



OneChurch.to Governance Manual :

SOET, ByLaw and Articles of Incorporation

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Introduction

Welcome to the OneChurch.to Governance Manual.

This document is designed to serve as a comprehensive guide for the leadership, staff and members of OneChurch.to. It includes foundational principles, governing structures and important legal details necessary for the effective operation of the church. Through this manual we seek to provide clarity and transparency for our leaders and members, ensuring that all aspects of our church's operation - both spiritual and legal - are integrated and accessible.

This manual is composed of the following key components that define our identity and structure:

1. The Statement of Essential Truths

This section outlines the core theological beliefs and spiritual conviction that underpin our faith and mission. The Statement of Essential Truths has been developed by the Pentecostal Assemblies of Canada (PAOC) and serves as the doctrinal foundation upon which our community is built. It centres on the life, death and resurrection of Jesus and it is through Him that we are called to live out the gospel in our community and beyond. As a Pentecostal church, we affirm the power of the Holy Spirit and the importance of experiencing the presence and gifts of the Spirit in our lives.

By integrating the Statement of Essential Truths into our constitution, we affirm that our faith and our function are inseparable. Every decision, policy and initiative is rooted in these guiding principles, ensuring that OneChurch.to remains true to its calling to follow Jesus and fulfill Christ's mission in the world.

2. Church By-Laws

These sections provide the operational and legal framework for the church, ensuring that OneChurch.to's spiritual, mission and legal obligations are met.

The By-Laws define the operational framework of OneChurch.to, detailing leadership roles, decision-making processes and member responsibilities. They ensure OneChurch.to runs smoothly and in accordance with its mission and legal requirements.

3. The Articles of Incorporation, Amendment and Continuance

These are legal documents that formally establish OneChurch.to as a nonprofit religious entity, federally incorporated in Canada under relevant federal legislation (such as the Canada Not-for-profit corporations Act). These documents provide [OneChurch.to](#) with legal status and ensure the protection of its charitable and religious operations.

In addition to the three components of this Governance Manual set out above [OneChurch.to](#) recognizes the official [Positions and Practices](#) as set forth by the Pentecostal Assemblies of Canada which inform the teachings, leadership and moral conduct within the church.

Statement of Essential Truths



STATEMENT OF ESSENTIAL TRUTHS
Amended by General Conference, May 2022

ARTICLE 5 STATEMENT OF ESSENTIAL TRUTHS

PREAMBLE

This version of the Statement of Essential Truths represents the result of an extensive collaborative process to rephrase and refresh what is most essential to us. As before, we make no claim that this statement covers all biblical truth, nor that the human phraseology employed here is inspired. We recognize as we did at the outset of our movement that there is some diversity of theological thought among us, but we remain committed as a Pentecostal community to the historic creeds of the church, to evangelical convictions of faith, and to the Full Gospel that Christ is Saviour, Healer, Spirit-Baptizer, and Soon Coming King.

TRIUNE GOD

There is one God, the creator, who exists eternally in unity as three equal persons: Father, Son, and Holy Spirit.¹ The triune God is loving, holy, infinite, just, and worthy of all worship.²

The Father accomplishes his plan of salvation through both redemption and judgement.³ All things will be subject to him, and his kingdom will have no end.⁴

The Father sent the Son, the Lord Jesus Christ, who was conceived by the Holy Spirit and born of Mary when she was a virgin.⁵ Jesus became fully human while remaining fully God.⁶ Anointed by the Spirit, Jesus revealed the Father and the kingdom of God by his sinless life, teaching, and miracles.⁷ After he died for our sin, God raised him from the dead, and he is now at the right hand of the Father.⁸

The Holy Spirit proceeds from the Father through the Son and gives life throughout creation.⁹ The Spirit draws people to repentance and new life in Jesus Christ.¹⁰ Through the Spirit's indwelling, the Father and the Son are present to all believers, making them children of God.¹¹

BIBLE

The Bible, both Old and New Testaments, is the written revelation of God's character and saving purposes for humanity and for all creation.¹² As God's revelation, the entire Bible is true and trustworthy, and is the final and absolute authority for belief and conduct.¹³ The Holy Spirit who inspired the Bible enables its interpretation and application.¹⁴

¹ Matt 28:19; 2Cor 13:14

² Exod 34:6-7; Psa 99:4-5

³ Exod 6:6; Rom 1:16-18

⁴ Psa 103:19; Rev 11:15; Eph 1:10

⁵ Matt 1:18-25

⁶ John 1:1, 14; Col 1:19; Heb 2:17

⁷ John 1:32; 14:7-10; Luke 4:18-19

⁸ Acts 2:32-33; Rom 8:34

⁹ Psa 104:21-30; Acts 2:33

¹⁰ John 16:7-15

¹¹ Rom 8:14-17; 1John 3:24

¹² Psa 119; John 20:30-31; Rom 15:4

¹³ 2Tim 3:16-17; Heb 4:12

¹⁴ 2Pet 1:20-21; John 16:13; 1Cor 2:12-13

CREATION

God created and sustains the heavens and the earth,¹⁵ which display God's glory. Formed in the image of God, both male and female, humankind is entrusted with the care of God's creation as faithful stewards.¹⁶ As a result of human rebellion, sin and death entered the world, distorting the image of God and all of God's good creation.¹⁷

Angels were created as supernatural beings to worship and serve God.¹⁸ Along with Satan, some angels chose to rebel and oppose the purposes of God.¹⁹ Christ gives believers victory over Satan and these demons.²⁰

SALVATION

Salvation is available to all people by the loving, redemptive act of the triune God.²¹ Through obedience to the Father,²² Christ gave himself as a ransom.²³ Christ, who had no sin, became sin for us offering himself and shedding his blood on the cross so that in him we might become right with God.²⁴ The life, death, resurrection, and ascension of Christ²⁵ provide the way of salvation for those who, by God's grace, repent from their sin and confess faith in Jesus Christ as Lord.²⁶

Salvation means to receive the Spirit, to be forgiven, reconciled with God and others, born again, and liberated from sin and darkness, transferring the believer into God's kingdom.²⁷ Our experience of liberation includes healing — whether spiritual, physical, emotional, or mental — as a foretaste of our future, complete restoration.²⁸ Those who remain in Christ and do not turn away are assured of salvation on judgement day by the indwelling Holy Spirit,²⁹ who sanctifies and empowers believers for Christ-like living and service.³⁰

SPIRIT BAPTISM

On the Day of Pentecost, Jesus poured out the promised Holy Spirit on the church.³¹ As his return draws near, Jesus continues to baptize in the Holy Spirit those who are believers.³² This empowers them to continue his work of proclaiming with speech and action the good news of the arrival and coming of the kingdom of God.³³ This experience is available for everyone, male and female, of every age, status,³⁴ and ethnicity.³⁵

The sign of speaking in tongues indicates that believers have been baptized with the Holy Spirit³⁶ and signifies the nature of Spirit baptism as empowering our communication, to be his witnesses with speech and action as we continue to pray in the Spirit.³⁷

THE CHURCH

Jesus Christ is the head of the church.³⁸ All who are united with Christ are joined by the Spirit to his body.³⁹ Each local church is an expression of the universal church whose role is to participate in the mission of God to restore all things.⁴⁰

Central to the church is the shared experience of the transforming presence of God.⁴¹ The church responds with worship, prayer, proclamation, discipleship, and fellowship,⁴² including the practices of water baptism and the Lord's

¹⁵ Gen 1:1; Col 1:15-17

¹⁶ Gen 1:26-27

¹⁷ Rom 5:12; 8:20-22

¹⁸ Heb 1:14; Psa 103:20

¹⁹ Rev 12:7-9

²⁰ Acts 10:38; Eph 6:10-13

²¹ John 3:16; Gal 4:4-7; Titus 2:11-14

²² John 8:28-29; Phil 2:8; Heb 5:8

²³ Mark 10:45; 1Tim 2:6

²⁴ 2Cor 5:21; 1John 3:16

²⁵ Rom 4:22-25; 5:19; 6:4-5; Heb 7:24-28

²⁶ Rom 10:9; 1John 1:9; Acts 3:19; 4:12

²⁷ Eph 2:13-16; Col 1:13-14, 19-20; 1Pet 1:3

²⁸ Isa 53:4-5; 1Pet 2:24; Psa 147:3; Rom 8:23

²⁹ Eph 1:13-14; 1John 4:13; Heb 6:5-6; Phil 3:12-14

³⁰ 1Thess 4:3-4; 1Cor 6:11; Rom 12:1-2; 1Pet 1:2

³¹ Luke 24:49; Acts 2:33

³² Acts 2:38-39; 8:14-17; 19:1-6

³³ Luke 4:18-19, 43; Acts 1:8

³⁴ Joel 2:28-29; Acts 2:17-18, 39

³⁵ Acts 10:45-46

³⁶ Acts 2:4; 10:46; 19:6

³⁷ Acts 1:8; 2:11-43; 4:31; Rom 15:19; 1Cor 14:15

³⁸ Col 1:18; Matt 16:18

³⁹ 1Cor 12:12-14

⁴⁰ Acts 1:8; Matt 28:18-20; Acts 13:1-3; Rev 21:5

⁴¹ Acts 2:42-43; 1Cor 12:7; Matt 18:20; 2Cor 3:17-18

⁴² 1Pet 2:9-10; Col 4:2-6; Acts 2:42

Supper. Baptism by immersion symbolizes the believer's identification with Christ in his death and resurrection.⁴³ The Lord's Supper symbolizes Christ's body and blood, and our communion as believers. Shared together, it proclaims his death in anticipation of his return.⁴⁴

The Spirit gives all gifts to the church to minister to others in love for the purpose of bearing witness to Christ and for the building up of the church.⁴⁵ The Spirit also empowers leaders, both female and male, to equip the church to fulfil its mission and purposes.⁴⁶

RESTORATION

Our great hope is for the imminent return of Christ in the air to receive his own, both the living who will be transformed, and the dead in Christ who will be resurrected bodily.⁴⁷ Christ will complete at his second coming the restoration begun when he initiated God's kingdom at his first coming.⁴⁸ Christ will liberate creation from the curse, fulfil God's covenant to Israel, and defeat all powers that oppose God.⁴⁹ Every knee will bow and every tongue will confess that Jesus Christ is Lord, to the glory of God the Father.⁵⁰

Ultimately, God will judge the living and the dead.⁵¹ Such judgement is God's gracious answer to humanity's cry for justice to prevail throughout the earth and is consistent with God's character as loving, holy, and just.⁵² The unredeemed will go away into eternal punishment, but the redeemed into eternal life.⁵³ The redeemed will enjoy the presence of God where there will be no more death or sorrow or crying or pain.⁵⁴ Amen. Come, Lord Jesus!⁵⁵

⁴³ Rom 6:3-8; Matt 28:19

⁴⁴ Matt 26:26-29; 1Cor 11:23-26

⁴⁵ Acts 8:5-7; 1Cor 12:4-11; 14:12; Heb 2:3-4

⁴⁶ Eph 4:11-16; Matt 20:25-28; Acts 2:17-18; 6:2-4; Rom 16:7

⁴⁷ 1Thess 4:14-17; 5:1-2

⁴⁸ Matt 13:24-41; Rev 11:15-17; Acts 1:6-7; 3:20-21; Rom 11:25-27

⁴⁹ Rom 8:19-21; 1Cor 15:20-26

⁵⁰ Phil 2:10-11; Isa 45:23

⁵¹ Acts 10:42; 1Pet 4:5

⁵² Mal 2:17-3:1; Rev 6:9-11

⁵³ Matt 25:46; Dan 12:1-2

⁵⁴ Isa 25:8-12; Rev 21:3-4

⁵⁵ Rev 22:20

OneChurch.to General Operating By-Law No. 3

ONECHURCH.TO

GENERAL OPERATING BY-LAW NO. 3

GENERAL OPERATING BY-LAW NO. 3

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

ONECHURCH.TO
(a federal corporation)
(the “Church”)

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GENERAL OPERATING BY-LAW NO. 3

Under the Canada Not-for-Profit Corporations Act

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

ONECHURCH.TO
(a federal corporation)
(the “Church”)

WHEREAS the Church was granted Letters Patent in the name of Agincourt Pentecostal Church by the federal Government of Canada under the *Canada Corporations Act* on the 21st day of July, 2010;

AND WHEREAS the Church was continued d under the *Canada Not-for-Profit Corporations Act* by Certificate of Continuance issued on April 20, 2014;

AND WHEREAS General Operating By-law No. 2 of the Corporation was enacted by the Directors on January 22, 2014; and approved by the Members on February 23, 2014;

AND WHEREAS the name of the Church was changed to OneChurch.to by Articles of Amendment issued by Corporations Canada on September 27, 2021;

AND WHEREAS it is desirable to replace General Operating By-law No. 2 with General Operating By-law No. 3;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as General Operating Bylaw No. 3 of the Corporation to take effect in accordance with section 22.01 as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

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

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) “Adherent” means an adherent of the Church as described in Section VII.

- (c) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church.
- (d) “Board” or “Deacon Board” means the deacon board of the Church, which shall be deemed to be the board of directors of the Church for purposes of the Act.
- (e) “By-law” or “By-Laws” means this by-law and all other by-laws of the Church as amended **and** which are, from time to time, in force and effect.
- (f) “Church Constitution” or “Constitution” means the Articles (including the Purposes and Statement of Faith), the By-laws and Operating Policies adopted by the Church from time to time.
- (g) “Deacon” means a member of the Deacon Board, who shall be deemed to be a director pursuant to the Act.
- (h) “Discipline” means actions taken seeking to reconcile individuals to one another through mutual forgiveness and/or reconciling individuals to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the Church, which shall be carried out in accordance with Section V of this By-law.
- (i) “District” means the Eastern Ontario district of The Pentecostal Assemblies of Canada or, in the event that the district ceases to exist, any replacement or successor district within The Pentecostal Assemblies of Canada.
- (j) “District Executive” means the executive of the District in place from time to time.
- (k) “District Superintendent” means the superintendent of the District in place from time to time, or his or her duly authorized representative.
- (l) “Family Members” means a person’s Spouse, children, parents, siblings, or the Spouses of such children, parents or siblings, or the children or parents of such person’s Spouse(s), who are living with and/or financially supporting or supported by the person.
- (m) “General Conference” means the general conference of The Pentecostal Assemblies of Canada.
- (n) “Lead Pastor” means the Lead Pastor of the Church as described herein.
- (o) “Man” means a male Person born of the male gender.
- (p) “Member” means a member of the Church.
- (q) “Members” or “Membership” means the collective membership of the Church.

- (r) “Officer” means an officer of the Church.
- (s) “Operating Policy” means the operating policies approved by the Board in accordance with Section 17.01 of this by-law.
- (t) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (u) “Pastoral Staff” means the Lead Pastor and Staff Pastors of the Church.
- (v) “Public Accountant” means the public accountant appointed by the Membership to audit or conduct a review engagement the financial statements of the Church in accordance with the Act and this General Operating By-law.
- (w) “Purposes” mean the charitable purposes of the Church as contained in the Articles.
- (x) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (y) “Lead Pastor” means the Lead Pastor of the Church as described herein.
- (z) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.
- (aa) “Spouse” means either a man who is married to a woman or a woman who is married to a man, as applicable.
- (bb) “Statement of Essential Truths” shall mean the statement of essential truths of the Church as set out in the Articles.
- (cc) “The Pentecostal Assemblies of Canada” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 17th day of May, 1919 and named “THE PENTECOSTAL ASSEMBLIES OF CANADA LES ASSEMBLEES DE LA PENTECOTE DU CANADA”, with whom the Church is affiliated as described in more detail in this General Operating By-law.
- (dd) “Woman” means a female Person born of the female gender.

1.02 Purposes and Statement of Essential Truths

The By-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the Purposes and Statement of Essential Truths. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.03 Interpretation

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

SECTION II **AFFILIATION**

2.01 Church Affiliation

- (a) For the purpose of establishing and maintaining a place for the worship of Almighty God, Our Heavenly Father, to provide for Christian fellowship for those of like precious faith where the Holy Spirit may be honoured according to our distinctive testimony; to assume our share of responsibility and the privilege of advancing the gospel of Jesus Christ by all available means, both at home and in foreign land, the Church does hereby recognize itself as a local assembly in fellowship with The Pentecostal Assemblies of Canada.
- (b) While recognizing its inherent rights to sovereignty in the conduct of its own affairs, the Church shall voluntarily enter into full co-operative fellowship with assemblies of like precious faith associated in the District and the General Conference of The Pentecostal Assemblies of Canada, and shall share in the privileges and assume the responsibilities enjoyed by that affiliation.
- (c) In order to consider a resolution to withdraw from affiliation with The Pentecostal Assemblies of Canada, a quorum of two-thirds (2/3) of the Membership (excluding Members whose Membership rights have been suspended) is required at any Members Meeting called for such purpose with the said Members Meeting to be called with ninety (90) days notice to the Members. A three-quarters (75%) Resolution of the Members at the said Members Meeting shall be required in order to authorize the Church to withdraw from affiliation with The Pentecostal Assemblies of Canada.

SECTION III **MEMBERSHIP**

3.01 Classes and Conditions of Membership

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

- (a) give credible profession of faith in the Lord Jesus Christ as Saviour;
- (b) give evidence of compliance with the Biblical standard of Christian practice and manifest spiritual growth by giving evidence of the fruit of the spirit: *“love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control”* (Galatians 5:22, 23 NIV);
- (c) refrain from *acts of the sinful nature: Sexual immorality* (1 Corinthians 6:15-18; 7:1-2; 1 Thessalonians 4:3-8; Hebrews 13:4; Romans 1:26-2:11), *impurity and debauchery, idolatry and witchcraft; hatred, discord, jealousy, fits of rage, selfish ambition, dissensions, factions and envy; drunkenness, orgies, and the like* (Galatians 5:19-21 NIV).
- (d) indicate a desire to live in harmony with this body of believers and shall accept and practice the doctrinal standards of the Church as set out in the Statement of Essential Truths;
- (e) are regular financial supporters of the Church as described in Malachi 3:6-12;
- (f) are willing to be subject to the authority of the Church as expressed in the Church Constitution;
- (g) are eighteen years of age or older;
- (h) are not under Discipline of the Church as set out in Section V;
- (i) have been attending the Church on a regular basis for at least six (6) months; and
- (j) have been admitted into Membership in accordance with the Church Constitution.

3.02 Admission to Membership

Application for Membership in the Church may be initiated by either oral or written request to the Lead Pastor or his or her designate or through any Deacon to the Lead Pastor or his or her designate, with the following steps to be taken thereafter:

- (a) The Lead Pastor, or his or her designate, shall give the applicant a complete copy of the Church Constitution with the request that the applicant read the said document in full.
- (b) The applicant will be expected to attend a new members' class where the major tenets of the Statement of Essential Truths and Church Constitution plus the privileges and responsibilities of Membership will be discussed.
- (c) If the applicant understands and agrees with the Church Constitution and understands the fundamental tenets of the Christian faith, the applicant shall be required to sign a written application for Membership and declaration of his profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution.
- (d) If the applicant does not fully understand the fundamental tenets of the Christian faith, then the Lead Pastor or his or her designate shall recommend that such applicant complete a preparatory course in Church matters before proceeding further with the application for Membership in the Church.
- (e) Once the Lead Pastor or his or her designate is satisfied that the applicant has fulfilled the conditions of Membership set out in Section 3.01 above, the application and declaration set out in Section 3.02(c) shall be forwarded to the Board for consideration. Upon receipt of such application, the Board shall appoint a committee that may include its members to interview the applicant to independently satisfy the Board that the applicant has fulfilled all of the conditions for Membership in the Church.
- (f) In the event that the Board is not satisfied that the applicant fully understands the fundamental tenets of the Christian faith, the Board may recommend that such applicant attend a preparatory course in such matters before proceeding further with the application for Membership.
- (g) Once the Board is satisfied that the applicant fulfills all the conditions for Membership in the Church as set out in Section 3.01, the Board may approve the applicant for Membership in the Church.
- (h) After the applicant is accepted into Membership in the Church by the Board, then such person shall immediately be deemed to have become a Member with recognition to be made thereof at the next convenient worship service of the Church.

3.03 Privileges, Rights and Duties of Membership

Church membership shall carry the following duties, privileges and rights:

- (a) the duty to seek to do all they can to promote unity and growth in the Church and be open to receiving guidance from the teaching of Scripture as well as the general direction of the Church as exercised by the Lead Pastor and the Deacon Board;
- (b) the duty to minister to one another's spiritual needs as part of the Body of Christ;
- (c) the duty to participate in Church activities and ministries as directed by scripture and to the extent allowed by the Church Constitution;
- (d) the duty to financially support the work of the Church as directed by scripture;
- (e) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
- (f) the privilege to attend all public worship services of the Church subject to Section V;
- (g) the privilege to participate in the ordinances administered by the Church;
- (h) the right to receive notice of, speak, attend and participate at all Meetings of Members; and
- (i) the right to one vote at all Meetings of Members.

PROVIDED that Members who are unable to comply with the privileges rights and duties set out in section 3.03 due to exceptional circumstances such as age, disability, illness, or prolonged absence from the city due to business or vacation, as determined in the sole discretion of the Board, shall be relieved from complying with these requirements and remain as Members of the Church.

3.04 Term of Membership

The term of Membership shall be two years commencing on the date of the Member's admission to Membership. The term is subject to renewal upon written confirmation by the Member.

3.05 Termination of Membership

Membership in the Church is terminated when:

- (a) the Member dies;
- (b) if the Member is not under Discipline of the Church, the Member withdraws by delivering a written request to withdraw to the Board accompanied by an explanation of the reasons for the request for withdrawal and such Member may be given a letter of recommendation addressed to the Church to which the Member is relocating;

- (c) the Member is removed as a Member of the Church in accordance with Section V;
- (d) the Member's term of Membership expires without being renewed; or
- (e) the Church is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Deacon, an Officer and/or a committee member, as applicable.

3.06 Membership Record

A record of Members shall be kept by the Secretary.

SECTION IV **DISPUTE RESOLUTION**

4.01 Resolution of Disputes Among Members

- (a) As much as possible, the Church is committed to assisting Members in resolving their disputes in accordance with Christian principles. Members are encouraged to review the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 and contemplate the use of such principles in resolving their dispute. Where the use of the dispute resolution principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5 is possible, then the following procedures should be utilized, as much as possible, to resolve the dispute:
 - (i) a Member who believes that he or she has been wronged by another Member for whatever reason shall confront such Member with an explanation of the wrong which is alleged to have occurred; and
 - (ii) if the Member so confronted does not listen to the Member who confronted him, or if the matter is not resolved, then the Member who is alleged to have been wronged shall confront the Member who is alleged to have caused the wrong in the presence of one or two other Members.
- (b) However, where a Member does not wish to utilize the dispute resolution principles set out in Section 4.01(a) to resolve a dispute in which they are involved or, alternatively, where the dispute resolution principles set out in Section 4.01(a) are utilized but do not resolve the dispute to the satisfaction of the parties involved, then the Church shall utilize the following procedures to assist in resolving such disputes:

- (i) the Member who is alleged to have been wronged shall refer the matter to the Lead Pastor or his or her designate; and
 - (ii) the Lead Pastor or his or her designate shall then confront the Member 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 an Operating Policy of the Church as provided in Section 5.03.
- (c) Where a dispute involves an individual under eighteen (18) years of age or an otherwise vulnerable person:
- (i) the dispute resolution principles set out in Section 4.01(a) shall not be utilized to resolve such a dispute;
 - (ii) where a dispute involves an allegation of abuse of any kind as defined in the *Child Youth and Family Services Act* (Ontario), particularly in relation to a person under eighteen (18) years of age, then the Church shall handle such matters in accordance with any applicable Operating Policies of the Church in place from time to time, including taking steps to immediately report the allegations to the appropriate authorities as required by law; and
 - (iii) where a dispute does not involve abuse allegation of any kind, then the Church shall utilize the procedures set out in Section 4.01(b) to assist in resolving such disputes, provided that the Church shall ensure that notification of such procedures shall also be given to the parents or legal guardians of the Member and such parents or legal guardians may consult with the Lead Pastor in relation to such procedures.

SECTION V **DISCIPLINE**

5.01 Circumstances Giving Cause for Discipline

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

- (a) a Member has evidenced any moral failure involving sexual misconduct (1 Corinthians 6:15-18; 7:1-2; 1 Thessalonians 4:3-8; Hebrews 13:4; Romans 1:26-2:11);
- (b) a Member has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles and the individual has not appropriately repented of such conduct or behaviour;

- (c) a Member's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- (d) a Member has propagated doctrines and practices contrary to those set forth in the Statement of Essential Truths or the general teachings of the Church and the Member has not appropriately repented of such doctrines and practices; or
- (e) a Member's act, conduct or behaviour, whether with or without malicious intent, has caused or is likely to cause in the opinion of the Board serious disunity, discord or dissension in the Church, or hindrance to the ministry influence of the Church in the community.

5.02 Restoration Through Discipline

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

5.03 Procedure for Discipline

- (a) The procedure for discipline shall be set out in an Operating Policy of the Church.
- (b) The procedure for discipline does not apply to the Pastoral Staff.

SECTION VI WAIVER, MEDIATION AND ARBITRATION

6.01 Waiver

Notwithstanding anything else contained herein, and without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or the Church Constitution, Membership in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters arising out of the Church Constitution shall not give a Member cause for any legal action against either the Church, or its Lead Pastor, Staff Pastors, any staff members, Directors, Officers, Members or Adherents, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, and its Lead Pastor, Staff Pastors, staff members, Deacons, Officers, Members and Adherents of the Church in relation to disciplinary proceedings and the

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

6.02 Mediation and Arbitration

In the event that a Member is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution involving the Member and the Church, if the Member does not violate or circumvent the waiver contained in Section 6.01 or attempt to do so, then without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or Operating Policies of the Corporation, and as an alternative to such person instituting a law suit or legal action, that Member may seek to have his or her concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:

- (a) The matter shall first be submitted to a panel of Christian mediators whereby the Member appoints one (1) mediator, the Church appoints one (1) mediator and the two (2) mediators so appointed jointly appoint a third mediator.
- (b) The number of mediators may be reduced from three (3) to one (1) or two (2) upon the agreement of both the Church and the Member. The mediators so appointed shall then meet with the Board and the Member in an attempt to mediate a resolution.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitrations Act* (Ontario), and the Arbitration Rules of Arbitration and Mediation Institute of Canada Inc. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediation and arbitration shall be borne equally by the Member and the Church.

SECTION VII **ADHERENTS**

7.01 Definition

An Adherent is a person who regularly attends public worship services of the Church, professes faith in Jesus Christ, respects the Church Constitution and submits to the authority therein, and is involved in approved Church ministry, but who has not made

formal application for Membership in the Church. For greater certainty, an Adherent is not a Member of the Church and has no right to vote.

7.02 Acceptance as Adherent

Before a person is eligible for acceptance as an Adherent, he or she shall be required to sign a statement that he or she will respect the Church Constitution and will submit to the authority of the Church as expressed in the Church Constitution. The determination of whether a person is accepted as or continues to be an Adherent of the Church shall be made from time to time in the sole discretion of the Board after an appropriate personal interview and recommendation by the Lead Pastor or his or her designate.

7.03 Duties and Privileges

An Adherent shall have the following duties and privileges:

- (a) the duty to minister to one another's spiritual needs as part of the body of Christ;
- (b) the duty to financially support the work of the Church as directed by the Scriptures;
- (c) the duty to respect and submit to the spiritual authority and procedure of the Church as expressed in the Church Constitution;
- (d) the privilege to participate in Church ministries as directed by the Scriptures to the extent that the Board determines appropriate from time to time;
- (e) the privilege to attend all public worship service of the Church;
- (f) the privilege to attend all meetings of Members, provided that an Adherent shall have no right to vote; and
- (g) with the consent of the Members at a Members' meeting, the privilege to speak at such Members' meeting or continue to speak thereat as determined in the sole discretion of the chair of Members' meetings.

7.04 Termination and Withdrawal

An Adherent may continue as an Adherent for such period of time, or cease to be an Adherent, as determined in the sole discretion of the Board and upon recommendation of the Lead Pastor or his or her designate. An Adherent shall also cease to be an Adherent upon his or her death. If an Adherent is not under Discipline of the Church, he or she may withdraw by delivering a written request to withdraw to the Board accompanied by an explanation of the reasons for the request for withdrawal and such Adherent may be given a letter of recommendation addressed to the Church to which the Adherent is relocating. Upon termination or withdrawal, the duties and privileges of the Adherent automatically ceases.

7.05 Dispute Resolution and Discipline

The dispute resolution, discipline and waiver, mediation and arbitration provisions set out at Section IV Section V and Section VI of this By-law shall also apply to Adherents.

7.06 Record of Adherents

A record of Adherents shall be kept by the Secretary.

**SECTION VIII
MEMBERS' MEETINGS**

8.01 Place of Meetings

Meetings of the Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

8.02 Annual Meeting

An annual meeting of Members shall be held at such time in each year, as the Lead Pastor and the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Church's preceding fiscal year. The purpose of the annual meeting of Members will be to do the following:

- (a) receive necessary reports from the Officers, committee chairs, the Lead Pastor, Staff Pastors and the Board;
- (b) review and approve the financial statements for the immediately preceding year, including the Public Accountant's report thereon;
- (c) appoint the Public Accountant by Ordinary Resolution for the upcoming year in accordance with the Act;
- (d) elect Members to the Board as required for the next fiscal year; and
- (e) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

8.03 Special Meetings

The Chair of the Board, a majority of the Deacons or the Lead Pastor may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5 %) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Church that does not

fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

8.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, the Public Accountant's report, election of Directors and re-appointment of the incumbent Public Accountant, is special business.

8.05 Notice of Meeting

In accordance with and subject to the Act, notice of the time and place of a meeting Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to a notice board on which information respecting the Church's activities is regularly posted and that is located in a place frequented by Members; or
- (b) 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
- (c) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Church provides notice electronically, as referred to in section 8.05 (c), and if a Member requests that notice be given by non-electronic means, the Church shall give notice of the meeting to the Member so requesting in the manner set out in section 8.05 (b).

Notice of a meeting of Members shall also be given to each Deacon and to the Public Accountant of the Church during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Board may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

8.06 Waiver of Notice

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Deacons, the Officers, the Public Accountant and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Church to be present at the meeting. Any other person may be admitted only on the invitation of the chair of Members' meetings or by resolution of the Members.

8.08 Quorum

- (a) Subject to the Act and this By-law, a quorum for any meetings of Members shall be constituted by the presence of fifteen percent (15%) of the Members entitled to vote at the meeting; provided that the quorum for a meeting of the Members the purpose of which is to vote on the calling or removal of the Lead Pastor will be fifty percent (50%) of the Members.
- (b) If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (c) If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 8.17 with regard to notice shall apply to such adjournment.

8.09 Chair of Members' Meetings

The chair of Members' meetings shall be:

- (a) the Lead Pastor;
- (b) if the Lead Pastor is absent or unable to act, then the Chair of the Board;
- (c) if the Lead Pastor and the Chair of the Board are absent or unable to act, then a Deacon appointed by the Board.

8.10 Meetings Held by Electronic Means

While it is preferable that meetings of Members be held in person, a Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) If the Church chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding subsection (a) if the Directors or Members of the Church call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility at Members' meetings, including those referred to in subsections (a) and (b) is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Church without it being possible for the Church to identify how each Member voted."

8.11 Votes to Govern

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

8.12 Show of Hands

Subject to the Act, every question shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. At any meeting unless a secret ballot is provided, a declaration by the chair of Members' meetings as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

8.13 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of Members' meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair of Members' meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

8.14 Absentee Voting by Mail in Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

8.15 Minutes

Minutes shall be kept at all meetings of Members and signed by the Chair of the Board and the Secretary. Minutes of each meeting of Members shall be submitted to all Members prior to the next meeting of Members for their approval, and once approved, copies shall be made available to each Member.

8.16 Procedural Code

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this by-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

8.17 Adjournment

Subject to other provisions of this General Operating By-law, the Chair of Members' meetings 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 provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION IX
BOARD OF DEACONS

9.01 Powers

Subject to the Act and the Articles, the administrative and temporal activities and affairs of the Church shall be managed or supervised by the Board. The Deacons are to demonstrate good character as described in the Bible (Acts 6:3, 1 Timothy 3, Luke 15, 1 Timothy 3:8, Acts 6:3) and act in the best interests of the Church.

9.02 Number

The Board shall consist of the minimum and maximum number of Deacons specified in the Articles. The precise number of Deacons on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Deacons to determine the number of the Deacons, by Ordinary Resolution of the Board. At least two (2) of the Deacons shall not be Officers of the Church or be officers or employees of the Church's affiliates.

9.03 Qualifications for Deacons

Each Deacon shall be an individual who is at least twenty-one (21) years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt, is not an "ineligible individual" as defined in the *Income Tax Act* (Canada), and is a Member of the Church. Each Deacon shall also:

- (a) have been a Member in good standing of the Church for the previous three (3) years;
- (b) be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) be actively involved in the Church;
- (d) fulfill the spiritual qualifications of a Deacon listed in Timothy 3:8-15 and Acts 6:3;
- (e) be of good report and sound judgement an example to the Membership in matters of stewardship, Church attendance and spiritual maturity and seek constantly as a sanctified vessel to be filled with the Holy Spirit (Acts 2:4; Eph 5:18);
- (f) be in full agreement with the Church Constitution;
- (g) recognize that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;

- (h) recognize that membership on the Board is not only an administrative role but involves active participation in, and leadership of, ministries of the Church as they are needed;
- (i) save and except where permitted by law not receive any remuneration either directly or indirectly from the Church nor have any Family Members who receive remuneration from the Church;
- (j) be filled with the Holy Spirit or understand the teachings of the Scripture and seek the Baptism in the Holy Spirit; and
- (k) indicate a desire to live in harmony with the Church and accept and practices the doctrinal standards of the Church.

9.04 Election of Deacons and Term

- (a) Subject to the Articles, Deacons shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Deacons is required. The Nominating Committee shall provide a report to the Members in accordance with Section 15.03.
- (b) A person elected as a Deacon shall hold office for a term of three (3) years, which term of office shall commence immediately following the annual meeting of Members at which such person was elected.
- (c) No Deacon shall serve more than one (1) full three (3) year term unless the Membership votes to permit a member on the Board to be elected for one additional consecutive three (3) year term or part thereof, if applicable, where the Membership believes that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of office for such Deacon shall be granted; provided further that such Deacon continues to meet the qualification requirements to be a Deacon in Section 9.03. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Board is restored.
- (d) As much as possible, the Deacons shall be elected and shall retire in rotation as determined by the Members when the Deacons are elected.
- (e) If Deacons are not elected at a meeting of Members, the incumbent Deacons shall continue in office until their successors are elected.

9.05 Consent

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

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office if such person is present at the meeting when the election or appointment takes place;
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after it if such person is not present at the meeting; or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Deacon pursuant to such person's election or appointment.

9.06 Resignation

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

9.07 Ceasing to Hold Office

The position of a Deacon shall be automatically vacated if any of the following occurs:

- (a) a Deacon resigns in accordance with Section 9.06;
- (b) a Deacon is absent from meetings of the Board for a cumulative total of fifty-one percent (51%) or more of the meetings during any twelve (12) month period following his or her election or the anniversary of his or her election or appointment without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board;

- (c) a Deacon no longer fulfils all of the qualifications to be a Deacon in Section 9.03 as determined in the sole discretion of the Board (with the Deacon in question not having the right to vote thereat);
- (d) at a meeting of Members called for that purpose, the Members determine by an Ordinary Resolution that a Deacon be removed from office before the expiration of his or her term; and the Deacon who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 131 of the Act; or
- (e) such Deacon dies.

9.08 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Deacons may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Deacons, or from a failure of the Members to elect the number of Deacons required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Deacons required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Deacons then in office, any Member may call the meeting. A Deacon appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor, provided that where the remaining unexpired term of the vacant Deacon Board Member position is less than six (6) months, the position shall be left vacant until the next annual meeting of Members at which time a person shall be elected to the Board to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Board shall notify the Church Membership.

9.09 Authority of Board of Deacons

(a) General Authority

The administrative and temporal affairs of the Church shall be managed or supervised by the Board as the controlling Board of the Church. The Board 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 authorized to do in accordance with the Act and the Church Constitution.

(b) Specific Authority

Without limiting the generality of the foregoing, the Board shall be authorized to carry out the following duties and responsibilities:

- (i) to implement the Church's mission and vision as agreed upon with the Lead Pastor;

- (ii) to oversee the expenditure of Church funds in accordance with the Church's mission and vision;
 - (iii) to formulate and recommend Operating Policies in conjunction with the Pastor;
 - (iv) to respect the authority of the Lead Pastor to provide spiritual leadership for the Church and to co-operate with the Lead Pastor in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
 - (v) to oversee Discipline in accordance with the direction of the Lead Pastor pursuant to an Operating Policy of the Church in accordance with Section 5.03.
 - (vi) to call all Members' meetings and to publish the time and place for all such Members' meetings with due notice;
 - (vii) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Purposes of the Church;
 - (viii) to generally exercise such power and to do such other acts and things as the Church is, by the Act and the Church Constitution, authorized to do;
 - (ix) to appoint such agents and engage such employees (with the exception of the Lead Pastor which shall require Church Membership approval) as it deems necessary from time to time with the said persons to have such authority and perform such duties as shall be prescribed by the Deacon Board at the time of such appointment;
 - (x) to set and periodically review the wages or salaries of the Lead Pastor, Staff Pastors, employees and agents on an annual basis, taking into consideration the financial ability of the Church; and
 - (xi) to work with the Lead Pastor to establish a Biblically consistent and stable stewardship philosophy for the Church.
- (c) Delegation to Committees

The Board may establish one or more committees as it may deem advisable, appoint persons as members of such committees in accordance with Section 15.02 and delegate any of its duties and powers to such committee(s). Each committee shall be accountable to the Board.

(d) Board Report

The Board shall, through the Chair of the Board, report to the Membership at the annual meeting of Members. At the said meeting, 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.

(e) No Remuneration of Directors

As required by the Articles, Deacons shall serve without remuneration, and no Deacons shall directly or indirectly receive any profit from his or her position as such, provided that a Deacon may be reimbursed for such expenses incurred in performing his or her duties determined to be reasonable in the circumstances in accordance with any Operating Policy.

(f) Remuneration of Officers, Agents, Employees

Subject to the Articles, the Deacons of the Church may fix by Ordinary Resolution the reasonable remuneration of the Officers, committee members and employees of the Church and may delegate any or all of this function as it determines to be appropriate. 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.

However, no Officer who is also a Deacon shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Church may receive reimbursement for their expenses incurred on behalf of the Church in their respective capacities as an Officer, committee member or employee, subject to any Operating Policy in this regard that may be adopted by the Board from time to time.

SECTION X
BOARD OF DEACONS MEETINGS

10.01 Place of Meetings

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

10.02 Regular Meetings

Regular meetings of the Deacon Board shall be held at such time and place as shall be determined by (1) the Lead Pastor of the Church acting on behalf of the Chair of the Board save and except where directed otherwise by a two-thirds (2/3) Resolution of the Deacon Board, or (2) the Chair of the Board, but not less than once a month. The dates

for regular meetings shall be published in a schedule by the Chair of the Board and distributed to all members of the Deacon Board as soon as possible after each annual Meeting of Members.

10.03 Special Meetings

Special meetings of the Deacon Board may be called by: (1) the Lead Pastor acting on behalf of the Chair of the Board save and except where directed otherwise by a two-thirds (2/3) Resolution of the Deacon Board, or (2) the Chair of the Board, or (3) upon the written request of a majority of the Deacon Board Members to the Lead Pastor on behalf of the Chair of the Board, who shall then give notice of a special meeting of the Deacon Board as soon as possible thereafter.

10.04 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 20.01 of this By-law to every Deacon, and the Lead Pastor, not less than seven days before the time when the meeting is to be held or upon twenty-four (24) hours telephone notice in the event of an emergency. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Board shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

10.05 Waiver of Notice

A Deacon may waive notice of a meeting of the Board and attendance of any Deacon 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.

10.06 Chair of Board Meetings

The chair of Board meetings shall be:

- (a) the Lead Pastor of the Church on behalf of the Chair of the Board, unless directed otherwise by a Resolution of the Deacon Board;
- (b) if the Lead Pastor of the Church is absent or unable to act, or if the Deacon Board directs that the Lead Pastor not be the Chair of the Board meeting, then the Chair of the Board of the Church; and
- (c) if neither the Lead Pastor nor the Chair of the Board acts as the Chair of the Board meeting, then a Deacon appointed by Resolution of the Board.

10.07 Quorum

A majority of the number of Deacons specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Deacons specified in the Articles, a quorum shall be a majority of the number of Deacons determined in accordance with Section 9.02 and who are in office. For the purpose of determining quorum, a Deacon may be present in person, by teleconference and/or by other electronic means.

10.08 Voting Rights

All Deacons shall each have one (1) vote. All questions arising at any meeting of Deacons shall be decided by a majority of the votes cast on the question, unless the Act or the By-laws otherwise provide. In the case of an equality of votes, the Chair of the Board save and except where the Pastor is acting as the Chair of the Board, in addition to his or her original vote, shall have the second or casting vote.

10.09 Voting Procedures

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

10.10 Minutes

The Board shall keep written minutes of each meeting. The Board shall appoint a Deacon to 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. In addition, the Members may examine the portions of any minutes of meetings of Deacons or of committees of Deacons that contain disclosures under section 141 of the Act, and of any other documents that contain those disclosures, during the Church's usual business hours.

10.11 Meetings by Telephone or Electronic Means

If all of the Deacons consent, a Deacon may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with

Angels were created as supernatural beings to worship and serve God.¹⁸ Along with Satan, some angels chose to rebel and oppose the purposes of God.¹⁹ Christ gives believers victory over Satan and these demons.²⁰

SALVATION

Salvation is available to all people by the loving, redemptive act of the triune God.²¹ Through obedience to the Father,²² Christ gave himself as a ransom.²³ Christ, who had no sin, became sin for us offering himself and shedding his blood on the cross so that in him we might become right with God.²⁴ The life, death, resurrection, and ascension of Christ²⁵ provide the way of salvation for those who, by God's grace, repent from their sin and confess faith in Jesus Christ as Lord.²⁶

Salvation means to receive the Spirit, to be forgiven, reconciled with God and others, born again, and liberated from sin and darkness, transferring the believer into God's kingdom.²⁷ Our experience of liberation includes healing — whether spiritual, physical, emotional, or mental — as a foretaste of our future, complete restoration.²⁸ Those who remain in Christ and do not turn away are assured of salvation on judgement day by the indwelling Holy Spirit,²⁹ who sanctifies and empowers believers for Christ-like living and service.³⁰

SPIRIT BAPTISM

On the Day of Pentecost, Jesus poured out the promised Holy Spirit on the church.³¹ As his return draws near, Jesus continues to baptize in the Holy Spirit those who are believers.³² This empowers them to continue his work of proclaiming with speech and action the good news of the arrival and coming of the kingdom of God.³³ This experience is available for everyone, male and female, of every age, status,³⁴ and ethnicity.³⁵

The sign of speaking in tongues indicates that believers have been baptized with the Holy Spirit³⁶ and signifies the nature of Spirit baptism as empowering our communication, to be his witnesses with speech and action as we continue to pray in the Spirit.³⁷

THE CHURCH

Jesus Christ is the head of the church.³⁸ All who are united with Christ are joined by the Spirit to his body.³⁹ Each local church is an expression of the universal church whose role is to participate in the mission of God to restore all things.⁴⁰

Central to the church is the shared experience of the transforming presence of God.⁴¹ The church responds with worship, prayer, proclamation, discipleship, and fellowship,⁴² including the practices of water baptism and the Lord's Supper. Baptism by immersion symbolizes the believer's identification with Christ in his death and resurrection.⁴³ The Lord's Supper symbolizes Christ's body and blood, and our communion as believers. Shared together, it proclaims his death in anticipation of his return.⁴⁴

The Spirit gives all gifts to the church to minister to others in love for the purpose of bearing witness to Christ and for the building up of the church.⁴⁵ The Spirit also empowers leaders, both female and male, to equip the church to fulfil its mission and purposes.⁴⁶

RESTORATION

¹⁸ Heb 1:14; Psa 103:20

¹⁹ Rev 12:7-9

²⁰ Acts 10:38; Eph 6:10-13

²¹ John 3:16; Gal 4:4-7; Titus 2:11-14

²² John 8:28-29; Phil 2:8; Heb 5:8

²³ Mark 10:45; 1Tim 2:6

²⁴ 2Cor 5:21; 1John 3:16

²⁵ Rom 4:22-25; 5:19; 6:4-5; Heb 7:24-28

²⁶ Rom 10:9; 1John 1:9; Acts 3:19; 4:12

²⁷ Eph 2:13-16; Col 1:13-14, 19-20; 1Pet 1:3

²⁸ Isa 53:4-5; 1Pet 2:24; Psa 147:3; Rom 8:23

²⁹ Eph 1:13-14; 1John 4:13; Heb 6:5-6; Phil 3:12-14

³⁰ 1Thess 4:3-4; 1Cor 6:11; Rom 12:1-2; 1Pet 1:2

³¹ Luke 24:49; Acts 2:33

³² Acts 2:38-39; 8:14-17; 19:1-6

³³ Luke 4:18-19, 43; Acts 1:8

³⁴ Joel 2:28-29; Acts 2:17-18, 39

³⁵ Acts 10:45-46

³⁶ Acts 2:4; 10:46; 19:6

³⁷ Acts 1:8; 2:11-43; 4:31; Rom 15:19; 1Cor 14:15

³⁸ Col 1:18; Matt 16:18

³⁹ 1Cor 12:12-14

⁴⁰ Acts 1:8; Matt 28:18-20; Acts 13:1-3; Rev 21:5

⁴¹ Acts 2:42-43; 1Cor 12:7; Matt 18:20; 2Cor 3:17-18

⁴² 1Pet 2:9-10; Col 4:2-6; Acts 2:42

⁴³ Rom 6:3-8; Matt 28:19

⁴⁴ Matt 26:26-29; 1Cor 11:23-26

⁴⁵ Acts 8:5-7; 1Cor 12:4-11; 14:12; Heb 2:3-4

⁴⁶ Eph 4:11-16; Matt 20:25-28; Acts 2:17-18; 6:2-4; Rom 16:7

10.16 Disclosure of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Deacon and his or her Family Members or person closely connected to the Deacon shall not enter into a contract, business transaction, financial arrangement or other matter with the Church in which the Deacon or any of his or her Family Members has any direct or indirect material pecuniary interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the Act, a Deacon of the Church shall disclose, at the time and in the manner required by the Act, in writing to the Church or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Deacon has in any material contract or material transaction whether made or proposed, with the Church if the Deacon:

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

(ii) In addition to the disclosure made under Section 10.16 (b)(i), any Deacon who has any material direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Church as described in Section 10.16(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

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

(d) Procedure Where Disclosure

The chair of Board meetings shall request any Deacon who has made a disclosure referred to in Section 10.16 (b) to absent himself or herself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Deacon has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Deacon shall be required to immediately resign from the Board.

10.17 Confidentiality

Every Deacon, as well as every Officer, committee member, staff or volunteer shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Church.

**SECTION XI
ELDERS**

11.01 Definition and Appointment of Elders

- (a) The purpose and role of Elders is to assist the Lead Pastor or his or her designate in ministries which strengthen care and nurturing in the Church family. The position of Elder is a honorary position, with all matters of church governance and discipline to be in the hands of Deacon Board. All Elders shall serve as such without remuneration, provided that an Elder may be paid Reasonable Expenses incurred by him or her in the performance of his or her duties.
- (b) The number of Elders and the appointment of Members to the position of Elder shall be determined from time to time by the Lead Pastor and the Deacon Board.

11.02 Qualification Requirements for Elders

Elders must be Persons who fulfill the following qualifications:

- (a) the Person must be a Member of the Church in good standing for at least three (3) years;
- (b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) the Person must have demonstrated that he or she has fulfilled the qualifications for a spiritual leader as set out in 1 Timothy 3 and Titus 1;
- (d) the Person must have an active involvement within the Church;
- (e) the Person must be in full agreement with the Church Constitution; and

- (f) the Person must not be on the Deacon Board at the same time that he is serving as an Elder.

11.03 Term of Office of Elders

The term of office for an Elder shall be for a one (1) year renewable term shall run from the date of his or her appointment by the Lead Pastor and the Deacon Board. There is no maximum term of office for an Elder.

11.04 Duties of Elders

The Elders shall have the concern of the spiritual welfare of the Church. They shall assist in the administration of the Lord's Supper and baptismal services. They shall also assist the Lead Pastor or his or her designate in visitation, prayers for the sick, welcoming Church visitors, care for the congregation (II Peter 5:2) and other such duties related to the spiritual welfare of the Church.

11.05 Meetings of Elders

Meetings of the Elders shall be held at such time and place as shall be determined by the Lead Pastor of the Church from time to time. The Lead Pastor or his or her designate shall chair all meetings of the Elders. All meetings of the Elders shall follow the same procedure for Deacon Board meetings set out in Section X.

11.06 Removal of Elders

Upon appointment by the Lead Pastor and the Deacon Board, an Elder shall remain in office until any of the following situations occurs: (1) he or she no longer fulfills the qualifications to be an Elder set out in Section 11.02; (2) he or she is under Discipline of the Church; (3) he or she has been removed from office as an Elder for any reason upon Resolution of the Lead Pastor and the Deacon Board at a Deacon Board meeting duly called for that purpose; (4) he or she has resigned in accordance with Section 11.07; or (5) he or she dies.

11.07 Resignation of Elders

If for any reason an Elder chooses to resign, then that Elder shall give thirty (30) days written notice, if possible, to the Lead Pastor, which shall have the power to accept such resignation. If possible, such letter should set out the reasons for the departure.

SECTION XII
LEAD PASTOR, STAFF PASTOR AND STAFF

12.01 Definition and Responsibilities of the Lead Pastor

The Lead Pastor shall be the primary spiritual overseer of the Church and shall be deemed by virtue of his or her position to be a Member of the Church, which Membership shall terminate upon termination of his or her position as Lead Pastor. The Lead Pastor must hold credentials with the Pentecostal Assemblies of Canada or be approved in writing by the District Executive of the Pentecostal Assemblies of Canada. The responsibilities of the Lead Pastor shall be as follows:

- (a) to provide spiritual leadership for the Church and to work in co-operation with the Board in implementing such spiritual leadership;
- (b) to provide for all the services of the Church with no persons being invited to speak or preach in the Church without his or her approval;
- (c) the duty to work in conjunction with the Board in formulating and recommending Operating Policies as may be necessary from time to time;
- (d) the duty to exercise general supervisory authority over all employees of the Church, provided that the hiring or removal of staff members, including Staff Pastors, shall require the approval of the Board and the Members of the Church in accordance with this By-law;
- (e) 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 his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (f) to be in full agreement with, uphold and be subject to the Church Constitution and to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;
- (g) to be an *ex-officio* member with power to vote (or appoint a designate without power to vote) on all committees and boards of the Church, with the exception of the Board;
- (h) 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, except where permitted by law, the Lead Pastor shall not be a Deacon nor have the right to vote and shall not be present when the Board is discussing his or her position, salary or benefits, but may in the discretion of the Board be present when the Board is discussing other aspects of his or her position;

- (i) to preside at all meetings of Members as Chair; and
- (j) to have the final decision on all doctrinal and theological issues including teachings, interpretation or other matters as they apply to the Church, as well as the manner of application of those doctrinal and theological issues to the ordinances, practices, procedures and directions from time to time practiced or adopted by the Church.

12.02 Honourary Pastors

The Deacon Board, on the recommendation of the Lead Pastor, may appoint Members as honorary pastors in recognition of their distinguished service to the Church. Honourary pastors may be invited to attend meetings of the Deacon Board as guests. However, honorary pastors do not have the authority to represent or act on behalf of the Church as employees, volunteers, agents or in any other capacity whatsoever, except when explicitly requested to do so by the Lead Pastor or Deacon Board in writing.

12.03 Definition and Duties of Additional Pastoral Staff

If the Lead Pastor so requests, additional Pastoral Staff Positions may be created by resolution of the Deacon Board for the purpose of undertaking such ministries as the Lead Pastor and the Deacon Board determines are necessary for the Church. A Staff Pastor is an employee of the Church and by virtue of his or her position, shall be deemed to be a Member of the Church. The duties of a Staff Pastor shall be as follows:

- (a) the duty to fulfill the ministry description established for his or her position by the Deacon Board;
- (b) the duty to provide spiritual leadership to the Church and to work in conjunction with the Lead Pastor and the Deacon Board Members in implementing such spiritual leadership;
- (c) the duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as 1 Timothy 1:5-9, Titus 1:5-9, and 1 Peter 5:3-1 and to ensure that his or her lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (d) the duty to be in full agreement with, uphold, and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings; and
- (e) the duty to be subject to the authority and direction of the Lead Pastor.

12.04 The Calling of the Lead Pastor

- (a) Whenever a vacancy in the position of Lead Pastor occurs or the Deacon Board determines that a Lead Pastor is to be called, the Deacon Board shall determine the procedure to be followed in relation to the calling of candidates to fill such vacancies.
- (b) Any reasonable number of candidates for the position of Lead Pastor may be considered for a call by the Deacon Board, but the Membership shall only consider and vote upon one (1) candidate at a time.
- (c) A Lead Pastor shall be called if a candidate is approved by a two-thirds (2/3) Resolution of the Deacon Board voting at a meeting duly called for that purpose and sanctioned by an affirmative seventy-five percent (75%) Resolution of the votes cast at a Membership Meeting duly called for the purpose of considering the calling of a Lead Pastor.

12.05 Resignation of the Lead Pastor

If the Lead Pastor wishes to resign, he or she shall first notify the Deacon Board in writing together with an explanation and shall provide no less than thirty (30) days notice prior to the effective date of his or her resignation, unless there are extraordinary circumstances. The Lead Pastor must also immediately notify the District Superintendent of his or her resignation. Such resignation will be deemed to include a resignation by the Lead Pastor as a Member of the Church and where applicable, as an *ex-officio* member on all Committees, departments and boards of the Church.

12.06 Vacancy

Upon notification of the Lead Pastor's resignation, the Deacon Board shall assume the responsibility to oversee the pastoral selection process. When the Lead Pastor's position becomes vacant, the Deacon Board will consult with the District Superintendent to appoint a Pentecostal Assemblies of Canada credential holder as interim pastor until such time as a new Lead Pastor is approved in accordance with Section 12.04. During any vacancy in the office of the Lead Pastor, the employees shall report directly to the Deacon Board or their designate until the new Lead Pastor is installed.

12.07 Removal of the Lead Pastor

The Lead Pastor may be removed in keeping with the provisions of the constitution of the District Executive by the following procedure:

- (a) When difficulties have arisen between the Lead Pastor and the Church which do not involve the credentials of the Lead Pastor but only his or her position as Lead Pastor and which cannot be resolved at the local level, the Lead Pastor, the Deacon Board, or a quorum consisting of not fewer than one-third (1/3) of the

Members of the Church shall have the right to appeal to the District Executive by a letter addressed to the District Superintendent.

- (b) The refusal of the Lead Pastor to call a meeting of the Deacon Board shall constitute one of the grounds by which the Deacon Board would have a right to appeal to the District Executive.
- (c) If a satisfactory settlement cannot be reached, the District Superintendent shall call a Meeting of Members of the Church to be presided over by the District Superintendent. The Chair of the Membership Meeting, who may not be the Lead Pastor, may call for a vote of confidence in the Lead Pastor by the Members.
- (d) The Lead Pastor and members of the Pastoral Staff, as identified in the minutes of the Deacon Board, and their Spouses shall not be entitled to participate in the vote of confidence in the Lead Pastor and shall also not be included in the quorum necessary to hold the said Meeting of Members.
- (e) For the Lead Pastor to retain the position as Lead Pastor, he or she must receive seventy-five percent (75%) of the votes cast by the Members on the vote of confidence. If the Lead Pastor does not receive seventy-five percent (75%) of the votes cast by the Members his or her duties shall be terminated immediately. Nothing contained in the procedure shall preclude the Lead Pastor from receiving whatever notice or monetary settlement is legally appropriate in the circumstances, if any.

12.08 Credentialing of the Lead Pastor

- (a) The Lead Pastor must hold credentials with the Pentecostal Assemblies of Canada or be approved in writing by the District Executive of the Pentecostal Assemblies of Canada.
- (b) Allegations in matters involving the Lead Pastor's right to hold credentials from The Pentecostal Assemblies of Canada must be made to the District Executive in writing by a letter addressed to the District Superintendent, and properly signed by the one who is willing to appear in person and give testimony concerning the allegations. Allegations thus preferred against a credential holder shall be dealt with according to provisions made in the general constitution and by-laws of The Pentecostal Assemblies of Canada.

12.09 Terms of Employment of Staff Members

- (a) In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member (which shall be deemed to include the Lead Pastor, all other employees of the Church, and all ongoing contract or deputation workers, where applicable) shall review and sign an engagement agreement with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the employee recognizes and agrees that

employment or ongoing contract work with the Church requires that the lifestyle of such employee must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board is unbecoming of a Christian contrary to Biblical principles, and as such, the employee will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such staff member was a Member of the Church. Employees who hold ministerial credentials with the Pentecostal Assemblies of Canada shall in matters of ministerial credentials be accountable to the District Executive, and shall at all time remain subject to the provisions of the General and District Constitutions with respect to ministerial credentials; provided that nothing contained herein shall derogate from the Church exercising its rights and responsibilities as an employer with respect to employees who hold ministerial credentials.

- (b) All staff members shall be required to give evidence that they are personally committed to Jesus Christ as Saviour.
- (c) The salary of the Lead Pastor will be reviewed by the Board annually with the resulting recommendations being submitted to the Finance Committee for consideration in preparing the annual budget. All other salaries will be reviewed by the Finance Committee in co-operation with the Pastor and the Chair of the Board in preparation of the annual budget.
- (d) The total of all salaries shall be reported in the Church budget. Individual salaries will not be discussed at meetings of Members.

SECTION XIII **OFFICERS**

13.01 Names of Officers

- (a) The Officers of the Church shall be:
 - (i) Chair of the Board;
 - (ii) Secretary; and
 - (iii) Treasurer.
- (b) The Board may appoint such other Officers as the Board determines is appropriate and the duties of such Officers shall be determined at the discretion of the Board.

13.02 Description of Officers

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Church, if designated and if

Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time. An Officer of the Church shall not hold any other Officer position, be the Public Accountant, Chair of the Finance Committee or the Spouse of any of the same.

- (a) Chair of the Board The chair of the Board shall be a Deacon. The chair of the board shall, when present, preside at all meetings of the Board and of the Members.
- (b) Secretary The secretary shall attend and be the secretary of all meetings of the Board and of the Members. The secretary shall enter or cause to be entered in the Church's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Church.
- (c) Treasurer The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Church; whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Church.

The duties of all other Officers of the Church shall be such as the terms of their engagement call for or the Board or the Chair of the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer."

13.03 Qualifications for Officers

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

- (a) is a Member in good standing of the Church;
- (b) is at least twenty-one (21) years of age;
- (c) has not been found by a court in Canada or elsewhere to be mentally incompetent;
- (d) does not have the status of a bankrupt;
- (e) has an active involvement within the Church;
- (f) recognizes that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services;

- (g) complies with all of the duties and restrictions of their respective Officer positions as set out in this General Operating By-law;
- (h) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (i) the Person must be in full agreement with the Church Constitution;
- (j) indicate a desire to live in harmony with this body of believers and shall accept and practice the doctrinal standards of the Church; and
- (k) are willing to be subject to the authority of the Church as expressed in the Church Constitution.

13.04 Election and Appointment of Officers

The Deacon Board Members shall elect from among themselves the Officer positions of Chair of the Board, Secretary and Treasurer. In the event that no Secretary or Treasurer is found from among the Deacon Board, the Deacon Board shall appoint the position of Secretary and/or Treasurer from amongst the Members of the Church. The election and/or appointment of Officers shall take place at the first monthly meeting of the Deacon Board following the annual Meeting of Members each year.

13.05 Delegation of Duties of Officers

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

13.06 Term and Maximum Term of Officers

All Officers shall serve for a one (1) year term of office, which term of office shall commence immediately following the Deacon Board meeting at which such person was elected as an Officer.

13.07 Resignation of Officers

If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation 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.

13.08 Vacancy

- (a) The position of an Officer shall be automatically vacated if any of the following situations occur:
 - (i) such Officer resigns his or her office by delivery of a written resignation to the Board;
 - (ii) such Officer no longer fulfills all the qualifications of an Officer as set out in Section 13.03;
 - (iii) such Officer, in the opinion of at least a two-thirds majority of the votes cast at a Board meeting and confirmed by a Special Resolution of the Members, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
 - (iv) such Officer is determined by a majority of not less than seventy-five percent (75%) of the votes cast by Members at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
 - (v) such Officer's death.
- (b) If any vacancies should occur for any reason as set out in Section 13.08(a) above, the Board may fill the vacancy during the remaining term.

13.09 Disclosure (Conflict of Interest)

- (a) An Officer who is a Deacon shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Deacons pursuant to the provisions of the Act and the By-laws set out in Section 10.16.
- (b) An Officer who is not a Deacon shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Church, as is imposed upon Deacon pursuant to the provisions of the Act and the By-laws set out in Section 10.16(b)(i), Section 10.16(c) and Section 10.16(d).
- (c) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Church's affairs would not require approval by the Board or Members.

SECTION XIV
DUTIES, PROTECTION AND INDEMNITY

14.01 Duties of Deacons and Officers

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

14.02 Limitation of Liability

No Deacon, Officer, Member, Pastor, Staff Pastor, committee member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Deacon, Officer, Pastor, Staff Pastor, Member, committee member, employee or volunteer of the Church, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired 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, securities or effects of or belonging to the Church shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person 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 Deacon's, Officer's, Pastor's, Staff Pastor's, committee member's, employee's or volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default or otherwise result from the Deacon's, Officer's, Pastor's, Staff Pastor's, committee member's, employee's or volunteer's failure to act in accordance with the Act and the Regulations.

14.03 Indemnity to Deacons, Officers and Others

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

- (a) the individual acted honestly and in good faith with a view to the best interests of the Church or, as the case may be, to the best interests of the other entity for which the individual acted as Deacon or Officer or in a similar capacity at the Church's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

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

14.04 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 By-law to the extent permitted by the Act or the law.

14.05 Insurance

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

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

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

14.06 Advances

The Church may advance money to a Deacon, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Church pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 14.03(a) and Section 14.03 (b).

SECTION XV **COMMITTEES**

15.01 Establishment of Committees

The Board may appoint committees whose chairperson and members will hold their offices at the will of the Board. The Board shall determine the duties of such committees in its sole discretion.

15.02 Standard Terms of Reference

(a) **Application**

These standard terms of reference shall apply to all committees of the Church unless specifically stated otherwise in the Sections of this regarding each specific committee.

(b) **Quorum**

A majority of the members of the committee, but not less than (3) members, constitutes a quorum for the transaction of business at any meeting of such committee. Only those committee members present in person (and where permitted by Section 15.02(g) by telephone or electronically) shall be counted in determining whether or not a quorum is present.

(c) **Notice of Meeting**

Meetings of the committee shall be held at such times determined by the chair, but not less than once a year and provided that 24 hours' written, telephone or electronic, including facsimile transfer and e-mail, notice of such meeting shall be given, other than by mail, to each committee member. Notice by mail shall be sent at least ten (10) days prior to the meeting.

(d) **Waiver of Notice**

Whenever any notice of a committee meeting is required to be given under the provisions of the Act, or in accordance with this General Operating By-law, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a committee meeting by a person entitled to notice shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(e) Omission of Notice

The accidental omission to give notice of any committee meeting or any irregularity in the notice of any such meeting of the committee or the non-receipt of any notice by any committee member shall not invalidate any resolution passed or any proceedings taken at any committee meeting, provided that no committee member objects in writing to the committee chair of such omission or irregularity within thirty (30) days of the relevant meeting.

(f) Place of Meetings

Meetings of the committee shall be held at the head office of the Church or at any other place as designated by the chair in the notice calling the meeting.

(g) Meetings by Telephone or Electronic Means

If all of the committee members consent, a committee member may, in accordance with the Regulations, participate in a Committee meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A committee member participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of committees.

(h) Voting Rights and Procedures

All committee members shall have one (1) vote on every question put to the meeting unless the Act or the By-laws otherwise provide. Questions arising at any meeting of a committee shall be decided by a majority of the members of the committee present and voting. Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair that a majority of the votes cast on the question has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the committee is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a secret ballot is conducted. A committee member shall be considered to be present at a meeting of a committee if such person attends the meeting either in person, by telephone conference call or by other electronic means. In the case of an equality of votes, the chair of the committee, in addition to his or her original vote, shall have the second or casting vote.

(i) Open Committee Meeting

Meetings of any committee shall be open to all Members of the Church, and to such other persons as the committee from time to time determines can be present,

provided that no one other than a committee member shall have the right to participate in discussions at any committee meeting.

(j) Meetings in Camera

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

(k) Secretary of the Committee

The secretary of the committee shall be determined by the committee members.

(l) Minutes of Meeting

Minutes shall be kept of all committee meetings and a summary report of such meetings shall be presented to the [Board](#) at the next meeting of the Board.

(m) No Remuneration

The members of the committee, save and except where such members are employees of the Church, shall serve as such without remuneration and no member of the committee shall directly or indirectly receive any profit from his or her position as such, nor shall any member of the committee receive any direct or indirect remuneration from the Church, except where approved by the Board, provided that committee members may be reimbursed for such expenses incurred by them in the performance of their duties determined to be reasonable in the circumstances in accordance with any Operating Policy established by the Board.

(n) Delegation of Committees

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

15.03 Nominating Committee

(a) Establishment of Nominating Committee

(i) The Deacon Board shall establish at least six (6) months prior to the annual Membership Meeting a Nominating Committee to consist of the

Lead Pastor, two members of the Deacon Board and two (2) other Members (other than members of the Deacon Board). The duties of the Nominating Committee shall be to prepare and submit a slate of nominations for election at the next annual Meeting of Members. The slate of nominations shall include nominations for the Deacon Board, and other Church positions as the Deacon Board determines are needed from time to time.

- (ii) At least Five (5) months prior to the Membership Meeting, the Nominating Committee shall invite recommended nominations from the Membership. Nominations shall be received from Members for two (2) months following the request for such nominations by the Nominating Committee. All submissions to be considered must be made in writing, provide reasons for the nomination and be signed by a Member in good standing of the Church. A member can nominate up to three persons for a particular position.
- (iii) It shall be the duty of the Nominating Committee to present a list of prospective Board Members from the recommended nominations and the membership list to fill the exact number of vacancies on the Deacon Board. These persons shall fulfill all necessary qualifications and shall have demonstrated a willingness to serve in this capacity. The Nomination Committee shall also give consideration to the gifts and skills most needed on the Deacon Board to best complement the Deacons continuing on and to reflect the cultural and generational makeup of the Church. The nominees may be interviewed by the Nomination Committee.
- (iv) One week prior to the Annual meeting the nominees, along with a brief description of their qualifications, will be presented to the members of the Church.
- (v) The slate of nominees will be presented to the Members at the annual Meeting of Members for election by Ordinary Resolution with the Members voting yes or no on the slate as presented and not for each nominee separately.
- (vi) The Standard Terms of Reference for Committees as detailed in Section 15.02 shall apply to the Nominating Committee except as modified in Section 15.03.
- (vii) The term of membership on the Nominating Committee shall be for a period of one (1) year, which term of office will run from the date of the Nominating Committee's appointment by the Deacon Board.

(b) Qualification for Membership on Nominating Committee

The Nominating Committee Members, with the exception of the Lead Pastor and the two (2) Deacon Board Members, must also fulfill all of the following qualifications:

- (i) not be related to another member of the Nominating Committee; and
- (ii) not be, nor be related to, a Deacon Board Member, the Lead Pastor or a Staff Pastor.

(c) Chairperson of Nominating Committee

The chairperson of the Nominating Committee shall be the Lead Pastor.

(d) Removal of Members from Nominating Committee

Any member of the Nominating Committee may be removed for any reason by a Resolution of the Deacon Board. A vacancy occurring from such removal or from a resignation of membership on the Nominating Committee shall be filled by the Deacon Board.

(e) Meetings of the Nominating Committee

All meetings of the Nominating Committee shall be in camera.

15.04 Finance Committee and Risk Management Committee

(a) Establishment of Finance Committee

- (i) The Lead Pastor and the Deacon Board shall appoint Members to the Finance Committee on an annual basis, as required. The Finance Committee shall consist of a minimum of five (5) Committee Members, which shall include the Treasurer and up to two (2) additional Deacon Board Members to be appointed by Resolution of the Deacon Board. The other Finance Committee Members shall be Members, provided that they are not already members of the Deacon Board. The Finance Committee oversees the following: Preparation of the Annual Budget, Salaries and Benefits, Financial Policies, Risk Management, Financial Controls, and special projects as assigned by the Deacon Board. All decisions, actions and recommendations by the Finance Committee shall be subject to review and approval by the Deacon Board.
- (ii) The Standard Terms of Reference for Committees as detailed in Section 15.02 shall apply to the Finance Committee except as modified in this Section 15.04.

- (iii) The term of membership for each Finance Committee Member shall be for a period of up to three (3) years, which term of office will run from the date of appointment of each Finance Committee Member by the Deacon Board.

(b) Qualification for Membership on Finance Committee

The Finance Committee Members, with the exception of the Deacon Board Members and the Treasurer, must also fulfill all of the following qualifications:

- (i) not be related to another member of the Finance Committee; and
- (ii) not be, nor be related to, the Treasurer, a Deacon Board Member, the Lead Pastor or a Staff Pastor.

(c) Chairperson of Finance Committee

The chairperson of the Finance Committee shall be appointed by Resolution of the Deacon Board from among the membership of the Finance Committee.

(d) Removal of Members from Finance Committee

Any member of the Finance Committee may be removed for any reason by a Resolution of the Deacon Board. A vacancy occurring from such removal or from a resignation of membership on the Finance Committee shall be filled by the Deacon Board.

(e) Meetings of the Finance Committee

All meetings of the Finance Committee shall be in camera.

15.05 Standing Committees and Ad Hoc Committees

The Board may establish such Standing and Ad Hoc Committee, as it determines necessary from time to time. The number of members for and the mandate of each committee shall be determined by the Board from time to time. The standard terms of reference for committees as detailed in Section 15.02 shall apply to each Standing Ad Hoc Committee.

SECTION XVI
ORDINANCES AND PRACTICES

16.01 Ordinances

- (a) The ordinance of baptism by immersion in water (Matt. 28:19), shall be administered upon request to all those who have repented of their sins, and have

believed on the Lord Jesus Christ for the saving of their souls, and who give clear evidence of their salvation (Rom. 6:3-5; Col. 2:12).

- (b) The ordinance of the Lord's Supper shall be regularly observed as enjoined in the Scriptures (Luke 22:19-20; 1 Cor. 11:23-26).

16.02 Practices

Practices shall include:

- (a) Dedication of Children
- (b) Prayer for the Baptism with the Holy Spirit
- (c) Prayer for the Sick
- (d) Christian Marriage
- (e) Christian Burial of the Dead

SECTION XVII **OPERATING POLICIES**

17.01 Operating Policies

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Church relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION XVIII **FINANCIAL MATTERS**

18.01 Financial Year

Unless otherwise changed by resolution of the Board, and approval of the Canada Revenue Agency the financial year end of the Church shall be the 30th day of June in each year.

18.02 Banking Arrangements

The banking business of the Church shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the

Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Church and/or other persons as the Board may from time to time designate, direct or authorize.

18.03 Public Accountant and Financial Review

The Church shall be subject to the requirements relating to the appointment of a Public Accountant and level of financial review required by the Act. The Public Accountant, if one is appointed, must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Deacons and Officers of the Corporation and its affiliates. The Deacons may fill any casual vacancy in the office of the Public Accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

18.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

18.05 Borrowing

(a) Borrowing Powers

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

- (i) borrow money on the credit of the Church;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Church; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Church, owned or subsequently acquired, to secure any debt obligation of the Church.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Church to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements,

terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Church.

18.06 Approval of Members for Certain Financing

The Church, prior to the making of an application for a loan from any source, or incurring indebtedness on a purchase plan, or otherwise when repayment is not to be made in full within twelve (12) months of the date of the intended loan, or where the intended indebtedness together with all other indebtedness aside from a first mortgage of the Church in the aggregate will exceed twenty percent (20%) of the total amount of the previous year's gross revenues, shall obtain the approval of its Members to the proposed action by a Special Resolution passed at a duly called Membership Meeting.

18.07 Real Estate

The acquiring, mortgaging and disposal of real estate with a book value in excess of ten percent (10%) of the value of all real property owned by the Church must be authorized by a resolution passed by a majority of not less than seventy-five percent (75%) of the votes cast by the Members at a duly called Membership Meeting.

**SECTION XIX
GENERAL**

19.01 Registered Office

The registered office of the Church shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

19.02 Corporate Seal

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

19.03 Execution of Documents

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

19.04 Securities for Safekeeping

The securities of the Church shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Deacon 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 Deacon Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Deacon Board shall be fully protected in acting in accordance with the directions of the Deacon Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

SECTION XX NOTICES

20.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Deacon, Officer, member of a committee of the Board, or the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Church or in the case of notice to a Deacon to the latest address as shown in the last notice that was filed by the Church in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. The Secretary may change or cause to be changed the recorded address of any Member, Deacon, Officer, Public Accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to

be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Deacon or Officer of the Church to any notice or other document to be given by the Church may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

20.02 Computation of Time

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

20.03 Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Church shall not be required to give any further notices to such Member until such Member informs the Church in writing of his or her new address.

20.04 Omissions and Errors

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

20.05 Waiver of Notice

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

SECTION XXI **AMENDMENTS**

21.01 District Superintendent

When possible and subject to the Act, proposed amendments to the Articles and By-laws shall be submitted to the District Superintendent at least thirty (30) days in advance of the Members meetings where they are to be considered.

21.02 Amendment of Articles

As set out in the Articles, the Articles of the Church may only be amended by seventy-five percent (75%) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative seventy-five percent (75%) of the votes cast at a Members' meeting duly called for the purpose of considering the said amendment.

21.03 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Church or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

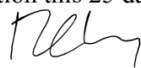
SECTION XXII **IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

22.01 Repeal of Former General Operating By-law

General Operating By-law No. 2 is hereby repealed and replaced by General Operating By-law No. 3 herein effective immediately upon Special Resolution of the Members.

The repeal of By-law No. 2 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this 25 day of September, 2022.



Chair of the Board



Secretary

CONFIRMED by the Members of the Corporation this 25 day of September, 2022.



Secretary

ONECHURCH.TO

51

General Operating By-law No. 3

Articles of Incorporation, Amendment and Continuance



Industry
Canada Industrie
Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

AGINCOURT PENTECOSTAL CHURCH

THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - July 21, 2010

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 759737-1



Canada

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT
SHARE CAPITAL UNDER PART II
OF THE CANADA CORPORATIONS ACT**

TO: THE MINISTER OF INDUSTRY

I

The undersigned hereby apply to the Minister of Industry for the grant of a charter by Letters Patent under the provisions of Part II of the *Canada Corporations Act* constituting the undersigned, and such others as may become members of the Corporation thereby creating, a body corporate and politic under the name of

AGINCOURT PENTECOSTAL CHURCH

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive, except for the name of the unincorporated church organization of **AGINCOURT PENTECOSTAL CHURCH**, which has signified its consent to the use of such name by this Corporation and to which this Corporation is to be the successor, and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

Gladson Thomas
6 Joanna Drive, Scarborough, ON M1R 4J1 - Banker

Charmaine Francis
1508 - 4727 Sheppard Avenue East, Toronto, ON M1S 5B3 - Banker

Rohan Appadurai
136 Briarwood Road, Unionville, ON L3R 2X5 – Banker

Angel Morales
101 Trail Ridge Lane, Markham, ON L6C 2C2 – Associate Director Bell Canada

Emmanuel Colucci
207 Mossbrook Square, Pickering, ON L1V 6P8 – Sales Agent

The said Gladson Thomas, Charmaine Francis, Rohan Appadurai, Angel Morales, and Emmanuel Colucci will be the first directors of the Corporation.

III

The objects of the Corporation are:

1. To preach, teach, disseminate, advance, demonstrate and implement the Gospel of Jesus Christ and related truths of the Holy Bible within the local community, throughout Canada and to people everywhere and thus fulfill the command of our Lord and Saviour that His Gospel be preached in all the world as a witness for all nations, in accordance with the statement of fundamental and essential truths contained herein.
2. Provided that the objects shall include only those which are, at law, exclusively charitable and without limiting the generality of the foregoing, and to accomplish the aforesaid objects:
 - (a) to uphold and further the statement of fundamental and essential truths contained herein;
 - (b) to establish, maintain and conduct one or more places of worship of Almighty God;
 - (c) to bring forth the knowledge of the gift of salvation through Jesus Christ, head of the Church, to the local community, to the country of Canada, and to the world at large as may be directed by our Lord and Saviour;
 - (d) to help and strengthen members in adherence to the Christian faith and discipleship of believers;
 - (e) to establish, maintain and operate a ministry of Christian education in the knowledge of God and the guidance of all life as revealed in the Holy Scriptures of both the Old and New Testaments;
 - (f) to support and encourage unity in the body of Christ within the Corporation and everywhere;
 - (g) to train, send forth, support and maintain students in training for the ministry, missions, missions agencies and missionaries to preach and teach the Gospel of Jesus Christ for both home and foreign missions;
 - (h) to establish, maintain and operate programs and agencies to alleviate human suffering and meet the physical and emotional needs of persons in need in the local

community, the country of Canada and the world at large in order to demonstrate and disseminate the message of Christ's love and offer of salvation;

- (i) to collect and distribute food, clothing and other essential basic supplies, as well as to establish, maintain and operate kitchen facilities to prepare and distribute hot meals, for individuals in need in order to demonstrate and disseminate the message of Christ's love and offer of salvation;
- (j) to establish and conduct educational programs of language instruction, job search assistance and information programs on Canadian culture and life for individuals in need in order to demonstrate and disseminate the message of Christ's love and offer of salvation;
- (k) to establish and conduct Christian counselling programs and related services;
- (l) to establish, maintain and operate a Christian school for the provision of a nursery school, kindergarten, elementary and high school facility to provide general education for young people in the context of the Christian faith;
- (m) to establish, maintain and operate a Bible college and/or theological seminary, or other similar institution of religious instruction to train men and women in the Christian faith as lay people, Christian workers, ministers, missionaries and evangelists;
- (n) to establish, maintain and operate a Christian camp, counselling centre, retreat centre or conference centre;
- (o) to establish, operate and maintain Christian facilities and residential housing for seniors as ministers of the Christian Faith;
- (p) to ordain and/or license ministers and pastors to full-time and part-time Christian service;
- (q) to establish, maintain and operate residences for religious leaders; and
- (r) to establish, maintain and operate burial grounds and cemeteries.

IV

For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the *Canada Corporations Act* or any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities and in particular without limiting the generality of the foregoing:

- (a) to invest and reinvest the funds of the Corporation in such manner as determined by the directors from time to time, including investments in mutual funds, and in making such investments, the board of directors shall be governed by the *Trustee Act* (Ontario), as amended from time to time, as well as the power to sub-delegate investment decision making to qualified investment managers;
- (b) to accept and carry into effect any trust consistent with the objects of the Corporation;
- (c) to establish a common trust fund, in which donations received by the Corporation, whether or not designated, are combined for the purpose of facilitating investment and to operate such fund in accordance with terms of reference established by the board of directors from time to time;
- (d) in accordance with subsection 16(3) of the *Canada Corporations Act*, as amended from time to time, it is provided that in addition to the incidental and ancillary powers given to the Corporation in accordance with subsection 16(1) of the *Canada Corporations Act* as amended from time to time (save and except for the powers contained in paragraph 16(1)(r) of the *Canada Corporations Act*, which powers are, in accordance with subsection 16(4) of the *Canada Corporations Act*, expressly excluded from the Corporation) the Corporation shall, subject to these letters patent, have all the rights, powers and privileges of a natural person; and
- (e) to perform any manner of actions as are incidental or ancillary to the attaining of the above mentioned objects of the Corporation.

V

The operations of the Corporation may be carried on throughout Canada and elsewhere. The place within Canada where the head office is to be situated is the City of Toronto in the Province of Ontario.

VI

The statement of faith that members, directors and officers of the Corporation are required to subscribe to is as follows:

Please refer to pgs 6, 7 and 8 for the Statement of Essential Truths



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

AGINCOURT PENTECOSTAL CHURCH

Corporate name / Dénomination de l'organisation

759737-1

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 211 of the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts de prorogation sont joints, a été prorogée en vertu de l'article 211 de la *Loi canadienne sur les organisations à but non lucratif*.

Cheryl Ringor

Deputy Director / Directeur adjoint

2014-03-20

Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)

Canada

Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

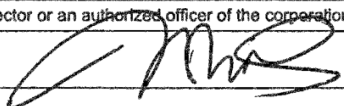
1	Current name of the corporation	AGINCOURT PENTECOSTAL CHURCH		
2	If a change of name is requested, indicate proposed corporate name	N/A		
3	Corporation number	4	The province or territory in Canada where the registered office is situated	
	7 5 9 7 3 7 - 1		Ontario	
5	Minimum and maximum number of directors <i>(for a fixed number, indicate the same number in both boxes)</i>			
	Minimum number	3	Maximum number	9
6	Statement of the purpose of the corporation			
	See Schedule 1.			
7	Restrictions on the activities that the corporation may carry on, if any			
	None			

Form 4031
Articles of Continuance (transition)

8	The classes, or regional or other groups, of members that the corporation is authorized to establish
The Corporation is authorized to establish one class of Members. Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members of the Corporation.	

9	Statement regarding the distribution of property remaining on liquidation
It is specifically provided that in the event of dissolution or winding up of the Corporation, and after payments of all of its debts and liabilities, its remaining property shall be distributed or disposed of to The Pentecostal Assemblies of Canada Les Assemblies de la Pentecote du Canada, or its successor organization, provided that any special or restricted purposes trust funds held by the Corporation shall be transferred to one or more new trustee(s) that are charities in Canada that are registered as such under the Income Tax Act (Canada) and have been appointed by the directors of the Corporation to be applied in accordance with the applicable terms of trust.	

10	Additional provisions, if any
See attached Schedules 2 and 3.	

11	Declaration
I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.	
Signature 	
Print name <u>MARK VARNAS</u>	
Phone number <u>(647) - 351-2284</u>	
Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).	



Certificate of Amendment

Canada Not-for-profit Corporations Act

Certificat de modification

*Loi canadienne sur les organisations à but non
lucratif*

OneChurch.to

Corporate name / Dénomination de l'organisation

759737-1

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the articles of the
above-named corporation are amended under
section 201 of the *Canada Not-for-profit
Corporations Act*, as set out in the attached
articles of amendment.

JE CERTIFIE que les statuts de l'organisation
susmentionnée sont modifiés aux termes de
l'article 201 de la *Loi canadienne sur les
organisations à but non lucratif*, tel qu'il est
indiqué dans les clauses modificatrices ci-
jointes.

Isabelle Foley

Deputy Director / Directeur adjoint

2021-09-27

Date of amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)



Form 4004
Articles of Amendment
*Canada Not-for-profit Corporations
Act*

Formulaire 4004
Clauses modificatrices
*Loi canadienne sur les organisations à
but non lucratif*

1	Current corporate name Dénomination actuelle de l'organisation AGINCOURT PENTECOSTAL CHURCH
2	Corporation number Numéro d'organisation 759737-1
3	The articles are amended as follows: Les statuts sont modifiés comme suit : The corporation changes its name to: La dénomination de l'organisation est modifiée pour : OneChurch.to

4	Declaration: I hereby certify that I am a director or an authorized officer of the corporation. Déclaration : J'atteste que je suis un administrateur ou un dirigeant autorisé de l'organisation.
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Original signed by / Original signé par
Nalini Sen

Nalini Sen
416-291-9575

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the Canada Not-for-profit Corporations Act (NFP Act)).

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi canadienne sur les organisations à but non lucratif (Loi BNL)).

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.