

TRULLS ROAD FREE METHODIST CHURCH

GENERAL OPERATING BY-LAW NO. 1

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INDEX

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**GENERAL OPERATING
BY-LAW NUMBER 1**

PREAMBLE..... P. 1

PART I - DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS..... P.1

1. DEFINITIONS..... P.1

2. FUNDAMENTAL TERMS AND INTERPRETATIONS..... P.5

 2.01 Objects..... P.5

 2.02 Interpretation..... P.5

 2.03 Headings..... P.5

PART II - MEMBERSHIP..... P.5

3. DEFINITION OF MEMBERSHIP..... P.5

 3.01 Definition of Membership..... P.5

4. QUALIFICATION FOR MEMBERSHIP..... P.5

5. ADMISSION TO MEMBERSHIP..... P.6

6. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP..... P.7

7. TRANSFER, WITHDRAWAL AND REMOVAL..... P.7

8. MEMBERSHIP RECORD..... P.9

9. RESOLUTION OF DISPUTES AMONG MEMBERS..... P.9

10. CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE..... P.9

11. RESTORATION THROUGH DISCIPLINE..... P.10

12. PROCEDURE FOR DISCIPLINE..... P.10

13. MEETING OF MEMBERS..... P.10

 13.01 Annual Financial Statements..... P.10

 13.02 Annual Meetings of Members..... P.10

 13.03 Other Special Meetings..... P.11

 13.04 Notice of Members Meeting..... P.11

 13.05 Waiver of Notice..... P.12

 13.06 Place of Members' Meetings..... P.12

 13.07 Persons Entitled to be Present at Members' Meetings..... P.12

 13.08 Omission of Notice..... P.12

 13.09 Quorum..... P.12

 13.10 Chair..... P.13

 13.11 Majority Vote..... P.13

 13.12 Voting Procedure..... P.13

 13.13 Voting Rights and Proxies..... P.13

 13.14 Procedural Code..... P.13

 13.15 Adjournment..... P.13

 13.16 Notice Re Financial Statement..... P.13

PART III - OFFICIAL BOARD..... P.14

14. DEFINITION OF OFFICIAL BOARD..... P.14

15. PROVISIONAL OFFICIAL BOARD.....	P.14
16. QUALIFICATION FOR OFFICIAL BOARD.....	P.14
17. NUMBER AND ELECTION OF OFFICIAL BOARD.....	P.15
18. TERM OF OFFICE OF OFFICIAL BOARD.....	P.15
19. MAXIMUM TERM OF OFFICIAL BOARD.....	P.15
20. AUTHORITY OF OFFICIAL BOARD.....	P.16
20.01 General Authority.....	P.16
20.02 Specific Authority.....	P.16
20.03 Remuneration of Employees.....	P.17
20.04 Board Report.....	P.17
20.05 No Remuneration.....	P.17
20.06 Conflict of Interest.....	P.17
20.07 Financial Disclosure.....	P.18
20.08 Election of Delegates.....	P.18
21. RESIGNATION FROM OFFICIAL BOARD.....	P.18
22. VACANCY ON OFFICIAL BOARD.....	P.19
23. OFFICIAL BOARD MEETINGS.....	P.19
23.01 Regular Meetings.....	P.19
23.02 Special Meetings.....	P.20
23.03 Notice of Meeting.....	P.20
23.04 Omission of Notice.....	P.20
23.05 Waiver of Notice.....	P.20
23.06 Chair.....	P.20
23.07 Quorum.....	P.20
23.08 Voting Rights.....	P.20
23.09 Minutes.....	P.20
23.10 Meetings by Telephone or Electronic Means.....	P.21
23.11 Confidentiality.....	P.21
PART IV - PASTOR, ASSOCIATE PASTORS AND STAFF.....	P.21
24. DEFINITION AND DUTIES OF THE PASTOR.....	P.21
25. DEFINITION AND DUTIES OF ASSISTANT/ASSOCIATE PASTORS.....	P.22
26. APPOINTMENT AND CHANGE OF PASTORAL STAFF.....	P.23
27. TERMS OF EMPLOYMENT OF STAFF MEMBERS.....	P.23
PART V - OFFICERS AND EMPLOYEES.....	P.23
28. OFFICER POSITIONS.....	P.23
29. DEFINITION OF OFFICERS.....	P.24
29.01 Chair.....	P.24
29.02 Vice-Chair.....	P.24
29.03 Secretary.....	P.25
29.04 Treasurer.....	P.25
30. DELEGATION OF DUTIES OF OFFICERS.....	P.26
31. QUALIFICATIONS FOR OFFICERS.....	P.27
32. ELECTION AND APPOINTMENT OF OFFICERS.....	P.27
33. TERM AND MAXIMUM TERM OF OFFICERS.....	P.27
34. RESIGNATION OF OFFICERS.....	P.28
35. VACANCY.....	P.28
PART VI COMMITTEES.....	P.28
36. NOMINATING COMMITTEE.....	P.28
36.01 Establishment of Nominating Committee.....	P.28
36.02 Duties of Nominating Committee.....	P.29
36.03 Qualification For Membership on Nominating Committee.....	P.29
36.04 Term of Office on Nominating Committee.....	P.29
36.05 Maximum Term of Nominating Committee.....	P.30

36.06	Removal of Nominating Committee.....	P.30
36.07	Filling a Vacancy on the Nominating Committee	P.30
36.08	Quorum	P.30
36.09	Chair.....	P.30
36.10	Notice of Meeting.....	P.30
36.11	Place of Meetings	P.30
36.12	Meeting by Telephone or Electronic Means.....	P.30
36.13	Voting Procedures	P.31
36.14	Secretary of Nominating Committee	P.31
36.15	Minutes of Meeting.....	P.31
37.	FINANCE COMMITTEE	P.31
37.01	Establishment of the Finance Committee	P.31
37.02	Duties of the Finance Committee	P.31
37.03	Remuneration	P.32
37.04	Qualification for Membership on the Finance Committee	P.32
37.05	Term of Office on Finance Committee	P.32
37.06	Removal.....	P.32
37.07	Filling Vacancy on Finance Committee	P.32
37.08	Quorum	P.33
37.09	Chair.....	P.33
37.10	Notice of Meeting.....	P.33
37.11	Place of Meetings	P.33
37.12	Meetings by Telephone or Electronic Means.....	P.33
37.13	Voting Procedures	P.33
37.14	Secretary of Finance Committee	P.33
37.15	Minutes of Meetings.....	P.34
38.	OTHER COMMITTEES	P.34
38.01	Establishment of Other Committees.....	P.34
38.02	Duties of Other Committees	P.34
38.03	Remuneration	P.34
38.04	Qualification for Membership on Other Committees	P.34
38.05	Election or Appointment of Members to Other Committees	P.34
38.06	Removal of Committee Members.....	P.35
38.07	Filling Vacancy on a Committee	P.35
38.08	Quorum	P.35
38.09	Chair.....	P.35
38.10	Notice of Meeting.....	P.35
38.11	Place of Meetings	P.35
38.12	Meetings by Telephone or Electronic Means.....	P.35
38.13	Voting Procedures	P.35
38.14	Secretary of Committee	P.36
38.15	Minutes of Meetings.....	P.36
PART VII - PROTECTION AND INDEMNITY		P.36
39.	PROTECTION AND INDEMNITY TO BOARD MEMBERS, OFFICERS AND OTHERS	P.36
39.01	Protection of Official Board Members, Officers and Others.....	P.36
39.02	Indemnity to Official Board Members, Officers and Others	P.36
39.03	Indemnity to Others.....	P.37

PART VIII - RELATIONSHIP WITH THE FREE METHODIST CHURCH IN CANADA	P.37
40. INDEPENDENT ORGANIZATION	P.37
41. ASSOCIATION AGREEMENT	P.37
42. CHURCH ASSOCIATION	P.37
PART IX POLICY STATEMENTS	P.38
43. POLICY STATEMENTS	P.38
43.01 Establishing Policy Statements	P.38
43.02 Adoption of Policy Statements.....	P.38
43.03 Presentation to Members.....	P.38
PART X RULES, GUIDELINES AND PROCEDURES	P.38
44. RULES, GUIDELINES AND PROCEDURES	P.38
PART XI FINANCIAL MATTERS.....	P.38
45. FINANCIAL YEAR END	P.38
46. FINANCIAL STATEMENTS AND ANNUAL BUDGET	P.39
47. AUDITOR.....	P.39
48. BORROWING	P.39
PART XII GENERAL PROVISIONS	P.40
49. CORPORATE SEAL.....	P.40
50. EXECUTION OF DOCUMENTS AND CHEQUES	P.40
51.01 Documents	P.40
51.02 Cheques	P.40
51. SECURITIES FOR SAFEKEEPING.....	P.40
52. REGISTERED OFFICE	P.41
53. BOOKS AND RECORDS	P.41
54. NOTICE.....	P.41
PART XIII AMENDMENTS	P.41
55. AMENDMENTS TO THE ARTICLES OF INCORPORATION.....	P.41
56. AMENDMENTS TO BY-LAW	P.42
57. APPROVAL OF THE FREE METHODIST CHURCH IN CANADA.....	P.42

GENERAL OPERATING BY-LAW NO. 1

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

TRULLS ROAD FREE METHODIST CHURCH

(a Federal Corporation)

hereinafter referred to as the "Church".

WHEREAS the Church was incorporated by Articles of Incorporation issued by Industry Canada on the 1st day of January, 2017;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of INSERT NAME OF CHURCH (hereinafter referred to as the "Church").

PART I - DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATION

1. DEFINITIONS

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

- (a) "Act" means the Canada Not-For-Profit Corporations Act, S.C. 2009, c23, as amended from time to time, and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Church to the provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Agent" means any Person who performs services on behalf of the Church and receives remuneration for such services;
- (c) "Articles of Incorporation" or "Articles" means the articles of incorporation incorporating the Church, as amended and supplemented from time to time by Articles of Amendment, including the purpose and power clauses and any special provisions;
- (d) "Articles of Religion" means the Articles of Religion of The Free Methodist Church in Canada as contained in The Manual of The Free Methodist Church in Canada that all Directors and Members are required to accede to;

- (e) “Association Agreement” means the Association Agreement setting out the relationship between the Church and The Free Methodist Church in Canada, as amended from time to time;
- (f) “Auditor” means a Public Accountant who meets the qualifications as set out in Section 180 of the Act and who has been appointed by the Membership to audit the financial statements of the Church in accordance with the Act and this General Operating By-law;
- (g) “Board” or “Board of Directors” or “Official Board” shall mean the Board of Directors of the Church;
- (h) “By-law” or “By-laws” means this By-law and all other By-laws of the Church from time to time in force and effect, including the General Operating By-law herein;
- (i) “Chair” means the Chair of the Meeting of Members, who shall be the Chair of the Official Board of the Church or as otherwise provided for in this General Operating By-law;
- (j) “Chair of the Board” means the Chair of the Official Board, who shall be the Chair of the Official Board of the Church or as otherwise provided for in this General Operating By-law;
- (k) “Committee” means a Committee or Committees of the Church as defined in this General Operating By-law;
- (l) “Committee Member” means a Member of a Committee;
- (m) “Conference” means the General Conference of The Free Methodist Church in Canada as described in The Manual;
- (n) “Constitution” means the Articles of Incorporation, any Articles of Amendment, General Operating By-law, By-laws, any Policy Statements, Rules, Regulations or Guidelines adopted by the Church from time to time, and The Manual;
- (o) “Church” or “Corporation” means the legal entity incorporated as a corporation without share capital by Articles of Incorporation dated the 1st day of January, 2017, and named TRULLS ROAD FREE METHODIST CHURCH, through which its Directors, Members, Employees, Volunteers and Agents may associate and collectively work together in the fulfillment of the Objects of the Church and which is deemed to be a Society for the purposes of The Manual;
- (p) “Director” means a member of the Official Board of the Church;
- (q) “Discipline” means actions taken seeking to reconcile Individuals to one another through mutual forgiveness for the purpose of restoring offenders to fellowship with God and the Church;

- (r) “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- (s) “Employees” or “Employees of the Church” means all full-time and part-time Employees of the Church and all contract for service providers who are deemed to be Employees for purposes of the *Income Tax Act*, where applicable;
- (t) “Fiscal Year” means the Fiscal Year for the Church commencing on the 1st day of January and ending on the 31st day of December of each year ;
- (u) “FMCC” means The Free Methodist Church in Canada, a non-share capital corporation incorporated by the Parliament of Canada by *An Act to Incorporate The Free Methodist Church in Canada*, which Act was given Royal Assent on July 8, 1959, and recorded as 7-8 Elizabeth 2nd, Chap. 67, as amended from time to time, or any successor corporation;
- (v) “General Operating By-law” means this By-law, any amendments thereto, and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;
- (w) “Individual” means an Individual Person who is a Member of the Church as defined herein;
- (x) “Local Church of The Free Methodist Church in Canada” means a single congregation of The Free Methodist Church in Canada organized and recognized as a Society in accordance with The Manual;
- (y) “Manual” means the most current edition of The Manual of The Free Methodist Church in Canada, establishing the teachings, practices and administration of The Free Methodist Church in Canada as amended from time to time, and where there is reference in this General Operating By-Law to a specific paragraph of The Manual, such paragraph, as amended from time to time, shall be incorporated by reference into this By-Law in accordance with Section 2.02(d) herein;
- (z) “Meeting of Members”, “Membership Meetings” or “Society Meeting” means any annual or special Meetings of Members;
- (aa) “Member” means a Member of the Church who has been accepted into membership in accordance with the provisions of Article 5 of this by-law;
- (bb) “Members” or “Membership” means the collective Membership of the Church;

- (cc) “Officer” means an Officer of the Church as defined in this General Operating By-law;
- (dd) “Official Board” or “Board” shall mean the Board of Directors of the Church;
- (ee) “Pastor” means the senior Pastor of the Church as described herein;
- (ff) “Person” means an individual Person, but does not include corporations, partnerships, trusts or unincorporated organizations;
- (gg) “Policy Statement” means a Policy Statement adopted pursuant to this General Operating By-law from time to time as part of the Constitution concerning practical applications of Biblical teachings, doctrinal considerations and Christian conduct in pursuing the charitable purposes of the Church;
- (hh) “Purposes” means the charitable Purposes of the Church contained in the Articles of Incorporation, as amended and supplemented from time to time by Articles of Amendment, that all Directors and Members are required to adhere to;
- (ii) “Related Persons” means Related Persons as defined under the *Income Tax Act* (Canada), as amended from time to time, and shall include Person(s) connected by blood relation, marriage or adoption;
- (jj) “Resolution” means a motion or resolution passed by either the Official Board, a Committee or the Members by a majority vote of fifty percent (50%) plus one (1) of those Official Board members, Committee Members, or Members who are present, unless the Act or this General Operating By-law otherwise require;
- (kk) “Rules, Regulations and Guidelines” means any Rules, Regulations and Guidelines adopted pursuant to this General Operating By-law from time to time concerning the management and operations of the Church;
- (ll) “Section” means a Section of this General Operating By-law;
- (mm) “Society” means a Local Church of The Free Methodist Church in Canada;
- (nn) “Strategic Plan” means the Strategic Plan established by the Board from time to time to pursue and implement the Objects of the Church;
- (oo) “The Free Methodist Church in Canada” means the non-share capital corporation incorporated by the Parliament of Canada by *An Act to Incorporate The Free Methodist Church in Canada*, which Act was given Royal Assent on July 8, 1959, and recorded as 7-8 Elizabeth 2nd, Chap. 67, as amended from time to time or any successor corporation; and
- (pp) “Volunteer” means any Person who performs services on behalf of the Church without receiving remuneration other than repayment of out of pocket expenses.

2. FUNDAMENTAL TERMS AND INTERPRETATIONS

- 2.01 **Objects** - This General Operating By-law and any other By-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Articles of Incorporation of the Church and in The Manual of The Free Methodist Church in Canada which, for purposes of this General Operating By-law, are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Act, the provisions contained in the Act, as the case may be, shall prevail.
- 2.02 **Interpretation** - In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
- (a) Words importing the singular number include the plural and vice versa;
 - (b) Words importing the masculine gender include the feminine and neuter genders;
 - (c) Words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations; and
 - (d) Where there is a reference in this By-law to a specific paragraph of The Manual, such paragraph, as amended or replaced from time to time, shall be incorporated by reference into this General Operating By-Law.
- 2.03 **Headings** - Headings used in this General Operating By-law of the Church are for convenience of reference only and shall not affect the construction or interpretation thereof.

PART II - MEMBERSHIP

3. DEFINITION OF MEMBERSHIP

- 3.01 **Definition of Membership** - The first Directors of the Church shall constitute its first Members. Thereafter, Membership in the Church shall consist only of those Persons who meet the Membership requirements outlined in The Manual.

4. QUALIFICATION FOR MEMBERSHIP

- 4.01 Any Person who is of the age of majority shall qualify to be a Voting Member of the Church if, in the unanimous opinion of the Board, such Person meets all of the following qualifications:
- (a) the Person fulfills the definition of Membership as set out in Section 3.01 herein;

- (b) the Person, if a Member, would not be under the Discipline of the Church as set out in Section 10.01; and
- (c) the Person has completed the procedure for admission into Membership set out in Section 5.01 to 5.05 unless the Person is an existing Member of the unincorporated Church from which this Church was formed, whereupon the provisions of Section 5.06 will apply.

4.02 Membership shall only be available to individuals and not corporate or other entities.

4.03 Persons who, as of the date of incorporation of the Church, are the Voting Members of the unincorporated church, the predecessor to the incorporated Church, shall be Voting Members of the Church without having to complete the procedure for admission into Membership set out above.

5. ADMISSION TO MEMBERSHIP

5.01 Application for Membership in the Church may be initiated either orally or by written request to the Pastor or his designate or through any Official Board member to the Pastor or his designate. Application may also be made by presentation of a letter of transfer from another Local Church of The Free Methodist Church in Canada or another recognized evangelical church.

5.02 All applicants, with the exception of those presenting a letter of transfer from another Local Church of The Free Methodist Church in Canada, shall attend a membership training course based on membership training materials approved by The Free Methodist Church in Canada.

5.03 Once the Pastor or his designate is satisfied that the applicant has fulfilled the qualifications of Membership set out in Section 4.01 above, the application or request set out in Section 5.01 shall be forwarded for consideration to the Board

5.04 Once the Board is satisfied by Resolution that the applicant fulfills all the qualifications for Membership in the Church as set out in Section 4.01 herein, the Board shall approve acceptance into Membership in the Church, following assent to the Membership Covenant outlined in The Manual.

5.05 After the applicant assents to the Membership Covenant, preferably at the next convenient worship service of the Church, such Person shall immediately be deemed to have become a Member.

5.06 Upon Resolution of the Board, existing members of the unincorporated church from which this Church has been formed shall become Members of the Church. In the event a member of the unincorporated church does not wish to become a Member of the incorporated Church, or if such person has become a Member by the Resolution of the Board in the manner provided for herein, such person shall provide a signed written notice to the Board to such effect and the person's membership in the Church shall be terminated forthwith.

6. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP

- 6.01 In addition to the privileges, rights and duties of Membership as set out in The Manual, Church Membership shall also carry 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 Scriptures direct and personal circumstances permit to the extent allowed by the Constitution;
 - (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 Constitution;
 - (e) the privilege to attend all public worship services of the Church subject to Section 12 herein;
 - (f) the privilege to participate in the sacraments administered by the Church; and
 - (g) the right to a single vote in person at all Meeting of Members, except if the Member has been deemed to be revoked by the Board.
- 6.02 Church Membership may be transferred in accordance with the procedures for transfer outlined in The Manual.

7. TRANSFER, WITHDRAWAL AND REVOCATION

- 7.01 Provided that a Member is not under Discipline of the Church as defined herein, a Member may withdraw at any time as a Member of the Church and upon request by a Member, such Member may be given a letter of transfer addressed to the Church to which the Member is transferring. Such a transfer does not constitute a transfer of membership from a Member to another Person, being an action which is prohibited under the Act.
- 7.02 Every Person withdrawing as a Member must do so by written notification to the Official Board. If he wishes, the withdrawing Member may provide the Official Board with the reason for such withdrawal.
- 7.03 Upon receipt of such request for withdrawal as a Member, such Person shall be removed from the Membership roll of the Church and shall be deemed to have also resigned from his position, if applicable, as an Official Board member, Officer, or Committee Member.
- 7.04 In the event that a Member is habitually absent from the Church for a period of twelve (12) consecutive months without a reasonable explanation, the Official Board, in its sole

discretion, may determine that that Person's Membership in the Church has been voluntarily withdrawn, with the result that the Person's Membership may be revoked by a Resolution of the Official Board, in which event the Secretary shall thereafter send written notice by regular and registered mail or e-mail to such Member at his or her last known address to advise such Person of the termination of such Person's Membership. The Person's Membership shall be deemed to have ceased on the date of such Resolution.

- 7.05 A Person whose membership has been revoked by reason of being habitually absent can apply to the Board for such Person's Membership status to be reinstated. This application must be made in writing which shall include an application made by e-mail. The Official Board will verify if the Person is no longer habitually absent from the Church, in which case the Official Board by resolution shall reinstate the Membership of the Person. The Secretary shall thereafter send written notice by mail or e-mail to such Person to advise such Person that such Person's Membership has been reinstated.
- 7.06 In circumstances other than by reason of the habitual absence of a Member, if the Official Board considers it appropriate to revoke a Membership and such reasons are not inconsistent with The Manual, the Official Board may do so upon a majority vote of the Board at a duly constituted meeting of the Board at which there is a quorum. Prior to such revocation the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of its intention to revoke the Membership to the Member and shall provide reasons for the proposed revocation. The Member may make written submissions to the Chair or such other officer as may be designated by the Board within twenty (20) days of the notice. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the membership of the Member is revoked. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of the receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.
- 7.07 Membership shall terminate upon the death of the Member or upon the liquidation and dissolution of the Church under Part 14 of the Act.
- 7.08 A Member may not transfer Church Membership to another Person.
- 7.09 Upon any termination of membership, the rights of the Member automatically cease to exist.

8. MEMBERSHIP RECORD

8.01 A record of Members of the Church shall be kept by the Church Secretary.

9. RESOLUTION OF DISPUTES AMONG MEMBERS

9.01 Disputes amongst Members should, as much as possible, be resolved in accordance with principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5. Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where a dispute occurs among Members (defined hereafter collectively as an "Individual"):

- (a) an Individual who believes that he has been wronged by another Individual for whatever reason shall confront such Individual with an explanation of the wrong which is alleged to have occurred;
- (b) if the Individual so confronted does not listen to the Individual who has confronted him, or if the matter is not resolved, then the Individual who is alleged to have been wronged shall confront the Individual who is alleged to have caused the wrong in the presence of one or two other Individuals;
- (c) if the Individual who is alleged to have done the wrong still does not listen or if the dispute is not resolved, then the Individual who is alleged to have been wronged shall refer the matter to the Pastor, or alternatively to his designate; and
- (d) the Pastor, or alternatively his designate, shall then confront the Individual who is alleged to have caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to the Board pursuant to the procedure for Discipline set out in Section 12 herein.

10. CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE

10.01 An Individual shall be deemed to be under the Discipline of the Church if the Official Board determines by Resolution that any of the following circumstances have occurred:

- (a) an Individual has evidenced unethical, or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (b) an Individual's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Constitution herein;
- (c) an Individual has propagated doctrines and practices contrary to those set forth in the Articles of Religion or the general teachings of the Church; or
- (d) an Individual has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, that is not repented of, nor has been

resolved through the mechanism for dispute resolution set out in Section 9.01 above.

11. RESTORATION THROUGH DISCIPLINE

11.01 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 Official Board in fulfilling its responsibility for the Discipline of Individuals. The primary aim of Discipline shall be the restoration of the offender to fellowship with God and with the Church. The Church has not only the right but the duty to practice such Discipline in a Christian manner. In administering Discipline, care shall be taken that the Members 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.

12. PROCEDURE FOR DISCIPLINE

12.01 The procedures for the administration of Discipline of Pastors or Members is set out in Chapter 9 of The Manual. Any individual who has been Disciplined shall be provided the right of appeal to the next level of jurisdiction within The Free Methodist Church in Canada, which is currently the General Conference. Such an appeal shall be administered in accordance with Chapter 9 of The Manual.

13. MEETING OF MEMBERS

13.01 Annual Financial Statements – Not later than twenty-one (21) days and not more than sixty (60) days before the Annual Meeting of Members, the Church shall send to the Members a copy of the comparative annual financial statements, the annual budget for the year preceding the annual financial statements which have been provisionally approved by the Official Board and such other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Church reproducing the information contained in the documents. Instead of sending the documents, the Church may send a summary to each Member along with a notice informing the Members of the procedure for obtaining a copy of the documents themselves free of charge. The Church is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

13.02 Annual Meetings of Members - There shall be an Annual Meeting of Members each year at such time and place in Canada as determined by the Official Board but no later than eighteen (18) months after the Church was incorporated and subsequently, not more than fifteen (15) months after holding the preceding Annual Meeting but no later than six (6) months after the end of the preceding financial year. The purpose of the Annual Meeting of Members will be to do the following:

- (a) receive necessary reports from the Officers, Committee Chair, the Pastor and the Board;
- (b) review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon, and approve and/or amend the budget that

has been provisionally approved by the Official Board prior to the Annual Meeting for the current fiscal year;

- (c) appoint the Auditors for the upcoming year;
- (d) elect Members to the Official Board as required for the year;
- (e) elect Delegates to the next General Conference of The Free Methodist Church in Canada or authorize the Official Board to appoint Delegates in accordance with The Manual;
- (f) elect Members to Officer positions as required for the ensuing year or authorize the Official Board to appoint Officers as required from the Official Board in accordance with The Manual;
- (g) elect Members to Committees as required for the next year unless otherwise provided for by local policy adopted by the Society;
- (h) elect Members to the Nominating Committee; and
- (i) transact any other necessary business.

13.03 Other Special Meetings - At the request of the Pastor or a majority of either the Official Board, or upon the written request of Members carrying not less than five percent (5%) of voting rights, other Special Meetings of Members shall be called and convened within twenty-one (21) to sixty (60) days of the request for the purposes stated in the meeting requisition. If the Official Board does not call a meeting within twenty-one (21) days of receiving the request, any Member who signed the request for the meeting may notify the Bishop or his designate to call the meeting and who will do so within the time periods provided for herein.

13.04 Notice of Members Meeting - Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting and the Public Accountant/Auditor by one of the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (c) notice is affixed to a notice board of the Church upon which announcements are regularly posted no later than 30 days before the date of the meeting; or

- (d) where the Church has more than 250 members, by publication at least once in a publication of the Church that is sent to all its Members, during a period of 21 to 60 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

- 13.05 Waiver of Notice - A Member may waive notice of a Meeting of Members and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person attends a Meeting of Members for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 13.06 Place of Members' Meeting – Unless otherwise determined by the Board of Directors, meetings of the Members will be held at the Church.
- 13.07 Persons Entitled to be Present at Members' Meetings – The only Persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, including the Directors and the public accountant of the Church and such 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 Board or by resolution of the Members unless otherwise provided for by the policies of the Church.
- 13.08 Omission of Notice – The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non receipt of any notice by any Member or by the Auditor of the Church shall not invalidate any Resolution passed or proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity. Objections must be in writing to the Chairperson and be submitted prior to the approval of the minutes of the meeting in question.
- 13.09 Quorum - A quorum for an annual, special election, or other special Meeting of Members shall be constituted by forty percent (40%) of the total Membership of the Church but not including those Members whose Membership is deemed revoked in accordance with the provisions of Section 7.04, immediately prior to the time of the meeting in question. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote shall adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 13.04 with regard to notice shall apply to such adjournment. If a quorum is present at the opening of a meeting, the Members may proceed with the business of the meeting even if a quorum is not present throughout the Meeting.

- 13.10 Chair - The Chair of the Official Board (or in his absence, the Vice-Chair of the Official Board) shall act as Chair of all Meetings of Members and shall only be entitled to vote in: (a) the event of an equality of votes (in which event the Chair shall have the casting vote), or; (b) in the event of a secret ballot.
- 13.11 Majority Vote - At all annual and special Meeting of Members, every question shall be determined by Resolution, being a simple majority vote of fifty percent (50%) plus one (1) of those Members voting who are present, unless otherwise provided for by the Act or elsewhere in the General Operating By-law or The Manual.
- 13.12 Voting Procedure - Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a ballot is required by The Manual or requested as stated below. In the case of an equality of votes, the Chair of the Meeting of Members, either by a show of hand or by ballot, as applicable, has the casting vote. At any Meeting of Members unless a ballot is provided, a declaration by the Chair that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held upon the request of any Member and shall be taken in such manner as the Chair directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn. Secret ballots shall be destroyed at the conclusion of the Meeting.
- 13.13 Voting Rights and Proxies - All votes at any Meeting of Members may only be given personally. No proxy voting will be permitted. Members not physically present at a Meeting of Members shall not be entitled to attend such meeting by electronic or other means.
- 13.14 Procedural Code - ***Robert's Rules of Order*** in the latest edition shall be the standard of parliamentary procedures for all Meeting of Members, meetings of the Official Board, and all Committee Meetings.
- 13.15 Adjournment - The Chair may with the consent of the Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original Meeting of Members in accordance with the notice calling the same.
- 13.16 Notice re Financial Statements – Pursuant to Section 175(2) of the Act, the Church shall give notice to the Members in accordance with Section 13.04 of this By-law that the financial statements of the Church, the Auditors report and such other financial information required to be provided to the Members pursuant to the Act, are available at the Church office and on request, any Member may obtain a copy free of charge.

PART III - OFFICIAL BOARD

14. DEFINITION OF OFFICIAL BOARD

14.01 The spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Official Board. It shall consist of no fewer than three (3) and no more than fifteen (15) Members of the Church as determined by the Members at the Annual Meeting of Members. For purposes of the Act, the Official Board shall be deemed to be the Board of Directors and in this regard an Official Board member shall be deemed to be a Director of the Church.

15. PROVISIONAL OFFICIAL BOARD

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

16. QUALIFICATION FOR OFFICIAL BOARD

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

- (a) the Person must be a Member in good standing;
- (b) the Person must have an active involvement within the Church;
- (c) the Person must fulfill the spiritual qualifications outlined in Paragraph 630.3.3.1 of The Manual;
- (d) the Person must be in full agreement with the Constitution;
- (e) the Person must recognize that membership on the Official Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (f) the Person must recognize that membership on the Official Board is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed;
- (g) the Person must not be an employee of the Church or otherwise receive any remuneration in any other capacity provided, should a Person receive remuneration from the Church and such remuneration is authorized by Court Order, he shall not be disqualified from being a Director or candidate to become a Director; and
- (h) the Person must not be the Auditor or the spouse of the same.

- 16.02 Composition of the Official Board - The Official Board shall consist of not less than fifty one percent (51%) of Members who are residents of Canada and not more than forty-nine percent (49%) of Members who are “*related persons*” for purposes of the *Income Tax Act* of Canada.
- 16.03 In accordance with the provisions of the Act, five percent (5%) or more of the Members who have signed a proposal shall be entitled to nominate a candidate for election as a Member of the Official Board provided such candidate consents in writing to the nomination, fulfils all the qualifications of an Official Board Member as set out in Section 16.01 and the Nominating Committee has confirmed the candidate is so qualified.
- 16.04 Where Members intend to nominate a candidate, they shall make every effort to provide the name of such candidate to the Nominating Committee in sufficient time to enable the Nominating Committee to consider the eligibility of the candidate prior to its preparation of a slate of nominees for election in accordance with Section 36.02.
- 16.05 In the event the candidate is qualified to be a Member of the Official Board but the name of the candidate is not included in the slate of nominees, the Members shall be entitled to nominate such candidate from the floor at the Annual Meeting of Members.

17. NUMBER AND ELECTION OF OFFICIAL BOARD

- 17.01 The Official Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the Official Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by ordinary Resolution or, if the ordinary Resolution empowers the Directors to determine the number, by resolution of the Official Board. The minimum number of Directors may not be fewer than three (3). At least two (2) of the Directors must not be officers of the Corporation or its affiliates. The Pastor unless otherwise directed by the Official Board shall be given notice of all meetings of the Official Board, be entitled to fully participate at such meetings but shall not have the right to vote and be entitled to copies of the Minutes of such meetings unless the Official Board otherwise determines for specific meetings or parts thereof.

18. TERM OF OFFICE OF OFFICIAL BOARD

- 18.01 One-third (1/3) of the Directors shall be elected annually and the Persons elected as a member of the Official Board shall hold office for a term of two (3) years. Upon the initial election of Directors following incorporation, one-third (1/3) of the Directors shall be elected for a one (1) year term, one-third (1/3) for a two year term and one-third (1/3) for a three year term. Thereafter, all Directors shall be elected for a full three year term.

19. MAXIMUM TERM OF OFFICIAL BOARD

- 19.01 No member of the Official Board shall be elected for more than two (2) consecutive full three (3) year terms unless the Church Membership votes by a two-thirds (2/3rds) majority to permit him to be elected for an additional consecutive three (3) year term or

part thereof, if applicable, where the Church Membership believes that extraordinary circumstances warrant such extension of the maximum term.

- 19.02 Upon the completion of the maximum term on the Official Board, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Official Board is restored.

20. AUTHORITY OF OFFICIAL BOARD

20.01 General Authority - The Official Board shall be responsible for the overall spiritual, administrative and temporal affairs of the Church as the controlling Board of the Church and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by its Articles of Incorporation, the Act, or otherwise authorized to do. Unless otherwise prohibited by the Act, all actions of the Official Board shall be in accordance with the rules and requirements of The Manual.

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

- (a) to exercise overall responsibility over the day to day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget referred to in Section 46.01 through Section 46.03;
- (b) to formulate and recommend Policy Statements as defined in Section 43.01 to the Membership in conjunction with the Pastor and to implement those Policy Statements;
- (c) to respect the authority of the Pastor and the Associate Pastors to provide spiritual leadership for the Church and to co-operate with the Pastors and Associate Pastors in implementing such ministries and programmes as are determined appropriate in support of such spiritual leadership;
- (d) to oversee the Discipline of Members and other Persons who regularly attend the programs and ministries of the church in accordance with the direction of the Pastors pursuant to the procedures set out in the General Operating By-law;
- (e) to ensure that all Employees of the Church, including any Associate Pastors, are accountable to the Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and are in full agreement with and subject to the authority of the Church pursuant to the Constitution;
- (f) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Church;

- (g) to appoint such Agents and engage such Employees (with the exception of the Pastoral staff) as it deems necessary from time to time and such Persons shall have such authority and shall perform such duties as shall be prescribed by the Official Board at the time of such appointment;
- (h) to prescribe such Rules and Regulations not inconsistent with The Manual and this General Operating By-law relating to the management and operations of the Church as the Board determines appropriate;
- (i) to generally exercise such power and to do such other acts and things as the Church is by The Manual, its Articles of Incorporation, the Act, By-laws, or otherwise authorized to exercise and do by By-law;
- (j) Prior to the Annual Meeting of Members, the Official Board is authorized to act on the provisional budget prepared by it for the new fiscal year even though not yet approved by the Members.

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

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

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

20.06 Conflict of Interest - No member of the Official Board shall place himself in a position where there is a conflict of interest between his duties as an Official Board member and his other interests. Every one who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement with a member of his family (with "family" defined as spouse, father, mother, child, brother or sister, or spouse of such family members) or by the involvement of his or her partner, business associate or corporation that the Official Board member is involved with as either a Director, shareholder, officer, employee or agent, then such member of the Official Board shall declare his conflict of interest fully at a meeting of the Official Board and shall withdraw from any discussion or vote thereon. The Minutes shall document the declaration of the conflict of interest and the absence of the Person from

all discussions and voting on the matter giving rise to the conflict of interest. If such proposed contract, transaction or arrangement is approved by the Board, such member of the Board shall immediately resign from membership on the Official Board unless otherwise able to demonstrate to the satisfaction of the Official Board that he will not receive a direct or indirect benefit from such proposed contract, arrangement or transaction.

- 20.07 Financial Disclosure – The members of the Official Board shall place before the Members at every annual Members Meeting the prescribed comparative financial statements that comply with the provisions of the Act or its regulations together with the report of the Auditor who shall be a Public Accountant.
- 20.08 Election of Delegates – Local Church Delegates to the General Conference of the Free Methodist Church in Canada shall be elected in accordance with the provisions of The Manual.

21. RESIGNATION FROM OFFICIAL BOARD

- 21.01 If the personal circumstances of any member of the Board make it difficult for that member to devote the necessary time or energy to the work of the Board, then that member of the Board shall be free to resign from the Board without embarrassment or stigma regardless of the remainder of the term of that member.
- 21.02 If for any reason a member of the Board chooses to resign, then that member shall give thirty (30) days written notice, if possible, to the Chair of the Board who in turn shall call it to the attention of the Board who shall then have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation shall set out the reasons for the departure of the member from the Board.

22. VACANCY ON OFFICIAL BOARD

- 22.01 The position of a member of the Official Board shall be automatically vacated if any of the following situations occur:
- (a) such member resigns his position as a member on the Board by delivery of the written resignation to the Chair of the Board;
 - (b) such member no longer fulfills all the qualifications of an Official Board member as set out in Section 16.01;
 - (c) such member is found to be mentally incompetent or of unsound mind;
 - (d) such member becomes bankrupt;
 - (e) such member ceases to be a Member of the Church;

- (f) such member has been found guilty of unchristian conduct or violation of his membership vows in accordance with the procedures for discipline of lay members outlined in The Manual;
- (g) such member is determined by a seventy-five percent (75%) majority vote of the Members voting who are present at a Meeting of Members duly called for that purpose to be unfit to hold office as a member of the Board for any reason;
- (h) such member dies; or
- (i) such member fails to attend fifty (50%) percent of the duly convened meetings of the Board in any twelve (12) consecutive month period.

22.02 If any vacancies should occur for any reason as set out in Section 22.01 above, the Official Board, shall refer the vacancy to the Nominating Committee. The Nominating Committee shall provide a nominee or nominees who are qualified to fill such vacancy and, by a majority vote, the Official Board may elect a Member to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Board shall notify the Church Membership in the same manner in which notice is given for Membership Meetings.

22.03 If the number of Board members is increased during the year within the prescribed limit, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

23. OFFICIAL BOARD MEETINGS

23.01 Regular Meetings - Regular meetings of the Board shall be held at such time and place as shall be determined by the Chair of the Board but not less than six (6) times a year. The interval between meetings should not exceed two (2) months. The dates for the regular meetings shall be published in a schedule by the Chair of the Board and distributed to all members of the Board as soon as possible after each special election Meeting of Members.

23.02 Special Meetings - Special meetings of the Board may be called by the Chair of the Board upon written notice or upon written request of any three (3) members of the Board to the Chair who shall then give notice of a special meeting of the Board as soon as possible thereafter.

23.03 Notice of Meeting - All regular meetings shall be held in accordance with a Schedule published by the Chair. Special meetings of the Board shall be held on ten (10) days notice prior to such meeting or at the call of the Chair of the Board upon 24 hours' telephone notice in the event of an emergency.

23.04 Omission of Notice - The accidental omission to give notice of any meeting of the Board to or any irregularity in the notice of any such meetings, or the non-receipt of any notice by, any Board Member shall not invalidate any Resolution passed, or any

proceeding taken at such meeting, provided that no Board member objects to such omission or irregularity.

- 23.05 Waiver of Notice - A Board member may waive notice of a meeting of the Board and attendance of any Board member at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 23.06 Chair - The Chair of the Board shall be appointed by the members of the Board from among their members at the first Board meeting following the Annual Meeting of Members. The Chair shall serve for a term of one (1) year and shall be an Officer of the Church. The duties of Chair of the Board shall be those set out in Section 29.01 herein.
- 23.07 Quorum - A quorum for a meeting of the Board shall be a majority of the members of the Board.
- 23.08 Voting Rights - All members of the Board shall each have one (1) vote. In the event of a vote by secret ballot, the Chair shall have the right to vote on the matter being voted upon, but should the Chair so vote, the Chair shall not have a second or tie-breaking vote in the event of a tie vote. When the vote is by show of hands, the Chair shall have the right to vote to make or break a tie vote. The Chair shall have the right to abstain from voting.
- 23.09 Minutes - The Board shall keep written minutes of each meeting. The Secretary shall prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Board.
- 23.10 Meetings by Telephone or Electronic Means - If all of the members of the Official Board consent thereto generally or in respect of a particular meeting, one or more members of the Official Board may participate in a meeting of the Official Board by means of a telephone conference call or by other electronic means that permits each Official Board member to communicate adequately with each other, provided that:
- (a) the Official Board has passed a Resolution addressing the mechanics of holding such Official Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
 - (b) each Official Board member has equal access to the specific means of communication to be used; and

- (c) each Official Board member has consented in advance to the meeting by telephone or electronic means using the specified means of communication proposed for the meeting of the Official Board.

23.11 Confidentiality - Every Official Board member, as well as every Officer, Committee Member, Employee or Volunteer shall respect the confidentiality of matters brought before the Board or before any other 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.

PART IV - PASTOR, ASSOCIATE PASTORS AND STAFF

24. DEFINITION AND DUTIES OF THE PASTOR

24.01 The Pastor shall be the primary spiritual overseer of the Church. The duties and rights of the Pastor shall be as follows:

- (a) the duty to provide spiritual leadership for the Church and to work in co-operation with the Board in implementing such spiritual leadership;
- (b) the duty to work in conjunction with the Board in formulating and recommending Policy Statements 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, provided that the hiring or removal of staff members, including Associate Pastors, shall require the approval of the Board in accordance with the General Operating By-law;
- (d) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that the Pastor's lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles or The Manual;
- (e) the duty to be in full agreement with, uphold and be subject to the Constitution; and
- (f) the right to receive notification and minutes of all meetings of the Board, to be present and fully participate at all such meetings, provided that the Pastor shall not be a member of the Board nor have a vote thereon and shall not be present 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 his position.

25. DEFINITION AND DUTIES OF ASSISTANT/ASSOCIATE PASTORS

25.01 If the Pastor requests in conjunction with the Board, and upon Resolution of the Membership, Assistant/Associate Pastors may be appointed by the Ministerial Education Guidance and Placement Committee of the General Conference for the purpose of undertaking such ministries as the Pastor and the Board determines are necessary for the Church. The duties of an Assistant/Associate Pastor shall be as follows:

- (a) the duty to fulfill the ministry description established for the Assistant/Associate Pastor position by the Board;
- (b) the duty to provide spiritual leadership to the Church and to work in conjunction with the Pastor and the Board in implementing such spiritual leadership;
- (c) the duty to work in conjunction with the Pastor and the Board in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
- (d) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 1:5-9, Titus 1:5-9, and I Peter 5:3-1 and to ensure that the Assistant/Associate Pastor's lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles or The Manual;
- (e) the duty to be in full agreement with, uphold, and be subject to the Church Constitution; and
- (f) the duty to be subject to the authority and direction of the Pastor.

26. APPOINTMENT AND CHANGE OF PASTORAL STAFF

26.01 All Pastoral Staff, including the Pastor, Senior Pastor or Assistant/Associate Pastor(s), shall be appointed and shall be changed in keeping with the procedures outlined in The Manual.

27. TERMS OF EMPLOYMENT OF STAFF MEMBERS

27.01 In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member (which shall be deemed to include the Pastor and Associate Pastors, all other Employees of the Church, and all ongoing contract or deputation workers, where applicable) shall review and sign a letter of understanding with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the staff member recognizes and agrees that employment or ongoing contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour

according to the standards (convictions) of the General Conference of the FMCC, as outlined in The Manual of the FMCC. As such, the staff member will be subject to the authority of the Church as expressed in the Constitution and The Manual, including provisions dealing with Discipline.

- 27.02 All staff members as defined above who are in whole or in part involved in ministries of the Church (such as the Pastor, Associate Pastors, Choir Director, Minister of Music, Youth Minister or Church Secretary) shall be required to give evidence that they are personally committed to Jesus Christ as Saviour.
- 27.03 All salaries for Pastors and staff will be reviewed by the Official Board annually with the resulting recommendations being submitted to the Finance Committee for consideration in preparing the annual budget.
- 27.04 The total of all salaries shall be reported in the Church budget. Individual salaries will not be discussed at Meetings of Members unless requested in writing by twenty percent (20%) of the total Membership of the Church.

PART V - OFFICERS AND EMPLOYEES

28. OFFICER POSITIONS

28.01 Mandatory Officers - The Officers of the Church shall be:

- (a) the Chair of the Official Board, who shall be a Director;
- (b) the Vice-Chair of the Official Board, who shall be a Director;
- (c) the Secretary, who shall also be a Director; and
- (d) the Treasurer, who shall also be a Director.

29. DEFINITION OF OFFICERS

29.01 Chair - The duties of the Chair shall be as follows:

- (a) for purposes of the Act, to act as Chair of the Church for corporate purposes;
- (b) to call meetings of the Official Board and the Membership;
- (c) to prepare the agenda in consultation with the Pastor for all meetings of the Official Board and the Membership;
- (d) to preside at all meetings of the Official Board as Chair of the Board;
- (e) to preside at all Meeting of Members as Chair;

- (f) to report at each annual Meeting of Members concerning the operations of the Church and, as required on other occasions, speak on behalf of the Official Board at the request and direction of the Official Board;
- (g) to ensure the fairness, objectivity and completeness of matters occurring at such meetings;
- (h) to conduct such meetings in a prayerful manner seeking the guidance of Jesus Christ in all matters of the Church;
- (i) to be permitted to express an opinion on any matter discussed at the Official Board;
- (j) to vote only when a deciding vote is necessary at any meeting of the Official Board;
- (k) to ensure that all directives and Resolutions of the Official Board are carried into effect;
- (l) to perform such other duties as may from time to time be determined by the Official Board or the Membership; and
- (m) in the absence of the Chair, his duties shall be performed by the Vice-Chair who is selected by the Official Board from among its members.

29.02 Vice-Chair – In the event that the Chair is not able to function in his position, then the Chair shall be replaced by the Vice-Chair who shall exercise all of the authority and comply with all of the obligations of the Chair. The Vice-Chair shall be selected by the Official Board from among its members.

29.03 Secretary - The duties of the Secretary shall be as follows:

- (a) to faithfully note and record all of the business of Meeting of Members and Board Meetings and present the minutes of previous Meeting of Members and Board Meetings when called upon to do so;
- (b) to conduct all correspondence on behalf of the Church arising out of such meetings;
- (c) to publish the time and place for all Members Meetings with due notice;
- (d) to be the custodian of the seal, if any, of the Church which he shall deliver only when authorized by Resolution of the Official Board to do so and to such Person or Persons as may be named in the said Resolution;
- (e) to be the custodian of all papers and documents of the Church;

- (f) to keep the records of the Church Membership, including admissions, resignations, removals, deaths and deletions therefrom;
- (g) to give an annual written summary of the records of the Church Membership and changes thereto for inclusion in the annual report;
- (h) to maintain a record of Church baptisms;
- (i) not to be an Auditor or the spouse of the same;
- (j) to carry out such other duties as directed from time to time by the Official Board or by the Membership; and
- (k) in his absence, the duties of the Secretary shall be performed by such other Member who is temporarily acceptable to the Official Board upon a Resolution of the Board.

29.04 Treasurer - The duties of the Treasurer shall be as follows:

- (a) disbursing monies on behalf of the Church, provided that the Treasurer should not, as much as possible, keep any envelope records, which is to be the responsibility of another Member appointed by the Membership or alternatively by the Board;
- (b) keeping an accurate cheque register;
- (c) issuing and signing cheques on behalf of the Church;
- (d) maintaining payroll records;
- (e) maintaining accounts payable records;
- (f) paying all accounts and authorized expenses by cheque whenever practical and possible;
- (g) investing funds belonging to the Church as directed by the Board;
- (h) the collection of monies received by the Church;
- (i) deposit of the monies received by the Church into the proper bank accounts;
- (j) keeping an 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 the following:
 - (i) recording the Church income and receipts;
 - (ii) recording the Church fund disbursements;

- (iii) preparation of monthly bank reconciliations; and
 - (iv) preparation of monthly financial statements.
- (k) keeping an accurate record of all contributions made through envelopes to the general, building and other funds of the Church as exist from time to time; and
 - (l) ensuring that no member of the Official Board receives any remuneration from the Church, except where specifically permitted by law, unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
 - (m) not to be the Auditor or the spouse of the same;
 - (n) carrying out such other duties as directed from time to time by the Official Board or the Membership; and
 - (o) in his absence, the duties of the Treasurer shall be performed by such Member who is temporarily acceptable to the Official Board upon a Resolution of the Official Board.

30. DELEGATION OF DUTIES OF OFFICERS

30.01 Unless otherwise provided for by the Official Board of Directors, the Officers of the Corporation 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 Official Board in relation to the duties that have been so delegated and such delegation has been approved by the Official Board.

31. QUALIFICATIONS FOR OFFICERS

31.01 A Person may be considered for election or appointment as an Officer of the Church if he fulfills all of the following qualifications:

- (a) the Person must be a Member in good standing;
- (b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) the Person must have an active involvement within the Church;
- (d) the Person must be in full agreement with the Constitution;

- (e) the Person must recognize that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services; and
- (f) Person must comply with all of the duties and restrictions of their respective Officer positions as set out in this General Operating By-law.

32. ELECTION AND APPOINTMENT OF OFFICERS

- 32.01 The Secretary and the Treasurer shall be elected by the Members at the Annual General Meeting of Members from a slate of nominations presented by the Nominating Committee or the Members may authorize the Official Board to appoint such officers from among its members at the first Official Board Meeting following the Annual Meeting of Members.
- 32.02 The Chair of the Board and the Vice-Chair shall be elected by the members of the Official Board from among its members at the first Official Board meeting following the Annual Meeting of Members.

33. TERM AND MAXIMUM TERM OF OFFICERS

- 33.01 All Officers shall serve for a one (1) year term of office.
- 33.02 No Officer shall be elected or appointed for more than six (6) terms in the same Officer position unless the Membership votes to permit an Officer to be elected or appointed for an additional consecutive term and provided that the election shall be by at least a two-thirds (2/3rds) majority.
- 33.03 Upon the completion of the maximum term for the same Officer position, a minimum of a one (1) year absence is required before eligibility for re-election or re-appointment to the same Officer position is restored.

34. RESIGNATION OF OFFICERS

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

35. VACANCY

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

- (a) such Officer resigns his office by delivery of a written resignation to the Board;
- (b) such Officer no longer fulfills all the qualifications of an Officer as set out in Section 31.01;
- (c) such Officer is found to be mentally incompetent or of unsound mind;
- (d) such Officer becomes bankrupt;
- (e) such Officer ceases to be a Member of the Church;
- (f) such Officer has been found guilty of unchristian conduct or violation of his membership vows in accordance with the procedures for discipline of lay members outlined in The Manual;
- (g) such Officer is determined by an seventy-five percent (75%) majority vote of the Members who are present in person at a special Meeting of Members called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
- (h) such Officer dies.

35.02 If any vacancies should occur for any reason as set out in Section 35.01 above, the Board, by Resolution, may by appointment, fill the vacancy during the remaining term.

PART VI - COMMITTEES

36. NOMINATING COMMITTEE

36.01. Establishment of Nominating Committee - The Church shall establish the Nominating Committee consisting of a minimum of three (3) and a maximum of seven (7) Members of the Church who shall be elected by a Resolution of the Members at the Annual Meeting of Members. The Pastor shall be an ex officio member of the Committee.

36.02 Duties of the Nominating Committee – The Nominating Committee shall have the following duties:

- (a) to prepare and submit a slate of nominees for elections at the next Annual Meeting of Members. The slate of nominations shall include nominations for the Official Board, Officers, Committee members and other Church positions as the Official Board determines are needed from time to time;
- (b) to ensure that all persons being nominated are qualified and as such obtain the consent of all nominees before presenting their names to the Church; and
- (c) to post a list of its nominees at least two (2) Sundays prior to the annual Meeting of Members. Additional nominations may be made in writing and signed by two (2) Members whose names are on the active Members' roll of the Church and have the consent of the nominee and have provided such nomination to the Secretary not later than the Sunday immediately before the annual Meeting of Members.

Nothing herein shall preclude a Member from making a nomination of a candidate for a member of the Official Board at the Annual Meeting of Members provided the Person so nominated has the required qualifications for a member of the Official Board as determined by the Nominating Committee or the Official Board at the Meeting at which the nomination is made.

36.03 Qualification For Membership on Nominating Committee - A Person may be considered for election to a Nominating Committee if he fulfills all of the following qualifications:

- (a) the Person must be a Member in good standing;
- (b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) the Person must have an active involvement within the body of the Church;
- (d) the Person must be in full agreement with the Constitution;
- (e) the Person acknowledges that membership on such Nominating Committee shall be served without remuneration, provided that a Nominating Committee member may be paid reasonable expenses incurred in the performance of the duties of a Nominating Committee member.

36.04 Term of Office on Nominating Committee - The term of office on the Nominating Committee shall be for a period of three (3) years from the date of appointment until the date of the next annual Meeting of Members.

- 36.05 Maximum Term of Nominating Committee Members – No appointed Members of the Nominating Committee may serve for more than two (2) consecutive terms on the Nominating Committee without a minimum of a one (1) year absence from the Nominating Committee, after which time such Person shall be eligible for re-appointment to the Nominating Committee.
- 36.06 Removal of Nominating Committee Members - Any member of the Nominating Committee may be removed for any reason by a Resolution of the Members at a Membership meeting duly called for that purpose.
- 36.07 Filling a Vacancy on the Nominating Committee - A vacancy occurring from such removal or from a resignation of membership on the Nominating Committee shall be filled by an election by the Members. If a vacancy occurs between the Annual Meeting of Members, the vacancy shall be filled by Resolution of the Official Board.
- 36.08 Quorum – A majority of the members of the Nominating Committee constitutes a quorum for the transaction of business at any meeting of the Nominating Committee
- 36.09 Chair – The Chair of the Nominating Committee shall be elected from among the membership of the Nominating Committee for the balance of that person's term of office on the Nominating Committee.
- 36.10 Notice of Meeting – Meetings of the Nominating Committee shall be held at such times determined by the Chair, provided that 24 hours' personal, telephone, electronic, including facsimile transfer or e-mail, notice of such meeting shall be given to each member of the Nominating Committee. Notice of the meeting may be waived by any Nominating Committee Member.
- 36.11 Place of Meetings – Meetings of the Nominating Committee shall be held at a place designated by the Chair in the notice calling the meeting.
- 36.12 Meetings by Telephone or Electronic Means – If a majority of the members of the Nominating Committee consents, either at a Committee meeting by Resolution or by consents signed individually by majority of the members of the Nominating Committee, a meeting of the Nominating Committee may be held by telephone conference call or by other electronic means that permits each Nominating Committee Member to communicate adequately with each other, provided that:
- (a) the Official Board has passed a Resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - (b) each Nominating Committee member has equal access to the specific means of communication to be used; and

- (c) each Nominating Committee member has consented in advance to meeting by electronic means using the specific means of communication proposed for such meeting.

36.13 Voting Procedures – Questions arising at any meeting of the Nominating Committee shall be decided by a majority of the Committee Members present and voting. A Committee Member shall be considered to be present at such meeting if he attends such meeting in person, by telephone conference call or by other electronic means. In the event of an equality of votes, the Chair of the Nominating Committee shall have a second or casting vote.

36.14 Secretary of Nominating Committee – The secretary of the Nominating Committee shall be determined by Resolution of the Nominating Committee Members.

36.15 Minutes of Meeting – Minutes shall be kept of all Nominating Committee meetings and a copy of such Minutes shall be provided to the Official Board upon request.

37. FINANCE COMMITTEE

37.01 Establishment of the Finance Committee - The Board may establish a Finance Committee consisting of a minimum of three (3) Members and a maximum of seven (7) Members, including the Treasurer.

37.02 Duties of the Finance Committee - The Finance Committee shall have the following duties:

- (a) to propose financial policies and protocols and, once approved by the Official Board, ensure that they are implemented;
- (b) to prepare, prior to the end of the fiscal year in consultation with the Chair of each other major committee an annual budget for the upcoming year. Such budget shall be presented to the Official Board for provisional approval prior to the beginning of the next fiscal year;
- (c) to make recommendations to the Official Board regarding investments;
- (d) to assist the Auditor in compiling financial information for the preparation of the audited financial statements;
- (e) to review the internal controls in the audit program of the Auditor;
- (f) to review the audited annual financial statements of the Church with the Auditor and Official Board;
- (g) to make recommendations to the Official Board with respect to the financial statements of the Church and the fees, if any, paid for audit services;

- (h) to forward financial statements and the annual budget to the Official Board which shall provisionally approve the annual budget prior to the end of the fiscal year;
- (i) to prepare each year, prior to the Annual Meeting of Members, audited comparative financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time and which shall be in compliance with the Act and the regulations;

The comparative financial statements and the provisionally approved budget shall be made available to the Members in accordance with Section 13.01 of this By-law; and

- (j) to carry out such other duties as determined by the Official Board.

37.03 Remuneration - Membership on the Finance Committee shall be served without remuneration, provided that a Finance Committee member may be paid reasonable expenses incurred in the performance of the duties of a Finance Committee member. Employees and paid service providers may attend Finance Committee meetings as resource people if so instructed by the Finance Committee.

37.04 Qualification for Membership on the Finance Committee – Unless otherwise provided for by local policy adopted by the Society, a Person may be considered for election to the Finance Committee if he fulfills all of the following qualifications:

- (a) the Person must be at least eighteen (18) years of age;
- (b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) the Person must have an active involvement within the Church;
- (d) the Person must be in full agreement with the Constitution; and
- (e) the Person should have knowledge and skills on matters of finance.

37.05 Term of Office on Finance Committee - A Member appointed to the Finance Committee shall hold office for a term of one (1) year and shall be eligible for re-appointment to the Finance Committee thereafter.

37.06 Removal. Any member of the Finance Committee may be removed for any reasons by a Resolution of the Board.

37.07 Filling Vacancy on Finance Committee - A vacancy occurring from such removal or from a resignation of membership on the Finance Committee may be filled by the Board.

- 37.08 Quorum - A majority of the members of the Finance Committee constitutes a quorum for the transaction of business at any meeting of the Finance Committee.
- 37.09 Chair - The Chair of the Finance Committee shall be elected from among the membership of the Finance Committee at the first meeting of the Committee at the first meeting of the Committee following the Annual Meeting of Members. Neither the Treasurer nor the Auditor may be the Chair of the Finance Committee.
- 37.10 Notice of Meeting - Meetings of the Finance Committee shall be held at such times determined by the Chair of the Finance Committee, provided that 24 hours' personal, telephone, electronic, including facsimile transfer or e-mail, notice of such meeting shall be given to each member of the Finance Committee. Notice of meeting may be waived by any member of the Finance Committee.
- 37.11 Place of Meetings - Meetings of the Finance Committee shall be held at the registered office of the Church or at any other place as designated by the Chair in the notice calling the meeting.
- 37.12 Meetings by Telephone or Electronic Means - If a majority of the Finance Committee consents, either at a Finance Committee meeting by Resolution or by consents signed individually by majority of the Finance Committee, a meeting of the Finance Committee may be held by telephone conference call by other electronic means that permits each Finance Committee Member to communicate adequately with each other, provided that:
- (a) the Official Board has passed a Resolution addressing the mechanics of holding such Finance Committee meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - (b) each Finance Committee Member has equal access to the specific means of communication to be used; and
 - (c) each Finance Committee Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the Finance Committee meeting.
- 37.13 Voting Procedures - Questions arising at any meeting of the Finance Committee shall be decided by a majority of the members of the Finance Committee present and voting. A member shall be considered to be present at a meeting of the Finance Committee if he attends such meeting in person, by telephone conference call or by other electronic means. In the event of an equality of votes, the Chair of the Finance Committee shall have a second or casting vote.
- 37.14 Secretary of the Finance Committee - The secretary of the Finance Committee shall be determined by Resolution of the members of the Finance Committee.

37.15 Minutes of Meeting - Minutes shall be kept of all Finance Committee meetings and a summary report of such meetings shall be presented to the Official Board upon request.

38. OTHER COMMITTEES

38.01 Establishment of Other Committees - The Board of Directors may by Resolution establish such other Committees, including Standing Committees and Ad Hoc Committees, as it determines necessary from time to time. The number and composition of members on each Committee and the mandate of such Committee may be determined by Resolution of the Official Board from time to time. At least a majority of Persons serving on any Committee of the Church shall be Members.

38.02 Duties of Other Committees - The specific duties of each Committee arising from the mandate given by the Board shall:

- (a) be determined by such Committee in writing and approved by the Board;
- (b) include the keeping of minutes of each meeting;
- (c) be task orientated;
- (d) be to report and make recommendation to the Board as requested by the Board; and
- (e) require that the Chair of each Committee shall, if so requested by the Official Board, submit a report on that Committee's activities over the past year at the annual Meeting of Members; and

38.03 Remuneration - Membership on such Committee shall be served without remuneration, provided that a Committee Member may be paid reasonable expenses incurred in the performance of the duties of a Committee Member.

38.04 Qualifications for Membership on Other Committees - A Person may be considered for appointment to a Committee if he fulfills all of the following qualifications:

- (a) the Person must be at least sixteen (16) years of age or older;
- (b) unless otherwise determined by the Board, the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) the Person must have an active involvement within the body of the Church; and
- (d) the Person must be in full agreement with the Constitution.

38.05 Election or Appointment of Members to Other Committees – The election and/or appointment of Committee members shall be in accordance with the policies of the Church in force from time to time.

- 38.06 Removal of Committee Members – The Official Board may remove any member from any Committee for any reason upon a majority vote of the Board.
- 38.07 Filling Vacancy on a Committee – The Official Board can fill the vacancy on any Committee but if so instructed, the Chair of the Committee may refer the vacancy to the Nominating Committee. If requested, the Nominating Committee shall provide the name or names of one or more nominees whereupon the Committee shall elect and/or appoint a nominee to fill the vacancy.
- 38.08 Quorum - A majority of the members of each Committee constitutes a quorum for the transaction of business at any meeting of such Committee.
- 38.09 Chair - The Chair of each Committee shall be appointed from amongst the membership of the particular Committee at the first meeting of the Committee following the annual Meeting of Members, for the balance of that Person's term of office on the Committee.
- 38.10 Notice of Meeting - Meetings of each Committee shall be held at such times determined by the Chair, provided that 24 hours' written, telephone, electronic, including facsimile transfer or e-mail, notice of such meeting, shall be given to each member of the Committee. Notice of meeting may be waived by any member of the Committee.
- 38.11 Place of Meetings - Meetings of each Committee shall be held at the Church or at any other place as designated by the Chair in the notice calling the meeting.
- 38.12 Meeting by Telephone or Electronic Means - If a majority of each Committee consents, either at a Committee meeting by Resolution or by consents signed individually by majority of each Committee, a meeting of a Committee may be held by telephone conference call or by other electronic means that permits each Committee Member to communicate adequately with each other, provided that:
- (a) the Official Board has passed a Resolution addressing the mechanics of holding such Committee meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - (b) each Committee Member has equal access to the specific means of communication to be used; and
 - (c) each Committee Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the Committee meeting.
- 38.13 Voting Procedures - Questions arising at any meeting of each Committee shall be decided by a majority of the members of the Committee present and voting. A member shall be considered to be present at a meeting of the Committee if he attends such meeting in person, by telephone conference call or by other

electronic means. In the event of an equality of votes, the Chair of the Committee shall have a second or casting vote.

- 38.14 Secretary of the Committee - The secretary of each Committee shall be determined by Resolution of the members of the Committee.
- 38.15 Minutes of Meeting - Minutes shall be kept of all Committee meetings and a summary report of such meetings shall be presented to the Official Board upon request.

PART VII - PROTECTION AND INDEMNITY

39. PROTECTION AND INDEMNITY TO BOARD MEMBERS, OFFICERS AND OTHERS

- 39.01 Protection of Official Board Member, Officers and Others - Except as otherwise provided in the Act, no Official Board member, Officer, Member, Committee member or Employee shall be liable for the acts, receipts, neglects or defaults of any other Official Board member, Officer, Member, Committee member or Employee of the Church or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Directors, Officers or Committee members respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default.
- 39.02 Indemnity to Official Board Member, Officers and Others - Every Official Board member, Officer, Member, Committee member, Employee, Volunteer or other Person (with "Person in this Part to include Church, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) of the Church, and his heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Church, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Church from and against the following:
- (a) all costs, charges and expenses whatsoever that such Official Board member, Officer, Member, Committee member, Employee, Volunteer or other Person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Official Board member, Officer, Member, Committee member, Employee, Volunteer or other Persons

for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and

- (b) all other costs, charges and expenses that the Official Board member, Officer, Member, Committee member, Employee, Volunteer or other Person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

39.03 Indemnity to 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 General Operating By-law to the extent permitted by the Act or the law.

PART VIII - RELATIONSHIP WITH THE FREE METHODIST CHURCH IN CANADA

40. INDEPENDENT ORGANIZATIONS

- 40.01 The Corporation confirms that it is an autonomous legal entity that operates independent of any other organization, corporation, association, partnership or trust.
- 40.02 The Corporation has voluntarily chosen to affiliate with The Free Methodist Church in Canada in pursuance of similar charitable objectives to operate in accordance with the same Articles of Religion. The Corporation is required to comply with the Manual.

41. ASSOCIATION AGREEMENT

- 41.01 The specifics of the association relationship between the Corporation and The Free Methodist Church in Canada are set out in an Association Agreement between the parties, as may be amended from time to time.

42. CHURCH ASSOCIATION

- 42.01 The Church shall be associated with such organizations and associations as the Members may determine from time to time by a two thirds (2/3rds) majority vote at a Meeting of Members duly called for that purpose.
- 42.02 Subject to the above, the Church shall be affiliated with The Free Methodist Church in Canada.

PART IX - POLICY STATEMENTS

43. POLICY STATEMENTS

- 43.01 Establishing Policy Statements - For the purpose of Part IX, a Policy Statement shall have the meaning as set out in Section 1.01(gg) of this By-law. In consideration of the ongoing need for the Church to provide policies, guidelines and directions to its Official Board members, Officers, Members, Committee members, Employees and Volunteers in pursuing the Objects of the Church, the Official Board may, by a two-thirds (2/3) majority vote, adopt Policy Statements on such matters as are deemed necessary from time to time. Upon adoption of a Policy Statement, it shall be deemed to be part of this General Operating By-law and the Constitution.
- 43.02 Presentation to Members – Upon the adoption of a Policy Statement, the Official Board shall inform the Members of the Policy Statement and provide a written or oral summary of such Statement at the next Meeting of Members following its adoption.

PART X - RULES, REGULATIONS AND GUIDELINES

44. RULES, REGULATIONS AND GUIDELINES

- 44.01 The Official Board or the Membership may adopt, amend, or repeal by Resolution, Rules, Regulations or Guidelines not inconsistent with this General Operating By-law or the Constitution relating to the management and operation of the Church as the Official Board or the Membership may deem appropriate from time to time provided such Rules, Regulations or Guidelines are not in conflict with The Manual.
- 44.02 Any Rule, Regulation or Guideline adopted by the Official Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent Resolution of the Board or the Membership, which Membership Resolution, if applicable, shall take priority over any conflicting Resolution of the Board.

PART XI - FINANCIAL MATTERS

45. FINANCIAL YEAR END

- 45.01 Unless otherwise ordered by the Official Board, the fiscal year end of the Church shall be the 31st day of December, in each year.

46. FINANCIAL STATEMENTS AND ANNUAL BUDGET

- 46.01 The comparative annual financial statements, the provisionally approved annual budget and such other financial records as referenced in Section 13.01 of this by-law shall be provided to the Members in accordance with the provisions of Section 13.01. The audited comparative financial statements for the preceding year shall be prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time and which shall be in compliance with the Act and the regulations thereunder.
- 46.02 The audited comparative financial statements and the provisionally approved annual budget together with the report of the Auditor together with any further information respecting the financial position of the Church and the results of its operation required by the Articles of Incorporation or By-laws shall be presented at the Annual Meeting of Members for approval by the Members by Resolution.

47. AUDITOR

- 47.01 At the annual Meeting of Members, the Members shall appoint a public accountant to be the Auditor for the Church to hold office until the next Annual Meeting of Members and to fulfill the following duties:
- (a) prepare comparative audited financial statements and report to the Members on the accuracy, completeness and fairness of such financial statements;
 - (b) report to the Members on any further information respecting the financial position of the Church and the results of its operation as required in Section 46.02; and
 - (c) carry out such duties as directed from time to time by the Official Board or by the Membership.
- 47.02 The Auditor is to be given formal notice of the annual Meeting of Member in accordance with the provisions of the Act.
- 47.03 The Auditor shall have all the rights and privileges and be subject to the provisions set out in the Act and shall perform the audit function as prescribed for therein.

48. BORROWING

- 48.01 Subject to the limitations set out in the Act, the Articles of Incorporation of the Church, The Manual, this By-Law and prior FMCC approval, the Board may:
- (a) borrow money on the credit of the Church;
 - (b) issue, sell or pledge securities of the Church; or

- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Church including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Church.

48.02 From time to time, the Official Board may authorize any Director or Officer of the Church to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Official Board may authorize and generally to manage, transact and settle the borrowing of money by the Church.

PART XII - GENERAL PROVISIONS

49. CORPORATE SEAL

49.01 A corporate seal is not required for the Church. When a corporate seal has been authorized by the Official Board, an impression thereof shall be stamped in the margin hereof, as changed by Resolution of the Board from time to time, and such seal shall be the seal of the Church.

50. EXECUTION OF DOCUMENTS AND CHEQUES

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

50.02 Cheques - All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officers, Board members or other Persons, whether or not an Officer or Board member of the Church as determined by the Resolutions of the Board.

51. SECURITIES FOR SAFEKEEPING

51.01 The securities of the Church shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Official Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Church signed by such Officer or Officers, Agent or Agents of the Church, and in such manner, as shall from time to time be

determined by Resolution of the Official Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Official Board shall be fully protected in acting in accordance with the directions of the Official Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

52. REGISTERED OFFICE

52.01 The registered office of the Church shall be in the Town of Courtice, in the Municipality of Clarington, in the Province of Ontario.

53. BOOKS AND RECORDS

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

54. NOTICE

54.01 For purpose of sending notice to any Member, Director or Committee member, the address of the Director, Member or Committee member shall be his last address recorded in the books of the Church, or if no address has been given therein, then to the last address as such Director, Member or Committee member known to the Secretary.

54.02 The signature of any Director or Officer of the Church to any notice or Document to be given by the Church may be written, stamped, typed written or printed or partly written, stamped, typed written or printed.

54.03 Where a given number of days notice is required to be given under the By-laws and the Act, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days, but shall include the date from which the notice is given.

54.04 The declaration of the Secretary or the Chair that notice has been given pursuant to this General Operating By-law shall be sufficient and conclusive evidence of the giving of such notice.

PART XIII - AMENDMENTS

55. AMENDMENTS TO THE ARTICLES OF INCORPORATION

55.01 Notwithstanding the Act, the Articles of Incorporation of the Church may be amended by a seventy-five percent (75%) vote of the Board voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Members voting who are present in person at a special Meeting of Members duly called for the purpose of considering the said amendment, provided that notice of such special Meeting of Members shall be given in accordance with the provisions of Section 13.04 of this By-law and

provided further that the notice shall state the proposed amendment and the purpose thereof. Any such amendment shall not be in conflict with The Manual.

56. AMENDMENTS TO BY-LAW

56.01 The By-laws of the Church not embodied in the Articles of Incorporation may be repealed or amended by By-law and enacted by a seventy-five percent (75%) vote of the Board voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Members voting who are present at a special Meeting of Members duly called for the purpose of considering the said By-law, provided that notice of such special Meeting of Members shall be given in accordance with the provisions of Section 13.04 of this By-law and provided further that the notice shall state the proposed amendment and the purpose thereof. No amendment to this By-law shall conflict with the provisions of subsection 197(1) (fundamental change) of the Act or be in conflict with The Manual.

57. APPROVAL OF THE FREE METHODIST CHURCH IN CANADA

57.01 Notwithstanding Sections 55 and 56, neither the Articles of Incorporation of the Church nor the By-Laws of the Church may be amended or in the case of the By-Laws, be repealed as adopted, without the written consent of The Free Methodist Church in Canada.

ENACTED this _____ day of _____, 20___ under the seal of the Church.

Per: _____
Chairperson

Per: _____
Secretary

IN WITNESS WHEREOF, we the Official Board of the Church have hereunto set our hands at the _____ of _____, in the _____ of _____, this _____ day of _____, 20___.

CONFIRMED by a seventy-five (75%) percent vote of Members of the Church this _____ day of _____, 20__.

Per: _____
Secretary