
CENTRE STREET CHURCH

GENERAL OPERATING BY-LAW NO. 1

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

CENTRE STREET CHURCH

(a federal corporation)

hereinafter referred to as the “Church”

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hereinafter referred to as the “Church”

WHEREAS the Church was granted Letters Patent by the Federal Government of Canada under the *Canada Corporations Act* on the 16th day of November, 2007 under the name “CENTRE STREET CHURCH”.

AND WHEREAS the By-law herein was attached to the application for Letters Patent as the draft General Operating By-law and is now being formally adopted;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of “CENTRE STREET CHURCH” as follows:

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

1.01 Definitions

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

“**Act**” means the *Canada Corporations Act* R.S.C. 1970, c.C.32, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Church to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;

“**Adherent**” means an adherent of the Church as described in Section 2.05 herein.

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

“**Auditor**” means the Person, corporations, partnerships, joint ventures, unincorporated associations, or other form of business organization appointed by the Membership to audit

the financial statements of the Church in accordance with the Act and this General Operating By-law.

“Board” or “Board of Governors” 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-law Policy” or “By-law Policies” means any Policies adopted pursuant to this General Operating By-law from time to time concerning corporate governance matters for the Church, including but not limited to Officer duties, procedural matters for Committees of the Church and other corporate governance matters, which By-law Policies shall be deemed to be part of this By-law.

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

“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 General Operating By-law.

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

“Church” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 16th day of November, 2007, and named “CENTRE STREET CHURCH”, through which its Members and Adherents may fellowship together as a New Testament Church.

“Church Constitution” or “Constitution” means the Letters Patent (including the Objects and Statement of Faith), the General Operating By-law, all other By-laws, and all Policies adopted by the Church from time to time.

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

“Committee” means either a standing or ad hoc committee of the Board as established in accordance with this General Operating By-law, including the Executive Committee, Finance and Audit Committee, Strategic Directions Committee, Ministry Health Committee, and Ad Hoc Committees.

“Committee Member” means a member of a Committee.

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

“Directional Policy” or **“Directional Policies”** means any Policies adopted pursuant to this General Operating 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, which Directional Policies shall be deemed to be part of this By-law.

“Discipline” means actions taken seeking to reconcile Individuals to one another through mutual forgiveness and/or reconciling Individuals to the teachings of the Church for the purpose of restoring offenders to fellowship with God and/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” or **“Employees of the Church”** mean all full-time and part-time employees of the Church, any Religious Order Workers and all contract and fee for service providers who are deemed to be employees for purposes of the *Income Tax Act* (Canada), where applicable.

“Fiscal Year” means the fiscal year for the Church commencing on the 1st day of January and ending on the 31st day of December in any given year.

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

“Governor” means an elected member of the Board of Governors of the Church.

“Inactive Member” means an inactive member of the Church as described in Section 2.06(d) of this General Operating By-law.

“Individual” means both a Member and an Adherent as defined herein.

“Letters Patent” means the Letters Patent incorporating the Church under the name of “CENTRE STREET CHURCH”, as from time to time amended or supplemented by Supplementary Letters Patent.

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

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

“Member” means a member of the Church.

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

“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 Letters Patent.

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

“Operational Policy” or **“Operational Policies”** means any Policies adopted pursuant to this General Operating By-law from time to time concerning the management and operations of the Church including, but not limited to, employment, facility use, privacy, Policies against abuse, anti-harassment, ministry programs and other operational matters, which Operational Policies shall be deemed to be part of this By-law.

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

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

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

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

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

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

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

“Senior Pastor” means the senior pastor of the Church as described herein.

“Special Resolution” means a resolution passed by a two-thirds (2/3rds) majority of the votes cast by Persons entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution.

“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 Letters Patent.

“Treasurer” means the treasurer of the Board appointed in accordance with this General Operating 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 General Operating 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.

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

1.02 Objects and Statement of Faith

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

1.03 Interpretation

In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:

- (a) words importing the singular number include the plural and vice versa;
- (b) words importing the masculine gender include the feminine and neuter genders unless this By-law otherwise specifically provides; and
- (c) words importing or referring to Person or Persons shall include natural persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

1.04 Headings

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

SECTION II **MEMBERSHIP**

2.01 Definition of Membership

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

- (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 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 Constitution of the Church, 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
- (e) have been admitted into Membership in accordance with the Church Constitution.

2.02 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, whatever the age, fulfills the definition of Membership as set out in Section 2.01 herein;
- (b) the Person, if a Member, would not be under the Discipline of the Church as set out in Section 2.09; and
- (c) the Person has completed the procedure for admission into Membership set out in Section 2.03.

2.03 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 2.02 above, the application and declaration set out in Section 2.03(c) 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 2.02 herein, the Board may, but is not obligated, to accept such Person to the Membership by Resolution.
- (f) After the Person is accepted into Membership in the Church by the Board, then such Person shall immediately be deemed to have become a Member.
- (g) Upon Resolution of the Board, existing members of the unincorporated church from which this Church has been formed shall be deemed to be Members of the Church for a period of up to twelve (12) months after such Resolution, after which time if such Members have failed to confirm their Membership in the Church in writing, they shall be deemed to have resigned as Members of the Church. In unusual circumstances, the Board by Resolution may:
 - (i) extend such period of time for up to a maximum additional six (6) months; and/or
 - (ii) waive the necessity that such Member confirm his or her Membership in the Church in writing within the stated time, provided that two members of the Board have signed a written statement within the stated time confirming that they are satisfied that the Member in question has read and fully understood the Church Constitution and wishes to continue as a Member of the Church and be subject to the authority of the Church as set out in the Church Constitution.

2.04 Privileges, Rights and Duties of Membership

- (a) Church Membership shall carry the following duties, privileges and rights:

- (i) the duty to minister to one another's spiritual needs as 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 2.14(b)(i) herein;
 - (vi) the privilege to participate in the ordinances administered by the Church;
 - (vii) the right to attend, speak and participate at all Meetings of Members; and
 - (viii) the right to a single vote in person or by proxy at all Meetings of Members.
- (b) Church Membership is not transferable.

2.05 Adherents

- (a) An Adherent is a Person who regularly attends public worship services of the Church, professes faith in Jesus Christ, respects the Church Constitution and submits to the authority therein, and is approved to be involved in a Ministry Program as a Volunteer, but who has not made formal application for Membership in the Church.
- (b) The determination of whether a Person is or continues to be an Adherent of the Church shall be made from time to time in the sole discretion of the Board after an appropriate personal interview and recommendation by the Senior Pastor or the Senior Pastor's designate.
- (c) Before a Person is accepted as an Adherent, such Person shall be required to sign a statement that he or she will respect the Church Constitution and will submit to the authority of the Church as expressed in the Church Constitution.
- (d) An Adherent shall have the following duties and privileges:
 - (i) the duty to minister to one another's spiritual needs as if part of the Membership of the Church;
 - (ii) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;

- (iii) the duty to respect and submit to the spiritual authority and procedure of the Church as expressed in the Church Constitution;
 - (iv) the privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Board of Governors determines appropriate from time to time;
 - (v) the privilege to attend all public worship services of the Church subject to Section 2.14(b)(i) herein;
 - (vi) the privilege to participate in the ordinances administered by the Church;
 - (vii) the privilege to attend but not vote at all Meetings of Members; and
 - (viii) upon the adoption of a Resolution of Members at a Membership Meeting, the privilege to speak at such Membership Meeting or continue to speak thereat as determined in the sole discretion of the Chair of the Board.
- (e) Adherence is not transferable.

2.06 Withdrawal and Removal

- (a) Provided that a Member or Adherent is not under Discipline of the Church as defined herein, a Member or Adherent may withdraw at any time as a Member or Adherent of the Church, and upon request by a Member, such Member may be given a letter of recommendation addressed to the Church to which the Member is relocating.
- (b) Every Person withdrawing as a Member or an Adherent must do so by notification to the Board together with an explanation of the reasons for the request for withdrawal.
- (c) Upon receipt of such request for withdrawal as a Member or an Adherent and upon the Board confirming that such Person is not under Discipline of the Church, such Person shall be removed from the Membership roll of the Church and shall be deemed to have also resigned from his or her position, if applicable, as an Officer, Governor, Committee Member or Volunteer with a Ministry Program. In the case of the withdrawal of an Adherent, such Person shall be deemed no longer to be an Adherent. If a Member or Adherent is under the Discipline of the Church, then notwithstanding his or her request for withdrawal, such Person shall continue as a Member or Adherent 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 or Adherent is free to withdraw as a Member or Adherent.
- (d) In the event that a Member is habitually absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation, that Member may become an Inactive Member of the Church if the Board, in its sole discretion, places that Person's Membership in the Church on the inactive roll, with the result that such Inactive Member shall not have the right to vote at Meetings of Members, provided that the Board has first sent sixty (60) days' written notice by regular mail to the last

known address of such Person of its intention to place that Person's Membership on the inactive roll sixty (60) days thereafter.

- (e) An Inactive Member may request that his or her Membership in the Church be reinstated onto the active roll of Members, in which event the Board in its sole discretion shall determine whether such request may be granted.
- (f) In the event that an Inactive Member has been on the inactive roll for a period of one (1) year, then that Person's Membership may be terminated by a Resolution of the Board of Governors, in which event the Secretary shall thereafter send written notice by regular mail to such Inactive Member at his or her last known address to advise such Person of the termination of their Membership. The Member's Membership shall be deemed to have ceased on the date of such Board Resolution.
- (g) In accordance with Section 2.05(b), an Adherent shall be entitled to continue as an Adherent for such period of time as determined in the sole discretion of the Board and upon recommendation of the Senior Pastor or the Senior Pastor's designate.
- (h) Upon the death of a Member or Adherent, their Membership or Adherent status, as the case may be, shall be terminated.

2.07 Membership and Adherent Record

A record of Members, both active and inactive, and Adherents of the Church 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 so delegated, in accordance with Section 5.05 of this By-law.

2.08 Resolution of Disputes Among Members and Adherents

- (a) As much as possible, the Church is committed to assisting Members and Adherents (defined hereafter collectively as an "Individual" or "Individuals") in resolving their disputes in accordance with Christian principles. Where a dispute arises between Individuals who are eighteen (18) years of age or older, such Individuals 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) an Individual who believes that he or she has been wronged by another Individual for whatever reason shall approach such Individual with an explanation of the wrong which is alleged to have occurred; and
 - (ii) if the Individual so approached does not listen to the Individual who has approached him or her, or if the matter is not resolved between them, then the

Individual alleging the wrong shall approach the Individual who is alleged to have caused the wrong in the presence of one or two other Individuals.

- (b) Where the dispute resolution principles set out in Section 2.08(a) are utilized but do not resolve the dispute to the satisfaction of the parties involved, then the Church shall utilize the following procedures to assist in resolving such disputes:
 - (i) the Individual 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 Individual who is alleged to have caused the wrong and the Individual 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.
- (c) Where a dispute involves an Individual under eighteen (18) years of age or an otherwise vulnerable Person:
 - (i) The dispute resolution principles set out in Section 2.08(a) shall not be utilized to resolve such a dispute.
 - (ii) Where a dispute involves an allegation of abuse of any kind as defined in the *Child 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 2.08(b)(i) and (ii) 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 Individual and such parents or legal guardians shall be entitled to consult with the Senior Pastor or his designate in relation to such procedures.

2.09 Circumstances Giving Cause for Discipline

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

- (a) an Individual has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and the Individual has not appropriately repented of such conduct or behaviour;

- (b) an Individual has propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church and the Individual has not appropriately repented of such doctrines and practices; or
- (c) an Individual has wronged another Individual or caused discord or dissension in the Church, with or without malicious intent, that is not appropriately repented of, nor has been resolved through the mechanism for dispute resolution set out in Section 2.08 above.

2.10 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 Individuals. 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 and Adherents 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 Adherent and for the testimony of the Church.

2.11 Procedure for Discipline

- (a) The Discipline procedure of the Church is set out in Sections 2.11, 2.12, 2.13 and 2.14.
- (b) In the event that the Individual in question is under the age of 18 when an allegation is made, with the exception of abuse allegations as set out in Section 2.08(c), then the Discipline procedure described in Sections 2.11, 2.12, 2.13 and 2.14 shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Individual and such Person shall be entitled to attend with and speak on behalf of such Individual at any hearing provided for therein, subject to the discretion of the Board of Governors.

2.12 Preliminary Review

- (a) No allegation giving rise to disciplinary action against an Individual pursuant to Section 2.09 above 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 the allegation shall be dropped and no further disciplinary action against the Individual 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 2.13.

2.13 Hearing Process

- (a) If the Board determines by Resolution on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred in writing to the Board for a hearing and the Individual 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 or an Adherent without the consent of the Board and shall not be entitled to initiate the Christian dispute resolution contained in Section 2.15(b) until the procedure for Discipline has been completed in accordance with Section 2.13 herein, as determined by a Resolution of the Board. The Board, in its discretion, may temporarily suspend the said Individual from any Officer post 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 Individual shall be given a minimum 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 Individual to understand the nature of the allegation which has been brought against him or her, inform the Individual 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 this Section 2.11. The Individual shall be entitled to attend before the hearing to listen to the details of the allegation made and to respond thereto. The Individual against whom the allegation is made shall also be provided with a copy of the written allegation prepared by the complainant and the Individual 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 an Individual 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 General Operating 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 public nor to the Members or Adherents of the Church at large. The Individual 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.
- (e) Both the Individual and the Board may call any witnesses or evidence that is relevant to the allegation being made. No party to the hearing shall be represented by legal counsel. However, either the Individual 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 neither a Member nor an Adherent of the Church to act as an adjudicator to determine the admissibility of evidence presented before the hearing.

- (f) There shall be a fair allocation of time for the presentation of evidence by both the Board and the Individual, 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 Individual, as determined by the chairperson of the hearing and provided further that notice of such limitation of time is first given to the Individual at least three (3) hours before the hearing is required to end.
- (g) All evidence presented before the hearing shall be kept confidential.
- (h) 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 Individual shall no longer be subject to disciplinary proceedings by the Church and shall be reinstated as a Member or Adherent as the case may be 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 2.14.

2.14 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 Individual into fellowship pursuant to Luke 17:3 and Galatians 6:1.
 - (ii) The decision of the Board on the type of Discipline to be administered shall be final and binding and shall be communicated to the Individual 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 Individual's Membership or Adherence in the Church, then the Individual shall automatically cease to be a Member or Adherent of the Church 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 and sober consideration has first been made by the Board to avoid, as much as possible, undue or unnecessary embarrassment to the Individual or other undue or unnecessary prejudicial consequences to either the Individual or to the Church as a whole.

(b) Church Attendance

- (i) An Individual who has been disciplined or whose Membership or Adherence 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 Individual agrees that he or she may be removed from such public worship service without the necessity of legal action, whether or not such Individual is at that time a Member or Adherent of the Church.
- (ii) In the event that an Individual who has been disciplined or whose Membership or Adherence 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 any Governor shall be authorized to advise the other church that the Individual in question has been disciplined by the Church in writing.

2.15 Waiver, Mediation and Arbitration

- (a) Notwithstanding anything else contained herein, Membership or Adherence 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 or Adherent 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 or Adherent of the Church, and the acceptance of Membership or Adherence in the Church shall constitute conclusive and absolute evidence of a waiver by the Member or Adherent of all rights of action, causes of action, and all claims and demands against the Church, the Senior Pastor, Church Pastor, any staff member of the Church, any Governor, any Officer or any Member or Adherent 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 or Adherent is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution involving the Member or Adherent and the Church, if the Member or Adherent does not violate or circumvent the waiver contained in Section 2.15(a) or attempt to do so, then that Member or Adherent 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 or Adherent 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 or Adherent.

- (iii) The mediators so appointed shall then meet with the Board and the Member or Adherent in an attempt to mediate a resolution.
- (iv) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single 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.
- (v) All costs of the mediation and arbitration shall be borne equally by the Member or Adherent and the Church.

2.16 Members Meetings

(a) Annual Meeting

There shall be an annual Meeting of Members at such time and place in Canada as determined by the Board of Governors to be held within fifteen (15) months from the holding of the last annual meeting of Members. The purpose of the annual Meeting of Members will be to do the following:

- (i) elect Members to the Board of Governors as required;
- (ii) receive necessary reports from the Standing Committee chairs, the Senior Pastor, and the Board of Governors;
- (iii) review and approve 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) Other Special Meetings

At the request of the Chair of the Board or a majority of the Governors, or upon the request of the lesser of at least fifty (50) Members or 10% of the total Membership of the Church, other special Meetings of Members shall be called and convened by the Chair of the Board within thirty (30) days of the request.

(c) Notice of Meeting

Notice of all Membership Meetings (annual and special) shall be given to Members by notice orally from the pulpit and by electronic means (such as e-mail or facsimile)

at least fourteen (14) days prior to the date of the Membership Meeting. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken. Notice of each Meeting of Members should as much as possible remind the Member that the Member has the right to vote by proxy.

(d) Waiver of Notice

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

(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 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.

(f) Quorum

A quorum for an annual or other special Meetings of Members shall be constituted by the presence of the lesser of ten percent (10%) of the total Membership of the Church (save and except Inactive Members) in person or by proxy immediately prior to the time of the meeting in question or fifty (50) Members. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the Meeting to a fixed time and place but may not transact any other business and the provisions of Section 2.16(c) with regard to notice shall apply to such adjournment.

(g) Chair of Members Meetings

The Chair of Members Meetings shall be:

- (i) the Chair of the Board;
- (ii) if the Chair of the Board is absent or unable to act, then the Vice-Chair of the Board;

- (iii) if 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

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

(h) Voting Rights of Members

All Members aged eighteen (18) or over shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members. At all annual and special Meetings of Members, every question shall be determined by Resolution, unless otherwise provided for by the Act or elsewhere in the General Operating By-law.

(i) Voting Procedure

Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chair of the Board shall, either by a show of hands or by secret ballot, as applicable, have the casting vote, in addition to his or her original vote. At any Meeting unless a secret ballot is provided, a declaration by the Chair of the Board 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 the Board or upon request of any Member and shall be taken in such manner as the Chair of the Board 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.

(j) Voting Rights and Proxies

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

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

DATED the _____ day of _____, _____

Signature of Member

The Board of Governors may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and to determine particulars of such proxies being cabled, telegraphed or sent by facsimile, e-mail or other electronic means, or in writing before the Meeting or adjourned Meeting to the Church. The Chair of the Board may, subject to any rules made as aforesaid, in the Chair of the Board's discretion, accept telegraphic or cable or 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 lodged with the Church, and any votes given in accordance with such communications accepted by the Chair of the Board shall be valid and shall be counted.

(k) Minutes

Minutes shall be kept at all Meetings of Members and signed by the Chair of the Board and the Secretary. Minutes of each Meeting of Members shall be submitted to all Members prior to the next Meeting of Members for their approval.

(l) Procedural Code

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

(m) Adjournment

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

SECTION III
BOARD OF GOVERNORS

3.01 Definition of Board of Governors

The spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Board of Governors consisting of no fewer than seven (7) and no more than fifteen (15)

Governors of the Church, with the number of Governors to be determined by the Members at the annual Meeting of Members each year. For purposes of the Act, the Board of Governors 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.

3.02 Residency and Relationship of Governors

The Board of Governors 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) from time to time.¹

3.03 Provisional Board of Governors

The applicants for incorporation herein shall become the provisional members of the Board of Governors whose term of office shall continue until their successors are elected. At the first Meeting of Members, the members of the Board of Governors then elected shall replace the provisional members of the Board of Governors named in the Letters Patent.

3.04 Qualification for Board of Governors

A Person may be considered for election to the Board of Governors 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 male or female but must be over the age of twenty-one (21) 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, inclusive of any time spent in involvement with Centre Street Church, being the unincorporated predecessor to the Church;
- (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 of Governors is a commitment to humble service, not a position of honour or status, nor a reward for past service;

¹ As indicated in the Canada Revenue Agency Summary Policy (CSP - A07) "At arm's length is a tax concept describing a relationship in which the parties are acting independently of each other. The opposite, not at arm's length, covers people acting in concert without separate interest, including individuals who are related to each other by blood, marriage, adoption, common-law relationships, or close business ties."

- (h) the Person must recognize that membership on the Board of Governors 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; and
- (m) the Person must commit to attending, in person or by electronic means, no fewer than 50% of all duly convened Board meetings in a given year

3.05 Election of Board of Governors

The Board of Governors shall be elected by a Resolution of the Members at the annual general Meeting of Members from the slate of nominations presented by the Board.

3.06 Term of Office of Board of Governors

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

3.07 Maximum Term of Board of Governors

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

3.08 Authority of Board of Governors

(a) General Authority

The Board of Governors 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 Letters Patent, the Act, these By-laws or otherwise authorized to do.

(b) Specific Authority

Without limiting the generality of the foregoing, the Board of Governors 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 so delegated in accordance with Section 3.09 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 and recommend By-law Policies as defined in Section 9.01(a) to the Membership in conjunction with the Senior Pastor and to implement those By-law Policies approved by the Membership;
- (iii) to formulate Operational Policies as defined in Section 9.01(b) in conjunction with the Senior Pastor and to implement those Operational Policies;
- (iv) to formulate Directional Policies as defined in Section 9.01(c) in conjunction with the Senior Pastor and to implement those Directional Policies;
- (v) to respect the authority of the Senior Pastor and the Church Pastors 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;
- (vi) to oversee the dispute resolution process and the Discipline of Members and Adherents in accordance with the direction of the Senior Pastor pursuant to the procedures set out Sections 2.08 to Section 2.14, inclusive;
- (vii) 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;
- (viii) 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;
- (ix) to call all Members Meetings and to publish the time and place for all such Members Meetings with due notice;
- (x) 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;

- (xi) 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 of Governors at the time of such appointment;
- (xii) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church; and
- (xiii) to generally exercise such power and to do such other acts and things as the Church is, by its Letters Patent, the Act, By-laws, or otherwise, authorized to exercise and do by By-law.

(c) Board Report

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

(d) No Remuneration of Governors

The Governors shall serve as such without remuneration and no Governors shall directly or indirectly receive any profit from his or her position as such, 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.

3.09 Delegation of Duties of Governors

Unless otherwise provided for by the Board, the Board of Governors 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 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.

3.10 Conflict of Interest

(a) Prohibition

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

(b) 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 as described in Section 3.10(a), whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

Notwithstanding the provisions in Section 3.10 herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Church unless the direct or indirect personal interest, gain or benefit of the 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, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law concerning conflict of interest of directors as fiduciaries and the provisions of the Act.

(d) Procedure Where Disclosure

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

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Governor has a direct or indirect personal interest, gain or benefit in contravention of this Section 3.10, save and except where permitted by law and approved by a Resolution of the Board, such Governor shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board Resolution to that effect.

3.11 Resignation from Board of Governors

- (a) If the personal circumstances of any Governor make it difficult for that member to devote the necessary time or energy to the work of the Board of Governors, then that Governor shall be free to resign from the Board of Governors without embarrassment or stigma regardless of the remainder of the term of that member.
- (b) If for any reason a Governor chooses to resign, then that member shall give thirty (30) days written notice, if possible, to the Chair of the Board, who in turn shall call

it to the attention of the Board of Governors, which shall have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation should set out the reasons for the departure of the member from the Board of Governors. Where the Governor who chooses to resign is the Chair of the Board, then his or her letter of resignation shall be directed to the Secretary, who shall call it to the attention of the Board of Governors. Upon the acceptance of such resignation, the Board of Governors shall notify the Membership.

3.12 Vacancy on Board of Governors

- (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 member on the Board of Governors by delivery of the written resignation to the Chair of the Board;
 - (ii) such Governor no longer fulfills all the qualifications of a Governor set out in Section 3.04 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) a Governor is absent from a cumulative total of 51% or more of the meetings during any 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 by an eighty percent (80%) Resolution of the Members at a Meeting of Members duly called for that purpose to be unfit to hold office as a Governor for any reason; or
 - (ix) such Governor dies.
- (b) If any vacancies should occur for any reason as set out in Section 3.12(a) above, the Board of Governors, 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 of Governors to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Board of Governors 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.

3.13 Board of Governors Meetings

- (a) Regular Meetings

Regular meetings of the Board of Governors 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 members of the Board of Governors as soon as possible after each annual Meeting of Members.

- (b) Special Meetings

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

- (c) Notice of Meeting

All regular and special meetings of the Board of Governors shall be held on fourteen (14) days notice sent by written notice or by e-mail to each Governor prior to such meeting or at the call of the Chair of the Board upon 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 of Governors and attendance of any Governor at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- (e) Omission of Notice

The accidental omission to give notice of any meeting of the Board of Governors 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) if the Chair of the Board is absent or unable to act, then the Vice-Chair of the Board; and
- (iii) if 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 of Governors shall be a majority of the members of the Board of Governors, but not less than five (5), provided that vacancies on the Board of Governors shall not be included when establishing the requisite quorum.

(h) Voting Rights

All members of the Board of Governors shall each have one (1) vote in respect of all matters requiring consideration by the Board. All questions arising at any meeting of Governors shall be decided by a Resolution of the Governors present and voting, unless the Act or the 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. In the case of an equality of votes, the Chair of Board Meetings, in addition to his or her original vote, shall have the second or casting vote.

(i) Voting Procedures

At all meetings of the Board of Governors, 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 any 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 of Governors shall keep written minutes of each meeting. The Board of Governors shall appoint the Secretary to prepare and maintain such minutes, the performance of which duty may be delegated to an Employee, Volunteer and 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 5.05 of this By-law. The minutes of meetings of the Board of Governors, 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) Meetings by Telephone or Electronic Means

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

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

(l) 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.

SECTION IV
SENIOR PASTOR, PASTORAL AND GENERAL STAFF

4.01 Definition and Duties of the 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 By-law Policy.

4.02 Definition and Duties of Church Pastor

If, in conjunction with the Board of Governors, the Senior Pastor so requests Church Pastors may be called by the Church for the such purposes outlined in the applicable By-law 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 By-law Policy.

4.03 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 shall be established.

(ii) Composition of Pastoral Search Committee for the Senior Pastor

The Pastoral Search Committee for the Senior Pastor shall consist of six (6) Persons to be appointed or elected in the following manner:

(1) Three (3) Governors shall be appointed by the Resolution of the Board.

(2) Three (3) Members who are not either Governors or Spouses of Governors shall be elected by Resolution of the Membership at a duly called Membership Meeting. The Board may provide notice to the Members in advance of the said Membership Meeting requesting additional nominations in this regard, provided that such additional nominees have first consented in writing, in which event the three (3) nominees receiving the most number of votes shall be elected as members of the Pastoral Search Committee for the Senior Pastor.

(iii) Duties of Pastoral Search Committee for the Senior Pastor

The Pastoral Search Committee for the Senior Pastor shall be responsible to recommend to the Board of Governors 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 of Governors 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 for the Senior Pastor support the recommendation.

(iv) Term and Removal

The Pastoral Search Committee shall remain in effect until such time that the Board of Governors determines that its useful purpose has ended. Any

elected member of the Pastoral Search Committee for the Senior Pastor may be removed from such committee by a Special Resolution of the Members at a Meeting of Members duly called for that purpose and any appointed member of the Pastoral Search Committee may be removed by a Special Resolution of the Board.

(v) Recommendation

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

(vi) Vote on Recommendation

Only one name for the position of Senior Pastor shall be presented to the Board of Governors at any one time for consideration. Upon approval of a Special Resolution of Board of Governors 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 of Governors 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 of Governors until such time that an acceptable Senior Pastor is found.

(b) The Calling of Church Pastors

Church Pastors shall be appointed in accordance with the applicable By-law Policy.

4.04 Resignation of Pastoral Staff

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

4.05 Removal of Senior Staff

(a) A Senior Pastor may be removed from the Senior Pastor's position with the Church for any reason upon a Special Resolution of the Board of Governors 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 Governors 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.

4.06 Terms of Employment of Staff Members

- (a) In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member (which shall be deemed to include the Senior Pastor, Church Pastors, all other Employees of the Church, and all ongoing contract or deputation workers, where applicable) shall review and sign an engagement agreement with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the staff member recognizes and agrees that employment or ongoing contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Governors is unbecoming of a Christian contrary to Biblical principles, and as such, the staff member will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such staff member was a Member of the Church.
- (b) All staff members 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 Saviour and comply with such other standards and/or requirements as more particularly described in the applicable Operational 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 of Governors.
- (c) The salary of the Senior Pastor will be reviewed by the Board of Governors annually with the resulting recommendations being submitted to the Finance and Audit Committee for consideration in preparing the annual budget. All other salaries will be reviewed by the Finance Committee in co-operation with the Senior Pastor in preparation of the annual budget.

4.07 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 Operational Policy.

4.08 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 fulfil all the requirements to be a Religious Order Worker set out below at the time of such 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:
 - (1) their commitment to Jesus Christ as Lord and Saviour as laid out in the Statement of Faith;
 - (2) their commitment to further to the Objects and Statement of Faith of the Church as contained in the Letters Patent; and
 - (3) their agreement to abide by the terms of the 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 of the Church as provided for in this General Operating 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 as contained in the Letters Patent 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.

SECTION V **OFFICERS**

5.01 Names of Officers

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

- (a) Chair of the Board;
- (b) Vice-Chair of the Board;
- (c) Secretary;
- (d) The Treasurer; and
- (e) The Chairs of any Standing Committees established by the Board from time to time.

5.02 Definition of Officers

- (a) Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Governors, 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 of Governors, including such duties as more particularly described in the applicable By-law 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 of Governors.

- (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 By-law 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 of Governors.

(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 of Governors, and Meetings of Members, serving as custodian of the corporate seal, as well as all books, papers, records, documents and other instruments belonging to the Corporation, completing all filing requirements in accordance with the Act, and undertaking such duties as more particularly described in the applicable By-law 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 of Governors.

(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 By-law 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 of Governors.

5.03 Qualifications for Officers

All Officers must be Governors as a qualification requirement thereof.

5.04 Appointment of Officers

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

5.05 Delegation of Duties of Officers

Unless otherwise provided for by the Board of Governors, 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 so delegated.

5.06 Term and Maximum Term of Officers

- (a) All Officers shall hold office for a term of four (4) years, which term of office shall commence on the 1st day of the month immediately following the Meeting of Governors at which such Person was appointed as an Officer.
- (b) The maximum number of terms for each Officer is two (2) consecutive terms of four (4) years. Upon the completion of the maximum term as an Officer, a minimum of a one (1) year absence is required before eligible for re-election as an Officer.

5.07 Resignation of Officers

If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation concerning the Officer's decision to resign shall be directed to the Board of Governors not less than thirty (30) days, if possible, prior to the effective date of such resignation and the Board of Governors shall then have the power to accept such resignation on behalf of the Church.

5.08 Vacancy

- (a) The position of an Officer shall be automatically vacated if any of the following situations occur:
- (i) such Officer resigns his or her office by delivery of a written resignation to the Board of Governors;
 - (ii) such Officer no longer fulfills all the qualifications of an Officer as set out in Section 5.03;
 - (iii) such Officer is found to be mentally incompetent or of unsound mind;
 - (iv) such Officer becomes bankrupt;
 - (v) such Officer ceases to be a Member of the Church;
 - (vi) such Officer, in the opinion of 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 5.08(a) above, the Board of Governors may by Resolution, appoint a replacement to fill the vacancy during the remaining term.

SECTION VI
PROTECTION AND INDEMNITY

6.01 Protection and Indemnity to 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 respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default. The Governor, 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 to Governors and Officers

Every Governor, Pastor, Church Pastor, Officer or any Member or Adherent who has undertaken or is about to undertake any liability on behalf of the Church, his/her/its heirs and assigns, 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, Adherent of the Church or person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Members, Officers and other persons or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; and

- (ii) all other costs, charges and expenses which the Members, Officers and other persons sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

(c) Indemnity to Others

The Church 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.

SECTION VII **COMMITTEES**

7.01 Standard Terms of Reference

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

7.02 Establishment of Committees

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

- (a) Executive Committee;
- (b) Strategic Directions Committee;
- (c) Ministry Health Committee;
- (d) Finance and Audit Committee;
- (e) Standing Committees;
- (f) Ad Hoc Committees; and
- (g) Advisory Boards.

7.03 Delegation of Committees

Unless otherwise provided for by the Board of Governors, the Committee Members of 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 as such 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.

SECTION VIII **ASSOCIATION**

8.01 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.

SECTION IX **POLICIES**

9.01 Policies for the Church

(a) By-law Policies

In consideration of the ongoing need for the Church to provide policies, guidelines and directions to its Board of Governors, Officers, Members, Adherents, Employees and Volunteers in pursuing the Objects of the Church in relation to this By-law, By-law Policies on corporate governance matters for the Church, including but not limited to Officer duties, procedural matters for Committees of the Church and other corporate governance matters, shall be adopted as deemed necessary from time to time by the Board and on the advice of the Senior Pastor and such By-law Policies upon adoption shall be deemed to be a part of this General Operating By-law and the Constitution. By-law Policies may be adopted, amended, or repealed by the Church from time to time in accordance with Section 9.01(d), provided that such By-law Policies shall not be inconsistent with the Letters Patent and these By-laws.

(b) Operational Policies

In consideration of the ongoing need for the Church to provide policies, guidelines and direction to its Board of Governors, Officers, Members, Adherents, Employees and Volunteers in pursuing the Objects of the Church, Operational Policies concerning the management and operations of the Church including but not limited to employment, facility use, privacy, Policies against abuse, anti-harassment, Church ministry programs and other operational matters, shall be adopted as deemed necessary from time to time by the Board and on the advice of the Senior Pastor and such Operational Policies Statements upon adoption shall be deemed to be a part of this General Operating By-law and the Constitution. Operational Policies may be

adopted, amended, or repealed by the Church from time to time in accordance with Section 9.01(e), provided that such Operational Policies shall not be inconsistent with the Letters Patent and these By-laws.

(c) Directional Policies

In consideration of the ongoing need for the Church to provide policies, guidelines and direction to its Board of Governors, Officers, Members, Adherents, Employees and Volunteers in pursuing the Objects of the Church, 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 and such Directional Policies Statements upon adoption shall be deemed to be a part of this General Operating By-law and the Constitution. Directional Policies may be adopted, amended, or repealed by the Church from time to time in accordance with Section 9.01(e), provided that such Directional Policies shall not be inconsistent with the Letters Patent and these By-laws.

(d) Adoption and Amendment of By-law Policies

A By-law Policy may be proposed or amended by either the Board of Governors or the Senior Pastor, but shall not become operative until first approved by a Special Resolution of the Board voting and ratified by a Special Resolution of the Members at a Membership Meeting duly called for that purpose.

(e) Adoption and Amendment of Operational and Directional Policies

An Operational or Directional Policy may be proposed or amended by either the Board of Governors 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.

SECTION X **FINANCIAL MATTERS AND AUDITOR**

10.01 Financial Year End

Unless otherwise ordered by the Board of Governors, the fiscal year end of the Church shall be December 31st of each year.

10.02 Financial Statements

- (a) The Finance and Audit Committee shall prepare each year for the annual Meeting of Members financial statements for the preceding year or years prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered

Accountants for Charitable and Non-Profit Organizations as may be in place from time to time.

- (b) The financial statements shall be forwarded to the Board of Governors for approval at least two weeks prior to the annual Meeting of Members and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the annual Membership Meeting.
- (c) The financial statements shall be presented at the annual Meeting of Members for approval by the Members by Resolution.

10.03 Auditor

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

10.04 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 for such sums and at such prices as may be deemed expedient; 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 of the Church to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Church.

SECTION XI
DECLARED STEWARDSHIP PRINCIPLES

11.01 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 By-law Policies.

SECTION XII
GENERAL PROVISIONS

12.01 Corporate Seal

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

12.02 Execution of Documents and Cheques

(a) Documents

Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two 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 of Governors shall have the power from time to time by Resolution to appoint any two 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 signed as aforesaid whereby any Officer or Officers appointed.

(b) Cheques

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

12.03 Securities for Safekeeping

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

12.04 Head Office

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

12.05 Books and Records

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

12.06 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, type-written or printed or partly written, stamped, type-written or printed.
- (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 General Operating By-law shall be sufficient and conclusive evidence of the giving of such notice.

SECTION XIII
AMENDMENTS

13.01 Amendments to the Letters Patent

Notwithstanding the Act, the Letters Patent 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 Membership Meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given orally from the pulpit and by electronic means (such as e-mail or facsimile) at least two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

13.02 Amendments to By-law

The By-laws of the Church not embodied in the Letters Patent 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 sanctioned by a Special Resolution of the Members at a Membership Meeting duly called for the purpose of considering the said By-law, provided that notice of such Members Meeting shall be given orally from the pulpit and by electronic means (such as e-mail or facsimile) at least two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof, and provided further that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Ministry of Industry has been obtained.

ENACTED this 17th day of November, 2007 under seal of the Church.

Per: _____
Marvin Jacob Fritzler
Title: Chair of the Board

Per: _____
Shirley Grace Yule
Title: Secretary

IN WITNESS WHEREOF we the Board of Governors have hereunto set our hands at the City of Calgary, this 17th day of November, 2007.