

BETHEL PENTECOSTAL CHURCH WALLACEBURG

GENERAL OPERATING BY-LAW NO. 2023-1

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

Bethel Pentecostal Church Wallaceburg

(An Ontario corporation)

hereinafter referred to as the “Church” or “Corporation”

WHEREAS: the Church was established as an unincorporated Church since at least 1967; and received charitable status from Canada Revenue Agency as of January 1, 1967;

AND WHEREAS the Church has determined it would be in the best interest of the Church to transition to an incorporated entity, and has obtained Articles of Incorporation under the Ontario *Not-for-Profit Corporations Act* R.S.O. 2010 C. 15 effective March __, 2023;

AND WHEREAS the Church is required to adopt a General Operating By-law;

NOW THEREFORE the following By-law No. 2023-1, is enacted as the General Operating By-law of Bethel Pentecostal Church Wallaceburg as follows:

SECTION I

DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

1.01 Definitions

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

“**Act**” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15, (“ONCA”) and any statute amending or enacted in substitution therefor, from time to time;

“**Articles**” means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;

“**Board**” or “**Church Board**” means the legal governing board of the Church, which may also be referred to as the Board of Directors of the Church pursuant to the Act.

“**Board Policy**” and/or “**Board Position Statements**” means a board policy and/or position statement adopted by the Church Board pursuant to this General Operating By-law from time to time.

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

“**Church**” or “**Corporation**” means the unincorporated entity established on or before 1967 and incorporated under the Act effective March __2023, and named “*Bethel Pentecostal Church Wallaceburg*”, through which its Members may fellowship together as a New Testament Church.

“Church’s governing documents” refers to the collective governing documents of the Church which includes the Articles, the General Operating By-law which incorporates by reference the Statement of Essential Truths, the Positions and Practices, the PAOC Constitution and By-laws 2022, the General Constitution and By-laws of the Western Ontario District, and any other By-laws, Board Policies or Position Statements adopted by the Church from time to time, unless the context requires otherwise.

“Discipline” means actions taken seeking to reconcile Members to one another through mutual forgiveness and/or through reconciling Members to the teachings of the Church for the purpose of restoring offenders to fellowship with God and the Church.

“District” means the Western Ontario District of The Pentecostal Assemblies of Canada or, in the event that the said district ceases to exist, any replacement or successor district within The Pentecostal Assemblies of Canada that is responsible for the oversight of the Church.

“Documents” includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing, including any form of representation of information or of concepts of any of the above fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by any means.

“Member” means a member of the Corporation and **“Members” or “Membership”** means the collective corporate membership of the Church.

“Public Accountant” means the individual, corporation(s), or other form of business organization appointed by the Membership to review or audit the financial statements of the Church in accordance with the Act and this General Operating By-law.

“Resolution” means a resolution passed by a simple majority of the votes cast by individuals entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.

“Special Resolution” “special resolution” generally means a resolution that is submitted to a meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or it means a resolution that is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation.

“Spouse” means either a Man who is married to a Woman, or a Woman who is married to a Man, as applicable.

“Statement of Essential Truths and the PAOC Positions and Practices” means the statements as adopted and amended by the General Conference of The Pentecostal Assemblies of Canada from time to time.

“The Pentecostal Assemblies of Canada” or “PAOC” means the denomination with which the Church is affiliated and recognized as a “local assembly”.

“Volunteer” means any individual who performs services or ministries on behalf of the Church without receiving remuneration, other than repayment of reasonable expenses.

1.02 Purposes

This General Operating By-law and any other By-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the legal purposes set out in the Articles.

If any of the provisions contained in the By-laws and/or other documents forming part of the Church's governing documents are inconsistent with the law, or the provisions contained in the Act or Articles or By-laws, the provisions contained in the Act, the Articles or the By-laws, in that order, as the case may be, shall prevail.

1.03 Interpretation

- a) In this General Operating By-law and all other By-laws, Resolutions, Policies, or Position Statements of the Church, unless the context otherwise requires, words importing the singular number include the plural and vice versa.
- b) Subject to the By-laws, the Directors shall decide upon matters of a procedural nature not dealt with by the Act or By-laws.
- c) The Directors shall interpret the By-laws, Policies, Position Statements, rules or regulations of the Corporation. The decision of the Directors in this regard shall be final.

1.04 Headings

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

SECTION II AFFILIATION

2.01 Church Affiliation

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 propagating 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 (PAOC).

As an affiliated assembly (member) of the PAOC, the Church shall also adhere to the General Constitution and By-Laws 2022 of The Pentecostal Assemblies of Canada, as amended from time to time, (including: the Statement of Essential Truths and the PAOC's Positions and Practices, By-law 10 Ministerial Credentials, By-law 12 District Conferences, and By-law 14 Local Assemblies), and as such shall be "amenable to the district conference (i.e., the Western Ontario District) in doctrine, in conduct, in practice, and in all other matters which affect the peace and harmony of The Pentecostal Assemblies of Canada" (By-law 12.16.2 Local Assemblies).

2.02 Right to Self-Govern

While recognizing its right to self-govern according to the standards of the New Testament Scriptures, "*endeavouring to keep the unity of the Spirit in the bond of peace ... till we all come in the unity of the faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ*" (Ephesians 4:3, 13) and with the inherent right to sovereignty in the conduct of its own affairs, the Church voluntarily enters into full co-operative fellowship with assemblies of like precious faith associated in the Western Ontario District and the General Conference of "*The Pentecostal Assemblies of Canada*", and as such shares in the privileges and assumes the responsibilities enjoyed by that affiliation.

For clarity, the Church shall have the right to govern itself according to its Articles and By-laws and shall have the right to develop policies and procedures which guide its operation as determined by the Board.

2.03 Ordinances and Practices of the PAOC

As an affiliated PAOC Church, the Church recognizes the ordinances, practices and beliefs held by the PAOC.

SECTION III MEMBERSHIP

3.01 Membership Criteria

Membership in the Church shall initially consist of the individuals recorded as Members of the Church as of the date this General Operating By-law 2023-1 comes into effect. Thereafter, Membership in the Church shall consist only of those individuals who:

- a) give evidence of a genuine experience of regeneration, professing the Lord Jesus Christ as personal Saviour. (John 1:1,13; 3:3-8; 1 Peter 1:18-25);
- b) give credible profession of faith in Jesus Christ as Lord, including giving 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) affirm the Church’s teachings on activities, conduct and behaviours deemed inexcusable for Christian conduct, including its teachings on marriage, gender and sexuality;
- d) indicate a desire to live in harmony with this body of believers and shall accept and practice the doctrinal standards as set out in the Statement of Essential Truths and the PAOC Positions and Practices;
- e) have been a regular attendee and financial supporter of the Church for at least twelve (12) months;
- f) are willing to be subject to the authority of the Church;
- g) are eighteen (18) years of age or older; and
- h) have completed the procedure for admission into Membership.

3.02 Admission and Re-admission to Membership

Admission and Re-admission for Membership in the Church may be initiated by speaking with the Pastor or the Board appointed designate for this purpose, and will require adhering to any Board approved policies and procedures, as may be amended from time to time, but will generally require an application and participation in a new members’ class.

3.03 Transfer of Membership

A corporate membership is not transferrable from one individual to another individual. The Church shall facilitate moves of its members to other PAOC Churches or The Pentecostal Assembly of Newfoundland and vice versa, giving consideration to the practices and by-laws (as applicable) of the PAOC. In that regard:

- a) upon an individual’s request the Pastor, or Board designate, shall give a certificate or letter of recommendation (which may be referred to in this context as a ‘letter of transfer’) to Members who are in good standing and are moving to another Church; and
- b) the Board may accept and consider a certificate or letter of recommendation from another Church in support of an individual’s request for membership.

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3.04 Privileges, Rights and Duties of Membership

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

- a) to do all they can to promote unity and growth in the Church and be open to receiving guidance from the preached Word as well as the general direction of the Church as exercised by the Pastor and the Church Board;
- b) to minister to one another's spiritual needs as part of the Body of Christ;
- c) to participate in Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Church;
- d) to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church's governing documents;
- e) to attend all public worship services of the Church subject to these By-laws and to do so on a regular basis;
- f) to be regular financial supporters of the Church;
- g) to participate in the ordinances administered by the Church; and
- h) to attend, speak, participate and vote at all Meetings of Members.

3.05 Inactive Members

Members who are absent from regular services, as reasonably determined by the Church Board, for at least twelve (12) consecutive months, may at the Board's discretion, be designated by a Board resolution as "Inactive Members". Individuals designated as "Inactive Members" shall not be eligible to vote at Meetings of Members, and shall not be included in determining quorum for Members' Meetings.

3.06 Termination of Membership:

Membership in the Church is terminated:

- a) when the Member dies;
- b) upon a Member's written resignation/ request to remove their name as a Member. In the event of such a request, the Board shall approve the request in accordance with its policy and procedures, if any, and such removal shall be effective upon the date that the Board receives the request, unless the request indicates a later date;
- c) Upon acceptance by a Board resolution of a Member's deemed voluntary resignation from membership in this local church upon the Member being on the Inactive Members roll for at least twelve (12) consecutive months.
- d) Upon the Board's determination that an individual no longer meets the requirements for membership. The Board may terminate the membership of any individual who fails to continue to meet the eligibility requirements for membership where Discipline did not result in restoration, and/or whose actions are contrary and harmful to the purposes and policies of the Corporation, as determined by the Board, acting reasonably. The Board shall notify the individual in writing that their membership is being terminated and of the reason for the notice. The individual shall have sixty (60) days to appeal the termination of membership in writing to the Board for consideration. The individual's submission must be provided to the Directors not less than fourteen (14) days before the termination of membership is to become effective. The decision of the Board is final.
- e) Upon the liquidation or dissolution of the Corporation.

3.07 Membership List

The Secretary shall ensure that a current Church Membership list is kept.

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3.08 Circumstances Giving Cause for Discipline

A Member shall be deemed to be under the Discipline of the Church if the Church Board, after having consulted with the Pastor, in its sole discretion determines by Resolution that any of the following circumstances have occurred:

- a) a Member has evidenced any moral failure involving sexual misconduct or sexual deviation (including, but not limited to, adultery, homosexuality, incest, sexual assault, pornography, and improper contact with the opposite sex);
- b) a Member has evidenced unethical or immoral conduct or behaviour, other than sexual misconduct, that is unbecoming of a Member (including, but not limited to, deception, fraud, theft, and assault);
- 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's governing documents;
- d) a Member has propagated doctrines and practices contrary to those set forth in the Statement of Essential Truths and the PAOC Positions and Practices or the general teachings of the Church; or
- e) a Member has wronged another Member or caused serious discord or dissension in the Church, with or without malicious intent, that is not repented of.

3.09 Restoration Through Discipline

- a) Discipline is an exercise of spiritual authority for which the Church is responsible. The aims of Discipline are that God may be honoured, that the purity and welfare of the local Assembly may be maintained and that those under Discipline may be brought to repentance and restoration.
- b) 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. Discipline is to be administered for the restoration of the offender to fellowship with God and with the Church, while fully providing for the protection and advancement of the spiritual welfare of the Church. The Church has not only the right but the duty to practice such Discipline in a Christian manner.
- c) Discipline is to be redemptive in nature as well as corrective, and is to be exercised as under a dispensation of both justice and mercy. It is to be proceeded with only after all avenues of Christian counsel and brotherly admonition have been attempted. 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.

3.10 Procedure for Discipline

The procedure for Discipline is as set out in Appendix A.

3.11 Waiver, Mediation and Arbitration

Notwithstanding anything else contained herein, 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's governing documents shall not give a Member cause for any legal action against either the Church, or its Pastor, any Employees, Church Board members, Officers or Members, and the acceptance (or continued 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 Pastor, any Employees, Church Board Members, Officers and Members 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's governing documents 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.

3.12 Membership Meetings

- a) Place of Meetings
Meetings of the members may be held at any place within Ontario as the board may determine.
- b) Annual Congregational Meeting
There shall be an annual Meeting of Members at such time and place in Ontario as determined by the Church Board to be no later than 6 months after the fiscal year end. The purpose of the annual Meeting of Members will generally be to do the following:
- (i) devotions;
 - (ii) reading of previous minutes by the Secretary;
 - (iii) receive necessary reports (e.g., Treasurer, committees);
 - (iv) review the financial statements for the immediately preceding year, including the Public Accountant's report if any;
 - (v) review the proposed budget;
 - (vi) appoint the Public Accountant (if required by law), for the upcoming year upon the recommendations of the Church Board;
 - (vii) elect any new members to the Church Board as required; and
 - (viii) transact any other necessary business as required by the Act and/or the Board.
- c) Other Special Meetings
At the request of the Pastor, or of the Secretary upon receipt of the written order of a majority of the Church Board, or upon the written request of ten percent (10%) of the total Membership of the Church, a Special Meetings of Members shall be called and convened by the Church Board within thirty (30) days of the request.
- d) Notice of Meeting
Notice of all Membership Meetings (annual and special) shall be given to Members. Typically notice shall be given orally from the pulpit at least two (2) Sundays prior to the date of the Membership Meeting.

Additionally, notice must be given at least 10 days prior to the date of the meeting by at least one of the following methods:

- (i) by posting Notice in the main Church foyer at least ten (10) days prior to the date of the Membership Meeting;
- (ii) by mail, courier, or individual delivery to each member entitled to vote during a period of 21 to 10 days before the day on which the meeting is to be held; or
- (iii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 10 days before the day on which the meeting is to be held. However, if this is the only method used for giving Notice, a Member may request a non-electronic means of receiving Notice.

The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.

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

- f) Omission of Notice
The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the Public Accountant of the Church shall not invalidate any Resolution/Special Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to the omission or irregularity. Objections must be in writing to the Chair of the Board and submitted prior to the approval of the minutes of the Meeting in question.
- g) Electronic Meetings/ Electronic Participation at Members Meetings
The Board in its sole discretion may determine that:
(i) a Members meeting may be held entirely by means of conference telephone, electronic communications or other communicating equipment; and/or
(ii) Members may participate in a meeting of the Members by means of a conference telephone, electronic communications or other communicating equipment;
provided that in either case, all participants in the meeting can adequately communicate with each other simultaneously and instantaneously; the Church can verify the identity of anyone casting a vote; and the Church is prevented from knowing how each such participant voted.

A Member participating in a meeting by these means shall be deemed to be present in person at the meeting, including for purposes of counting quorum.

At the Board's discretion, voting at any Member's meetings via electronic communications or other alternate means and devices is permitted in accordance with the Act.
- h) Quorum
A quorum for an annual or other special Meeting of Members shall be twenty-five percent (25%) of the Members eligible to vote. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the Meeting to a fixed time and place but may not transact any other business.
- i) Chair of Membership Meetings
The Chair of Membership Meetings shall be:
(i) the Senior Pastor; or
(ii) if the Senior Pastor is absent or unable to act, then the Chair of the Board; or
(iii) if the Senior Pastor and the Chair of the Board are absent or unable to act, then a Church Board Member appointed by Resolution of the Board.
- j) Voting Rights of Members
All Members eligible to vote shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members. Members who have been designated as "In-Active Members" shall not be eligible to vote at Meetings of Members. Also, Members who are under a formal procedure of Church Discipline as determined by Board Resolution shall not be eligible to vote at Meetings of Members. At all annual and special Meetings of Members, every question shall be determined by Resolution (i.e., a simple majority), unless otherwise provided for by the Act, Articles or elsewhere in the By-laws.

k) Voting Procedure

Subject to the Act, votes at Meetings of Members may be given either personally or by Absentee Ballot. The form and content of the Absentee Ballot shall be as set out in these By-laws or as provided by the Church from time to time. The Chair or Board designated person, has the discretion to review Absentee Ballots submitted using alternate form and content and make a determination in its acceptability giving regard to authenticity and clarity.

Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot (also referred to as a 'ballot') is provided for or requested as stated below.

Subject to the Act, where Absentee Ballots have been submitted by Members, the Chair should ensure that the Absentee Ballots are included in the outcome of the vote.

In the case of an equality of votes, the Chair of the Membership Meeting shall, either by a show of hands, or by ballot, as applicable, have the deciding vote.

At any meeting unless a ballot is demanded, a declaration by the Chair of the meeting that a resolution taken by a show of hands has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the motion.

A ballot may be held either upon the decision of the Chair of the Membership Meeting or upon request of any Member in advance of the vote, and shall be taken in such manner as the Chair of the Membership Meeting directs. The result of a ballot shall be deemed to be the decision of the Meeting at which the ballot was held. A request for a ballot may be withdrawn.

l) Absentee Ballots

A Member may submit one Absentee Ballot vote per motion or resolution with respect to a particular motion or resolution set out in the notice for the meeting. The Absentee Ballot must be submitted in advance of the meeting to the Chair, Board Secretary, or Board designated individual. A vote by Absentee Ballot relates to only the first vote on the motion or resolution. In other words, if a secondary, but related motion arises with respect to a motion published in the notice, the Absentee Ballot does not apply. The Secretary or the Chair or Board designated individual receiving the Absentee Ballot(s) shall ensure that the absentee ballot(s) is collected and counted by the appointed counter(s) as applicable. The ability to vote by Absentee Ballot under this section, will not be available in the instance of a vote for a Lead Pastor.

Absentee Ballot: Sample Content

Unless otherwise prescribed by the Corporation, an Absentee Ballot may be in the following form or some similar form:

Absentee Ballot

"The undersigned Member of Bethel Pentecostal Church Wallaceburg hereby votes in [favour of/ against] the motion _____ as set out in the Notice of Members Meeting scheduled for the _____ day of [year].

DATED the _____ day of _____, _____ [year]

Signature of Member

Name of Member:

- m) Voting Rights and Proxies
Voting by proxy is not permitted. Except for Absentee Ballots as set out above, votes at Meetings of Members must be given personally.
- n) Minutes
Minutes shall be kept of 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 the Members at the next Meeting of Members for their approval.
- o) 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 Act, shall be determined by the Chair, and if necessary, by Robert's Rules of Order as they are reasonably interpreted by the Chair. Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order, if it was not challenged, the failure to follow Robert's Rules of Order shall not invalidate the meeting or the decisions made at such meeting.
- p) Adjournment
Subject to other provisions of this General Operating By-law, the Chair of Membership Meetings may with the consent of the Meeting adjourn the same from time to time to a fixed time that is no more than thirty-one (31) days from the Meeting, and to a fixed place. 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. The provisions of Section 3.12 d) with regard to notice shall apply to adjournments of Members meetings.

SECTION IV CHURCH BOARD

4.01 Definition of Church Board

The spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Church Board and it shall manage or supervise the management of the activities and affairs of the Church. The Church Board may also be referred to as the Board of Directors.

4.02 Composition of Church Board

The precise number of Church Board members (i.e., Directors) shall be the number of applicants for incorporation and thereafter, as determined by Special Resolution of the Members within the minimum and maximum range of Directors set out in the Articles. Recommendations to change the number of Board Members shall typically be made at the initiation of the Board and shall be confirmed by Special Resolution of the Membership at a duly called meeting. The Members may by Special Resolution, authorize the Directors to fix the number of Directors by Resolution, within the range set out in the Articles.

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4.03 Qualifications for Church Board

The Church Board shall be comprised of members who are of good report and sound judgment, examples to the congregation in matters of stewardship, church attendance, and spiritual maturity, and seeking constantly, as sanctified vessels, to be filled with the Holy Spirit (Acts 2:4; Ephesians 5:18). The selection of individuals for service on the Church Board shall be guided by such scriptural provisions as are cited in Acts 6:3, 1 Timothy 3:8-13, and Titus 1:5-9.

An individual may be considered eligible to serve on the Church Board if he or she also fulfills all of the following qualifications:

- a) the individual consents to serve as a Director;
- b) the individual must have been a Member in good standing of the Church for the previous two (2) years;
- c) the individual must be over the age of twenty-one (21);
- d) the individual must be in full agreement with the Church's purposes and governing documents;
- e) save and except where permitted by law, the individual and his or her family members must not be an employee, agent or individual that is receiving remuneration either directly or indirectly from the Church;
- f) the individual must not have the status of a bankrupt (i.e., that is, has not been discharged) or shall be deemed to have resigned if he or she takes on this status at any time during his or her term as a Church Board Member;
- g) the individual must not be a mentally incompetent individual or become a mentally incompetent individual at any time during his or her term as a Church Board Member; and
- h) at least one Director should have prior leadership experience in local Church leadership;

The Church's Senior Pastor (or however this position may be referred to), shall be entitled to attend and participate at all meetings of the Board of Directors, unless the Board requests to meet *in-camera* (i.e., without the Pastor present) for part or all of a meeting to discuss matters directly related to the Senior Pastor, such as remuneration and performance reviews. The Pastor may become a Director only if and when permitted by law, (e.g., permission is obtained from the Ontario Public Guardian and Trustee via a "Section 13 Court Order").

4.04 Election and Term of Directors

Subject to the Act, Directors shall be elected by Members and shall as much as possible retire in rotation. At each annual meeting of Members, approximately one-third of the Directors shall be elected to hold office until the annual meeting of the Members held in the third year following their election, or until their successors are elected. Directors may serve a maximum of two (2) consecutive terms after which a Director may not stand for election until eleven (11) months following the end of the Director's term. In calculating terms served, a partial term served to establish or re-establish the election of directors in rotation, or to fill a vacancy shall not be included.

All questions and matters related to the procedure for, and conducting of, the election shall be determined by the Chair of the meeting.

All individuals elected or appointed to hold office as a Director must consent in writing before or within ten (10) days after the election or appointment, provided that pursuant to the Act if an individual consents after this period the election or appointment is valid. Written consent is not required for a Director who is re-elected or reappointed without a break in their terms of office.

4.05 Duties and Authority of Church Board

Without in any way restricting the authority of the Church Board, the duties of the Church Board include the following:

- a) Spiritual Duties
In particular, the Church Board is chosen to serve the Church, together with the Pastor, in matters pertaining to the operation of the Church. The Church Board shall assist in the ministry of its Ordinances and shall act in the examination of applications for membership, and also in the administration of Church Discipline. The Church Board may establish a spiritual advisory council or similar committee to assist it in fulfilling such duties.
- b) Budget and Remuneration of Employees
The Church Board shall set the annual budget and in doing so shall ensure the reasonable and adequate remuneration for the Pastor, any paid Officers, and all other existing employees and agents of the Church. The starting compensation of any new employee, officer or agent etc. shall also be fixed by the Church Board. Any year over year increase in an individual's compensation over 15% shall be disclosed the congregation.
- c) Board Report
The Church Board shall report to the Membership at the annual Membership Meeting.

4.06 Moral Accountability of the Church Board

- a) To the Pastor: To support the Pastor in his/her primary responsibility to his/her family; to encourage and enable the Pastor to a continual growth in leadership through continuing education, development, courses, seminars, and resources; assure administrative excellence in financial reporting, strategic planning, communication, labour relations and other assigned duties; assist in creating and implementing a vision and strategy for the Church; assist in the development of that Church as a disciple-making, equipping community; ensure a global missions strategy and commitment; respect and understand mutual accountability (Rom. 1:8); and provide covering, care, and nurture for the Pastor.
- b) To Other Members of the Church Board: Support the Church Board members in their primary responsibility to their family; to encourage and enable the Board to a continual growth in leadership through prescribed courses made available through the PAOC; to assume responsibility for areas of expertise and giftedness to assure administrative excellence in the Church; to fulfill assigned duties as directed by the Church Board; to assist in creating and implementing a vision and strategy for the Church; to assist in the development of the Church as a disciple-making, equipping community; to ensure that adequate resources are available for touching, reaching and discipling the community; to ensure a global missions strategy and commitment; to respect and understand mutual accountability (Rom. 1:8); and provide covering, care, and nurture for each member of the Church Board. It is expected that the Church Board will function in confidentiality and loyalty, and model personal discipleship, which will contribute to the well being, reputation, and respect of the entire Church Board.
- c) To the Congregation: To model healthy family life and teach family values; to ensure that adequate resources are available for touching, reaching and discipling the community; to ensure clear communication of the vision, strategy and needs to the congregation; to ensure that an adequate membership process is in place (including education, ministry, accountability and discipline); to assist the congregation in understanding their spiritual responsibility to serve, give, share and be involved; to assist the congregation in understanding their responsibility to support the leadership in its vision and direction for the future and health of the Church; and to assist the congregation to understand its

role in, and commitment to, the community, as an agency of grace and spiritual light.

- d) To the Community: Understand their role of modeling Christian values of grace, love and acceptance to the community; raising the Church's awareness of the community's needs, and the responsibility of the Church to the community; to pray for and encourage the leadership of the community; and uphold and communicate justice and truth in the community.

4.07 Resignation from Church Board

- a) If the personal circumstances of any Church Board Member make it difficult for that member to devote the necessary time or energy to the work of the Church Board, then that Church Board Member shall be free to resign from the Church Board without embarrassment or stigma regardless of the remainder of the term of that member. Whether or not the individual will remain on Church Committees is a matter of the Church Board.
- b) If for any reason a Church Board Member chooses to resign, then that member shall give thirty (30) days written notice, if possible, to the Chair of the Board, who in turn shall call it to the attention of the Church Board. Such letter of resignation should set out the reasons for the departure of the member from the Church Board. Where the Church Board Member who chooses to resign is the Chair of the Board, then his letter of resignation shall be directed to the Secretary, who shall call it to the attention of the Church Board. Upon the acceptance of such resignation the Church Board shall notify the Membership.

4.08 Vacancy on Church Board

- a) The position of a Church Board Member shall be automatically vacated if any of the following situations occur:
 - (i) The Church Board Member has resigned his position as a member on the Church Board in the manner described in 4.07;
 - (ii) The Church Board Member is deemed to have voluntarily resigned their position as a member on the Church Board upon missing a cumulative total of fifty-one percent (51%) or more of the Board meetings during any calendar year, provided such deemed resignation must be confirmed by Resolution of the Board before taking effect;
 - (iii) The Church Board Member no longer fulfills all the qualifications of a Church Board Member set out in Section 4.03 as determined by Resolution of the Board (with the Church Board Member in question not having the right to vote thereat); or
 - (iv) The Church Board Member becomes ineligible under applicable law.
- b) Subject to the Act, a vacancy occurring in the Board shall be filled as follows:
 - (i) A vacancy in the Board may be filled by the Directors then in office (so long as there is a quorum) for the remainder of the term related to that vacancy, provided that if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and in default or if there are no Directors then in office, the meeting may be called by any Member;
 - (ii) Otherwise, such vacancy shall be filled at the next annual meeting of the Members at which directors are elected.

A decrease in the number of directors shall not shorten the term of an incumbent Director.

4.09 Church Board Meetings

- a) Regular Meetings
Regular meetings of the Church Board shall be held at such time and place as shall be determined by the Chair in consultation with the Pastor.
- b) Special Meetings
Special meetings of the Church Board may be called by the Pastor, the Chair, or upon written request of a majority of the Church Board Members to the Pastor, who shall then give notice of a special meeting of the Church Board as soon as possible thereafter.
- c) Notice of Meeting
All regular and special meetings of the Church Board shall be held on seven (7) days' notice either addressed and mailed, emailed, or otherwise delivered to each Church Board Member or at the call of the Pastor or the Chair upon 24 hours' telephone notice in the event of an emergency.
- d) Waiver of Notice
A Church Board Member may waive notice of a meeting of the Church Board and attendance of any Church Board Member at such meeting shall constitute a waiver of notice of the meeting, except where such individual attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- e) Omission of Notice
The accidental omission to give notice of any meeting of the Church Board or any irregularity in the notice of any such meetings or the non-receipt of any notice by any Church Board Member shall not invalidate any resolution passed or any proceeding taken at such meeting, provided that no Church Board Member objects in writing to such omission or irregularity within thirty (30) days of the relevant meeting.
- f) Meeting Agenda and Chair of Board Meetings
In setting the Board meeting agenda, the Chair shall actively consult with and obtain the input of the Pastor. The Pastor may be called upon to actively participate in Board Meetings, for example by opening and closing the meeting with devotions and prayer, or by participating, leading or moderating the discussion on specified agenda items.
- g) Quorum
A quorum for the transaction of business at any meeting of the Church Board shall be a majority of the Church Board Members then in office, but not fewer than two (2) directors, provided that vacancies on the Church Board shall be included when establishing the requisite quorum. Only those Church Board Members present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present. The Pastor shall not be included for purposes of calculating the quorum for such meetings.
- h) Voting
Each Church Board Member (i.e., Director) shall have one vote on all questions arising at any meeting of the Church Board. Questions arising at any meeting of the Church Board shall be decided by a majority vote. In the case of an equality of votes, the Chair may cast the deciding vote, or determine that the question is lost. At all meetings of the Church Board, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by any Church Board Member. A declaration by the Chair that a resolution has been carried and an entry to that

effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

i) Minutes

The Secretary shall keep written minutes of each meeting. Where the Secretary is not in attendance, the Church Board shall appoint a Church Board Member to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Church 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 Church Board.

j) Meetings by Telephone or Electronic Means

Subject to the Act, the members of the Board or a Committee (as the case requires) may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

k) Confidentiality

Every Church Board Member, Officer and Committee Member, staff and Volunteer shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such individual in the activities of the Church.

SECTION V **OFFICERS**

5.01 Election and Appointment of Officers

The Directors may, at the first meeting of Directors following the annual meeting or as required, fill the offices of the Church, specify their duties and, subject to the Act, delegate to them powers to manage the activities and affairs of the Corporation. The Chair shall be a Director. The other Offices may but need not be filled by Directors, provided that the Office of Senior Pastor/Pastor shall not be filled by a Director.

A Director may be elected or appointed to an office of the Corporation for a one-year term, and may be re-appointed for additional terms. The Board may by resolution remove at its pleasure any Officer of the Corporation, giving consideration to any employment contracts. Unless otherwise determined by the Directors, the Offices of the Corporation shall have the duties and powers set out below.

5.02 Names of Officers

The Officers of the Church shall be:

- a) Chair;
- b) Secretary;
- c) Treasurer;
- d) Senior Pastor; and
- e) any other Officers as determined by the Board from time to time.

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5.03 Definition of Officers

a) Chair

The Chair shall preside at and chair all meetings of the Church Board and shall be charged with the general enforcement of the provisions of the By-laws and ensure that directives of the Board are carried into effect. The Chair shall be elected or appointed from amongst the Directors. The Chair may attend meetings of all Committees. The Chair shall:

- (i) ensure the calling of Church Board meetings;
- (ii) ensure the preparation of the agenda for all Church Board meetings;
- (iii) ensure the fairness, objectivity and completeness of matters occurring at such meetings of the Church Board;
- (iv) ensure the conduct of meetings in a prayerful manner seeking the guidance of Jesus Christ in all matters of the Church;
- (v) be permitted to express an opinion on any matter discussed at the Church Board; and
- (vi) carry out such other duties as are directed from time to time by the Church Board.

b) Secretary

The Secretary shall attend all meetings of the Directors and of the Members and shall enter or cause to be entered in book kept for that purpose minutes of all proceedings at such meetings; the Secretary shall be the custodian of the corporate seal of the Church and of all books, records, Documents and other instruments belonging to the Corporation; the Secretary shall process all correspondence and keep the Chair informed about correspondence received; and the Secretary shall make available a current membership list at each meeting of the Members.

c) Treasurer

The Treasurer shall ensure that full and accurate books of account are kept and in which shall be recorded all receipts and disbursements of the Corporation; the Treasurer shall, under the direction of the Church Board, ensure proper procedures are followed regarding the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; the Treasurer shall render to the Church Board at the meetings thereof, or whenever required of him/her, an account of the financial position of the Church; the Treasurer shall provide a report of all financial statements at the end of each fiscal year; the Treasurer shall ensure that such financial records of the Church are audited each year; and the Treasurer shall ensure the Chair is promptly notified of any shortage of funds.

d) Senior Pastor

The pastor must be one who holds an active credential in good standing with The Pentecostal Assemblies of Canada or one whom the district executive officers of The Pentecostal Assemblies of Canada approve.

The Senior Pastor shall be selected following the requirements and directives as set out in Appendix B, who shall work in partnership with the Board to supervise and control the day-to-day operations of the Church and carry out such other functions as set out in the By-laws or as requested by the Board (e.g., to give, or cause to be given, all notices required to be given to Members, Directors and members of Committees).

The Pastor shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Church Board, any committee of the Board (including the Executive Committee, if any) and the meetings of Members, except those meetings where the terms of employment, compensation or disciplinary action of the Pastor are discussed.

f) Other

The Board may appoint such other officers as it determines from time to time, with such terms of reference as shall be outlined in Board Policy, as adopted by the Board from time to time.

5.04 Variation of Offices and Duties

From time to time the Board may vary, add to, limit or permit the delegation of the powers and duties of any Office or Officer(s).

5.05 Holding More Than One Office

Except for the Offices of Chair, an individual may be nominated or selected for, elected or appointed to, and hold, more than one office (in particular and without limitation, the offices of Secretary and Treasurer).

SECTION VI
CONFLICT OF INTEREST

6.01 Conflict of Interest

Subject to the Act and applicable law, Church Board members shall not place themselves in a position where there is conflict of interest between their duties as Board members and personal interests. Every Board member who is in any way directly or indirectly interested in, or may become interested in, an existing or proposed contract, transaction, or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement of a family member or the involvement of an employer, partner, business associate, or a corporation that the member is involved with as either a director, shareholder, officer, employee, or agent, then such Board member shall declare a conflict of interest fully at a meeting of the board and withdraw from any discussion or vote.

The Pastor, who serves as a member of the leadership, or any member of the pastoral staff, shall absent himself/herself from a Board meeting when a salary and allowance review is being considered.

SECTION VII
PROTECTION AND INDEMNITY

7.01 Protection and Indemnity to Church Board Members, Pastors and Officers

a) **Protection of Church Board Members, Pastor and Officers**

Except as otherwise provided in the Act, no Church Board Member, Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Church Board Member, Pastor, Officer or Employee or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the monies, securities or effects of or belonging to the Church shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any individual (with "individual" in this Section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any individual 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 Church Board Member's, Pastor's, or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such individual's wilful neglect or default. The Church Board Members, Pastor and Officers of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Church Board.

- b) Indemnity to Church Board Members and Officers
 Every Church Board Member, Pastor, Officer or any Member who has undertaken or is about to undertake any liability on behalf of the Church, their heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:
- (i) all costs, charges and expenses whatsoever which such Church Board Member, Pastor, Officer or any other Member of the Church sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the said individual in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of their office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; and
 - (ii) all other costs, charges and expenses which such Church Board Member, Pastor, Officer or any other Member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- c) Good Faith
 No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- d) Co-operation
 It shall be the obligation of any individual seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defense of any demand, claim or suit made against such individual, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.
- e) Indemnity to Others
 The Church shall also indemnify any other such individuals. Nothing in this By-law shall limit the right of any individual entitled to indemnification to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.
- f) Insurance
 The Church shall purchase and maintain insurance for the benefit of any individual entitled to be indemnified by the Church pursuant to this section 7.01, provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

SECTION VIII COMMITTEES

8.01 Establishment of Committees

The Church Board may appoint an Executive Committee and any Standing and Ad Hoc Committees whose chair and members will hold their offices at the will of the Church Board. Such Committees might include for example a Church Board spiritual advisory council. Subject to the Act, and the By-laws, the Church Board shall determine in its sole discretion from time to time, the rules and “Standard Terms of Reference” for committees in general, and the duties of specific Committees.

SECTION IX

POLICIES

9.01 Board Policies

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

SECTION X

FINANCIAL MATTERS AND PUBLIC ACCOUNTANTS

10.01 Financial Year End

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

10.02 Financial Statements

The Church Board shall ensure the preparation of the financial statements for the preceding year prepared in accordance with the Act in place from time to time prior to the annual Meeting of Members. The financial statements shall be presented at the annual Meeting of Members for approval by Resolution by the Members.

10.03 Public Accountant

- a) The Members shall at each annual Meeting of Members appoint a Public Accountant (who is not a Church Board Member or Officer of the Church) if and as required by the Act, to hold office until the next annual Meeting of Members to do the following:
 - (i) report to the Members on the fairness of the financial statements presented by the Church Board at the annual Meeting of Members;
 - (ii) audit the financial statements, accounts, general fund of the Church and other general funds which may be in existence from time to time and to submit the results of such audits to the Membership at the next annual Meeting of Members; and
 - (iii) carry out such other duties as are directed from time to time by the Church Board or by the Membership.
- b) In the event that a Public Accountant is not appointed at an annual Meeting of Members, the Public Accountant then in office shall continue in office until a successor Public Accountant is appointed. However, the Directors may also fill any casual vacancy in the office of the Public Accountant.
- c) The remuneration of the auditor shall be fixed by the Members or by the Directors if they are authorized to do so by the Members.
- d) The Members may by Special Resolution cast at a meeting of which notice of intention to pass the resolution has been given, remove any Public Accountant before the expiration of the Public Accountant's term of office and shall by a majority of the votes cast at that meeting appoint another Public Accountant in the Public Accountant's place for the remainder of the term.
- e) The Public Accountant is entitled to attend any Meeting of Members and to be heard at such meeting on any part of the business that concerns them as Public Accountant. The Public Accountant shall be given written notice of the annual Membership Meeting in addition to the notice provided for in this General Operating By-law.

10.04 Real Estate

The acquiring and disposal of real estate owned by the Church must be authorized by a Special Resolution of the Members passed at a duly called Membership Meeting.

10.05 Real Estate Loans

The Church, prior to the making of 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 12 months of the date of the intended loan, or where the intended indebtedness together with all other indebtedness of the Church in the aggregate will exceed ten (10) percent of the total amount of the previous year's gross revenues, then the Church shall consult with and obtain the approval of the PAOC District Executive before proceeding with the requirements of this By-Law.

The Church shall then obtain the approval of its congregation to the proposed action by Resolution, passed at a duly called special or annual congregational meeting.

SECTION XI
GENERAL PROVISIONS

11.01 Execution of Documents and Cheques

a) Documents

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

b) Cheques

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by two Officers, Church Board Members and/or other individual(s) designated by the Church Board, and in such manner as the Church Board may from time to time determine by Resolution.

11.02 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 Church 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 Church Board and such authority may be general or confined to specific instances.

11.03 Head Office

The head office of the Church shall be in the Province of Ontario.

11.04 Books and Records

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

11.05 Notice

- a) For the purpose of sending notice to any Member, Church Board Member or Committee Member, the address of a Church Board Member, Member or Committee Member shall be their last address recorded in the books of the Church.
- b) The signature of any Church Board Member or Officer of the Church to any notice or Document to be given by the Church may be in any form permitted by the Act.
- c) Where a given number of days’ notice is required to be given under the By-laws and/or the Act, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days.
- d) The declaration of the Secretary or the Chair of the Board that notice has been given pursuant to this General Operating By-law shall be sufficient and conclusive evidence of the giving of such notice.

SECTION XII
AMENDMENTS

12.01 Amendments to the Articles

Pursuant to the Act, the Articles of the Church may only be amended by Special Resolution of the Members at a duly called Membership Meeting. Notice of the Membership Meeting shall be given in accordance with the notice provisions and shall state the proposed amendment.

12.02 Amendments to By-law

Subject to the provisions of the Act, any provision of these By-laws not embodied in the Articles, may be amended by Special Resolution at any Members Meeting duly called for that specific purpose, provided that a copy of the proposed amendments has been presented in writing to the Members, the Board and to the District Superintendent at least 30 days before the date of the Members Meeting.

A copy of the proposed amendment or amendments shall be available to any Member between the time of announcement and the time of the Members Meeting on request to the Secretary.

12.03 Effective Date

The By-laws as reflected in this document called *General Operating By-law No. 2023-1*, shall take effect on the later of a) the date the Articles of Incorporation are issued and b) their confirmation by the Members.

Certified on March 5th, 2023, that the By-laws as set out herein were approved by the Directors on March 5, 2023 and confirmed by Special Resolution of the Members of the Church at the City of Wallaceburg on March 5, 2023, to come into effect on the later of the date the Articles of Incorporation were issued or the date of the Members approval, and remain in effect, unchanged as of the date of certification.

Per: _____

Name [print]:
Title: Chair
Date certified: _____

Per: _____

Name [print]:
Title: Secretary
Date certified: _____

APPENDIX "A"

DISCIPLINE AND RESTORATION OF MEMBERS

(Note: The text of this Appendix is subject to amendment by Board resolution from time to time, and is based on the PAOC Local Church Constitution and By-laws 2022)

1.1 NATURE AND PURPOSES OF DISCIPLINE: Discipline is an exercise of scriptural authority for which the Church is responsible. The aims of discipline are that God may be honoured, that the purity and welfare of the Church may be maintained, and that those under discipline may be brought to repentance and restoration. Discipline is to be administered for the restoration of Church members, while fully providing for the protection and advancement of the spiritual welfare of the Church. It is to be redemptive in nature as well as corrective, and is to be exercised as under a dispensation of both justice and mercy. The following actions shall be administered with gentleness.

1.2 CAUSES OF DISCIPLINARY ACTION: Any proven act or conduct which, in the opinion of the [leadership], after a full investigation of the evidence may be determined to be in contradiction of the actions and principles as stated in Appendix A, section 1.1 may give just cause for disciplinary action by the [leadership]. Without limiting the generality of the foregoing, among such causes for action shall be:

1.2.1 Any moral failure involving sexual misconduct or sexual deviation (including, but not limited to adultery, homosexuality, incest, sexual assault, pornography and improper contact with the opposite sex).

1.2.2 Any moral or ethical failure other than sexual misconduct or any conduct unbecoming to a Church member (including, but not limited to deception, fraud, theft and assault).

1.2.3 Any act or action of a Church member, which is the cause of serious discord or dissension, with or without malicious intent (Romans 16:17, 18; Proverbs 6:19).

1.2.4 The propagation of doctrines and practices contrary to those set forth in the *Statement of Essential Truths and the PAOC Positions and Practices* of The Pentecostal Assemblies of Canada.

1.3 INITIATIVE

1.3.1 AUTHORITY: Occasions sometimes arise which make it necessary to deal with Church members who have reached the place where, in the opinion of the Board, endorsement can no longer be given. The Board, which has the authority to approve church membership, also has the right to withdraw their approval and to dismiss church membership.

1.3.2 BOARD RESPONSIBILITY: The Board is responsible to deal with allegations of misconduct according to *The Local Church's governing documents*. In the event that the Board finds itself compromised in any manner, or appearing to lack impartiality, it shall have the right to appoint a substitute committee to hear charges against a church member.

1.3.3 STATEMENT OF CONDUCT: Should a Church member admit to, or confess to a wrongdoing or misconduct to the board, such as should require disciplinary action, then the Board shall exercise discretion as to the appropriate form of discipline.

1.3.4 REPORTS, RUMOURS OR COMPLAINTS: Should there be reports, rumours or complaints, written or unwritten, which appear to be persistent, serious, becoming publicly known and posing a detriment to the testimony of the individual or church, then the Pastor shall use their judgment to discuss the matter with a member of the Board. The Pastor and Board member shall exercise their discretion as to whether or not to commence an official investigation.

1.3.5 INVESTIGATION OF REPORTS OR COMPLAINTS OF ALLEGED VIOLATIONS: Written and signed allegations involving a Church member as referenced in Appendix A, section 1.2, shall be investigated. The Pastor shall appoint two (2) members of the Board to investigate the allegation, having in mind that it is their responsibility to safeguard the member, the Church and the fellowship. This shall be done to determine the credibility of the allegation.

1.3.5.1 Signed written allegations shall be filed with the Pastor and/or a member of the Board, by the complainant(s) describing the alleged violations.

1.3.5.2 The persons making the allegation shall be interviewed in order to ascertain the facts in the case and the reasons underlying the allegation.

1.3.5.3 The respondent Church member shall be given an opportunity to be interviewed to discuss the allegation.

1.3.5.4 Should a Church member, when presented with the allegations, acknowledge a wrongdoing that requires disciplinary action, then the Pastor or the Pastor's designate shall report the acknowledgment of wrongdoing to the Board who shall initiate appropriate disciplinary action and a restoration program.

1.3.5.5 Should the Church member deny the allegations made, the investigators shall determine if the evidence merits a disciplinary hearing.

1.3.5.6 Where a respondent Church member serves in a leadership capacity in the Church, such ministry may be restricted during the investigation at the discretion of the Pastor.

1.3.6 LEGAL CHARGES

1.3.6.1 Where a Church member has been legally charged under the *Criminal Code* of Canada:

1.3.6.1.1 No disciplinary procedures will be followed until the legal proceedings, including appeal, have run their course.

1.3.6.1.2 Continuing involvement in the Church leadership may be subject to restriction during the time of the legal proceedings at the discretion of the Board.

1.3.6.1.3 A guilty verdict of a Church member following the legal proceedings, including appeal, shall automatically precipitate disciplinary procedures by the Board.

1.3.6.1.4 Local church members may be eligible for participation in a restoration program upon request for reconciliation.

1.3.6.2 Should the allegations against the Church member be one of a violation which is required by law to be reported (including, but not limited to, offences against minors), the Board shall report the respondent to the appropriate legal authorities and delay their own investigation, until the appropriate legal authorities have opportunity to investigate.

1.3.7 PREPARATION AND FILING OF CHARGES: Allegations shall only be investigated when they have been made in writing, dated and signed by the complainant. If, after due investigation, it is determined by the investigators that a disciplinary hearing should occur, charges should be filed with the Board.

The person against whom charges have been filed shall be informed in writing of the charges made according to Appendix A, section 1.2, including a signed copy of the charges; either by registered mail or hand delivered to the individual on behalf of the investigating committee at least 15 days before being called to appear before the Board for a disciplinary hearing.

The hearing shall take place within 40 days of formal charges being delivered to the Church member, or the entire proceeding shall be rescinded. A copy of the charges shall be sent to the District Superintendent.

The Church member must confirm attendance at the disciplinary hearing no later than seven (7) days prior to the date established for the disciplinary hearing. Failure to confirm or appear at the disciplinary hearing may constitute voluntary withdrawal from membership.

A hearing may proceed as outlined in Appendix A, section 1.3.9.

The said Church member may be relieved immediately from Church involvement upon being notified of the charges.

1.3.8 DISPOSITION OF ALLEGATIONS

1.3.8.1 If written allegations are made and signed, but the investigators conclude under the guidelines of the By-laws and Appendix A that no reason exists for a hearing, then the matter shall be dropped.

1.3.8.2 The Pastor, or the Pastor's appointee, may seek to counsel all parties involved and to bring to an end any continuation of rumours or conflicts related to the matter.

1.3.8.3 The complainant shall be informed in writing that the investigation has been concluded and the allegations dismissed.

1.3.8.4 There shall be no record of the investigation kept.

1.3.8.5 The church member shall be informed in writing that the investigation of the allegations has concluded and no charges have been laid.

1.3.9 DISCIPLINARY HEARING: In the event the investigators find the charges merit a hearing they shall request the Pastor to arrange for a disciplinary hearing by the Board for the respondent Church member. The Church member shall be requested to appear at the hearing.

To ensure the ability of the hearing committee to render an impartial judgment, no member of the Board of the Church may sit on the hearing committee when they have been party to the details of the investigation or any event or incident related to the alleged offence.

The Pastor may attend the hearing as an observer but shall not participate nor be present when a vote is taken in the decision as to guilt or innocence. The role of the Pastor is to be redemptive to all parties involved. If the respondent Church member refuses to appear at the hearing to offer a defence, the hearing may proceed and the respondent member may be disciplined if found guilty of the charges preferred.

1.3.9.1 CHAIR: A member of the hearing committee shall be appointed by the Pastor to serve as chair. The chair of the hearing committee along with the Pastor shall prepare an agenda and arrange for all matters of the hearing.

The chair shall appoint a recording secretary from the membership of the hearing committee.

1.3.9.2 ROLE OF INVESTIGATORS

1.3.9.2.1 The investigators shall bring a report to the hearing and offer evidence as discovered during the investigation procedures.

1.3.9.2.2 They shall not participate nor be present when a vote is taken in the decision as to guilt or innocence.

1.3.9.2.3 No evidence or comment regarding the evidence shall be given by the investigators or accusers in the absence of the respondent Church member, unless the respondent Church member has failed to, or has refused to, appear at the hearing.

1.3.9.3 LOCAL CHURCH MEMBER'S SUPPORT: The respondent Church member shall have the right to have a member of this Church present for support but not as an active participant in the hearing process. The supporting person may be the spouse of the respondent Church member. Legal counsel shall not be present for either side at the hearing.

1.3.9.4 The agenda and proceedings shall provide sufficient opportunity for the complainant and complaine to

speak, offer evidence, cross examine, present witnesses, and to make a summation statement. It will be the role of the hearing committee to question and make inquiry of the participants and to seek to have all the facts, evidence and testimony duly presented and examined to ensure an objective decision.

1.3.9.5 The verdict shall be made by secret ballot in the absence of investigators, the complainant and the supporting member if present and the complaine. A two-thirds (2/3) majority vote shall be required to determine guilt.

1.3.9.6 If it has been determined that guilt has been established, discipline shall be administered prayerfully and in the fear of God, in accordance with the Scriptures and as set forth in the *Local Church's governing documents*.

1.3.9.7 ANNOUNCEMENT OF THE VERDICT

1.3.9.7.1 The verdict shall be communicated to the Pastor and placed in the minutes of the [leadership]. If the verdict is one of guilt, then the minutes of the hearing and any other relevant documents shall be maintained in a confidential file until the disciplinary process has been completed.

1.3.9.7.2 The Pastor shall communicate the verdict in writing to the Church member and the complainant within five (5) days of the decision of the hearing committee.

1.3.9.7.3 If a guilty verdict is reached, the Church member shall be informed in writing of the right and process of appeal.

1.3.9.7.4 If the verdict is one of not guilty, then no record of the hearing shall be maintained.

1.3.10 DISCIPLINE: A Church member who has been found guilty of violating or who has confessed in writing to having violated any of the principles set forth in the By-laws and this Appendix, shall be subject to disciplinary action by the [leadership]. Said discipline shall be administered in Christian love and kindness. The Board shall weigh decisions on the basis of the offence itself.

A Church member who has confessed to, or been found guilty of, the charges may have their membership placed on probation, or suspended.

A Church member who refuses to enter the restoration program and does not complete the same shall have their membership dismissed.

1.3.11 RIGHT OF APPEAL: The Church member shall have the right of appeal. The written request must specifically state the nature, purpose and reason for the appeal based on the process leading to the judgment rendered.

Any appeal of the decision by the hearing committee must be made in writing within 30 days of receiving the decision of the committee to the secretary of the Board. The Board shall request the District Superintendent to appoint a committee to hear the appeal.

The appeal will be heard within 60 days of receiving the request for an appeal in writing.

The respondent person will appear at this appeal, but if the respondent person neglects or refuses to attend the hearing, it may proceed in the absence of the respondent person. The decision of this appeal committee will be final.

The decision of the appeal committee will be communicated in writing to the church member by the chair of the appeal committee within five (5) days of the appeal hearing.

Legal counsel shall not be present for either side at the appeal hearing, nor in any other investigative or disciplinary hearing provided for in these by-laws.

If the church member has chosen to not attend the hearing, then the member will not be eligible to appeal the decision that has been rendered.

1.3.12 RESTORATION: In the event a Church member who has been found guilty of offence shows repentance and indicates a desire for continued fellowship with the Church, the Board shall determine an appropriate restoration

program, which would have in view the completion of a suspension period or the reinstatement of membership as applicable.

The program of restoration shall be administered in Christian love and kindness.

The restoration program may include limitations of ministry involvement during the term of restoration.

1.3.13 REINSTATEMENT OF MEMBERSHIP: Persons who have had their membership suspended and have successfully completed the restoration program may apply for reinstatement of membership by communicating their request to the secretary of the Board.

1.3.14 WAIVER OF CLAIM: Notwithstanding the provisions hereinbefore contained, certificates of membership of this Church shall be issued upon the condition that suspension of the member and withdrawal of the certificate of membership in the manner herein provided shall not give the suspended member cause for legal action against the Pastor or any member taking part in the suspension proceedings; and the acceptance of the certificate of membership or fellowship in this Church shall be evidence of a waiver by the member of all rights of action, causes of action, and all claims and demands against the Church or any member or officer of The Pentecostal Assemblies of Canada by virtue of suspension proceedings and withdrawal of the certificate of membership or fellowship in this Church under the foregoing provision.

APPENDIX B

(Note: The text of this Appendix is subject to amendment by Board resolution from time to time, and is based on the PAOC Local Church Constitution and By-laws 2022)

PASTOR AND BOARD

2.1 PASTOR

2.1.1 APPOINTMENT AND CALL: A call shall be extended to a pastor when the pastor receives a two-thirds (2/3) majority of the ballots cast at a meeting duly convened for that purpose. Upon acceptance of the call or confirmation of the appointment, a ministry agreement shall be established.

2.1.2 DUTIES: The pastor shall be considered the primary spiritual overseer of the local church and shall, with the Board, direct all of its activities. (The pastor shall consult with the Board regarding the ongoing health and wholeness of the congregation and to ensure the appropriate ministries and programs are in place to accomplish the same). The pastor shall work with the Board to arrange for all special meetings and events. The pastor shall act as chair of all the Membership meetings. The pastor shall be, ex officio, a member of all committees and departments. The pastor shall provide for all the services of the local church, and no person shall be invited to speak or preach in the local church without the approval of the pastor. Subject to the Act and By-laws (e.g. District Superintendent may call a Members meeting per 2.1.6 below), no Members meeting shall be held in the absence of the pastor without the written authorization of the pastor.

2.1.3 CONCLUSION OF MINISTRY AGREEMENT: The pastor may conclude their ministry agreement by giving a minimum of one (1) month written notice to the Board by a letter addressed to the secretary of the Board. The pastor must also immediately notify the District Superintendent of this conclusion of ministry agreement.

2.1.4 VACANCY: When the pastorate becomes vacant, the District Superintendent or the authorized representatives of the District Superintendent shall be empowered to act in the full legal capacity of the pastor, who shall arrange to supply the pulpit with suitable pulpit ministry until such time as a new pastor has been duly installed.

2.1.5 EXTENDED ABSENCE: In the event that the pastor is or may be absent for an extended period due to inability or ineligibility to serve, the District Superintendent or their authorized representative may, in conjunction with the Board, assist in arranging for pulpit supply.

2.1.6 PASTOR/CONGREGATION RELATIONSHIP: When difficulties have arisen between the pastor and the Board or congregation which do not involve the credentials of the pastor, but only the position as pastor, and which apparently cannot be resolved at the local level, the pastor, the Board, or the Members (not fewer than one-third (1/3)) shall have the right to appeal to the district executive for help in resolving the impasse. If a satisfactory settlement cannot be reached, the District Superintendent may call a Members meeting, to be presided over by the District Superintendent or the authorized representative of the District Superintendent. If the District Superintendent, or their representative, calls for a vote of confidence in the pastor, the roster for the vote shall include only those members who held membership 60 days prior to the vote of confidence and shall exclude the pastor and members of the pastoral staff, as identified in the minutes of the Board, and their spouses, who shall not be included in the quorum necessary to have a congregational meeting. The vote shall require a simple majority in support of the pastor, for the pastor to retain the position as pastor. If such is not achieved, the pastor's duties shall be terminated immediately, and provided the requirements of applicable employment law are met, the pastor shall be given a minimum of one (1) month salary but not more than three (3) months salary with benefits and the use of the parsonage during that period, or the regular housing allowance if the pastor is not living in the church parsonage. If the pastor has served for a period of a minimum of two (2) years and has failed to receive the required majority in the confidence vote, or has complied with a request from the Board to conclude their ministry agreement, the pastor shall be given a maximum of three (3) months salary with benefits and

the use of the parsonage during that period, or the equivalent housing allowance if the pastor is not living in the church parsonage.

2.1.7 CHARGES INVOLVING CREDENTIALS: Allegations leading to charges in matters involving the right of a credentialed staff member to hold credentials with The Pentecostal Assemblies of Canada (PAOC) as defined in By-Law 10.6.2 of the PAOC's General Constitution and By-Laws must be made to the district in writing, and properly signed by one who is willing to appear and give testimony concerning the charges. Charges brought against a credential holder shall be dealt with according to provisions made in the General Constitution and By-Laws of the PAOC.

2.1.8 CHARGES INVOLVING THE CRIMINAL CODE OF CANADA: In the event that ministry is restricted by the District Superintendent as a result of a credential holder being charged under the Criminal Code of Canada, the credential holder shall continue to receive remuneration for a maximum of three (3) months.