

**CERTIFIED RESOLUTION OF
THE BOARD OF ELDERS OF
ZION ALLIANCE CHURCH OF THE CHRISTIAN AND MISSIONARY ALLIANCE IN CANADA
(the “Corporation”)**

FOR ADOPTION AT BOARD MEETING

TRANSITIONING UNDER THE ONTARIO *NOT-FOR-PROFIT CORPORATIONS ACT, 2010*

WHEREAS the Church was granted Letters Patent by the Government of Ontario under Part III of the *Corporations Act* (Ontario) on the 21st day of July 2011;

AND WHEREAS the *Not-for-Profit Corporations Act, 2010* (Ontario) was proclaimed in force on October 19, 2021;

AND WHEREAS the Church wishes to amend its said Letters Patent by filing Articles of Amendment, and adopting a new General Operating By-law No. 2 to replace the By-laws in order to bring the Church into compliance with the provisions of the *Not-for-Profit Corporations Act, 2010* (Ontario);

AND WHEREAS the Church intends to consolidate the Letters Patent, and the Articles of Amendment within “Restated Articles of Incorporation” (“Restated Articles of Incorporation”);

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED THAT:

1. The Articles of Amendment and Restated Articles of Incorporation are approved;
2. General Operating By-law No. 2 of the Church is approved to replace the By-laws, effective at the time of confirmation by the Members of the Church;
3. In the event that it is necessary to make any minor amendments to the Articles of Amendment, Restated Articles of Incorporation, and/or General Operating By-law No. 2, the Chair of the Board or Secretary of the Church are hereby authorized to make such minor amendments subject to first obtaining advice from legal counsel for the Church; and
4. The Chair of the Board and the Secretary of the Church are hereby authorized to sign the Articles of Amendment, Restated Articles of Incorporation and General Operating By-law No. 2 on the Church’s behalf, and to submit the same to such governmental authorities as may be necessary for approval;

provided that the foregoing resolution in relation to the Articles of Amendment and General Operating By-law No. 2, is subject to confirmation by a special resolution (two-thirds of the votes cast) at a special meeting of the members of the Church called for such purpose.

The undersigned Ho Cheung Lo, Secretary of Zion Alliance Church of the Christian and Missionary Alliance in Canada, hereby certifies that the foregoing is a true copy of a resolution of the Directors of the Church adopted on the 20th day of September, 2024, and that the said resolution is still in full force and affect and without amendment.

DATED the 20th day of September, 2024.



Secretary: Ho Cheung Lo

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name * <input type="text" value="Zion Alliance Church of the Christian and Missionary Alliance in Canada"/>	
Ontario Corporation Number (OCN) * 1844340	Company Key * 00000000
Official Email Address * <input type="text" value="office@zioncma.ca"/>	

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name * Theresa	Middle Name	Last Name * Man
Telephone Country Code 1	Telephone Number * 519-942-0001	Extension 225
Email Address * <input type="text" value="tman@carters.ca"/>		

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

- Fixed Number Minimum/Maximum

Minimum Number of Directors * 3	Maximum Number of Directors * 15
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5. Purposes and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity?

Yes No

Does the corporation have consent from the Public Guardian and Trustee not to include an "After Acquired" clause?

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

1. To delete the special provisions set out in paragraph 5 of the letters patent dated July 21, 2011.

2. To insert the following special provisions:

(a) Commercial purposes, if any, set out in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.

(b) The corporation shall be subject to *the Charities Accounting Act*.

(c) No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

(d) To invest the funds of the corporation pursuant to the *Trustee Act*.

(e) Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either those Crowns or a municipality in Canada.

3. Notwithstanding the mandatory dissolution clause required by the Ontario Not-for-profit Corporations Act, any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed or disposed of to (i) The Eastern Canadian District of the Christian and Missionary Alliance in Canada, provided that it is a registered charity under the *Income Tax Act* (Canada) at that time, and has similar purposes and statement of faith to the Corporation at the time of dissolution; or (ii) failing which to The Christian and Missionary Alliance in Canada, provided that it is a registered charity under the *Income Tax Act* (Canada) at that time, and has similar purposes and statement of faith to the Corporation at the time of dissolution, or (iii) failing which to one or more charities that are registered as such under the *Income Tax Act* (Canada), as amended from time to time, or equivalent designation under such legislation, and which have similar purposes and statement of faith to the Corporation at the time of dissolution.

4. The Corporation is authorized to establish one class of Members. Each Member shall be entitled to receive notice of, attend and cast one (1) vote at all meetings of Members of the Corporation.

5. Any by-law, amendment or repeal of a by-law shall require confirmation by Special Resolution of the Members.

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on *

September 9, 2024

Requested Date for Amendment *

September 9, 2024

Authorization

* I, Theresa Man

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature
Name	Position	Signature

Save Form

Print Form

Clear Form

**Zion Alliance Church Of The Christian And
Missionary Alliance In Canada**

GENERAL OPERATING BY-LAW NO. 2

GENERAL OPERATING BY-LAW NO. 2

A by-law relating generally to the conduct of the affairs of

ZION ALLIANCE CHURCH OF THE CHRISTIAN AND MISSIONARY ALLIANCE IN CANADA
(an Ontario corporation)
(the “Church”)

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GENERAL OPERATING BY-LAW NO. 2

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

ZION ALLIANCE CHURCH OF THE CHRISTIAN AND MISSIONARY ALLIANCE IN CANADA
(an Ontario corporation)
(the “Church”)

WHEREAS the Church was granted Letters Patent by the Government of Ontario under Part III of the *Corporations Act* (Ontario) on the 21st day of July 2011;

AND WHEREAS as a result of the *Not-for-Profit Corporations Act, 2010* (Ontario) being proclaimed into force on October 19, 2021, it is necessary to replace General Operating By-law No. 1 with General Operating By-law No. 2 herein;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Church to take effect immediately upon the proclamation of the *Not-for-Profit Corporations Act, 2010* (Ontario) as follows:

SECTION I INTERPRETATION

1.01 Definitions

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

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.
- (c) “Board” or “Board of Elders” means the board of Elders of the Church, which shall be deemed to be the board of directors of the Church for purposes of the Act.
- (d) “By-law” or “By-laws” means this by-law and all other by-laws of the Church as amended and which are, from time to time, in force and effect.
- (e) “Church” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 21st day of July 2011, and named “Zion Alliance Church Of The Christian And Missionary Alliance In Canada”, through which its Members may fellowship together as a New Testament Church.
- (f) “Director” means a member of the Board of Elders who is a director for purposes of the Act.
- (g) “Deacon” or “Deaconess” means those persons referred to in SECTION VIII who shall not be deemed to be a director for purposes of the Act.

- (h) “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 the Church, which shall be carried out in accordance with SECTION IV of this By-law and the related Policy.
- (i) “Elder” means a member of the Board of Elders who shall be deemed to be a director for purposes of the Act.
- (j) “Family Members” means a person’s Spouse, children, parents, siblings, or the Spouses of such children, parents or siblings, or the children or parents of such person’s Spouse(s), who are living with and/or financially supporting or supported by the person.
- (k) “Governing Documents” means the Articles (including the Purposes and Statement of Faith), the By-laws, and Policies adopted by the Church from time to time.
- (l) “Member” means a member of the Church.
- (m) “Members” or “Membership” means the collective membership of the Church.
- (n) “Officer” means an officer of the Church.
- (o) “Ordinary Resolution” means a resolution that is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney.
- (p) “Pastor” means the senior pastor of the Church.
- (q) “Pastoral Staff” means the Pastor, and all associate pastors and assistant pastors of the Church.
- (r) “Policy” or “Policies” means each policy (and the policies on a collective basis) approved by the Board in accordance with Section 12.01 of this By-law.
- (s) “Purposes” mean the charitable purposes of the Church as contained in the Articles.
- (t) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (u) “Special Resolution” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney.
- (v) “Spouse” means either a man who is married to a woman or a woman who is married to a man, as applicable, whereby “man” means a male person born of the male gender and “woman” means a female person born of the female gender.
- (w) “Statement of Faith” means the Statement of Faith referred to in Section 2.02.

1.02 Purposes and Statement of Faith

The By-laws and Policies of the Church shall be strictly interpreted at all times in accordance with and subject to the Purposes and Statement of Faith, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof.

1.03 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the person’s capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II **ASSOCIATION**

2.01 Church Association

- (a) The Church is established to further the purposes contained in its Articles, in affiliation with and in furtherance of the teachings, tenets and customs of The Christian and Missionary Alliance in Canada, in accordance with the same Statement of Faith.
- (b) The Church shall be a member church of The Eastern Canadian District of the Christian and Missionary Alliance in Canada, a religious charitable non- share capital corporation under the law of Ontario.
- (c) The Church shall be governed by policies, decisions and direction of the assemblies of the Christian and Missionary Alliance in Canada, as set out in the Manual of The Christian and Missionary Alliance in Canada from time to time, (including the Statement on Family and Marriage and the Statement on Human Sexuality, Policy on Discipline and Restoration for Members of Local Churches of The Christian and Missionary Alliance in Canada, and Policy and Procedures on Sexual Misconduct for Official Workers and Churches), in all matters relating to the governance and spirituality of the Church relating to the governance and spirituality of the Church to the extent that they are not inconsistent with the Act, the Articles, By-Laws of the Church, and all applicable laws that the Church is subject to.

- (d) The Church may associate with such other organizations and associations as the Members may determine from time to time.

2.02 Statement of Faith

The Church shall subscribe to the Statement of Faith described in the most recent edition of the Manual of The Christian and Missionary Alliance in Canada from time to time.

2.03 Ordinances

The Church shall subscribe to and follow the Ordinances (including Baptism, the Lord's Supper and others) described in the most recent edition of the Manual of The Christian and Missionary Alliance in Canada from time.

SECTION III **MEMBERSHIP**

3.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Church. Membership in the Church shall consist only of the persons recorded as Members of the Church as of the date of passing this General Operating By-law. Thereafter, Membership in the Church shall consist only of those persons who:

- (a) profess faith in Jesus Christ as their Saviour and Lord;
- (b) have been baptized (provided that where the person was baptized by another church of similar faith where the sacrament differs from the Church and the person was not baptized by immersion, the requirement to be baptized by immersion may be waived by the Board upon the recommendation by the Pastor);
- (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 Governing Documents; as well as the policies, decisions and direction of the assemblies of the Christian and Missionary Alliance in Canada, as set out in the Manual of The Christian and Missionary Alliance in Canada from time to time, (including the Statement on Family and Marriage and the Statement on Human Sexuality, Policy on Discipline and Restoration for Members of Local Churches of The Christian and Missionary Alliance in Canada, and Policy and Procedures on Sexual Misconduct for Official Workers and Churches) referred to in Section 2.01(c);
- (e) 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 the Governing Documents, or which would place the Church in a position where it might be required to support or advance a lifestyle or activity which the Church deems morally inappropriate; and
- (f) are eighteen (18) years of age or older;
- (g) have attended at least half of the Church's worship services in the twelve (12) month period immediately before the person is admitted to become a Member;

- (h) are not under the Discipline of the Church as set out in SECTION IV ; and
- (i) have been admitted into Membership in accordance with Section 3.03.

3.02 Baptism

- (a) A person may be accepted for baptism in the Church if the person meets the following requirements:
 - (i) professes faith in Jesus Christ as their Saviour and Lord;
 - (ii) has completed the Church's baptismal class;
 - (iii) has been successfully interviewed by two Elders or persons designated by the Board; and
 - (iv) has been approved by the Board of Elders to be baptized.
- (b) Where the person is unable to take baptism by immersion for health reasons or factors such as physical limitations or medical conditions, the person may be baptized by an alternate form of baptism ceremony as may be recommended by the Board.

3.03 Admission to Membership

- (a) Application for Membership in the Church may be initiated by either oral or written request to the Pastor or the Pastor's designate or through any Elder to the Pastor or the Pastor's designate, with the following steps to be taken thereafter:
 - (i) The Pastor, or the Pastor's designate, shall give the applicant a complete copy of the Governing Documents with the request that the applicant read the said document in full.
 - (ii) The applicant will be expected to attend a new members' class.
 - (iii) If the applicant understands and agrees with the Governing Documents and understands the fundamental tenets of the Christian faith, the applicant shall be required to sign a written application for Membership and declaration of the applicant's 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 Governing Documents.
 - (iv) Once the Pastor or the Pastor's designate is satisfied that the applicant has fulfilled the qualifications of Membership set out in Section 3.01 above, the application shall be forwarded to the Board for consideration.
 - (v) Once the Board is satisfied that the applicant fulfills all the qualifications for Membership in the Church as set out in Section 3.01, the Board may accept the person as a Member.
- (b) The above application process also applies to applicants who are members from another church. However, in the event that the applicant was baptized in a mode other than immersion, the Pastoral Staff and the Board will explain the view and teachings of the

Church on baptism by immersion, and will encourage the applicant to consider baptism by immersion. If the applicant does not choose to do so but his/her faith is genuine, the applicant may still be considered for Membership. However, the applicant must respect and oblige to the view and teachings of the Church on baptism by immersion.

3.04 Rights, Duties and Privileges of Membership

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

- (a) the duty to minister to one another's spiritual needs as part of the body of Christ;
- (b) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Governing Documents;
- (c) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
- (d) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Governing Documents;
- (e) the privilege to participate in the ordinances administered by the Church; and
- (f) the right to receive notice of, attend, speak, participate and cast one (1) vote at all meetings of Members.

3.05 Membership Dues

There shall be no membership fees or dues unless otherwise directed by the Board.

3.06 Termination of Membership

Membership in the Church is terminated when:

- (a) the Member resigns;
- (b) the Member dies;
- (c) if the Member is not under Discipline of the Church, the Member withdraws by delivering a written request to withdraw to the Board;
- (d) the Member is removed as a Member of the Church in accordance with Section 3.07 or SECTION IV ; or
- (e) the Church is liquidated or dissolved under the Act.

Pursuant to the Act, Membership in the Church is not transferable except to the Church. Subject to the Articles, upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as an Elder, an Officer (if it is a requirement to be a Elder to hold that particular Officer position) and/or a committee member, as applicable.

3.07 Suspension of Membership Rights and Privileges

- (a) In the event that a Member is absent from at least half of the Church's worship services in the last twelve (12) months without a reasonable explanation, the Board may suspend the Membership rights and privileges of such a Member, provided that the Chair of the Board has provided fifteen (15) days notice of suspension to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the Chair of the Board in response to the notice received within such fifteen (15) day period.
- (b) In the event that no written submissions are received by the Chair of the Board, the Chair of the Board may notify the Member of the suspension of Membership rights and privileges. If written submissions are received in accordance with this Section, the Board will consider such submissions to arrive at a final decision and shall notify the Member concerning such final decision within fifteen (15) days from the date of receipt of the submissions. Upon the effective date of the suspension, all rights privileges of the Member set out in Section 3.04 shall be suspended.
- (c) At any time during the suspension, a Member whose rights and privileges have been suspended may request in writing that the suspension be rescinded and to reinstate the Members' rights and privileges set out in Section 3.04. Upon receipt of such written request, the Board shall determine whether such request may be granted in accordance with such appropriate conditions as determined by the Board.
- (d) In the event that a Member whose Membership rights and privileges have been suspended for a period of three (3) years, then that person's Membership may be terminated by resolution of the Board. After the said Board meeting, the Secretary shall send written notice in accordance with the manner provided in Section 15.01 of this By-law to such a Member at the Member's last known address to advise such person of the termination of the person's Membership. The Member's Membership shall be deemed to have terminated on the date of such Board resolution.

3.08 Membership Record

A record of Members shall be kept by the Secretary.

SECTION IV **DISCIPLINE**

4.01 Circumstances Giving Cause for Discipline

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

- (a) a Member has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and the individual has not appropriately repented of such conduct or behaviour;
- (b) a Member's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Governing Documents;

- (c) a Member has propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church and the Member has not appropriately repented of such doctrines and practices; or
- (d) a Member's act, conduct or behaviour, whether with or without malicious intent, has caused or is likely to cause in the opinion of the Board serious disunity, discord or dissension in the Church, or hindrance to the ministry influence of the Church in the community.

4.02 Restoration Through Discipline

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

4.03 Procedure for Discipline

- (a) The detailed Disciplinary procedure of the Church shall be set out in a Policy. Where possible, the procedure set out in Discipline and Restoration Policy for Members of Local Churches and/or the Policy and Procedures on Sexual Misconduct for Official Workers and Churches contained in the Manual of The Christian and Missionary Alliance in Canada shall be followed to the extent that they are not inconsistent with the Act, the Articles, By-Laws of the Church, and all applicable laws that the Church is subject to.
- (b) In the event that the Board proposes that a Member should be removed or suspended from Membership in the Church, no allegation giving rise to disciplinary action against a Member, shall be considered by the Church unless the procedure for Discipline, established by a Policy of the Church, is followed.
- (c) The Disciplinary process shall be done in good faith and in a fair and reasonable manner. The chair of the Board shall provide fifteen (15) days' notice of disciplinary action, including suspension or removal to the Member and shall provide reasons for the proposed disciplinary action. The Member may make written submissions to the chair of the Board in response to the notice received within such fifteen (15) day period.
- (d) In the event that no written submissions are received by the chair of the Board, the Board may make a decision on the Disciplinary action.
- (e) Where written submissions are received, the Board, in consultation with the District Superintendent or designated representative of the executive committee of The Eastern Canadian District of the Christian and Missionary Alliance in Canada, will consider such submissions in arriving at a decision on the Disciplinary action, and the chair of the Board shall notify the Member of the decision within a further forty (40) days from the date of receipt of the submissions. The decision of the Board on the type of Discipline to be administered shall be final and binding.

SECTION V
MEETINGS OF MEMBERS

5.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

- (a) An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than eighteen (18) months after the Church comes into existence and thereafter, not later than fifteen (15) months after holding the preceding annual meeting but not later than six (6) months after the end of the Church’s preceding financial year.
- (b) The annual meeting shall be held for the purpose of considering the financial statements and reports of the Church required by the Act to be presented at the meeting, electing Elders, appointing the auditor and transacting such other business as may properly be brought before the meeting or is required under the Act.
- (c) In addition, the following matters will be addressed at the annual meeting of Members: receive necessary reports from the Pastor, the Board, Officers and committee.

5.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than ten percent (10%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Church that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

5.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board may determine or outside Ontario if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Ontario is deemed to have agreed to it being held outside Ontario except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members are special business, except the following: consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or not have an audit or a review engagement; election of Elders; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

5.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of the Members shall be given not less than ten (10) days and not more than fifty (50) days before the meeting, to each Member entitled to receive notice of the meeting, each Elder and the auditor of the Church or the person appointed to conduct a review engagement of the Church in accordance with the manner provided in Section 15.01 of this By-law. Notwithstanding the foregoing, a notice of a meeting of Members need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
- (b) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.

5.07 Proposals at Annual Meetings

- (a) Subject to compliance with the Act, a Member entitled to vote at an annual meeting may submit to the Church notice of any matter that the Member proposes to raise at that annual meeting and discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal. A proposal that includes nominations for the election of Elders must be signed by at least five percent (5%) of the Members entitled to vote at that meeting. Subject to the Act, the Church shall include the proposal in the notice of meeting and, if so requested by the Member, shall also include a statement by the Member in support of the proposal and the name and address of the Member, where the statement and the proposal must together not exceed the maximum number of words or characters required by the Regulations. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.
- (b) Notwithstanding the foregoing, a proposal does not need to be brought forward if it falls within the following list of exceptions set out in section 56(6) of the Act and the Board shall, within twenty-one (21) days after the day on which it receives the proposal, notify in writing the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal:
 - (i) the proposal is not submitted to the Church at least 60 days before the date of the meeting of Members;
 - (ii) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Church or its Elders, Officers, Members or debt obligation holders;
 - (iii) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Church;

- (iv) not more than two (2) years before the receipt of the proposal, the Member failed to present in person, if authorized by the By-laws, at a meeting of Members the matter that at the Member's request had been included in a notice of meeting;
- (v) substantially the same proposal was submitted to Members in a notice of a meeting of Members held not more than two (2) years before the receipt of the proposal and the proposal was defeated: or
- (vi) the rights to submit a proposal are being abused to secure publicity.

5.08 Record Date

The Elders may fix a date as the record date for determining Members entitled to receive notice of or to vote at a meeting of the Members, or determining Members for any other purpose; provided that the record date must not be more than fifty (50) days before the day of the event or action to which it relates. If no record date is fixed:

- (a) the record date for the determination of Members entitled to receive notice of a meeting of Members or to vote shall be,
 - (i) at the close of business on the day immediately before the day on which the notice is given, or
 - (ii) if no notice is given, the day on which the meeting is held; and
- (b) the record date for the Members for any other purposes shall be at the close of business on the day on which the Elders pass the relevant resolution.

5.09 Waiving Notice

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is 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.

5.10 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Elders, the auditor of the Church (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Church to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

5.11 Chairperson of the Meeting

The chair of Members' meetings shall be:

- (a) the Pastor on behalf of the chair of the Board, unless directed otherwise by an Ordinary Resolution of the Board;

- (b) the chair of the Board if the Pastor is absent or unable to act, or if the Board directs that the Pastor not be the chair of the Members' meeting; and
- (c) an Elder appointed by Special Resolution of the Board if neither the Pastor nor the chair of the Board acts as chair of the Members' meeting.

5.12 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be forty percent (40%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business. For the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

5.13 Meetings by Telephonic or Electronic Means

If the Church chooses to make available a telephonic or electronic means that permits all persons entitled to attend a meeting of Members to reasonably participate, then the said meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of Members held in these manners must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of the Act to be present in person at the meeting. A meeting of the Members held in these manners is deemed to be held at the place where the registered office of the Corporation is located.

5.14 Voting at Meetings

- (a) Show of Hands - Any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise is required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- (b) Ballots - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.
- (c) Voting by telephonic or electronic means - If the Corporation chooses to make available a telephonic or electronic means for voting, a vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

5.15 Absentee Voting by Mailed-In Ballot or Telephonic or Electronic Means

Members entitled to vote at a meeting of Members but are unable to attend may not vote by mail or by telephonic or electronic means.

5.16 No Absentee Voting by Proxy

Members entitled to vote at a meeting of Members but are unable to attend may not vote by proxy.

5.17 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

5.18 Resolution in Lieu of Meeting

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Church by an Elder in relation to the Elder's resignation or removal, or by the auditor of the Church in relation to the person's resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

5.19 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 and, once approved, copies shall be made available to each Member.

5.20 Rules of Order

The chairperson of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

5.21 Adjournment

- (a) The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time.
- (b) If the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, no notice of such adjournment need be given other than by announcement of all of the following at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and

- (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be in the manner as if it is an original meeting.
- (d) 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 VI

BOARD OF ELDERS

6.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the spiritual, temporal and administrative activities and affairs of the Church.

6.02 Number

The Board shall consist of the minimum and maximum number of Elders specified in the Articles. The precise number of Elders on the Board shall be determined from time to time by the Members by Special Resolution or, if the Special Resolution empowers the Elders to determine the number of the Elders, by resolution of the Board.

6.03 Qualifications

Each Elder shall meet all of the following qualification requirements:

- (a) at least twenty-one (21) years of age; has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; has not been found to be incapable by any court in Canada or elsewhere; does not have the status of a bankrupt;
- (b) is either a male or a female person;
- (c) is not an “ineligible individual” as defined in the *Income Tax Act (Canada)*;
- (d) must have been a Member in good standing of the Church;
- (e) has an active involvement in the Church ministries;
- (f) fulfills the spiritual qualifications of an Elder listed in I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3, as referred to “Overseer” or “Superintendent”;
- (g) is in full agreement with the Governing Documents; and
- (h) save and except where permitted by law, does not receive any remuneration either directly or indirectly from the Church and does not have any Family Members who receive remuneration from the Church.

6.04 Election and Term

- (a) Subject to the Articles, Elders shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Elders is required.
- (b) The Elders' term of office shall be two (2) years calculated from the date of the meeting at which they are elected until the close of the second (2nd) annual meeting of Members next following or until their successors are elected.
- (c) An Elder not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Elder's election. If Elders are not elected at a meeting of Members, the incumbent Elders shall continue in office until their successors are elected.
- (d) As much as possible, the Elders shall be elected and shall retire in rotation as determined by the Members when the Elders are elected.
- (e) The maximum number of terms for each Elder is three (3) terms of two (2) years. An Elder will be eligible for re-election to the Board at the end of the term up to the maximum number of terms provided that such Elder continues to meet the qualification requirements to be an Elder. Upon the completion of the maximum term on the Board, a minimum of a two (2) years absence is required before eligibility for re-election to the Board is restored.

6.05 Consent

An individual who is elected or appointed to hold office as an Elder is not an Elder, and is deemed not to have been elected or appointed to hold office as an Elder, unless:

- (a) the individual consented in writing to hold office as an Elder before or within ten (10) days after the election or appointment, or
- (b) the individual elected or appointed consents in writing at any time after ten (10) days after the election or appointment; or
- (c) the individual elected or appointed is re-elected or reappointed where there is no break in the term of office.

6.06 Nomination of Elders

Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Elders of the Church. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Elders:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Church that may be in place from time to time;
 - (i) When required, a Nominating Committee shall be formed. The Nominating Committee shall consist of the Pastor and a minimum of four committee members (being two Elders and two Members of the Church elected by the Members at a meeting of Members).

- (ii) The chair of the Nominating Committee shall be the Pastor, unless another person is appointed by the Board.
 - (iii) The Nominating Committee shall discuss with the Board the number of Elders positions that require to be filled. The Nominating Committee shall search for qualified candidates from among the Members, including contacting potential candidates regarding their spiritual situation, vision, and commitment, and support from their families. The Nominating Committee shall consider comments and suggestions from the Members.
 - (iv) In preparation for election at the annual meeting, the Nominating Committee shall present the names of the candidates at least three (3) weeks prior to the annual meeting.
- (b) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
- (c) by any person who intends to nominate from the floor at a Members meeting (“Nominating Member”): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Church’s membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
- (i) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than 7 days prior to the date of the meeting of Members in proper written form to the Secretary of the Church at the registered office of the Church.
 - (ii) Proper Form - To be in proper written form, a Nominating Member’s notice to the Secretary must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Elders; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Church may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Church to determine the eligibility of such proposed nominee to serve as an Elder of the Church.
 - (iii) Eligibility - No person shall be eligible for election as an Elder of the Church unless nominated in accordance with the provisions of this Section 6.06. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 6.06 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
 - (iv) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Church pursuant to this Section 6.06 may only be given by personal delivery, facsimile transmission or by email (at such email

address as stipulated from time to time by the Secretary of the Church for purposes of this notice).

- (v) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

6.07 Ceasing to Hold Office

The position of an Elder shall be automatically vacated if any of the following occurs:

- (a) an Elder resigns in accordance with Section 6.08;
- (b) an Elder no longer fulfils all of the qualifications to be an Elder in Section 6.03 as determined in the sole discretion of the Board (with the Elder in question not having the right to vote thereat);
- (c) an Elder is removed from office by the Members in accordance with Section 6.09; or
- (d) such Elder dies.

6.08 Resignation

A resignation of an Elder becomes effective at the time a written resignation is sent to the Church or at the time specified in the resignation, whichever is later. An Elder who has resigned may not submit to the Church a written statement pursuant to section 27 of the Act.

6.09 Removal

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Elder from office before the expiration of the Elder's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Elder so removed, failing which such vacancy may be filled by the Board. An Elder who is being removed or has been removed may not submit to the Church a written statement pursuant to section 27 of the Act.

6.10 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Elders may fill a vacancy in the Board, except if there has been a failure to elect the number or minimum number of Elders provided for in the Articles. If there is not a quorum of Elders or if there has been a failure to elect the number or minimum number of Elders provided for in the Articles, the Elders then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Elders then in office, the meeting may be called by any Member. Notwithstanding the foregoing, a vacancy among the Elders is not required to be filled if the vacancy results from an increase in the number or the minimum number of Elders provided for in the Articles or from a failure to elect that increased number or minimum number of Elders. An Elder appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

6.11 Board Report

The Board shall, through the chair of the Board, report to the Members at the annual meeting of Members. 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.

6.12 Remuneration of Elders

As required by the Articles, Elders shall serve without remuneration, and no Elder shall directly or indirectly receive any profit from the Elder's position as such, provided that an Elder may be reimbursed for reasonable expenses incurred in performing the Elder's duties.

6.13 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Elders of the Church may fix the reasonable remuneration of the Officers, committee members and employees of the Church and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also an Elder shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Church may receive reimbursement for their expenses incurred on behalf of the Church in their respective capacities as an Officer, committee member or employee, subject to any Policy in this regard that may be adopted by the Board from time to time.

6.14 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate, for such purposes and, subject to the Act, with such powers as the Board shall see fit. The chairperson and members of any committee will hold their offices at the will of the Board Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

**SECTION VII
MEETINGS OF ELDERS**

7.01 Place of Meetings

Meetings of the Board may be held at the head office of the Church or at any other place within or outside of Canada, as the Board may determine.

7.02 Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined by (1) the Pastor acting on behalf of the chair of the Board, save and except when directed otherwise by an Ordinary Resolution of the Board, or (2) the chair of the Board, but not less than ten (10) times a year. The Pastor shall be invited to all regular meetings of the Board, unless specifically excluded by the Board.

7.03 Other Meetings

Other meetings of the Board may be called by (1) the Pastor acting on behalf of the chair of the Board, save and except when directed otherwise by an Ordinary Resolution of the Board, or (2) the chair of the Board upon written notice or upon written request of any two (2) Elders to the chair of the Board who shall then give notice of a special meeting of the Board at such place set out in the

notice as soon as possible thereafter. For the first organization meeting following incorporation, such meeting may be called by any Elder.

7.04 Calling of Meetings

Meetings of the Board may be called by the Pastor acting on behalf of the chair of the Board, the chair of the Board, the vice-chair of the Board or any two (2) Elders at any time.

7.05 Notice of Meeting

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 15.01 of this By-law to every Elder of the Church and the Pastor not less than 48 hours before the time when the meeting is to be held. Notwithstanding the foregoing, a notice of a meeting of Elders need not specify the place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
- (b) If an Elder and the Pastor may attend a meeting of the Board by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice of a meeting that continues an adjourned meeting of Elders is not required to be given if all of the following are announced at the time of an adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7.06 Waiving Notice

The Senior Pastor and an Elder may waive notice of a Board meeting, and attendance of an Elder at a Board meeting is a waiver of notice of the meeting, except if the Elder attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.07 First Meeting of New Board

Provided that a quorum of Elders is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

7.08 Quorum

A majority of the number of Elders specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Elders specified in the Articles, a quorum shall be a majority of the number of Elders determined in accordance with Section 6.02. For the purpose of determining quorum, an Elder may be present in person, or, if

authorized under this By-law, by teleconference and/or by other electronic means. Since the Pastor is not a member of the Board, the Pastor shall not be included for purposes of calculating the quorum for Board meetings.

7.09 Meeting by Telephone or Electronic Means

A meeting of Elders may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of Elders held in these manners must ensure that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Elders is deemed for the purposes of the Act to be present in person at the meeting.

7.10 No Alternate Elders

No person shall act for an absent Elder at a Board meeting.

7.11 Chairperson of the Meeting

The chair of Board meetings shall be:

- (a) the Pastor on behalf of the chair of the Board, unless directed otherwise by an Ordinary Resolution of the Board;
- (b) the chair of the Board if the Pastor is absent or unable to act, or if the Board directs that the Pastor not be the chair of the Board meeting and
- (c) an Elder appointed by Special Resolution of the Board if neither the Pastor nor the chair of the Board acts as chair of the Board meeting.

7.12 Pastor

The Pastor shall be entitled to receive notification and minutes of all meetings of the Board, to be present and fully participate at all such meetings, as a guest thereof, unless specifically excluded by the Board or when the Board is discussing the Pastor's position, salary or benefits, but may in the discretion of the Board be present when the Board is discussing other aspects of their positions. The Pastor may also call and chair meetings of the Board pursuant to Section 7.11

7.13 Votes to Govern

Each Elder may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. If the Pastor (who is not an Elder) is the chairperson of the meeting, the Pastor shall not have any voting rights. In case of an equality of votes the chair of the Board (who is an Elder) shall have a second or casting vote.

7.14 Dissent at Meeting

Subject to the Act, an Elder who is present at a Board meeting or a meeting of a committee of Elders is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Elder's dissent is entered in the minutes of the meeting; or

- (b) the Elder requests that the Elder's dissent be entered in the minutes of the meeting; or
- (c) the Elder gives the Elder's dissent in writing to the secretary of the meeting before the meeting is terminated; or
- (d) the Elder submits (in such manner required by the Act and the Regulations) the Elder's dissent immediately after the meeting is terminated to the Church;

provided that a Elder who votes for or consents to a resolution may not dissent.

7.15 Dissent of Absent Elder

An Elder who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Elder:

- (a) causes the Elder's dissent to be placed with the minutes of the meeting; or
- (b) submits (in such manner required by the Act and the Regulations) the Elder's dissent to the Church.

7.16 Resolutions in Writing

A resolution in writing, signed by all the Elders entitled to vote on that resolution at a meeting of the Board or committee of Elders, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Elders.

7.17 Meetings In Camera

Where matters confidential to the Church are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

7.18 Disclosure of Interest

(a) Prohibition

Save and except where permitted by law and as approved by the Board, an Elder and the Elder's family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Church in which the Elder or any of the Elder's family members, or any person closely connected to the Elder, has any direct or indirect pecuniary or personal interest, gain or benefit. In this Section 7.18, "family members" means a person's Spouse, children, parents, siblings, or the Spouses of such children, parents or siblings, or the children or parents of such person's Spouse(s), who are living with and/or financially supporting or supported by the person.

(b) Disclosure

- (i) Pursuant to the Act, an Elder of the Church shall disclose, at the time and in the manner required by the Act, in writing to the Church or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Elder has in any material contract or transaction or proposed material contract or transaction with the Church if the Elder:
- (1) is a party to such material contract or transaction or proposed material contract or transaction with the Church; or
 - (2) is a director or an officer of, or has a material interest in, any person who is a party to such material contract or transaction or proposed material contract or transaction with the Church.
- (ii) In addition to the disclosure made under Section 7.18(b)(i), any Elder who has any material direct or indirect pecuniary or 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 7.18(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, “material” shall mean that the Elder in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be made by the Board from time to time.

(d) Procedure Where Disclosure

The chairperson of Board meetings shall request any Elder who has made a disclosure referred to in Section 7.18(b) to be absent during the discussion of the matter, with such action being recorded in the minutes. The Elder shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

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

7.19 Confidentiality

Every Elder, Officer, committee member, employee and 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. All materials whether in print or electronic format shall be the property of the Church and every Elder,

Officer, committee member, employee or volunteer shall, when requested by the Church, return or destroy such materials upon termination of their association with the Church.

7.20 Rules of Order

The chairperson of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Elders, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

SECTION VIII DEACONS AND DEACONESSES

8.01 Duties

Deacons and Deaconesses shall be responsible to assist the Elders and the Pastoral Staff for the planning and implementation of Church ministry as directed by the Board. They shall carry out such duties as may from time to time be determined by the Board.

8.02 Qualifications

Each Deacon/Deaconess shall be a Member of the Church and meet all of the following qualifications:

- (a) is a Member of Church in good standing;
- (b) is recognized as a servant of the Church, whose qualifications are set forth in 1 Timothy 3:1-13.

8.03 Appointment, Term, Meetings

- (a) The Board may appoint such number of Deacons and Deaconesses from time to time as necessary.
- (b) A Deacon/Deaconess shall serve a term of one (1) year. A Deacon/Deaconess will be eligible for re-appointment on a consecutive basis thereafter provided that such person continues to meet the qualification requirements to be a Deacon/Deaconess.
- (c) The Board may remove a Deacon/Deaconess who does not fulfill the qualification requirements and fill the vacancy thereof.

SECTION IX PASTOR, OTHER PASTORAL STAFF, AND STAFF

9.01 Duties, Calling and Termination of Pastoral Staff

The duties, calling and termination of Pastoral Staff shall be in accordance with the most recent edition of the Manual of The Christian and Missionary Alliance in Canada from time to time to the extent that it is not inconsistent with the Act, the Articles, By-Laws of the Church, and all applicable laws that the Church is subject to.

SECTION X **OFFICERS**

10.01 Name of Officers

(a) Mandatory Officers

The Officers of the Church shall be:

- (i) Chair of the Board;
- (ii) Secretary; and
- (iii) Treasurer.

(b) Other Officers

The Board may appoint such other Officers as the Board determines is appropriate and the duties of such Officers shall be determined at the discretion of the Board.

10.02 Description of Offices

- (a) Chair of the Board – The chair of the Board shall, when present, preside at all meetings of the Board, committees of Elders, if any, and the Members, provided that in relation to meetings of the Board in the event that the Board has by an Ordinary Resolution directed that the Pastor not carry on such duties on behalf of the chair of the Board:
- (i) to call all meetings of the Board;
 - (ii) to preside at all Board meetings as the chair of Board meetings;
 - (iii) to prepare the agenda for all meetings of the Board;
 - (iv) to ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Board;
 - (v) to conduct such meeting in a prayerful manner seeking the guidance of Jesus Christ in all matters of the Church.
- (b) Vice-Chair of the Board - If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board, committees of Elders, if any, and the Members.
- (c) Secretary - The secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Church's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Elders, the auditor and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Church.
- (d) Treasurer - The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of

securities and the disbursement of funds of the Church; whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Church.

10.03 Election and Appointment of Officers

All Officers shall be appointed by the Board as required.

10.04 Delegation of Duties of Officers

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

10.05 Term and Maximum Term of Officers

Officers shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first board meeting immediately following the annual general meeting. The maximum number of terms for each Officer is three (3) terms of two (2) years. Upon the completion of the maximum term, a minimum of two (2) years is required before eligibility for re-election to be an Officer is restored. Officers who are employees of the Church shall hold office at the discretion of the Board.

10.06 Vacancy

The position of an Officer shall be automatically vacated if the following situation occurs:

- (a) such Officer resigns their office by delivery of a written resignation to the Board

If any vacancies should occur for any reason as set out in Section 10.06 above, the Board may fill the vacancy during the remaining term.

10.07 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 6.13

10.08 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Church in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

10.09 Disclosure (Conflict of Interest)

- (a) An Officer who is an Elder shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Elders pursuant to the provisions of the Act and the By-laws set out in Section 7.18.

- (b) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Church's affairs would not require approval by the Board or Members.

SECTION XI
PROTECTION OF ELDERS, OFFICERS AND OTHERS

11.01 Duties of Elders and Officers

Every Elder and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Church and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Elder and Officer of the Church shall comply with the Act, the Regulations, Articles, By-laws and policies of the Church.

11.02 Limitation of Liability

No Elder or Officer (with "Elder(s)" and "Officer(s)" in this Section 11.02 to include former Elders and former Officers), Member, Pastor, Other Pastoral Staff, committee member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Elder, Officer, Pastor, Other Pastoral Staff, Member, committee member, employee or volunteer of the Church, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the money of the Church shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Church shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Elder's, Officer's, Pastor's, Other Pastoral Staff's, committee member's, employee's or volunteer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Elder's, Officer's, Pastor's, Other Pastoral Staff's, committee member's, employee's or volunteer's own wilful neglect or default or otherwise result from the Elder's, Officer's, Pastor's, Other Pastoral Staff's, committee member's, employee's or volunteer's failure to act in accordance with the Act and the Regulations.

11.03 Indemnity of Elders and Officers

Subject to the Act, the Church shall indemnify an Elder or Officer of the Church, a former Elder or Officer of the Church or another individual who acts or acted at the Church's request as an Elder or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other action or proceeding in which the individual is involved because of that association with the Church or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Church or, as the case may be, to the best interests of the other entity for which the individual acted as Elder or Officer or in a similar capacity at the Church's request; and

- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

The Church may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

11.04 Indemnity of Others

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

11.05 Insurance

Subject to the Act, the Church shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Church pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as an Elder or an Officer of the Church; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Church's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

11.06 Advances

The Church may advance money to an Elder, Officer or other individual for the costs, charges and expenses of an action or proceeding for which indemnity is provided by the Church pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 11.03(a) and Section 11.03(b).

SECTION XII POLICIES

12.01 Policies

The Board may adopt, amend, or repeal by resolution such Policies that are not inconsistent with the By-laws of the Church relating to its management and operations or to any requirements related to the By-laws as the Board may deem appropriate from time to time. Any Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION XIII
GENERAL

13.01 Registered Office

The registered office of the Church shall be situated in Ontario at the location specified in the Articles. The Elders may change the location of its registered office within a municipality or geographic township by resolution. The Members may change the municipality or geographic township in which its registered office is located to another place in Ontario by Special Resolution.

13.02 Corporate Seal

The Church may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Church shall be the custodian of the corporate seal.

13.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Church may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Church to be a true copy thereof.

SECTION XIV
FINANCIAL MATTERS

14.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Church shall be the 31st day of December in each year. For greater certainty, changes to the financial year end shall be subject to approval of the Canada Revenue Agency under the *Income Tax Act*.

14.02 Banking Arrangements

The banking business of the Church shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Church and/or other persons as the Board may from time to time designate, direct or authorize.

14.03 Auditor and Financial Review

- (a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint an auditor to hold office until the next following annual meeting to conduct an audit in respect of the Church's financial year. If the Church's annual revenue in a financial year is more than \$100,000 (or such other prescribed amount in the Regulations) and less than \$500,000 (or such other prescribed amount in the Regulations), the Members may, by extraordinary resolution, have a review engagement instead of an audit in respect of that financial year. If the Church's annual revenue in a financial year is

\$100,000 or less (or such other prescribed amount in the Regulations); the Members may, by extraordinary resolution, not appoint an auditor and not have an audit or a review engagement in respect of that financial year. Extraordinary resolution means a resolution that is, (a) submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or (b) consented to by each Member of the Church entitled to vote at a meeting of the Members or the Member's attorney.

- (b) The auditor must meet the qualifications in the Act, including being independent of the Church and its affiliates, as well as the Elders and Officers of the Church and its affiliates. The Elders may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

14.04 Annual Financial Statements and Budget

- (a) The Finance Committee shall prepare each year prior to the annual meeting of Members the following:
 - (i) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Chartered Professional Accountants of Canada for Charitable and Non-Profit Organizations as may be in place from time to time; and
 - (ii) an annual budget for the upcoming year prepared in consultation with the chairperson of each Standing and Special committee, and to include the budget and expenditures of at least the previous year.
- (b) The financial statements and the annual budget shall be forwarded to the Board for approval at least four (4) weeks prior to the annual meeting of Members and shall thereafter be made available to the Members for review in accordance with Section 14.04(c) below.
- (c) The financial statements, the annual budget, and any other documents required by the Act shall be presented at the annual meeting of Members.
- (d) The Church shall send copies of the annual financial statements and other documents referred to in subsection 84(1) of the Act to all Members who have informed the Church that they wish to receive a copy of those documents not less than twenty-one (21) days (or the prescribed 5 days under the Regulations) before the day, or such other period as required by the Act or the Regulations, on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed.

14.05 Borrowing

- (a) Borrowing Powers

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

- (i) borrow money on the credit of the Church;
- (ii) issue, reissue, sell or pledge debt obligations of the Church;

- (iii) give a guarantee on behalf of the Church to secure performance of an obligation of any person; and
- (iv) mortgage, pledge or otherwise create a security interest in all or any property of the Church, owned or subsequently acquired, to secure any obligation of the Church.

(b) Authorization

From time to time, the Board may authorize any Elder or Officer or other persons 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 XV
NOTICES

15.01 Method of Giving Notices

Any notice required to be sent to any Member or Elder or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to such Member at the Member's latest address as shown in the records of the Church; or such Elder at the Elder's latest address as shown in the records of the Church or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; or such auditor or the person who has been appointed to conduct a review engagement at its business address; provided that if no address be given then to the last address of such person known to the secretary; provided further always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a notice, communication or document so sent by facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier.

15.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

15.03 Undelivered Notices

If any notice given to a Member is returned on three (3) consecutive occasions because such Member cannot be found, the Church shall not be required to give any further notices to such Member until such Member informs the Church in writing of the Member's new address.

15.04 Omissions and Errors

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

15.05 Waiver of Notice

Any Member, Elder, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XVI
AMENDMENTS

16.01 Amendment of Articles

The Articles of the Church may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

16.02 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Church or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members.

SECTION XVII
TRANSITION PROVISIONS

17.01 Members

- (a) Upon this By-law coming into effect, all Members eighteen (18) years or older who are not suspended at the time when this By-law comes into effect shall continue to be the Members under this By-law.
- (b) Upon this By-law coming into effect, all Members under eighteen (18) years old who are not suspended at the time when this By-law comes into effect shall immediately cease to be the Members under this By-law.
- (c) Upon this By-law coming into effect, all Members who are suspended Members when this By-law comes into effect shall immediately deemed to have been suspended under Section 3.07(a).

17.02 Elders and Officers

- (a) Upon this By-law coming into effect, the Elders and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.
- (b) The number of terms served by the Elders up to the time of this By-law coming into effect shall be included in the maximum number of terms Elders are permitted to be served under this By-law.

**SECTION XVIII
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

18.01 Repeal of Former General Operating By-law

- (a) By-law No. 1 is hereby repealed and replaced by General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Church.
- (b) The said repeal of By-laws shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Elders of the Church this _____ day of _____, 2024

Chair of the Board

Secretary

CONFIRMED by the Members of the Church this _____ day of _____, 2024

Secretary

**DRAFT RESOLUTION OF
THE MEMBERS
OF
ZION ALLIANCE CHURCH OF THE CHRISTIAN AND MISSIONARY ALLIANCE IN
CANADA
(the “Church”)**

**TRANSITIONING UNDER
THE ONTARIO NOT-FOR-PROFIT CORPORATIONS ACT, 2010**

WHEREAS the Church was granted Letters Patent by the Government of Ontario under Part III of the *Corporations Act* (Ontario) on the 21st day of July 2011;

AND WHEREAS the *Not-for-Profit Corporations Act, 2010* (Ontario) was proclaimed in force on October 19, 2021;

AND WHEREAS the Church wishes to amend its said Letters Patent by filing Articles of Amendment, and adopting a new General Operating By-law No. 2 to replace the By-laws, in order to bring the Church into compliance with the provisions of the *Not-for-Profit Corporations Act, 2010* (Ontario);

AND WHEREAS the Elders have adopted the proposed Articles of Amendment and General Operating By-law No. 2 at a meeting called for that purpose, subject to the confirmation by special resolution (two-thirds of the votes cast) of the members;

ON A MOTION DULY MADE, seconded and carried

BE IT RESOLVED THAT:

1. The resolution adopted by the Board of Elders approving the Articles of Amendment and General Operating By-law No. 2 is hereby approved, ratified, and confirmed;
2. The Articles of Amendment are approved;
3. General Operating By-law No. 2 of the Church is approved to replace the By-laws, effective at the time of confirmation by the Members of the Church;
4. In the event that it is necessary to make any minor amendments to the Articles of Amendment and/or General Operating By-law No. 2, the Chair of the Board or Secretary of the Church are hereby authorized to make such minor amendments subject to first obtaining advice from legal counsel for the Church; and
5. The Chair of the Board and the Secretary of the Church are hereby authorized to sign the Articles of Amendment and General Operating By-law No. 2 on the Church’s behalf, and to submit the same to such governmental authorities as may be necessary for approval.