP PRINCIPLES		35
11.1	Declared Stewardship Principles	35
ARTICLE 12 GENERAL PROVISIONS.....		35
12.1	Corporate Seal.....	35
12.2	Execution of Documents and Cheques	35
12.3	Securities for Safekeeping	36
12.4	Head Office.....	36
12.5	Books and Records.....	36
12.6	Notice.....	36
ARTICLE 13 AMENDMENTS		37
13.1	Amendments to the Articles.....	37
13.2	Amendments to this By-law.....	37

GENERAL OPERATING BY-LAW NO. 1

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

CENTRE STREET CHURCH (a federal Corporation)

hereinafter referred to as the “Church”

IT IS HEREBY ENACTED as the General Operating By-law of the Church as follows:

ARTICLE 1 DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

1.1 Definitions

In this By-law and all other By-laws and Resolutions of the Church, unless the context otherwise specifies or requires, the following definitions shall apply, with the defined words and phrases being capitalized in this By-law for ease of reference:

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations made pursuant to the Act, 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-laws to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute.

“**Agent**” means any Person who performs services on behalf of the Church and receives remuneration for such services.

“**Articles**” means the original or restated articles of continuance or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.

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

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

“**By-laws**” means this by-law, any amendments thereto, and all other by-laws of the Church from time to time in force and effect.

“**Chair of Members Meetings**” means the Person chairing the Meeting of Members, who shall be the Chair of the Board or as otherwise provided for in this By-law.

“**Chair of Board Meetings**” means the Person chairing meetings of the Board, who shall be the Chair of the Board or as otherwise provided for in this By-law.

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

“Church Constitution” means the Articles, the Statement of Faith, all By-laws, and all Policies adopted by the Church from time to time in force and effect.

“Church Pastor” means a pastor of the Church, save and except for the Senior Pastor.

“Committee” means either a standing or ad hoc committee of the Board as established in accordance with this By-law, including but not limited to, the Executive Committee and the Finance and Audit Committee.

“Committee Member” means a member of a Committee.

“Directional Policies” means any Policies adopted pursuant to this By-law from time to time, concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct, including Christian lifestyle, marriage and other doctrinal matters.

“Discipline” means actions taken seeking to reconcile Members to one another through mutual forgiveness and/or reconciling Members to the teachings of the Church for the purpose of restoring offenders to fellowship with God and/or the Church.

“Documents” includes deeds, mortgages, hypothecations, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writing, including any form of representation of information or of concepts of any of the above fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by any means.

“Employees” mean all full-time and part-time employees of the Church, any Religious Order Workers and all contract and fee for service providers.

“Governance Policies” means any Policies adopted pursuant to this By-law from time to time, relating to the governance, management and operation of the Church.

“Governor” means a member of the Board elected pursuant to Section 3.4 of this By-law.

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

“Meeting of Members” means any annual meeting of members or Special Meeting of Members.

“Member” means a Person who has been accepted as a member of the Church in accordance with Section 2.3 of this By-law and who has not had their membership withdrawn pursuant to Section 2.5 of this Bylaw.

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

“Ministry Program” means a program or activity undertaken by the Church to pursue its Objects.

“Objects” mean the charitable objects of the Church as contained in the Articles.

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

“Pastoral Search Committee” has the meaning ascribed thereto in Section 4.34.3(a) of this By-Law.

“Pastoral Staff” means collectively the Senior Pastor and Church Pastors for the Church.

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

“Policies” means all policies adopted pursuant to this By-law as part of the Church Constitution from time to time and includes Governance Policies and Directional Policies as described herein.

“Religious Order Worker” means any Employee who has been appointed as a Religious Order Worker in accordance with this By-law.

“Regulations” means the regulations under the Act as published, or from time to time amended, and every regulation that may be substituted thereof, and in the case of such substitution, any references in the By-laws to provisions of the Regulations shall be read as references to the substituted provisions thereof in the new regulations.

“Resolution” means an ordinary resolution passed by a majority of the votes cast by Persons entitled to vote (including those represented by proxy, where applicable).

“Secretary” means the secretary of the Board appointed in accordance with this By-law.

“Senior Pastor” means the senior pastor of the Church as described in Section 4.1 of this By-Law.

“Special Meeting of Members” has the meaning ascribed thereto in Section 2.15(b) of this By-Law.

“Special Resolution” means a resolution passed by a two-thirds (2/3) majority of the votes cast by Persons entitled to vote (including those represented by proxy, where applicable).

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

“Statement of Faith” means the statement of faith of the Church as set out in the Articles.

“Statement of Purpose” means the statement of purpose of the Church as set out in the Articles.

“Treasurer” means the treasurer of the Board appointed in accordance with this By-law.

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

“Volunteer” means any Person who performs services or ministries on behalf of the Church without receiving remuneration, other than repayment of out-of-pocket expenses.

“Vulnerable Individual” means: (i) a Person that has not attained the age of eighteen (18) years; or (ii) a Person whose ability to perform the typical activities of daily living or to provide for his or her own care or protection is impaired due to a mental, emotional, long-term physical or development disability, a dysfunction, a brain damage or the infirmities of aging.

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

1.2 Objects and Statement of Faith

This By-law and any other By-laws shall be strictly interpreted at all times in accordance with and subject to the Statement of Purpose, the Statement of Faith, and any Policies adopted from time to time, all of which for purposes of this By-law are incorporated by reference and made a part hereof.

1.3 Interpretation

Capitalized terms not defined in this By-law but that are defined in the Act shall, unless the context otherwise specifies or requires, have the meanings given to such terms in the Act.

In this By-law, all other By-laws and all ordinary and Special Resolutions of the Church, unless the context otherwise specifies or requires, the following interpretations shall apply:

- (a) words importing the singular number include the plural and vice versa;
- (b) words importing the masculine gender include the feminine and neuter genders unless this By-law otherwise specifically provides; and
- (c) headings used in this By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

ARTICLE 2 MEMBERSHIP

2.1 Conditions of Membership

Subject to the Articles, there shall be one (1) class of Members in the Church. Membership in the Church shall consist only of the Persons recorded as Members of the Church as of the date of this By-law. Thereafter, Members, who meet the below conditions of Membership, may be admitted pursuant to this Section 2.1.

Pursuant to Subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this Section if those amendments affect membership rights and / or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

The following conditions of membership shall apply:

- (a) profess faith in Jesus Christ as their Saviour and Lord;
- (b) have been baptized;
- (c) have evidenced agreement with the Statement of Faith in writing;
- (d) have signed the Church Covenant;
- (e) have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church as expressed in the Church Constitution and

have covenanted not to engage in any activity or conduct, or seek any services from the Church, which are not in keeping with the formal teachings and Church Constitution, or which would place the Church in a position where it might be required to support, advance or condone a lifestyle or activity which the Church deems morally inappropriate; and

- (f) have been admitted into Membership in accordance with the Church Constitution.

2.2 Qualification for Membership

A Person, no matter what age, shall qualify to be a Member of the Church if in the opinion of the Board, such Person meets all of the following qualifications:

- (a) the Person fulfills the conditions of Membership as set out in Section 2.1 of this By-Law;
- (b) the Person, if a Member, is not under Discipline of the Church as set out in Section 2.8 of this By-Law; and
- (c) the Person has completed the procedure for admission into Membership set out in Section 2.3 of this By-Law.

2.3 Admission to Membership

Application for Membership in the Church may be initiated by either oral or written request to the Senior Pastor or the Senior Pastor's designate.

- (a) The Senior Pastor, or the Senior Pastor's designate, shall give the applicant a complete copy of the Church Constitution with the request that the applicant read the said document in full.
- (b) The applicant will be expected to also read in full, resource materials provided by the Senior Pastor or the Senior Pastor's designate outlining the major tenets of the Church's Statement of Faith and Church Constitution, plus the privileges and responsibilities of Membership.
- (c) If the applicant understands and agrees with the Church Constitution and understands the privileges and responsibilities of Membership, the applicant shall be required to sign a written application for Membership and declaration of his or her profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution.
- (d) Once the Senior Pastor, or the Senior Pastor's designate, is satisfied that the applicant has fulfilled the qualifications of Membership set out in Section 2.2 of this By-Law, a recommendation for approval and admission into Membership shall be forwarded for consideration to the Board.
- (e) Once the Board is satisfied by Resolution that the applicant fulfills all the qualifications for Membership in the Church as set out in Section 2.2 of this By-Law, the Board may, but is not obligated, to accept such Person to the Membership by Resolution.

- (f) After the Board accepts a Person as a Member of the Church, that Person shall immediately be deemed to be a Member.

2.4 Privileges, Rights and Duties of Membership

- (a) Membership shall carry the following duties, privileges and rights:
 - (i) the duty to minister to one another's spiritual needs as Members of the Church;
 - (ii) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Church Constitution;
 - (iii) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
 - (iv) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
 - (v) the privilege to attend all public activities of the Church subject to Section 2.13(b)(i) of this By-Law;
 - (vi) the right to attend, speak and participate at all Meetings of Members;
 - (vii) the right to a single vote in person or by proxy at all Meetings of Members; and
 - (viii) the privilege to participate in the ordinances administered by the Church.
- (b) Church Membership is not transferable.

2.5 Withdrawal and Removal of a Member

- (a) Provided that a Member is not under Discipline, as set forth in Section 2.13 of this By-Law, the Member may withdraw by delivering written notification to the Board together with an explanation of the reasons for the request for withdrawal, in which case withdrawal from Membership and resignation from any position as an Officer, Governor, Committee Member or Volunteer, shall be effective on the date specified in the withdrawal notification. Upon Member request, such Member may be given a letter of recommendation addressed to the church to which the Member is relocating.
- (b) If a Member is under Discipline, as set forth in Section 2.13 of this By-Law, then notwithstanding his or her request for withdrawal, such Person shall continue as a Member and be subject to the authority of the Church as set out in the Church Constitution until such time that the Discipline process is complete, after which time such Member may withdraw as a Member.
- (c) If the Senior Pastor, or the Senior Pastor's designate, is aware (after reasonable investigation) that a Member is habitually absent from the Church for a period of twelve (12) consecutive months or more:
 - (i) a recommendation that the Membership of that Member be terminated shall be forwarded for consideration by the Board; and

- (ii) the Board may, but is not obligated, approve the termination of Membership of that Member.
- (d) If the termination of Membership of a Member is approved, that Person shall immediately be deemed to cease to be a member.
- (e) A Person whose Membership is terminated may request that his or her Membership be reinstated, in which case the provisions of Section 2.3 of this By-Law shall apply.
- (f) Upon the death of a Member, their Membership shall be terminated.

2.6 Membership Record

A record of Members shall be kept by the Secretary, the performance of which duty may be delegated to an Employee, Volunteer or other Persons, provided that the Secretary remains accountable to the Board in relation to the duties that have been delegated, in accordance with Section 5.5 of this By-law.

2.7 Resolution of Disputes Among Members

- (a) As much as possible, the Church is committed to assisting Members in resolving their disputes in accordance with Christian principles. Where a dispute arises between Members who are eighteen (18) years of age or older, such Members are encouraged to review the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 and contemplate the use of such principles in resolving their dispute. Where the use of the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 is possible, then the following procedures should be utilized, as much as possible, to resolve the dispute:
 - (i) a Member who believes that he or she has been wronged by another Member for whatever reason shall approach such Member with an explanation of the wrong which is alleged to have occurred; and
 - (ii) if the Member so approached does not listen to the Member who has approached him or her, or if the matter is not resolved between them, then the Member alleging the wrong shall approach the Member who is alleged to have caused the wrong in the presence of one or two other Members.
- (b) Where the dispute resolution principles set out in Section 2.7(a) of this By-Law are utilized but do not resolve the dispute to the satisfaction of the parties involved, then the Church shall utilize the following procedures to assist in resolving such disputes:
 - (i) the Member alleging the wrong shall refer the matter to the Senior Pastor or the Senior Pastor's designate; and
 - (ii) the Senior Pastor or the Senior Pastor's designate shall then approach the Member who is alleged to have caused the wrong and the Member who claims to have been wronged in an attempt to resolve the dispute, failing which the matter shall be referred to the Board pursuant to the procedure for Discipline set out in Sections 2.11, 2.12, 2.13 and 2.14 of this By-Law.

- (c) Where a dispute involves an Member under eighteen (18) years of age or any other Vulnerable Individual:
 - (i) The dispute resolution principles set out in Section 2.7(a) of this By-Law shall not be utilized to resolve such a dispute.
 - (ii) Where a dispute involves an allegation of abuse of any kind as defined in the *Child Youth and Family Enhancement Act* (Alberta), particularly in relation to a Person under eighteen (18) years of age, then the Church shall handle such matters in accordance with any applicable Policy of the Church in place from time to time, including taking steps to immediately report the allegations to the appropriate authorities as required by law.
 - (iii) Where a dispute does not involve abuse allegations of any kind, then the Church shall utilize the procedures set out in Section 2.7(b)(ii) of this By-Law to assist in resolving such disputes, provided that the Church shall ensure that notification of such procedures shall also be given to the parents or legal guardians of the Member and such parents or legal guardians shall be entitled to consult with the Senior Pastor or his designate in relation to such procedures.

2.8 Circumstances Giving Cause for Discipline

A Member shall be deemed to be under Discipline if the Board, in its sole discretion, determines by Resolution that any of the following circumstances have occurred:

- (a) a Member has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and the Member has not appropriately repented for such conduct or behaviour;
- (b) a Member has propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church and the Member has not appropriately repented of such doctrines and practices; or
- (c) a Member has wronged another Member or caused discord or dissension in the Church, with or without malicious intent, that is not appropriately repented for, nor has been resolved through the mechanism for dispute resolution set out in Section 2.7 of this By-Law.

2.9 Restoration Through Discipline

Christ's exhortation to watch over one another and to bear one another's burdens in the spirit of meekness and love shall be foremost in the minds of the Board in fulfilling its responsibility for the Discipline of Members. The primary aim of Discipline shall be the restoration of the offender to fellowship with God and with the Church. The Church has not only the right but the duty to practice such Discipline in a Christian manner. In administering Discipline, care shall be taken that the Members of the Church carry a worthy witness of their faith before the world both for the sake of the spiritual life of each Member and for the testimony of the Church.

2.10 Procedure for Discipline

- (a) The Discipline procedure of the Church is set out in Sections 2.11, 2.12, 2.13 and 2.14 of this By-Law.
- (b) In the event that the Member in question is under the age of eighteen (18) years or otherwise is a Vulnerable Individual when an allegation is made, with the exception of abuse allegations as set out in Section 2.7(c) of this By-Law, then the Discipline procedure described in Sections 2.11, 2.12, 2.13 and 2.14 of this By-Law shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Member and the parents or legal guardians shall be entitled to attend with and speak on behalf of such Member at any hearing provided for therein, subject to the discretion of the Board.

2.11 Preliminary Review

- (a) No allegation giving rise to disciplinary action against a Member pursuant to Section 2.8 of this By-Law shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Board setting out the nature of the allegation and an explanation of the basis upon which it is made.
- (b) If the Board determines by Resolution on a preliminary basis that the written allegation is without merit, then no further investigation of the allegation shall be necessary and no further disciplinary action against the Member shall proceed.
- (c) If the Board determines by Resolution on a preliminary basis that the written allegation requires further investigation, then the Board shall proceed to the hearing process set out in Section 2.12 of this By-Law.

2.12 Hearing Process

- (a) If the Board determines by Resolution on a preliminary basis that the written allegation requires further investigation pursuant to Section 2.11(c) of this By-Law, then the allegation shall be referred in writing to the Board for a hearing and the Member against whom the allegation is made shall be deemed to be under the Discipline of the Church and shall not be entitled to withdraw as a Member without the consent of the Board and shall not be entitled to initiate the Christian dispute resolution contained in Section 2.14(b) of this By-Law until the procedure for Discipline has been completed in accordance with this Section 2.12, as determined by a Resolution of the Board. The Board, in its discretion, may temporarily suspend such Member from any Officer position or Ministry Program or other official position within the Church until the completion of the Discipline process.
- (b) The Board shall then convene a hearing to consider the allegation. The Member against whom the allegation is made shall be given a minimum of fourteen (14) days written notice by regular mail at his or her last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), setting out the date, time and place at which the hearing will be held. The notice shall explain the allegation raised in sufficient detail to enable the Member to understand the nature of the allegation which has been brought against him or her, inform the Member that the allegation will be considered by the Board at the hearing, and enclose a written copy of the 'Procedure for

Discipline' set out in Section 2.10 of this By-Law. The Member against whom the allegation is made shall be entitled to attend before the hearing to listen to the details of the allegation made and to verbally respond thereto. The Member against whom the allegation is made shall also be provided with a copy of the written allegation prepared by the complainant and the Member against whom the allegation is made, may prepare a response in writing and submit it to the Board in advance of the hearing date.

- (c) The hearing shall be conducted as a board of inquiry by the Board and a Governor shall be appointed by the Board to act as the chairperson of the hearing. The Board shall have responsibility for carriage of the hearing and shall make the determination concerning whether a Member is to be disciplined at the end of the hearing and if so, what Discipline is to be imposed, which decision shall be deemed to be the decision of the Board. The Board shall be responsible to ensure that due process and procedural fairness as provided for in this By-law is complied with in relation to all aspects of the hearing and that any recommendations of Discipline by the Board are duly and fairly implemented.
- (d) The hearing shall not be open to the Membership or the public.
- (e) The Members involved in the hearing shall be entitled to be accompanied at the hearing by two Members who may act as observers during the hearing but who shall not be entitled to participate thereat.
- (f) The Member against whom the allegation is made and the Board may call any witnesses or evidence that is relevant to the allegation being made. The Member against whom the allegation is made may be represented by an advocate of their choosing. Additionally, either the Member against whom the allegation is made or the Board may require that the Church, at the expense of the Church, retain a lawyer or other person with experience in the law of evidence who is not a Member of the Church to act as an adjudicator to determine the admissibility of evidence presented before the hearing.
- (g) There shall be a fair allocation of time for the presentation of evidence by both the Board and the Member against whom the allegation is made, as determined by the chairperson of the hearing. The Board may designate a time limitation on the hearing, provided that such limitation is applied fairly to the presentation of evidence by both the Board and the Member against whom the allegation is made, as determined by the chairperson of the hearing and provided further that notice of such limitation of time is first given to the Member against whom the allegation is made at least three (3) hours before the hearing is required to end.
- (h) All evidence presented before the hearing shall be kept confidential.
- (i) At the end of the hearing, the Board shall convene in private to deliberate on the evidence presented. A Special Resolution of the members of the Board present at the hearing shall be required to conclude that the allegation is true; failing which the allegation will be deemed not to be proven, with the result that the Member against whom the allegation is made shall no longer be subject to disciplinary proceedings by the Church and shall be reinstated as a Member in good standing. In the event that the Board determines that the allegation is true, the Board shall decide the appropriate disciplinary action to be implemented in accordance with Section 2.13 of this By-Law.

2.13 Disciplinary Actions

(a) Board Resolution

- (i) In the event that the Board determines that the allegation is true, the Board shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by a Special Resolution of the Board. Disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Member into fellowship pursuant to Luke 17:3 and Galatians 6:1.
- (ii) The decision of the Board on the Discipline to be administered shall be final and binding and shall be communicated to the Member in writing together with reasons therefore as soon as is practical after the decision has been made. In the event that the decision of the Board is to terminate the Member's Membership in the Church, then the Member shall automatically cease to be a Member upon the date that the decision by the Board is made.
- (iii) No pronouncement on matters of Discipline by the Church shall be made unless involving matters of potential public safety and given orally from a prepared text and only after careful consideration has first been made by the Board to avoid, as much as possible, undue or unnecessary embarrassment to the Member or other undue or unnecessary prejudicial consequences to either the Member or to the Church as a whole.

(b) Church Attendance

- (i) A Member who has been Disciplined or whose Membership has been terminated shall not be barred from public worship unless his or her presence is disruptive to the peaceful proceedings of the public worship service as determined by the Board in its sole discretion, in which event such Member agrees that he or she may be removed from such public worship service without the necessity of legal action, whether or not such Member is at that time a Member.
- (ii) In the event that an Member who has been Disciplined or whose Membership has been terminated attends any other church and that other church does not seek a letter of reference from the Church, then the Senior Pastor (or the Senior Pastor's designate) or any Governor shall be authorized to advise the other church in writing that the Member in question has been Disciplined by the Church.

2.14 Waiver, Mediation and Arbitration

- (a) Notwithstanding anything else contained herein, Membership in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters arising out of the Church Constitution shall not give a Member cause for any legal action against either the Church, the Senior Pastor, any Church Pastor, any staff member of the Church, any Governor, any Officer, or any Member, 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, the Senior Pastor, any Church Pastor, any staff member of the Church, any Governor, any Officer or any Member of the Church in

relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e. the prevention of an action) in the event that such action is commenced in violation hereof.

- (b) In the event that a Member is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution involving the Member and the Church, and provided the Member does not violate or circumvent the waiver contained in Section 2.14(a) of this By-Law or attempt to do so, then that Member may seek to have his or her concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:
- (i) The matter shall first be submitted to a panel of Christian mediators whereby the Member appoints one mediator, the Church appoints one mediator and the two mediators so appointed jointly appoint a third mediator.
 - (ii) The number of mediators may be reduced from three to one or two upon the agreement of both the Church and the Member.
 - (iii) The mediators so appointed shall then meet with the Board and attempt to mediate a resolution.
 - (iv) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single Christian arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitration Act* (Alberta), and the Arbitration Rules of Arbitration and Mediation Institute of Canada Inc. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (c) All costs of the mediation and arbitration shall be borne equally by the Member and the Church.

2.15 Meeting of Members

(a) Annual Meeting of Members

There shall be an annual Meeting of Members at such time and place in Canada as determined by the Board to be held within fifteen (15) months from the last preceding annual Meeting of Members and in any event not later than six (6) months after its preceding financial year end. The purpose of the annual Meeting of Members will be to:

- (i) elect Members to the Board as required;
- (ii) receive necessary reports from the chairs of any standing Committees, the Senior Pastor, and the Board;

- (iii) receive the financial statements for the immediately preceding year, including the Auditor's report thereon;
- (iv) appoint the Auditor as required; and
- (v) transact any other necessary business.

(b) Special Meeting of Members

At the request of the Chair of the Board or a majority of the Governors, or upon the request of not less than five percent (5%) of the total Membership, a special meeting of members (“**Special Meeting of Members**”) shall be called and convened by the Chair of the Board within thirty (30) days of the request.

(c) Notice of Meeting of Members

Notice of the time, place and purpose of a Meeting of Members shall be given to all Members by the following means:

- (i) by notice orally from the pulpit;
- (ii) by affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to a notice board on which information respecting the Church's activities is regularly posted and that is located in a place frequented by Members; or
- (iii) by telephone, electronic or other communication facility (such as e-mail or facsimile), during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; and
- (iv) if and when the Church has more than 250 Members, by publication:
 - (A) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the Church reside as shown by their addresses in the register of members, or
 - (B) at least once in a publication of the Church that is sent to all its Members, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.
- (v) The notice shall contain sufficient information to permit the Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. Notice of a Meeting of Members should, as much as possible, remind the Member that the Member has the right to vote by proxy and include a form of proxy.
- (vi) Pursuant to Subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to the By-laws of the Church to change the manner of giving notice to members entitled to vote at a Meeting of Members.

(d) Waiver of Notice

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

(e) Omission of Notice

The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the Auditor of the Church shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member, who is entitled to notice, objects to such omission or irregularity. Objections must be made in writing to the Chair of the Board and be submitted prior to the approval of the minutes of the meeting in question, which will take place at the next Meeting of the Members.

(f) Quorum

A quorum at any Meeting of Members shall be the lesser of ten percent (10%) and fifty (50) of the Members entitled to vote at the meeting either in person or by proxy. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the commencement of the transaction of business of the meeting. If a quorum is not present at the time appointed for the commencement of the business of 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 may not transact any other business. The notice provisions set forth in Section 2.15(c) of this By-Law shall apply to such adjournment.

(g) Chair of Members Meetings

The Chair of Members Meetings shall be:

- (i) the Chair of the Board;
- (ii) in the event that the Chair of the Board is absent or unable to act, then the Vice-Chair of the Board;
- (iii) in the event that the Chair of the Board and the Vice-Chair of the Board are absent or unable to act, then a Governor appointed by Resolution of the Board.

(h) Voting Procedure

Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. At any Meeting of Members unless a secret ballot is provided, a declaration by the Chair of Members Meetings that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chair of Members Meetings or upon request of any Member and shall be taken in such manner as

the Chair of Members Meetings directs. The result of a secret ballot shall be deemed to be the decision of the Meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

(i) Voting Rights and Proxies

Votes at a Meeting of Members may be given either personally or, pursuant to Section 171(1) of the Act, by proxy, by appointing in writing a proxyholder, provided that the proxyholder appointed is a Member and represents no more than one other Member at such meeting, to attend and act at the meeting in the manner and to the extent authorized by proxy and with the authority conferred by such proxy subject to the following requirements:

- (A) at every meeting at which a Member is entitled to vote, every Member and/or Person present and appointed as proxyholder to represent one Member shall have one vote for each Member present or represented by proxy;
- (B) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (C) a 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 way of ballot at the meeting, and by way of a show of hands;
- (D) a duly executed proxy shall be deposited with the Secretary of the meeting before the commencement of the transaction of business of the meeting or at such earlier time and in such manner as the Board may prescribe; and
- (E) a proxy shall be executed by the Member entitled to vote at the Meeting of Members or the attorney of such Member, authorized in writing.

A proxy may be in the following form or some similar form:

The undersigned Member of "CENTRE STREET CHURCH" hereby appoints _____, a member of the Church, or failing that Person, _____, a Member of the Church, as the proxy of the undersigned to attend and act at the Meeting of the Members of the Church to be held on the ____ day of _____, _____, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at such meeting or any such adjournment or adjournments thereof.

DATED the ____ day of _____, _____

Witness

Signature of Member

The Board may from time to time make rules regarding the deposit of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members

is to be held and to determine particulars of such proxies being sent by facsimile, e-mail or other electronic means, or in writing before the meeting (or any adjournment thereof) to the Church. The Chair of Members Meetings may, subject to this Section 2.15(h)(i), in his or her discretion, accept facsimile, e-mail or other electronic means, or any other written or electronic communication as to the authority of any Person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been deposited with the Church, and any vote given in accordance with such communications accepted by the Chair of Members Meetings shall be valid and shall be counted. Any notice of a Meeting of Members should, as much as possible, remind the Member that the Member has the right to vote by proxy and include a form of proxy.

Pursuant to Subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to the By-laws of the Church to change the method of voting by Members not in attendance at a Meeting of Members.

(i) Persons Entitled to be Present at Meetings of Members

The only Persons entitled to be present at a Meeting of Members shall be Members of the Church, Governors and the public accountant of the Church and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Church to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of Members Meetings or by resolution of the Members.

(j) Minutes

Minutes shall be kept of all Meetings of Members and signed by the Chair of Members Meetings and the Secretary. Minutes of a Meeting of Members shall be submitted to the Members at the next occurring Meeting of Members for approval by the Members.

(k) Procedural Code

The rules of procedure for all Meetings of Members shall follow the Robert's Rules of Order, by the most current edition, except where varied by this By-law.

(l) Adjournment

Subject to other provisions of this By-law, the Chair of Members Meetings may adjourn a Meeting of Members 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 such adjourned meeting which might have been brought before or dealt with at the original Meeting of Members in accordance with the notice calling such meeting.

ARTICLE 3 BOARD OF GOVERNORS

3.1 Definition of Board

The spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Board, consisting of no fewer than seven (7) and no more than fifteen (15) Governors, with the number of Governors to be elected and appointed by the Members at each annual Meeting of

Members. For purposes of the Act, the Board shall be deemed to be the Board of Directors and in this regard a Governor shall be deemed to be a Director of the Church.

3.2 Residency and Relationship of Governors

The Board shall consist of not less than fifty-one percent (51%) of Persons who are residents of Canada and not more than forty-nine percent (49%) of Persons who deal with each other in a non-arm's length relationship as defined in the *Income Tax Act* (Canada).

3.3 Qualifications for Board

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

- (a) the Person must be a Member in good standing;
- (b) the Person may be either a Man or a Woman but must be over the age of twenty-one (21) years and have power under law to contract;
- (c) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (d) the Person must have had an active involvement in a Ministry Program of the Church for a minimum of one (1) year;
- (e) the Person must fulfill the spiritual qualifications of a leader as identified in the Scriptures;
- (f) the Person must be in full agreement with the Church Constitution;
- (g) the Person must recognize that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (h) the Person must recognize that membership on the Board is not only a governance role but may involve active participation in, and leadership of, Ministry Programs of the Church as they are needed;
- (i) save and except where permitted by law, the Person and his or her spouse must not be an Employee, Agent or individual that is receiving remuneration either directly or indirectly from the Church;
- (j) the Person and his or her spouse must not be an Auditor of the Church;
- (k) the Person must not be an undischarged bankrupt or become one at any time during his or her term as a Governor;
- (l) the Person must be a mentally competent person and must continue to be a mentally competent person in order to serve as a Governor;
- (m) the Person must commit to attending, in person or by electronic means, no fewer than fifty percent (50%) of all duly convened Board meetings in a given year; and

- (n) the Person must be able to annually make a “Declaration of Not being an Ineligible Individual” (as defined in Subsection 149.1(1) of the *Income Tax Act*, RSC 1985, c.1 (5th Supplement)) substantially in the following form:

I, (name of individual), serving in the capacity of (director, trustee, officer, chief executive officer, etc.) with CENTRE STREET CHURCH registered with Canada Revenue Agency as (RN/Registration Number), declare that I am not an ineligible individual by affirming all of the following statements:

- 1. I do not have an unpardoned criminal record either in Canada or internationally, involving financial dishonesty, tax evasion, theft, fraud, or other offences involving breaches of the public trust; and*
- 2. In the previous five years, I have not been found guilty of a relevant offence in Canada or internationally. A relevant offence is a noncriminal offence either specifically relevant to the operation of a particular charity or is an offence of financial dishonesty contravening any noncriminal laws such as breaches of legislation for charitable fundraising, consumer protection, or securities regulation; and*
- 3. In the previous five years I have not been a director, trustee, officer, like official, or an individual who controlled or managed either directly or indirectly in any manner whatever, a registered charity during which time the charity engaged in conduct which resulted in the registration of the charity being revoked; and*
- 4. In the previous five years I have not been a promoter of a tax shelter for which involvement the registration of a charity was revoked.*

I acknowledge that any dishonesty on my part as to the trust of this declaration:

- May result in a one-year suspension of CENTRE STREET CHURCH to issue official receipts as authorized by Canada Revenue Agency; or*
- May result in the charitable status of CENTRE STREET CHURCH being revoked by Canada Revenue Agency; and*
- Will result in the immediate termination of my role with CENTRE STREET CHURCH, whether I am an employee or volunteer.*

3.4 Election of Board

The Board shall be elected by Resolution of the Members, at each annual Meeting of Members at which an election of Governors is required, from the slate of nominations presented by the Board.

3.5 Term of Office of Board

A Governor shall hold office for a term of four (4) years, which term of office shall commence on the first (1st) day of the month immediately following the Meeting of Members at which such Governor was elected.

3.6 Maximum Term of Board

The maximum number of terms for each Governor is two (2) consecutive terms of four (4) years. Upon the completion of the maximum term, a minimum of a one (1) year absence is required before becoming eligible for re-election.

3.7 Authority of Board

(a) General Authority

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

(b) Specific Authority

Without limiting the generality of the foregoing, the Board shall be authorized to carry out the following duties and responsibilities, the performance of which specific duties may be delegated to Employees, Volunteers and other Persons, provided that each such Employee, Volunteer and other Person remains fully accountable to the Board in relation to the duties that have been delegated in accordance with Section 3.8 of this By-law:

- (i) to exercise overall responsibility for the day to day affairs of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget for the Church;
- (ii) to formulate Governance Policies as defined in Section 9.1(a) of this By-Law in conjunction with the Senior Pastor and to implement those Governance Policies;
- (iii) to formulate Directional Policies as defined in Section 9.1(b) of this By-Law in conjunction with the Senior Pastor and to implement those Directional Policies;
- (iv) to respect the authority of the Senior Pastor and the Church Pastors and to provide spiritual leadership for the Church and to co-operate with the Senior Pastor and Church Pastors in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
- (v) to oversee the dispute resolution process and the Discipline of Members in accordance with the direction of the Senior Pastor pursuant to the procedures set out Sections 2.7 to Section 2.13 of this By-Law, inclusive;
- (vi) to ensure that all employed personnel of the Church, including any Church Pastors, are accountable to the Senior Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and are in full agreement with and subject to the authority of the Church pursuant to the Church Constitution;

- (vii) to examine the relationship of the Senior Pastor or Church Pastors to the Church and if a change is deemed appropriate to take appropriate action;
- (viii) to call all Meetings of Members and to publish the time and place for all such Meetings of Members with due notice, as set forth in Section 2.15(c) of this By-Law;
- (ix) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Church;
- (x) to appoint such Agents and engage such Employees in accordance with applicable Policies 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 at the time of such appointment;
- (xi) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church; and
- (xii) to generally exercise such power and to do such other acts and things as the Church is, by its Articles, the Act, this By-laws, or otherwise, authorized to exercise and do.

(c) **Board Report**

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

(d) **No Remuneration for Governors**

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

3.8 Delegation of Duties of Governors

Unless otherwise provided for by the Board, the Board shall be responsible for the duties set forth in this By-law but are not necessarily required to perform such duties personally, and may delegate to Employees, Volunteers or other Persons, the performance of any or all of such duties, provided that each Employee, Volunteer and other Person remains fully accountable to the Board in relation to the duties that have been so delegated.

3.9 Conflict of Interest

(a) Disclosure

Any Governor who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Church, either personally or through his or her Spouse or children, shall declare his or her interest therein at the first opportunity in writing to the Chair of the Board and/or at a meeting of the Board. For greater certainty, in accordance with Section 3.3(i) of this By-Law a Governor and a Governor's Spouse may not be an Employee of the Church.

(b) Disclosure Procedure

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

(c) Material Interest

Notwithstanding the provisions in this Section 3.9, no disclosure is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Church unless the direct or indirect (i.e. through his or her Spouse or children) personal interest, gain or benefit of the Governor in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase "material nature" shall mean that the Governor in question (or his or her Spouse or children), directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of "material nature" in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law concerning conflict of interest of directors as fiduciaries and the provisions of the Act.

(d) Resolution of Conflict of Interest Situations

Where a direct or indirect conflict of interest has been identified, a decision regarding how to address the conflict of interest situation shall be determined by Resolution of the Board on a case-by-case basis. For greater certainty, the decisions of the Board may include, but are not limited to, a decision to proceed with the proposed contract, business transaction, financial arrangement, or other matter involving the Governor, a decision to refrain from proceeding with the proposed contract, business transaction, financial arrangement, or other matter involving the Governor, or a decision to request that the Governor in question resign from the Board.

(e) Interpretation in Accordance with Governance Policies

This Section 3.9 shall be interpreted in accordance with the terms of any applicable Governance Policies concerning conflicts of interest as adopted by the Church from time to time. In accordance with Section 9.1 of this By-law, any Governance Policies shall not be inconsistent with the Articles or this By-law.

3.10 Resignation from Board

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

3.11 Vacancy on Board

- (a) The position of a Governor shall be automatically vacated if any of the following situations occur:
 - (i) such Governor resigns his or her position as a Governor by delivery of their written resignation to the Chair of the Board;
 - (ii) such Governor no longer fulfills all the qualifications of a Governor, set out in Section 3.3 of this By-law, as determined by Resolution of the Board (with the Governor in question not having the right to vote thereat);
 - (iii) such Governor is found to be mentally incompetent or of unsound mind;
 - (iv) such Governor is absent from a cumulative total of fifty-one percent (51%) or more of the meetings during any twelve (12) month period following his or her election or the anniversary of his or her election or appointment without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board;
 - (v) such Governor becomes bankrupt;
 - (vi) such Governor ceases to be a Member of the Church;
 - (vii) such Governor, in the opinion of a Special Resolution of the Board (with the Governor in question not having the right to vote thereat) and confirmed by a Special Resolution of the Members at a Meeting of Members duly called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;

- (viii) such Governor is determined to be unfit to hold office as a Governor for any reason and is removed by Resolution of the Members at a Special Meeting of the Members duly called for that purpose; or
- (ix) such Governor dies.
- (b) If any vacancies should occur for any reason as set out in Section 3.11(a) of this By-Law, the Board, by Resolution, may by appointment, fill the vacancy until the next annual Meeting of Members, at which time the Executive Committee shall nominate a Person for election to the Board to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Board shall notify the Church Membership.
- (c) If the number of Governors is increased during the year within the prescribed limit of Governors, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

3.12 Board Meetings

(a) Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined by the Chair of the Board, but not less than three (3) times a year. The dates for regular meetings shall be published in a schedule by the Chair of the Board and distributed to all Governors as soon as possible after each annual Meeting of Members.

(b) Special Meetings

Special meetings of the Board may be called by the Chair of the Board upon written notice or upon written request of any two (2) Governors to the Chair of the Board, who shall then give notice of a special meeting of the Board at such time and place as set out in the notice.

(c) Notice of Meeting

All regular and special meetings of the Board shall be held on seven (7) days notice sent by written or e-mail notice to each Governor prior to such meeting or at the call of the Chair of the Board upon twenty-four (24) hour telephone notice in the event of an emergency.

(d) Waiver of Notice

A Governor may waive notice of a meeting of the Board and attendance of any Governor at such meeting shall constitute a waiver of notice of the meeting, except where such Governor 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.

(e) Omission of Notice

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 Governor shall not invalidate any Resolution passed, or any proceeding taken at such meeting, provided that no Governor objects to such omission or irregularity within thirty (30) days of the relevant meeting.

(f) Chair of Board Meetings

The Chair of Board Meetings shall be:

- (i) the Chair of the Board;
- (ii) to the extent that the Chair of the Board is absent or unable to act, then the Vice-Chair of the Board; and
- (iii) to the extent that the Chair of the Board and the Vice-Chair of the Board are absent or unable to act, then a Governor appointed by Resolution of the Board.

(g) Quorum

A quorum for a meeting of the Board shall be five (5) Governors, provided that vacancies on the Board shall not be included when establishing the requisite quorum.

(h) Voting Rights

All Governors shall each have one (1) vote in respect of all matters requiring consideration by the Board. All questions arising at any meeting of the Board shall be decided by a Resolution of the Governors present and voting, unless the Act or By-laws otherwise provide. A Governor shall be considered to be present at a meeting of Governors if such Governor attends the meeting of Governors either in person, by telephone conference call or by electronic means.

(i) Voting Procedures

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

(j) Minutes

The Board shall keep written minutes of each meeting. The Board shall appoint the Secretary to prepare and maintain such minutes, the performance of which duty may be delegated to an Employee, Volunteer or other Person provided that such Employee, Volunteer or other Person remain accountable to the Secretary in relation to the duties that have been so delegated in accordance with Section 5.5 of this By-law. The minutes of meetings of the Board, save and except for in camera sessions, shall be made available for review by Members upon written request to the Chair of the Board.

(k) Participation in Meeting

A Governor may participate in a meeting of the Board or a committee of the Board by electronic means, telephone, or other communication facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, and a Governor participating in such meeting by such means is deemed to be present at the meeting.

(l) Procedural Code

The rules of procedure for Board meetings shall follow the Robert's Rules of Order, by the most current edition, except where varied by this By-law.

(m) Confidentiality

Every Governor, as well as every Officer and Committee Member, staff or Volunteer shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such Person in the activities of the Church.

**ARTICLE 4
SENIOR PASTOR, PASTORAL AND GENERAL STAFF**

4.1 Definition and Duties of the Senior Pastor

The Senior Pastor shall be the primary spiritual overseer of the Church and shall be deemed by virtue of his or her position to be a Member of the Church. The duties and rights of the Senior Pastor shall be set out in the applicable Governance Policy.

4.2 Definition and Duties of Church Pastor

If, in conjunction with the Board, the Senior Pastor so requests, Church Pastors may be called by the Church for the such purposes outlined in the applicable Governance Policy. A Church Pastor by virtue of his or her position shall be deemed to be a Member of the Church. The duties and rights of a Church Pastor shall be set out in the applicable Governance Policy.

4.3 The Calling of Pastoral Staff

(a) The calling of the Senior Pastor

(i) Establishment of Pastoral Search Committee for the Senior Pastor.

Whenever a vacancy in the position of Senior Pastor occurs, a pastoral search committee (“**Pastoral Search Committee**”) shall be established comprising six (6) Persons appointed by a Resolution of the Board, including three (3) Governors and three (3) Members that are not Governors.

(ii) **Duties of Pastoral Search Committee for the Senior Pastor**

The Pastoral Search Committee shall be responsible to recommend to the Board the calling of a Senior Pastor, having first taken into consideration what is in the best interest of the Church as a whole. As much as possible, the Pastoral Search Committee shall make their recommendation to the Board on an unanimous basis, but where that is not possible, a recommendation to the Church may proceed where at least five (5) out of the six (6) members of the Pastoral Search Committee support the recommendation.

(b) **Term and Removal**

The Pastoral Search Committee shall remain in effect until such time that the Board determines that its mandate has ended. Any member of the Pastoral Search Committee for the Senior Pastor may be removed from such Committee by a Special Resolution of the Board.

(c) **Recommendation**

When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall be presented to the Board for approval.

(d) **Vote on Recommendation**

Only one name for the position of Senior Pastor shall be presented to the Board at any one time for consideration. Upon approval of a Special Resolution of Board at the meeting duly called for that purpose, a formal call will then be extended to the prospective Senior Pastor. In the event that the recommended name does not receive the approval of the Board by a Special Resolution, or in the event that the prospective Senior Pastor does not accept the call, then the Pastoral Search Committee for the Senior Pastor shall resume its function in finding an alternative recommendation to be made to the Board until such time that an acceptable Senior Pastor is found.

(e) **Appointment of Church Pastors**

Church Pastors shall be appointed in accordance with the applicable Governance Policy.

4.4 Resignation of Senior Pastor

If the Senior Pastor wishes to resign, he or she shall first notify the Board in writing together with an explanation and, absent extraordinary circumstances, shall provide not less than thirty (30) days notice prior to the effective date of his or her resignation.

4.5 Removal of Senior Pastor

- (a) The Senior Pastor may be removed from the Senior Pastor's position with the Church for any reason upon a Special Resolution of the Board passed at a special meeting of the Board duly called for the purpose of considering the removal of the Senior Pastor. However, before any such Special Resolutions are adopted, the Senior Pastor shall be entitled to respond to the allegations against him or her at the said Board meeting in such time allotments as determined by the Board by Resolution.
- (b) Nothing contained in the said procedure shall preclude the Senior Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Senior Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, or the manner in which the Senior Pastor has been removed, then the matter shall be referred to a Person or Persons mutually acceptable to the Church and the Senior Pastor to resolve such dispute through Christian mediation in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community at large. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single Christian arbitrator in accordance with the *Arbitrations Act* (Alberta), and the Arbitration Rules of Arbitration and Mediation Institute of Canada Inc. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law. All costs of the mediation and arbitration shall be borne equally by the Senior Pastor and the Church.
- (c) The removal of the Senior Pastor from the Church shall be deemed to constitute the Senior Pastor's removal as an ex-officio member on all Committees and the Board, as applicable.

4.6 Terms of Employment of Staff Members

- (a) In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member (which shall be deemed to include the Senior Pastor, Church Pastors, all other Employees, and all ongoing contract or deputation workers, where applicable) shall review and sign an engagement agreement with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the staff member recognizes and agrees that employment or ongoing contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and as such, the staff member will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such staff member was a Member of the Church.
- (b) Staff members will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such staff member was a Member of the Church.
- (c) All staff members as defined above who are in whole or in part involved in ministries of the Church shall be required to give evidence that they are personally committed to Jesus Christ as Lord and Saviour and comply with such other standards and/or requirements as

more particularly described in the applicable Governance Policy, as well as such other duties as may be required by statute or as may from time to time be determined by the Board.

- (d) On an annual basis the Board shall, upon recommendation of the designated Board committee responsible for reviewing and recommending the salary of the Senior Pastor, approve the salary of the Senior Pastor. All other salaries will be reviewed by the Finance and Audit Committee in conjunction with the preparation by Employees of the annual budget to ensure the proposed salary structure can be accommodated in the budget and within any applicable salary policy of the Board.

4.7 Removal of Staff Members

A staff member may be removed from his or her position within the Church in accordance with the terms of the applicable Governance Policy.

4.8 Religious Order Worker

- (a) Appointment

In accordance with the status of the Church as a “religious order” pursuant to the *Income Tax Act* (Canada), the Board may from time to time appoint Employees as Religious Order Workers, provided that such Employees fulfill all the requirements to be a Religious Order Worker set out below at the time of appointment and on a continuous basis thereafter.

- (b) Qualifications Requirements

To be qualified to be appointed as a Religious Order Worker, the Employee must fulfill all of the following requirements:

- (i) the Employee must be a full time Employee committed to carrying out the Objects on a long term basis;
- (ii) the Employee must sign a statement to evidence:
 - (A) their commitment to Jesus Christ as Lord and Saviour as laid out in the Statement of Faith;
 - (B) their commitment to further to the Objects and Statement of Faith of the Church; and
 - (C) their agreement to abide by the terms of the Church Constitution;
- (iii) the Employee must agree to abide by such life style requirements and disciplinary proceedings as may be imposed by the Church for Religious Order Workers from time to time, in addition to the general requirements applicable to all the Employees as provided for in this By-law;

- (iv) the Employee must agree and adhere to a strict moral and spiritual regime of self sacrifice and dedication to the Objects and Statement of Faith of the Church to the detriment of their own material well being;
- (v) the Employee must agree that the amount of financial support that the Employee receives from the Church and its donors is to be regulated by the Church; and
- (vi) the Employee must fulfill such other requirements established by the Church from time to time by Policy to be a member of a “Religious Order” as determined in accordance with the provisions of the *Income Tax Act* (Canada), as amended from time to time.

ARTICLE 5 OFFICERS

5.1 Names of Officers

The Officers of the Board which represent the Church shall be:

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

5.2 Definition of Officers

(a) Chair of the Board

The Chair of the Board shall preside at all meetings of the Board, preside at all Meetings of Members, act as the president of the Church for the purposes of the Act, facilitate the general strategic leadership over the direction and long-term goals for the Church in the furtherance of its Objects through leadership of the Board, including such duties as more particularly described in the applicable Governance Policy, as well as such other duties as may be required by statute or as may from time to time be determined by the Board.

(b) Vice-Chair of the Board

In the event that the Chair of the Board is absent or otherwise not able to function in such position, then the Chair of the Board may be temporarily replaced by the Vice-Chair of the Board who shall exercise all authority and comply with all the obligations of the Chair of the Board; including such duties as more particularly described in the applicable Governance Policy, as well as such other duties as may be required by statute or as may from time to time be determined by the Board.

(c) Secretary

The Secretary shall have the general duty to keep and maintain the records of the Church and address related matters relating to the affairs of the Church, including keeping minutes of, and Resolutions passed at, all meetings of the Board, and Meetings of

Members, completing all filing requirements in accordance with the Act, and undertaking such duties as more particularly described in the applicable Governance Policy, as well as such other duties as may be required by statute or as may from time to time be determined by the Board.

(d) Treasurer

The Treasurer shall have the general duty to oversee the financial affairs of the Church, including such duties as more particularly described in the applicable Governance Policy, as well as such other duties as may be required by statute or as may from time to time be determined by the Board.

5.3 Qualifications for Officers

All Officers must be Governors as a qualification requirement thereof.

5.4 Appointment of Officers

All Officers shall be appointed by the Board from among its members.

5.5 Delegation of Duties of Officers

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

5.6 Term and Maximum Term of Officers

All Officers shall hold office for a term of one (1) year, which term of office shall be effective upon appointment.

5.7 Resignation of Officers

If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation concerning the Officer's decision to resign shall be directed to the Board not less than thirty (30) days, if possible, 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.

5.8 Vacancy

- (a) The position of an Officer shall be automatically vacated if any of the following situations occur:
- (i) such Officer resigns his or her office by delivery of a written resignation to the Board;
 - (ii) such Officer ceases to be a Governor;
 - (iii) such Officer is found to be mentally incompetent or of unsound mind;

- (iv) such Officer becomes bankrupt;
 - (v) such Officer ceases to be a Member of the Church;
 - (vi) such Officer, in the opinion of the Board as evidenced by a Special Resolution of the Board and confirmed by a Special Resolution of the Members at a Meeting of Members called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
 - (vii) such Officer is determined by a Special Resolution of the Members at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
 - (viii) such Officer dies.
- (b) If any vacancies should occur for any reason as set out in Section 5.8(a) of this By-law, the Board may by Resolution, appoint a replacement to fill the vacancy during the remaining term.

ARTICLE 6 PROTECTION AND INDEMNITY

6.1 Protection and Indemnity for Governors, Pastoral Staff and Officers

(a) Protection of Governors, Pastoral Staff and Officers

Except as otherwise provided in the Act, no Governor, Senior Pastor, Church Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Governor, Senior Pastor, Church 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 monies, securities or effects of or belonging to the Church shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person (with "person" in this Section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Governors, Senior Pastor, Church Pastor or Officer or any respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or wilful default. The Governor, Senior Pastor, Church Pastor and Officers of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board of Governors.

(b) Indemnity for Governors and Officers

Every Governor, Pastor, Church Pastor, Officer or any Member who has undertaken or is about to undertake any liability on behalf of the Church, as well as his/her heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

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

(c) Indemnity to Others

The Church shall also indemnify any such persons. 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.

**ARTICLE 7
COMMITTEES**

7.1 Standard Terms of Reference

The terms of reference set out in the applicable Governance Policies of the Church shall apply to all Committees of the Church unless specifically stated otherwise in this By-law regarding each specific Committee.

7.2 Establishment of Committees

The Board may, from time to time, establish such Committees as the Board determines are necessary for the execution of the Board of Governors' responsibilities, including but not limited to the following:

- (a) Executive Committee;
- (b) Finance and Audit Committee;
- (c) Standing Committees;
- (d) Ad Hoc Committees; and
- (e) Advisory Boards.

7.3 Delegation of Committees

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

7.4 Procedural Code

The rules of procedure for Committee meetings shall follow the Robert's Rules of Order, by the most current edition, except where varied by this By-law.

ARTICLE 8 ASSOCIATION

8.1 Church Association

The Church shall associate and work on a collaborative basis with the Evangelical Missionary Church of Canada for purposes of furthering the Objects and Statement of Faith of the Church. The Church may associate with such other organizations and associations as the Board may determine from time to time.

ARTICLE 9 POLICIES

9.1 Policies for the Church

(a) Governance Policies

The Board may adopt, amend, or repeal by resolution Governance Policies that are not inconsistent with the By-laws of the Church relating to the governance, management and operation of the Church, including but not limited to: Officer duties, procedural matters for the Church, employment, facility use, privacy, Church ministry programs and policies against abuse and harassment, as deemed necessary from time to time by the Board on the advice of the Senior Pastor. A Governance Policy may be proposed, amended or repealed by either the Board or the Senior Pastor, but shall not become operative until approved by a Special Resolution of the Board voting at a Board meeting duly called for that purpose.

(b) Directional Policies

Directional Policies concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct, including Christian lifestyle, marriage and other doctrinal matters, shall be adopted as deemed necessary from time to time by the Board and on the advice of the Senior Pastor. Directional Policies may be adopted or amended by the Church from time to time, provided that such Directional Policies shall not be inconsistent with the Articles and these By-laws. A Directional Policy may be proposed, amended or repealed by either the Board or the Senior Pastor, but shall not become operative until approved by a Special Resolution of the Board voting at a Board meeting duly called for that purpose.

ARTICLE 10
FINANCIAL MATTERS AND AUDITOR

10.1 Financial Year End

Unless otherwise ordered by the Board, the fiscal year end of the Church shall be June thirtieth (30th) of each year.

10.2 Financial Statements

- (a) For each annual Meeting of Members, the Finance and Audit Committee shall oversee the preparation of financial statements for the preceding year or years prepared in accordance with the applicable financial reporting standards for Charitable and Non-Profit Organizations as may be in place from time to time.
- (b) The financial statements shall be forwarded to the Board for approval at least two (2) weeks prior to the sending of such financial statements to Members for an annual Meeting of Members, and shall be made available to the Members for review between twenty-one (21) to sixty (60) days before the annual Meeting of Members;
- (c) The financial statements shall be placed before the Members at the annual Meeting of Members for receipt by the Members; and
- (d) A copy of the financial statements shall be sent to the Director, as that term is defined in the Act, not less than twenty-one (21) days prior to the annual Meeting of Members.

10.3 External Auditor

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

10.4 Borrowing

- (a) Subject to the limitations set out in the Act and this By-law, the Board may:

- (i) borrow money upon the credit of the Church;
 - (ii) limit or increase the amount to be borrowed;
 - (iii) issue debentures or other securities of the Church;
 - (iv) pledge or sell such debentures or other securities; and
 - (v) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Church, by mortgage, hypothecation, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Church, and the undertaking and rights of the Church.
- (b) From time to time, the Board may authorize any Governor or Officer to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Church.

ARTICLE 11 DECLARED STEWARDSHIP PRINCIPLES

11.1 Declared Stewardship Principles

The Church, where appropriate, shall guide and assist individuals in the stewardship of property which has been entrusted to them in accordance with applicable Governance Policies.

ARTICLE 12 GENERAL PROVISIONS

12.1 Corporate Seal

The seal, an impression whereof 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.

12.2 Execution of Documents and Cheques

(a) Documents

Contracts, Documents or any instruments in writing requiring the signature of the Church shall be signed by any two (2) Officers or Governors, and all contracts, Documents and instruments in writing so signed shall be binding upon the Church without further authorization or formality. The Board shall have the power from time to time by Resolution to appoint any two (2) Governors, Officers or other Persons on behalf of the Church to specifically sign contracts, Documents and instruments in writing. The Board may give the Church's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Church. The seal of the Church when required may be affixed to contracts,

Documents, and instruments in writing duly signed in accordance with this Section 12.2(a).

(b) Cheques

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

12.3 Securities for Safekeeping

The securities of the Church shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Church signed by such Officer or Officers, Agent or Agents of the Church, and in such manner, as shall from time to time be determined by Resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

12.4 Head Office

The head office of the Church shall be in the City of Calgary, in the Province of Alberta.

12.5 Books and Records

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

12.6 Notice

- (a) For purpose of sending notice to any Member, Governor or Committee Member, the address of the Governor, Member or Committee Member shall be his or her last address recorded in the books of the Church, or if no address has been given therein, then to the last address as of such Governor, Member or Committee Member known to the Secretary.
- (b) The signature of any Governor or Officer of the Church to any notice or Document to be given by the Church may be written, stamped or electronically signed.
- (c) Where a given number of days notice is required to be given under the By-laws and the Act, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days.
- (d) The declaration of the Secretary or the Chair of the Board that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

**ARTICLE 13
AMENDMENTS**

13.1 Amendments to the Articles

Notwithstanding the Act, the Articles of the Church may only be amended by a Special Resolution of the Board voting at a meeting duly called for that purpose and sanctioned by a Special Resolution of the Members at a Meeting of Members duly called for the purpose of considering such amendment, provided that notice of such Meeting of Members shall be given orally from the pulpit and by electronic means (such as e-mail or facsimile) at least two (2) consecutive Sundays prior to such Meeting of Members and provided further that the notice shall state the proposed amendment and the purpose thereof.

13.2 Amendments to this By-law

The By-laws of the Church not embodied in the Articles may be repealed or amended by By-law and enacted by a Special Resolution of the Board voting at a meeting duly called for that purpose and confirmed by a Special Resolution of the Members at a Meeting of Members duly called for the purpose of considering such By-law, provided that notice of such Meeting of Members shall be given orally from the pulpit and by electronic means (such as e-mail or facsimile) at least two (2) consecutive Sundays prior to such Meeting of Members and provided further that the notice shall state the proposed amendment and the purpose thereof.

ENACTED this ____ day of _____, 2013 under seal of the Church.

Per: _____
Name: Jamie Gagner
Title: Vice - Chair of the Board

Per: _____
Name: Brenton Cox
Title: Secretary

IN WITNESS WHEREOF we the Board have hereunto set our hands at the City of Calgary, this ____ day of _____, 2013.

CONFIRMED by a Special Resolution of the Members of the Church at a Meeting of Members held at the City of Calgary, this ____ day of _____, 2013.

Per: _____

Name: Brenton Cox

Title: Secretary