

GLOBAL KINGDOM MINISTRIES CHURCH INC.

BY-LAW NO. 2020-1

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ADDENDA

Schedule 1

1. INTERPRETATION

1.1 Meaning of Words

In this By-Law and all other By-Laws and resolutions of the Church, unless otherwise defined:

- (a) “Act” means the *Corporations Act* (Ontario), including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; appointment of the incumbent Auditor or person appointed to conduct a review engagement and, following the coming into force of the ONCA, an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (c) “Annual Meeting” means an annual meeting of Members, as provided in section 9.01;
- (d) “Articles” means any document or instrument that incorporates the Church or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- (e) “Associate Pastor(s)” means the individual(s) appointed by the Lead Pastor to assist the Lead Pastor in the general day-to-day ministry operations of the Church;
- (f) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 15;
- (g) “Board of Directors” means the Board of Directors of the Church, which shall be deemed to be the board of directors of the Church pursuant to the Act and a member of the Board of Directors shall be deemed to a director pursuant to the Act;
- (h) “By-Laws” means this by-law and any other by-laws of the Church that may be in force;
- (i) “Church” means **GLOBAL KINGDOM MINISTRIES CHURCH INC.**;
- (j) “Church Constitution” means the Articles, the Statement of Faith of the Church, the By-Law, and any Policy Statements adopted by the Church from time to time, and any amendments thereto
- (k) “Connected” means with respect to an individual, a person that is:
 - (i) A spouse, child, parent, grandparent or sibling of the individual.
 - (ii) A corporation with share capital, if, singly or jointly, the individual or a person described in paragraph (i) beneficially owns, controls or has direction over more than 5 per cent of the corporation’s shares.
 - (iii) A corporation without share capital, if, singly or jointly, the individual or a person described in paragraph (i) beneficially owns, controls or has direction over more than 20 per cent of the outstanding voting membership interests of the corporation.

- (iv) A corporation with or without share capital for which the individual or a person described in paragraph (i) acts as director or officer.
 - (v) A partnership in which the individual or a person described in paragraph (i) is a partner, or in which a corporation described in paragraph (iii), (iv) or (v) is a partner.
 - (vi) A partner in a partnership described in paragraph (vi).
 - (vii) An employee, officer or directors of a person, partnership or corporation described in paragraphs (i) to (vii) above.
- (l) “Deacon” means a member of the Deacons Council;
 - (m) “Deacons Council” means the Deacons of the Church;
 - (n) “Director” means a member of the Board of Directors;
 - (o) “Extraordinary Resolution” means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Church entitled to vote at a meeting of the Members or by the Member’s attorney, provided however, that an Extraordinary Resolution is only applicable following the coming into force of the ONCA;
 - (p) “Government Regulations” means the regulations made under the Act as amended, restated or in effect from time to time;
 - (q) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;¹
 - (r) “Lead Pastor” means the Lead Pastor of the Church appointed pursuant to section 12.02.
 - (s) “Member” means a person who has become a Member in accordance with section 4.01;

¹ As of March 13, 2012, section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:
“ineligible individual”, at any time, means an individual who has been

- (a) convicted of a relevant criminal offence unless it is a conviction for which
 - (i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or
 - (ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,
- (b) convicted of a relevant offence in the five-year period preceding that time,
- (c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,
- (d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or
- (e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

- (t) “Officer” means an officer elected or appointed pursuant to Article 11 or by Board Regulation;
- (u) “ONCA” means the *Not-for-profit Corporations Act, 2010*, S.O. c. 15, and any statute or regulations that may be substituted, as amended from time to time;
- (v) “Ordinary Resolution” means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Directors or Members;
- (w) “Policy” means any Policy adopted by the Church from time to time concerning practical applications of biblical principles and Christian conduct in accordance with the provisions of section 15.01;
- (x) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Church, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Church;
 - (ii) is an Officer of the Church;
 - (iii) is a member of a committee of the Church; or
 - (iv) has undertaken, or, with the direction of the Church is about to undertake, any liability on behalf of the Church or any body corporate controlled by the Church, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Church or such body corporate;
- (y) “Special Business” includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (z) “Special Meeting” means, in the case of the Act, a general meeting of Members and, in the case of the ONCA, a special meeting of Members called pursuant to section 6.03;
- (aa) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on the resolution;
- (bb) “Statement of Faith” shall mean the Statement of Faith as defined in Section 3 of this By-law; and
- (cc) “Written Resolution” means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board of Directors or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board of Directors or Members.

2. RECOGNITION

While recognizing the autonomy of the Church in the conduct of its own affairs, the Church shall be in fellowship with The Pentecostal Assemblies of Canada.

3. STATEMENT OF FAITH

The Pentecostal Assemblies of Canada’s Statement of Fundamental and Essential Truths, attached as Schedule 1 shall be the Statement of Faith of the Church.

4. MEMBERSHIP

4.1 Composition

Subject to the Articles, there shall be one (1) class of Members in the Church. Membership in the Church shall be available only to individuals who:

- (a) are at least eighteen (18) years of age;
- (b) have testified to a personal experience of God's saving grace in their hearts and to confession of faith in Jesus Christ as their Saviour and Lord;
- (c) are open to the teaching of the Scripture, to the leadership of the Holy Spirit, and to the counsel of the Church in questions of life and practice;
- (d) have been or are pursuing water baptism in the name of the Father, Son and Holy Spirit as a witness of faith and discipleship;
- (e) have expressed a desire to enter into a relation of Christian love and fellowship with the Members of the Church;
- (f) have regularly attended the Church for a period of at least six (6) continuous months;
- (g) have provided financial support to the Church (biblical principle of tithing) for a period of at least six (6) continuous months;
- (h) have affirmed their acceptance of the foregoing by signing their name to the following Membership Pledge:

"Membership Pledge:

As a Member of Global Kingdom Ministries Church Inc., I accept the Bible as the Word of God in which is revealed the way of salvation and the guide for faith and conduct. I acknowledge that I have been provided with, have read, understood, agree and accept the vision statement, foundational principles, and Statement of Faith of the Church. I witness to a Personal experience of God's saving grace in my heart and express a desire and purpose to live a holy life, apart from sin and separated unto Christ. I pledge as a Member of Global Kingdom Ministries Church Inc. to be loyal to this congregation, to consent to instruction in Bible doctrine, to support and sustain the services of the congregation by my regular attendance and prayers, to tithe according to the scriptures, and to foster a spirit of Christian fellowship, involvement and oneness within the Church. If at any time hereafter I am no longer able to support the teachings and administration of the Church, I will inform the Secretary of the Church and the Lead Pastor, and will resign from all Memberships, offices and ministries within the Church."

and;

have been admitted as a Member in accordance with section 4.03.

4.2 Qualification for Membership

An individual shall qualify to be a Member of the Church if in the majority opinion of the Deacons Council, such individual meets all of the following qualifications;

- (a) the individual fulfills the definition of Membership as set out in section 4.01; and

- (b) the individual has completed the procedure for admission into membership set out in section 4.03.

4.3 Admission to Membership

Immediately upon this By-law coming into force and effect upon its initial confirmation by the Members, the Members of the Church shall be all of the members of the corporation Global Kingdom Ministries Inc. as of that date based upon the list of the members of Global Kingdom Ministries Inc. provided to the Church by the Secretary of the Global Kingdom Ministries Inc.

Thereafter, application for membership in the Church may initiated by either oral or written request to the Lead Pastor or the Lead Pastor's designate.

Once the Deacons Council is satisfied that the applicant fulfills all the qualifications for membership in the Church as set out in section 4.01 the Deacons Council will inform the President, Lead Pastor or designate that such applicant is recommended for membership. The Board of Directors, by Ordinary Resolution, may then approve the applicant for membership.

4.4 Members' Privileges, Rights, and Responsibilities

Each Member shall be entitled to the following privileges, rights and responsibilities:

- (a) to receive notice of, attend and have one vote at all meetings of the Members of the Church;
- (b) under the direction of the Lead Pastor, the responsibility to minister to one another's spiritual needs as part of the Body of Christ;
- (c) under the direction of the Lead Pastor, the responsibility to participate in Church activities and ministries as personal circumstances permit to the extent allowed by the Church Constitution;
- (d) the responsibility to tithe according to scriptures;
- (e) the responsibility to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
- (f) the privilege to attend all public worship services of the Church;
- (g) the privilege to participate in the ordinances administered by the Church;
- (h) the responsibility to re-affirm their membership in writing on a bi-annual basis, in accordance with section 4.05 failing which, the membership of such Member in the Church shall be automatically terminated.

Membership in the Church is not transferable.

4.5 Termination of Membership

A Member may withdraw at any time as a Member of the Church by delivering to the Secretary and the Lead Pastor their written resignation, which shall contain an explanation for such withdrawal. A Member shall re-affirm their Church membership on a bi-annual basis at least sixty (60) days before the next annual general meeting of the Members, by delivering to the Secretary a written affirmation of continued membership in the Church, failing which such individual shall cease to be a Member of the Church and shall no longer enjoy any of the rights of Church membership set out in section 4.04.

In the event that a Member is habitually absent from the Church for a period of six (6) consecutive months without a reasonable explanation, then the Board of Directors may by Ordinary Resolution

terminate the membership of such Member, in which event the Secretary shall thereafter send written notice by registered mail to such individual at their last known address to advise such individual of the termination of their membership. If there is no such response from the individual within seven (7) days that is satisfactory to the Board of Directors then such individual's membership shall be deemed to have ceased as of the date of such Ordinary Resolution.

The Board of Directors may by Ordinary Resolution terminate membership if the individual no longer meets qualification for membership, and is not abiding by the membership pledge and Statement of Faith of the Church.

4.6 Membership Dues

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

4.7 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

5. **BOARD OF DIRECTORS**

5.1 Board of Directors

Immediately following confirmation of this By-Law by the Members, the number of Directors on the Board of Directors shall be fixed at between seven (7) and fifteen (15) Directors. The Members thereafter delegate to the Board of Directors the right to fix the number of Directors from time to time.

None of the Directors can be Connected to any other Director or any Officer or management personnel.

No Director can be an employee, agent or other individual who receives remuneration either directly or indirectly from the Church.

5.2 Qualifications

Each Director shall:

- (a) be a Member of the Church in good standing;
- (b) be personally committed to Jesus Christ as Saviour and Lord and given evidence thereof;
- (c) fulfil the spiritual qualifications of a Deacon listed in 1 Timothy 3:1-15; Titus 1:5-10, and 1 Peter 5:1-5;
- (d) be appointed as a Deacon in the Church;
- (e) acknowledge that serving the Church as a Member of the Board of Directors is not only an administrative role but must involve active participation in, and leadership of, ministries of the Church as they are needed;
- (f) be an individual who is at least twenty-five (25) years of age;
- (g) not have the status of a bankrupt;
- (h) not be a person who has been declared incapable by a court in Canada or elsewhere;
- (i) not be an employee or officer of the Corporation; and

- (j) not be an Ineligible Individual who has made disclosure to the Board of Directors as required by section 5.03, unless that person has received approval of the Board of Directors to remain a Director within thirty (30) days after such disclosure is made.

If a person ceases to be qualified as provided in this section 5.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 5.05.

5.3 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board of Directors immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board of Directors may approve of the Ineligible Individual remaining as a Director or Officer.² If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 5.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 5.05.

5.4 Removal of Directors

- (a) The Members may by Ordinary Resolution remove a Director from office after due process, at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.
- (b) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 5.05.

5.5 Vacancies

- (a) Except as provided in the Act or the ONCA, as applicable, so long as a quorum of the Directors remains in office, a vacancy on the Board of Directors may be filled by Ordinary Resolution of the Directors of the Church. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board of Directors.
- (b) The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the By-Laws or Articles.

5.6 Resignation of Directors

If the personal circumstances of any Director make it difficult for such Director to devote the necessary time to energy to the work of the Board of Directors, then such Director shall be free to resign from the Board of Directors without embarrassment or stigma regardless of the remainder of their term.

A Director may resign as a Director of the Church by submitting a written resignation, to the Secretary who shall call it to the attention of the President. Such letter of resignation shall be addressed to the Board of Directors and shall set out the reasons for the resignation of such Director. The resignation shall take effect at the time specified in the written resignation or if no time is specified, immediately.

5.7 Remuneration of Directors

² The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

The Directors of the Church shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Church.

6. ELECTION OF THE BOARD OF DIRECTORS

6.1 Election of Directors

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Members entitled to vote.

6.2 Term of Office

A Director shall serve a term of three (3) years, to expire at the third Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected. To the extent possible, no more than sixty percent (60%) of the Board of Directors shall retire, take sabbaticals or be replaced within a one year period.

6.3 Re-Election

A Director shall be eligible for re-election provided the term he/she is to be elected for expires no later than the sixth Annual Meeting following the beginning of his current term. A Director shall be eligible to serve further terms after a sabbatical of at least one (1) year.

6.4 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

6.5 Nominations

The Deacons Council shall nominate a slate of candidates equal to the number determined in accordance with section 6.04, each of whom must meet all of the qualifications set out in section 5.02, to be presented to the Members for election as a slate at the Annual Meeting. The Deacons Council shall also determine the election voting process by which the slate of Directors are elected which shall be decided by a show of hands, except where a ballot is demanded, either before or after the vote by show of hands, by a Member.

Provided the Members elect by Ordinary Resolution the entire slate of candidates presented by the Deacons Council, such persons shall become members of the Board of Directors.

If the Members do not elect by Ordinary Resolution the entire slate of candidates presented by the Deacons Council, the Members shall transact any other business to be transacted by the meeting. The chair of the meeting shall instruct the Members and the Deacons Council to recommence the process within thirty (30) days of the meeting of Members and shall call a Special Meeting upon being advised by the Deacons Council that another slate of candidates has been prepared for confirmation by the Members, which Special Meeting shall take place within 180 days of the meeting at which the original slate of candidates was not confirmed. In the interim, the existing members of the Board of Directors shall remain in office and shall serve until replaced at such Special Meeting. This process shall be repeated until a slate of candidates are elected. If no slate of candidates is elected, the remaining Directors shall be entitled to fill any vacancies on the Board of Directors.

6.6 Forms

The Board of Directors may prescribe the form of nomination paper and the form of a ballot.

7. AUTHORITY OF THE BOARD OF DIRECTORS

7.1 General Authority

The Board of Directors shall have authority for the overall administrative and temporal affairs of the Church and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by the Articles or the By-Law otherwise authorized to do. The Board of Directors shall focus on developing policy consistent with the mission, values and ends of the Church.

7.2 Specific Authority

The Board shall have authority:

- (a) to recommend to the Members a suitable candidate for Lead Pastor for approval by the Members;
- (b) to delegate authority and responsibility for the management of the Church to the Lead Pastor;
- (c) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Church;
- (d) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church;
- (e) to borrow money upon the credit of the Church;
- (f) to limit or increase the amount to be borrowed;
- (g) to issue debentures or other securities of the Church;
- (h) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (i) to secure any such debentures, or other securities, or any other present or future borrowing or liability of the Church, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Church, and the undertaking and rights of the Church;
- (j) to approve Strategic, Financial and Risk Management Policies;
- (k) to assess the overall mission, goals and objectives to achieve the strategic direction of the Church;
- (l) to provide oversight of the Church's Financial Affairs through the Audit and Finance Committee and by reviewing frequently financial statements prepared by management;
- (m) to approve annual budgets and material changes to the overall budget;
- (n) to carry out their fiduciary duty to protect the Church's assets and the Member's spiritual well-being; and
- (o) to be in charge of the auditing process and recommend the Auditor. It is in charge of making sure the audit is done in a timely manner each year and to review management reports.

7.3 Board of Directors Report

The Board of Directors shall report to the Members at the Annual Meeting of the Members through the President. The Lead Pastor shall be the President and Chair. At the said meeting, the President shall make himself or herself available to answer any questions from the floor raised by Members.

8. MEETING OF DIRECTORS

8.1 Chair of Meetings

The President or in his or her absence, the Vice-President or in his or her absence the designate of the President shall chair all meetings of the Board of Directors.

8.2 Calling Meetings

Meetings of the Board of Directors may be called by the President, or a simple majority of the Directors and shall be held at the place specified in the notice.

8.3 Meeting Following Annual Meeting

The Board of Directors shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Church for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

8.4 Regular Meetings

The Board of Directors may appoint one (1) or more days in each year for regular meetings of the Board of Directors at a set place and time. A copy of any resolution of the Board of Directors fixing the place and time of such regular meetings of the Board of Directors shall be sent to each Director as soon as possible after being passed, but no further notice shall be required for any such regular meeting except as may be required pursuant to the Act.

8.5 Notice of Meetings

Subject to the provisions of sections 8.02, 8.03 and 22.05, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director by mail, courier, personal delivery, fax, email, or other electronic means in writing at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

In the case of an emergency, the President may give telephone notice of a meeting twenty-four (24) hours before the meeting is to take place.

8.6 Content of Notice

Any notice of a Board of Directors meeting shall specify the nature of the business to be conducted if the meeting is intended to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors, in the office of the Auditor, or of a person appointed to conduct a review engagement of the Church;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board of Directors;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

8.7 Meetings by Electronic Conference

- (a) If all of the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting of the Board of Directors by means of a telephonic, electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating in such a telephonic or electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board of Directors from time to time.
- (b) The President, or a simple majority of Directors may call a meeting of the Board of Directors and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

8.8 Quorum

A quorum for the transaction of business at meetings of the Board of Directors shall be at least a majority of the Directors.

8.9 Voting

The method of voting at any meeting of the Board of Directors shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board of Directors, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

8.10 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

8.11 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

9. MEETINGS OF THE MEMBERS

9.1 Annual Meeting

- (a) An Annual Meeting shall be held within Ontario, unless a place outside Ontario is specified in the Articles or if all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, at a place and date and time determined by the Board of Directors, for the purpose of conducting the Annual Business and any Special Business.
- (b) The first Annual Meeting shall be held within eighteen (18) months of incorporation and within every fifteen (15) months thereafter, but no later than six (6) months after the financial year end of the Church.
- (c) Each Annual Meeting shall be for the:
 - (i) hearing and receiving the reports and statements required by the Act to be read at and laid before the Church at an Annual Meeting;

- (ii) electing such Directors as are to be elected at such Annual Meeting;
 - (iii) appointing the Auditor and fixing or authorizing the Board to fix the Auditor's remuneration;
 - (iv) determining whether an audit is required; and
 - (v) the transaction of any other business properly brought before the Annual Meeting.
- (d) The Church's Secretary shall send copies of the annual financial statements to the Members at least ten (10) days before the day 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, unless a Member declines the right to receive them. Alternatively, the Church may publish a notice to the Members no later than 30 days before the day on which the Annual Meeting is to be held, to a notice board on which information respecting the Church's activities is regularly posted and that is located in a place frequented by Members stating that such documents are available at the registered office of the Church and that any Member may request a copy free of charge at the registered office or by prepaid mail.

9.2 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of telephonic, electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating in such telephonic or electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board of Directors from time to time.
- (b) The Directors or Members may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

9.3 Special Meeting

At the request of a majority of the Board of Directors, or upon the written request of at least ten percent (10%) of the Members, Special Meetings of the Members shall be called and convened by the Board of Directors within thirty (30) days of such written request.

A Special Meeting may be held separately from or together with an Annual Meeting.

9.4 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

9.5 Notice of Meetings

Subject to section 22.05, notice of the time, place and date of an Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on the business to be considered, including information on any Special Resolution to be submitted to the meeting,

shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Church by:

- (a) telephonic or other electronic means, not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held. If a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery; or³
- (b) after the ONCA comes into force, posting the notice on a notice board where information respecting the Church's activities is regularly posted and that is located in a place frequented by the Members, no later than thirty (30) days before the day on which the meeting is to be held.

9.6 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least thirty percent (30%) of all of the Members of the Church entitled to vote, and present in person or represented by proxy.
- (b) Provided however that where:
 - (i) less than a quorum, but two (2) or more persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members;
 - (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum; and
 - (iii) the meeting of the Members is held between September 1, 2020 and October 30, 2020 quorum shall be the lesser of thirty (30) percent of all of the Members of the Church entitled to vote present in person or represented by proxy or twenty-five (25) persons.
- (c) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (d) 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.

9.7 Chair

The Lead Pastor shall act as the chair of all meetings of the Members. In the absence or other inability of the Lead Pastor to act, the Vice-President shall act as chair of the meetings of the Members. In the absence of all of the Lead Pastor and Vice President, or should each one decline to act as chair, the designate of the Lead Pastor (if any) shall act as chair of the meeting of the Members.

In the absence of the Lead Pastor, the Vice-President, and any delegate of the Lead Pastor, or should each one decline to act as chair, the Members present and entitled to vote shall choose a Member to be chair.

9.8 Voting by Members

³ Note that if a Member requests that notice of a meeting be given by non-electronic means, the notice must be sent to that Member by non-electronic means.

- (a) Every motion submitted to the Members shall be decided by a show of hands, except where a ballot is requested pursuant to section 9.10. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified or required by the Act or the ONCA as applicable. In the case of an equality of votes, the vote shall be deemed to have been lost.⁴
- (b) Whenever a vote has been taken upon a question, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Church is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.9 Attendance at Meetings

Members may attend meetings either in person or via electronic or telephone conference.

9.10 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

9.11 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

9.12 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at an Annual Meeting or Special Meeting, provided that, following the coming into force of the ONCA, the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of the Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

10. **BOARD OF DIRECTORS REGULATIONS**

10.1 Board of Directors Regulations

The Board of Directors may make Board of Directors Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

⁴ We recommend against a casting vote in case of an equality of votes, but it is possible to provide for this.

11. DEACONS COUNCIL

11.1 Definition

The Deacons Council shall be a body of spiritually qualified persons referred to in 1 Timothy 3:1-7, Titus 1:5-10 and 1 Peter 5:1-5. They shall be responsible to assist the Lead Pastor in the overall spiritual ministry of the Church. They are not assigned to any authority but are to serve the congregation under the leadership of the Lead Pastor.

11.2 Qualifications

A person may be considered for appointment as a Deacon if they fulfil all of the following qualifications:

- (a) the person must be a Member of the Church in good standing;
- (b) the person must fulfill the spiritual qualifications of a church leader as set out in 1 Timothy 3:1-7, Titus 1 :5-10 and 1 Peter 5:1-5;
- (c) the person must recognize that appointment as a Deacon is a commitment to humble service, not a position of honour or status, nor a reward for past service; and
- (d) the person must recognize that an appointment as a Deacon shall involve active participation in and leadership of the spiritual ministries of the Church as they are needed.

11.3 Appointment

The Deacons Council shall consist of such Members who were Deacons of the corporation known as Global Kingdom Ministries Inc. all as of September 30, 2020 until they are removed in accordance with this By-law together with those individuals appointed subsequently by the Deacons Council to serve the Church as Deacons until they are removed in accordance with this By-law.

The Lead Pastor will appoint the Deacons.

11.4 Term

A Deacon shall hold office as long as they meet the qualifications set out in section 11.02 and are capable of fulfilling a Deacon's duties and responsibilities.

11.5 Removal

The Lead Pastor may remove a Deacon from office at any time that such Deacon no longer fulfills all of the qualifications of a Deacon as set out in section 11.02.

11.6 Duties of Deacons Council

The Deacons shall nominate a slate of candidates for election as the Directors in accordance with section 6.05 of this By-law.

The Deacons shall carry out such other duties as the Lead Pastor requires, subject to the By-law, the Act and any Policies of the Directors.

11.7 Meetings of the Deacons Council

The Deacons Council shall meet at such time and place and upon such notice as the Lead Pastor deems necessary. A quorum for a meeting of the Deacons Council shall be a majority of the Deacons. The Lead Pastor or his designate shall act as chair of the Deacons Council. The

Deacons shall keep minutes of each meeting of the Deacons Council and shall appoint a Deacon from among themselves to act as Secretary of such meetings.

12. LEAD PASTOR

12.1 Definition and Duties of Lead Pastor

The Lead Pastor shall be the spiritual director of the Church and shall be deemed by virtue of his or her position to be a Member of the Church. The duties and rights of the Lead Pastor shall be as follows:

- (a) the duty to provide spiritual leadership to the Church and to work in conjunction with the Deacons Council in implementing such spiritual leadership;
- (b) the duty to work in conjunction with the Board of Directors in formulating and recommending Policies to the Church as may be necessary from time to time;
- (c) the duty to exercise general supervisory authority over all staff members of the Church, including the hiring or removal of staff members, in accordance with this By-law, applicable Policies and laws as the case may be;
- (d) the duty to fulfil the qualifications for a Pastor as outlined in scripture and to ensure that his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian or contrary to biblical principles;
- (e) the duty to be in full agreement with, uphold and be subject to the Church Constitution;
- (f) the right to be an ex-officio member of or to appoint a designate to all committees of the Church;
- (g) the right to receive notification and minutes of all meetings of the Board of Directors, to be present and fully participate at all such meetings, with the exception of when the Board of Directors is discussing his or her position performance, salary or benefits or there is a conflict of interest;
- (h) to develop the strategy, mission, vision, objectives and goals of the Church for the Board's approval;
- (i) to develop all operational policies (financial, administrative and operational) and manage the day to day operations of the Church;
- (j) to manage the annual budget as approved by the Board;
- (k) to implement a system of internal controls to ensure the safety of the Church's assets; and
- (l) to implement Strategic, Financial, Risk Management Policies approved by the Board and a system of reporting to the Board.

12.2 The Calling of the Lead Pastor

Whenever a vacancy in the position of Lead Pastor occurs, the Board of Directors shall interview and recommend to the Membership a suitable candidate.

The candidate for Lead Pastor shall:

- (a) be born again in accordance with John 3:3;
- (b) be baptized in the Holy Spirit;

- (c) be ordained or qualified to be ordained by the Pentecostal Assemblies of Canada;
- (d) have a minimum of ten (10) years of Pastoral experience;
- (e) be the husband of one wife / or the wife of one husband (if married);
- (f) be of good reputation;
- (g) have highly developed leadership skills and abilities;
- (h) demonstrate servant leadership in accordance with the example of Christ; and
- (i) be willing to adhere to the Church Constitution, Articles, Policies and Statement of Faith.

After conducting their investigation, the pastoral search committee shall recommend a suitable candidate for Lead Pastor to the Board of Directors for consideration. Provided that the Board of Directors are satisfied that the candidate for Lead Pastor meets the criteria set forth in section 12.02 herein, they shall recommend that the Board of Directors present the candidate to the Members for a formal vote by Special Resolution at a meeting called for this purpose. Upon approval by at least sixty-seven percent (67%) of the Membership, the Board of Directors shall hire the candidate as Lead Pastor. In the event of failure to achieve the necessary approval from the membership, the process shall be repeated.

12.3 Vacancy

In the case of a vacancy in the position of the Lead Pastor, the Board of Directors will be responsible to designate personnel to perform the daily operations of the Church until an election of a new Lead Pastor as set out above can be made.

12.4 Resignation of Lead Pastor

In the event that the Lead Pastor desires to resign his or her position, the Lead Pastor shall first notify the Board of Directors in writing together with an explanation and shall provide sixty (60) days' notice prior to the effective date of the resignation, unless otherwise agreed to by the Board of Directors. Such resignation shall be deemed to include a resignation by the Lead Pastor as a Member and an ex-officio Member of all committees of the Church.

12.5 Removal of the Lead Pastor

Official charges, allegations, or complaints against the Lead Pastor in matters involving his or her morality, integrity or doctrinal soundness, must be made to the Board of Directors. The Board of Directors shall have plenary authority on whether any of the above matters would warrant an investigation for the removal of the Lead Pastor from his position at the Church in accordance with applicable policies and procedures.

In the event it has been established to the Board's satisfaction a Lead Pastor has neglected his or her duty in doctrine to the Church, or his or her ministry has ceased to be effective, the Board of Directors may ask for the resignation of the Lead Pastor. If such resignation is refused, the Pastorate shall not be considered vacant until the action of the Board of Directors to remove the Lead Pastor has been confirmed by a majority vote of the Members at a special meeting called for that purpose.

The removal of the Lead Pastor in accordance with this section herein shall be deemed to constitute his or her removal as a Member and as an ex-officio Member of all committees of the Church.

13. OFFICERS

13.1 Officers

Subject to the Act, the Articles and the By-Laws of the Church, there may be the following Officers:

- (a) a President, a Vice-President, and a Secretary to be appointed by the Board of Directors;
- (b) a Treasurer who may but need not be a Director, appointed by the Board of Directors; or
- (c) such other Officers as are appointed by the Board of Directors pursuant to section 13.08.

13.2 Term of Office of Officers

Subject to section 13.11, the term of office of each Officer who is not an employee of the Church shall be three (3) years, to expire at the third Annual Meeting following election or appointment. An officer may be elected or appointed for an additional three (3) year term.

Any Officer who is an employee shall hold office at the pleasure of the Board of Directors, or pursuant to terms of employment.

13.3 President

The duties of the President shall be as follows:

- (a) to call all meetings of the Board of Directors;
- (b) to preside at all meetings of the Board of Directors and Members as the chair;
- (c) to ensure fairness, objectivity and completeness occurring at such meetings;
- (d) to prayerfully seek the guidance of Jesus Christ in all matters of the Church;
- (e) to be permitted to express an opinion on any matter discussed at the Board of Directors;
- (f) to vote at any meeting of the Board of Directors or Meeting of the Members if he or she is a Director or Member respectively;
- (g) to ensure that all directives and resolutions of the Board of Directors are carried into effect; and
- (h) to carry out such other duties as are directed from time to time by the Board of Directors.

13.4 Vice-President

In the event that the President is not able to function in their position, then the President shall be replaced by the Vice-President who shall exercise all of the authority and shall assume all of the duties of the President.

13.5 Secretary

The duties of the Secretary shall be as follows:

- (a) to faithfully note and record all of the business of the meetings of the Board of Directors and of the Members and committees;
- (b) to conduct all correspondence on behalf of the Church arising out of such meetings;

- (c) to publish the time and place for all meetings of the Board of Directors and of Members with due notice;
- (d) to be the custodian of the seal of the Church which they shall deliver only when authorized by Ordinary Resolution of the Board of Directors to do so and to such person or persons as may be named in such resolutions;
- (e) to vote at any meeting of the Board of Directors or Meeting of the Members if he or she is a Director or Member respectively;
- (f) to carry out such other duties as directed from time to time by the Board of Directors or by the Members; and
- (g) in their absence, the duties of the Secretary shall be performed by such other member the Board of Directors appoint by Ordinary Resolution.

13.6 Treasurer

The duties of the Treasurer shall be as follows:

- (a) to be responsible for the disbursement of monies on behalf of the Church, keep any accounting records or keep any envelope records;
- (b) to keep an accurate cheque register;
- (c) to maintain payroll records;
- (d) to maintain accounts payable records;
- (e) to pay all accounts and authorized expenses by cheque whenever practical and possible;
- (f) to invest funds belonging to the Church as directed by the Board of Directors;
- (g) to be responsible for the collection of monies received by the Church;
- (h) to deposit the monies received by the Church into the proper bank accounts;
- (i) to keep account of all monies received by the Church and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Church including recording the Church income and receipts, recording the Church fund disbursements, preparation of monthly bank reconciliations and preparation of monthly financial statements;
- (j) to keep an accurate record of all contributions made through envelopes to the general and other funds of the Church as exist from time to time; and
- (k) to make all required filings with the Canada Revenue Agency and Corporations Canada;
- (l) to provide copies of the annual financial statements as required by the law;
- (m) to be the custodian of all papers and documents of the Church and of the seal of the Church;
- (n) to send copies of the Church's by-laws and any amendments to Corporations Canada and the Charities Directorate;
- (o) in their absence, the duties of the Treasurer shall be performed by such other person the Board of Directors appoints by Ordinary Resolution;

- (p) to ensure that no Member of the Board of Directors receives any remuneration from the Church unless such monies are for purposes of reimbursing such person for legitimate expenses incurred on behalf of the Church; and
- (q) to carry out such other duties as directed from time to time by the Board of Directors or the Members.
- (r) to vote at any meeting of the Board of Directors or Meeting of the Members if he or she is a Director or Member respectively;

13.7 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

13.8 Board of Directors Appoint Other Officers

The Board of Directors may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board of Directors, whose duties and remuneration shall be such as the terms of their engagement call for or the Board of Directors prescribes.

13.9 Holding More Than One Office

Except for the offices of President and Vice-President, a person may be nominated or selected for, elected or appointed to, and hold, more than one office including the offices of Secretary and Treasurer.

13.10 Resignation of Officers

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

13.11 Removal from Office

Any Officer may be removed by Ordinary Resolution of the Board of Directors at a meeting of which notice of intention to present such resolution has been given to all Directors in accordance with any applicable Policies and procedures.

13.12 Vacancy

The position of an Officer shall be automatically vacated if:

- (a) such person resigns their office by delivery of a written resignation to the Secretary;
- (b) such person is removed from such office by Special Resolution of the Board of Directors;
- (c) such person is found to be mentally incompetent or of unsound mind;
- (d) such person becomes bankrupt;
- (e) in the case of the President, Vice-President or Secretary, such person ceases to be a Member of the Board of Directors or Member of the Church; or
- (f) such person dies.

13.13 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties. The Board of Directors shall fix the remuneration of employees by Ordinary Resolution through the annual budget process.

14. COMMITTEES

14.1 Committees

Subject to the Act and the By-Laws, the Board of Directors may appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

14.2 Rules Governing Committees

Every resolution establishing such standing committee or special committee shall set out the duties of such committee, qualifications for Membership on such committee, the composition of such committee, the manner of appointment and removal of the Members of such committee, the term of appointment of Members of such committees, procedural requirements for quorum and meetings of such committees and shall provide that Members of such committees shall serve without remuneration, provided that a member of such committee may be paid reasonable expenses incurred by him or her in the performance of his or her duties. The committees shall keep minutes of all meetings and submit these minutes to the Secretary for filing.

14.3 Limits on Authority of Committees

No committee, including the Executive Committee, has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of the Auditor or of a person appointed to conduct a review engagement of the Church;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board of Directors;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

15. POLICY STATEMENTS OF THE CHURCH

15.1 Policy Statement of the Church

In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications of biblical teachings and Christian conduct, the Church may adopt Policy on such matters as are deemed necessary from time to time by the Board of Directors. For greater certainty, every Policy adopted by the Church shall be consistent with the Purposes and Statement of Faith of the Church.

16. CONFLICT OF INTEREST

16.1 No Conflict of Interest Permitted

Unless specifically permitted by law and approved by the Board, no Director or person who is Connected to a Director or Directors shall enter into a contract, business transaction, financial arrangement or other matter with the Corporation. Furthermore the Corporation shall not enter into

any contract with any person in which the Director or any of his or her family members has any direct or indirect material personal interest, gain or benefit.

16.2 Disclosure of Interest

Pursuant to the Act and the Regulations, a Director or Officer of the Corporation 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 a Board Meeting, the nature and extent of any interest that the Director or Officer has in any material contract or material transaction whether made or proposed, with the Corporation if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Church's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Church, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

16.3 Director's Disclosure

The disclosure required shall be made, in the case of a Director,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting at which the proposed contract or transaction is first considered, interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director

16.4 Officer's Disclosure

The disclosure required shall be made, in the case of an Officer,

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or;
- (c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an Officer.

16.5 Procedure Where Disclosure

The chair of Board Meetings shall request any Director or Officer who has made a disclosure referred to in sections 16.02, 16.03 and 16.04 to leave for the discussion of the matter, with such action being recorded in the minutes. The Director or Officer shall not attempt to influence the

Board's decision or vote on any resolution to approve such contract except as provided by the Act. A Director required to make a disclosure shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is for indemnity or insurance.

17. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

17.1 Insurance

- (a) The Church shall purchase and maintain appropriate liability insurance for the benefit of the Church and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board of Directors and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board of Directors sees fit.
- (b) The Church shall ensure that each Protected Person is included as an insured person to any policy of Directors' and Officers' insurance maintained by the Church.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Church.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Church to co-operate fully with the Church in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Church.

17.2 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Church arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Church shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Church;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

17.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 17.04, and if the Board of Directors has determined to purchase insurance pursuant to section 17.01, the Board of Directors shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Church.

17.4 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board of Directors from and against all costs, charges and expenses which such Protected Person sustains or incurs:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Church generally;save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of his or her duties of office.
- (b) Such indemnity will only be effective:
 - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Church inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are the subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Church shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board of Directors.
- (d) Nothing in this Article shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article.

17.5 Discontinuing Insurance

Where the Church has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

18. EXECUTION OF DOCUMENTS

18.1 Execution of Documents

Documents requiring execution by the Church may be signed by any two (2) Officers. The Board of Directors may appoint any Officer or any person on behalf of the Church, either to sign documents generally or to sign specific documents. The corporate seal of the Church shall, when required, be affixed to documents executed in accordance with the foregoing.

19. BORROWING BY THE CHURCH

19.1 General Borrowing Authority

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Church;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Church;
- (c) give a guarantee on behalf of the Church to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, 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.

The Directors may delegate these powers to a Director, a committee of Directors, or Officer.

20. FINANCIAL YEAR

20.1 Financial Year Determined

The financial year of the Church shall terminate on the last day of September in each year or on such other date as the Board of Directors may determine.

21. AUDITOR

21.1 Annual Appointment

Subject to the Act or the ONCA, as applicable, and the Government Regulations, the Members of the Church at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Church, who shall hold office until the close of the next Annual Meeting, or pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement, as applicable.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

21.2 Removal of Auditor

- (a) The Members may:
 - (i) while the Act is in force, remove any Auditor by a resolution passed by at least two-thirds (2/3rds) of the votes cast at a Special Meeting at which notice of intention to pass the resolution has been given; or
 - (ii) following the coming into force of the ONCA, by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the ONCA;

as applicable, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 15.04.

- (b) Following the coming into force of the ONCA, the Church shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

21.3 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or, following the coming into force of the ONCA, a person appointed to conduct a review engagement.

21.4 Remuneration of Auditor

The remuneration of an Auditor may be fixed by:

- (a) while the Act is in force, by the Members or, by the Directors if authorized by the Members; provided that the remuneration of an Auditor appointed by the Members shall be fixed by the Directors; or
- (b) following the coming into force of the ONCA, by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

22. **NOTICE**

22.1 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given by mail to the last address shown on the Church's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a notice board pursuant to section 9.05, notice is deemed given on the date of posting; and
- (f) if provided by other electronic means, notice is deemed given when transmitted.

22.2 Declaration of Notice

At any meeting, the declaration of the Secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

22.3 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to

commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

22.4 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board of Directors, a committee of the Board of Directors or Members shall not be invalidated by, unless otherwise challenged, by:

- (a) an error in notice that does not affect its substance;
- (b) the accidental omission to give notice; or
- (c) the accidental non-receipt of notice by any Director, Member or Auditor.

Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

22.5 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws, the Act or the ONCA, as applicable, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

23. BY-LAWS AND EFFECTIVE DATE

23.1 Effective Date of this By-law

This By-law shall come into force and effect immediately upon it being confirmed by the Members of the Church.

23.2 Amendments requiring Special Resolution

Amendments to the following sections of this By-Law shall only be effective upon approval of the Members by Special Resolution:

- (a) Member Composition, section 4.01;
- (b) Members' Rights, section 4.04;
- (c) Notice of Meetings, section 9.05; and
- (d) any section that adds, changes, or removes a provision that is contained in the Church's Articles.

23.3 Amended and New By-Laws and Effective Date

- (a) Subject to the Articles and section 23.02, the Board of Directors of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Church. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

(c) A copy of this By-law and any amendment to it shall be sent by the Church Secretary to the Charities Directorate.

24. REPEAL OF PRIOR BY-LAWS

24.1 Repeal

Subject to the provisions of section 24.02 hereof, all prior By-Laws, resolutions and other enactments of the Church inconsistent in either form or content with the provisions of this By-Law are repealed.

24.2 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

ENACTED by the Directors as a By-Law of the Church this ____ day of _____, 2020.

President

Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* (Ontario_ on the ____ day of _____, 2020.

President

Secretary

SCHEDULE 1