



**THE TORONTO EVANGELISTIC ASSOCIATION
EVANGEL TEMPLE**

CONSTITUTION & BY-LAW #2020-1

February 28, 2020

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BY-LAW Number 2020-1

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EVANGEL TEMPLE CONSTITUTION

PREAMBLE

The Toronto Evangelistic Association (the "Association") was founded for the Glory of God and, consistent with the Tenets of the Association and the statements made in the Letters Patent dated October 27, 1927, as amended by Supplementary Letters Patent dated August 14, 2009, for the following objects:

- (1) to preach and advance the teachings of the gospel of Our Lord Jesus Christ, and the religious tenets, doctrines, observances and culture associated with the Evangelical faith;
- (2) to establish, maintain and support a house or houses of worship with services conducted in accordance with the tenets and doctrines of the Evangelical faith;
- (3) to support and maintain missions and missionaries in order to propagate the Evangelical faith; and
- (4) to establish and maintain a religious school or schools of instruction for children, youth and adults.

We, as an Association, shall adopt the following articles of order and submit ourselves to be governed by them.

Unless otherwise stated, in this Constitution all references to the male gender also refer to the female gender.

ARTICLE 1: INTERPRETATION

- 1.1 "**Association**": The Toronto Evangelistic Association, which carries on some of its operations as Evangel Temple.
- 1.2 "**Bible School**": An institution of higher learning for educating or giving instructions to Youth or adults in the Christian scriptures consisting of the Old and the New Testament.
- 1.3 "**Board**": The "Board" consists of the Directors of the Association and acts in an administrative capacity in matters pertaining to the affairs of the Association. (For more information reference should be made to the By-Laws of the Association.)
- 1.4 "**Christian Fellowship**": The community of like-minded believers based specifically on the Biblical tenets of faith, accompanied by the dynamic work of the Holy Spirit.
- 1.5 "**Constitution**": The body of fundamental principles or established precedents according to which the Association is acknowledged to be governed.
- 1.6 "**Council of Elders**": The full-time pastoral staff and appointed Elders from the members of the Association. (For more information reference should be made to the By-Laws of the Association.)
- 1.7 "**Elders**": Elders are chosen to serve the Association; they assist the Pastor as spiritual leaders in all matters and in the ministry of its ordinances. (For more information reference should be made to the By-Laws of the Association.)

- 1.8 **“Metro Toronto School of the Bible”**: The name used by the Association to describe its own Bible School.
- 1.9 **“Places of Worship”**: Any place where Christians meet for the worship of almighty God but most commonly referring to a house of worship, such as a church building, or any other structure, or part of a structure, used for worship.
- 1.10 **“Propagating the Gospel of Jesus Christ “by all available means”**” Includes, but is not limited to, presenting of the “Gospel of the Good News”, the teachings or revelations of Christ, orally or in written form, or by way of recordings on and through any media, including radio, television and the Internet.
- 1.11 **“Senior Pastor”**: The term “Senior Pastor” and “Lead Pastor” mean and reference the same position and are used interchangeable.
- 1.12 **“Sunday School”**: A school for the giving of Bible based instructions to children on Sundays.
- 1.13 **“The Lord’s Supper”**: Also known as “Communion”, or “Holy Communion”, or “the Eucharist”. The Christian sacrament commemorating the Last Supper, in which bread and wine are consecrated and consumed.

Unless otherwise stated, any other defined terms in this Constitution shall have the same meaning as those defined terms that are contained in the By-Laws of the Association, as the same may be amended from time to time.

ARTICLE 2: OUR MISSION AND VISION

2.1 Our Vision

The Association is a caring community of committed believers who are making disciples of Jesus Christ from all people groups in the temple and from house to house.

2.2 Our Mission

Carrying out Christ’s Great Commission is the reason for our existence. Everything we do must work toward fulfilling the vision. We choose to do only those things which He specifically directs us by His Word and by His Spirit through prayer.

ARTICLE 3: ACTIVITIES

In support of the objects of the Association as contained in its Letters Patent, as amended by its Supplementary Letters Patent, the following activities shall be undertaken by all available means, in any jurisdiction in which the Association is authorized to carry on its operations:

- (a) assuming our share of responsibility and privilege of preaching the Gospel of our Lord Jesus Christ, the Bible being the only and all-sufficient rule of faith and practice;
- (b) providing for Christian fellowship for those of like precious faith where the Holy Spirit may be honoured according to our distinctive testimony;
- (c) promoting and conducting Christian education and missionary endeavour consistent with the tenets of the Association and establishing churches, Bible and Sunday Schools;
- (d) promoting and doing and causing to be done any charitable, benevolent, philanthropic, citizenship or social service work;

- (e) from time to time, as will be deemed in the best interest of the Association, to become associated with any other person, firm, Corporation, organization or church;
- (f) publishing, distributing, including by sale, Christian literature;
- (g) training, licensing and ordaining Ministers who are graduates from "Metro Toronto School of the Bible" or have equivalent training, have the call of God upon their life and are approved by the Pastor and Elders of the Association.

ARTICLE 4: TENETS OF FAITH

PREAMBLE TO TENETS OF FAITH

We, the representatives of The Toronto Evangelistic Association and Congregational Branches, do hereby set forth the substance of the Christian faith as commonly held among us. In doing so we build upon the foundation laid by the apostles and prophets, Jesus Christ Himself being the chief Cornerstone. We affirm our belief in the Scriptures of the Old and New Testaments as the primary source and ultimate standard of Christian faith and life.

We present the accompanying statement as a brief summary of our common faith and commend it to the studious attention of the members and adherents as substance agreeable to the teaching of the Holy Scriptures.

TENET (1) *Of God*

We believe that there is one God, eternally existent in three Persons: Father, Son, and Holy Spirit.

TENET (2) *Of the Scriptures*

We believe the Bible to be the divinely inspired and authoritative Word of God. As such, it is absolutely supreme and all sufficient in all matters of faith and practice.

TENET (3) *Of the Sin of Man*

We believe that our first parents, Adam and Eve, being tempted of Satan, chose evil, and so fell away from God and came under the power of darkness, the penalty of which is eternal death; that, by reason of this disobedience, sin passed unto all men, and that we have broken God's law and that no man can be saved but by His grace through faith in our Lord Jesus Christ.

TENET (4) *Of the Grace of God*

We believe that God, out of His great love for the world, gave His only begotten Son to be the Saviour of sinners, and in the Gospel freely offers His all-sufficient salvation to all men.

TENET (5) *Of the Lord Jesus Christ*

We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless human life, in His miracles, in His vicarious and atoning death through His shed blood on the cross, in His burial and bodily resurrection on the third day, in His ascension to the right hand of the Father, and in His future personal, visible and bodily return in power and glory.

TENET (6) *Of the Holy Spirit*

We believe in the present-day ministry of the Holy Spirit who came forth from the Father and the Son to convict the world of sin, righteousness and judgment. His ministry is to regenerate, seal, sanctify, fill, empower and equip with spiritual gifts those who believe in Jesus Christ, enabling them to live a Christ-like life.

- TENET (7) *Of the Baptism of the Holy Spirit*
We believe that it is the privilege of all believers to be filled with the Holy Spirit with the evidence of speaking with other tongues; an experience distinct from and subsequent to the new birth.
- TENET (8) *Of Regeneration*
We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is absolutely essential. Salvation is the gift of God brought to man by grace and received through personal faith in the Lord Jesus Christ.
- TENET (9) *Of Faith and Repentance*
We believe that we are saved through faith in Jesus Christ and that this saving faith is always accompanied by repentance, whereby we forsake our sins and live in new obedience to God through His Word.
- TENET (10) *Of Justification and Sonship*
We believe that God, on the sole ground of the perfect obedience and sacrifice of Christ, pardons those who by faith receive Him as their Saviour and Lord, accepts them as righteous and bestows upon them the adoption of sons, whereby we call God, Father.
- TENET (11) *Of the Ministry*
We believe that Jesus Christ, as the Supreme Head of the church, has appointed the five-fold ministry: Apostles, Prophets, Evangelists, Pastors and Teachers, for the perfecting of the saints, for the work of the ministry and for the edifying of the Body of Christ, and that His church ordains them to this Ministry.
- TENET (12) *Of the Resurrection of the Believer*
We believe in the Bodily Resurrection of those who have died in Christ and their translation together with those that are alive and remain until the coming of our Lord.
- TENET (13) *Of the Resurrection of the Unbeliever*
We believe that "the fearful and unbelieving, and the abominable, and murderers, and whoremongers, and sorcerers, and idolaters, and all liars, shall have their part in the lake which burneth with fire and brimstone; which is the second death."
- TENET (14) *Of the Lake of Fire*
We believe that satan and his angels shall be eternally confined to the lake of fire.
- TENET (15) *Of the New Heaven and New Earth*
We believe that there shall be "new heavens and a new earth, wherein dwelleth righteousness."

ARTICLE 5: ORDINANCES AND PRACTICES

5.1 ORDINANCES

- (a) The ordinance of baptism by immersion in water, [Matt. 28:19] shall be administered to all those who have repented of their sins and have believed on the Lord Jesus Christ unto salvation, and who give clear evidence of this experience in their life. [Romans 6:3-5; Col. 2:12]
- (b) The ordinance of the Lord's Supper shall be regularly observed as directed in the Scripture. [Luke 22:19-20; 1 Cor. 11:23-26]

5.2 PRACTICES (SUCH AS THE FOLLOWING)

- (a) Dedication of children.
- (b) Ordination of Ministers.
- (c) Christian marriage.
- (d) Christian burial of the dead.

ARTICLE 6: AMENDMENTS

This Constitution may be amended as follows:

- 6.1 The Board, the Council of Elders or any Member may propose amendments to the Constitution (such amendments being herein referred to as the "Proposal") by first submitting the Proposal to the Council of Elders in writing.
- 6.2 The Council of Elders shall meet within three (3) months of its receipt and may approve the Proposal upon a vote of two-thirds (2/3) of the votes cast at a meeting of Elders called for the purpose of considering the Proposal.
- 6.3 Once approved by the Council of Elders, the Proposal shall then be submitted to the Board of Directors, who shall thereafter lay the approved Proposal before the next Annual or General Meeting of Members, provided that it has been received by the Board at least thirty (30) days prior to the date of the said Annual or General Meeting of Members.
- 6.4 The Members shall consider the Proposal at such Annual or General Meeting of Members called for that purpose, provided that notice of and a copy of the Proposal has been delivered to the Members in writing at least fourteen (14) days prior to the date of the meeting.
- 6.5 The Constitution shall be considered to be amended if the Proposal is approved (and without amendment to the Proposal as submitted) by the Members by at least two-thirds (2/3) of the votes cast at the meeting.

BY-LAW NUMBER 2020-1

A By-Law relating generally to the conduct of the affairs of **THE TORONTO EVANGELISTIC ASSOCIATION**

WHEREAS the Corporation was incorporated by Letters Patent issued under the Act and dated the 27th day of October 1927;

AND WHEREAS it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the Corporation;

BE IT THEREFORE ENACTED as a By-Law of the Corporation as follows:

ARTICLE 1: INTERPRETATION

1.1 Meaning of Words

In this By-Law and all other By-Laws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 “**Act**” means the *Corporations Act*, R.S.O. 1990, Chapter C.38, and any statute amending or enacted in substitution therefore, from time to time;
- 1.1.4 “**Annual Meeting**” has the meaning set out in section 8.1;
- 1.1.5 “**Associate Pastors**” means any full-time pastor on staff other than the Lead Pastor;
- 1.1.6 “**Board**” means the Board of Directors of the Corporation, also known or commonly referred to as the “Executive Board”;
- 1.1.7 “**By-Law**” or “**By-Laws**” means this By-Law and any other By-Law of the Corporation that may be in force;1.1.8
- 1.1.8 “**Church**” means Evangel Temple, located in the City of Toronto, Province of Ontario;
- 1.1.9 “**Committee**” means any Committee established by the Board pursuant to Article 14;
- 1.1.10 “**Congregation**” means the Congregation of the Church;
- 1.1.11 “**Constitution**” means the Constitution approved from time to time by Special Resolution;
- 1.1.12 “**Corporation**” means THE TORONTO EVANGELISTIC ASSOCIATION;
- 1.1.13 “**Council of Elders**”, has the meaning set out in section 12.1;
- 1.1.14 “**Deacon/Deaconess**” has the meaning set out in section 13.1;

- 1.1.15 “**Director**” means a person who has been elected to the office of Director in accordance with Article 5, or appointed to fill a vacancy in the office of Director in accordance with section 5.5;
- 1.1.16 “**Documents**”, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.17 “**Executive Board**” means the Board of Directors;
- 1.1.18 “**Executive Officers**” means the persons who hold the offices enumerated in section 10.1;
- 1.1.19 “**General Meeting**” has the meaning set out in section 8.3;
- 1.1.20 “**Hearing**” means a Hearing of the Council of Elders, as set out in section 4.5;
- 1.1.21 “**Member**” means a person who becomes a Member in accordance with Article 4;
- 1.1.22 “**Pastor**” means the Senior Pastor, the spiritual overseer of the church;
- 1.1.23 “**President**” has the meaning as set out in sections 10.1 and 10.3;
- 1.1.24 “**Regular meetings**” means regular meetings of the Board of Directors or the Council of Elders;
- 1.1.25 “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a General Meeting of the Members of the Corporation called for that purpose; and
- 1.1.26 “**Tenets of Faith**” means those Tenets of Faith set out in the Constitution.

1.2 Corporations Act Terms

All terms defined in the Act have the same meanings in this By-Law and all other By-Laws and resolutions of the Corporation.

ARTICLE 2: HEAD OFFICE

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

ARTICLE 3: SEAL

The seal which is impressed in the margin hereon shall be the corporate seal of the Corporation.



ARTICLE 4: MEMBERSHIP

4.1 Qualifications of Members

All Members and those persons wishing to become Members of the Corporation shall give credible profession of faith in the Lord Jesus Christ as Saviour. They shall indicate a desire to live in harmony with this body of believers, shall accept the doctrinal standards as shall be set forth in the Constitution, shall be regular financial supporters of the Church, and shall meet all of the following qualifications:

- 4.1.1 each Member shall be capable under normal circumstances of reasonably regular attendance;
- 4.1.2 each Member or any applicant for membership shall give evidence of a genuine experience of regeneration (the new birth) as in John 1:12-13; 3:3-8; 1 Peter 1:18-25; believe in or are willing to become water baptised as in Matthew 28:19; believe in or having experienced the baptism of the Holy Spirit according to Acts 2:4;
- 4.1.3 each Member or any applicant for membership shall voluntarily subscribe in writing to the Tenets of Faith and agree to be governed by the Constitution;
- 4.1.4 each member shall regularly and consistently support the Church with his/her tithes and offerings and by such service as he/she may be able to render;
- 4.1.5 any applicant for membership shall have demonstrated his/her suitability for membership over a period of at least three (3) months by his/her regular attendance, financial support, Christian life and conduct, and co-operation with the Church, the Pastor, Elders and Deacons;
- 4.1.6 any applicant for membership shall have completed the membership application form and shall have fulfilled such procedures as may be determined by the Council of Elders from time to time (for example, attendance at membership classes, completion of additional questionnaires, etc.);
- 4.1.7 any and all applications for membership may be approved by a two-thirds (2/3) vote taken of the Elders present at a regular or special meeting of the Council of Elders, provided that at least two-thirds (2/3) of all Elders eligible to vote on the matter are present at the meeting.

4.2 Composition

There shall be one (1) class of Members in the Corporation, which shall consist of the following:

- 4.2.1 the Directors of the Corporation;
- 4.2.2 the Elders of the Corporation;
- 4.2.3 any person who is the Pastor or Associate Pastor of the Church from time to time;
- 4.2.4 the Deacons of the Corporation; and
- 4.2.5 any member of the Congregation whose application for membership has been approved by the Council of Elders.

4.3 Revocation of Membership

Any Member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken of the Elders present at a regular or special meeting of the Council of Elders, provided that at least two-thirds (2/3) of all Elders eligible to vote on the matter are present at the meeting.

4.4 Termination of Membership

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- 4.4.1 if a person, in writing, resigns as a Member of the Corporation;
- 4.4.2 if a Member dies;
- 4.4.3 if a person is expelled from the Corporation pursuant to section 4.3;
- 4.4.4 if it is established that a Member has become a member of any other local church or Congregation;
- 4.4.5 if a Member is known to have ceased to attend the services of the Church for a period of four (4) months, except in the case of sickness or absence from the city;
- 4.4.6 if a Member, in the opinion of the Elders, does not habitually make the Church his/her place of worship, and/or has withdrawn his/her personal and/or general tithes and offering support from the Church.

4.5 Appeal of Termination

Any person whose membership is terminated by virtue of subsections 4.4.3 to 4.4.6 inclusive shall have the right to a Hearing before the Council of Elders under the following process:

- 4.5.1 the person shall submit a written, signed request for the Hearing before the Council of Elders setting out the reason for same;
- 4.5.2 the request shall be submitted to the Council of Elders and the Council shall thereafter call a special meeting of the Council of Elders for the Hearing within thirty (30) days of receipt of the written, signed request;
- 4.5.3 the person shall appear personally at the Hearing and shall be permitted to make such representations to the Council of Elders as he/she may deem appropriate;
- 4.5.4 upon hearing the representations so made, the Council of Elders shall then determine whether the termination or disqualification shall be upheld or not and the determination of the Council of Elders in this regard shall be final and binding except as provided in subsection 4.5.5.
- 4.5.5 in the event the disqualified person is the Pastor, he/she may appeal the determination of the Council of Elders by delivering a written, signed request for appeal to the Secretary of the Corporation. The Board shall then call a General Meeting of the Members within 30 days of receipt of the written request;
- 4.5.6 the Pastor shall appear personally at the meeting and shall be permitted to such representation to the Members as he/she may deem appropriate; likewise, the Council of Elders shall also be permitted to make representations to the Members pertaining to the matter;

4.5.7 the Members shall then vote upon the issue of the Pastor's disqualification and the majority vote of the Members present at the meeting shall be final and binding.

4.6 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

4.7 Former Members

Former Members may be reinstated as Members of the Corporation at the sole discretion of the Council of Elders provided that such former Members meet the qualification for membership as stated in subsections 4.1.1 to 4.1.5, as well as agree to spiritual reconciliation, as applicable, as determined by the Council of Elders.

ARTICLE 5: BOARD OF DIRECTORS

5.1 Board

Subject to the provisions of any Special Resolution changing the number of Directors, the affairs of the Corporation shall be managed by a Board composed of five (5) Directors.

5.2 Election of Directors

Directors, subject to the provisions of section 5.3, shall be elected in the manner set out in Article 6. Each Director, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the second Annual Meeting after election to office or until the successor of the Director has been elected or appointed or the Director resigns or is removed from office pursuant to the provisions of section 5.6.

5.3 Qualifications

Each Director shall:

- 5.3.1 be at the time of election and remain throughout the term of office a Member of the Corporation who is qualified by the terms of this section 5.3 to hold office;
- 5.3.2 be at least eighteen (18) years of age;
- 5.3.3 not be an undischarged bankrupt or a mentally incompetent person.

If a person ceases to be qualified by the terms of this section 5.3 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 5.5.

5.4 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than a majority of the number of members of the Board, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

5.5 Vacancies

As long as a quorum of the Directors remains in office, the Directors from among the non-staff Elders may fill a vacancy on the Board. If no quorum of Directors exists, the remaining Directors shall forthwith call a General Meeting of Members to fill the vacancies on the Board.

5.6 Removal of Directors

The Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any other Elder who has been nominated by the Council of Elders to hold the office in the place and stead of the person removed for the remainder of term of the removed Director. In the event that no new Director is elected at the meeting, the Board of Directors may appoint another non-staff Elder to fill the vacancy for the remainder of the term of the removed Director.

5.7 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration; provided, however, that Directors shall be entitled to be reimbursed for expenses incurred in carrying out their duties.

5.8 Responsibility for Acts

The Directors from time to time 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 Corporation, except such as shall have been submitted to and authorized or approved by the Board.

ARTICLE 6: ELECTION OF THE BOARD

6.1 Term of Office

The term of office of Director shall be two (2) years, which shall expire at the second Annual Meeting following election.

6.2 Re-Election

A Director, if otherwise qualified, is eligible for re-election, only after a one years' break from serving three consecutive terms of two years each.

6.3 Elections

At each Annual Meeting a number of Directors equal to the number of Directors retiring shall be elected for the term of office established in section 6.1.

6.4 Nominations

Candidates for the office of Director shall include the slate of candidates for office approved by the Council of Elders from within their own ranks, including those Directors whose term of office is about to expire, but excluding those Elders who hold paid staff positions in the Corporation.

6.5 Election Method

Where:

- 6.5.1 the number of candidates nominated is equal to the number of offices to be filled, the secretary of the meeting shall provide a single ballot electing that number of candidates for the offices; and
- 6.5.2 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.6 Forms

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

ARTICLE 7: MEETING OF DIRECTORS

7.1 Calling Meetings

Meetings of the Board may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the President, Secretary or any two (2) Directors.

7.2 Notice of Meetings

Subject to the provisions of section 7.3, notice of Board meetings shall be given to each Director and to the Pastor by one of the following methods:

- 7.2.1 by telephone, facsimile, email or other electronic method not less than five (5) days before the meeting is to take place; or
- 7.2.2 by prepaid letter post or by notice deposited in the mail box of the Directors at the head office of the Corporation, not less than seven (7) days before the meeting is to take place, the giving of which shall be in accordance with section 21.1.

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

7.3 Regular Meetings

Regular meetings of the Board shall be held monthly but not less than once each during ten (10) months of each year at a place and time named. The Board shall hold a meeting within fourteen (14) days following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers, and the transaction of any other business.

7.4 Meetings by Electronic Conference

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons 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.

Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7.5 Voting

Each Director shall have one (1) vote on all questions arising at any meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chair or requested by any Director. 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.

7.6 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors called, constituted and held for that purpose.

ARTICLE 8: MEETINGS OF THE MEMBERS

8.1 Annual Meeting

The Annual Meeting of the Members shall be held not later than March 31 each year within the Greater Toronto Area, at a time, place and date determined by the Board, for the purpose of:

- 8.1.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an Annual Meeting;
- 8.1.2 electing such Directors as are to be elected at such Annual Meeting;
- 8.1.3 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefore; and
- 8.1.4 the transaction of any other business properly brought before the meeting.

8.2 Order Of Business

The regular order of business for the Annual Meeting shall be as follows:

- 8.2.1 Devotional;
- 8.2.2 Acceptance of previous minutes by the Secretary;
- 8.2.3 Report of Treasurer;
- 8.2.4 Unfinished Business;
- 8.2.5 Election of Directors;
- 8.2.6 Other Business (as identified by the official agenda for the meeting);
- 8.2.7 Appointment of Auditor; and
- 8.2.8 Adjournment.

8.3 General Meeting

The Board may at any time call a General Meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. In addition, the Pastor or the Council of Elders may direct the Board to call a General Meeting of Members. A General Meeting of Members may also be called by the Members as provided in the Act.

8.4 Notice of Meetings

Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least fourteen (14) days before the date of the meeting to the Members (and in the case of an Annual Meeting in writing to the auditor of the Corporation) by posting notice of the meeting on the Corporation's website at least fourteen (14) days prior to the date set for the meeting, and by announcement from the pulpit of the Church during all regular services on the two successive Sundays prior to the date set for the meeting.

8.5 Quorum

A quorum for the transaction of business at meetings of the Members shall be fifty (50) Members of the Corporation entitled to vote, and present in person, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

8.5.1 Provided however that where:

- (a) less than fifty (50), but two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of Members; and
- (b) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) persons present in person constitute a quorum.

8.6 Voting by Members

Each Member entitled to vote on any matter proposed for consideration shall have one (1) vote on all questions arising at any meeting of the Members. Unless otherwise required by the provisions of the Act or the By-Laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the motion shall be deemed to have been lost.

8.7 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or unless a poll is required by the chair. Upon a show of hands, every Member entitled to vote and present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.8 Chair

The President shall act as chair at any meeting of the Members. The President may ask the Pastor to act as chair of the meeting and if he/she accepts, he/she shall act as chair of the meeting. In the absence of the President, the Pastor shall be the chair, and in the absence of both the President and the Pastor, the Members entitled to vote present at any meeting of Members shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to be chair.

8.9 Polls

If at any meeting a poll is requested on the election of a chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

8.10 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

8.11 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members called, constituted and held for that purpose.

ARTICLE 9: OTHER MEETINGS

9.1 Regular Church Services

The time and place of regular Church services shall be determined by the Council of Elders and Pastor.

9.2 Other Meetings

No Member or Members shall be entitled to call and hold any private or secret meetings without the knowledge and consent of the Pastor and the Board.

ARTICLE 10: OFFICERS

10.1 Executive Officers Named

There shall be the following Executive Officers:

- 10.1.1 a President, elected by and from among the members of the Board for a term of one (1) year, who shall not be entitled to remuneration;
- 10.1.2 a Secretary and a Treasurer (or a Secretary-Treasurer), who may but need not be Directors, but who must be Elders or Deacons, appointed by the Board for a term of one (1) year; provided that if the Secretary or Treasurer (or the Secretary-Treasurer) is a staff person employed exclusively in either or both of these capacities, such person shall hold office pursuant to terms of employment;
- 10.1.3 a Pastor, who's position and title as an officer of the Corporation shall be that of Chief Executive Officer (CEO) and who shall hold office as Pastor and CEO pursuant to terms of employment; and
- 10.1.4 such other Officers as may be appointed by the Board from time to time.

10.2 Election/Appointment of Executive Officers

Executive Officers, other than the Pastor, shall be elected or appointed by resolution of the Board at the first meeting of the Board following the Annual Meeting of Members at which the Directors are elected or, in the case of any other paid employee, at the time of employment.

10.3 President

The President shall act as chair at any meeting of the Board or Members, except as provided for in section 8.8. The President shall sign all documents requiring the signature of the President and have the other powers and duties from time to time prescribed by the Board or incident to the office.

10.4 Secretary

The Secretary shall act as secretary of each meeting of the Board or Members (or in the absence of the Secretary, the Board shall delegate those duties to another person who must be eligible to hold the office); shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to the Board or Members; shall be the custodian of the corporate seal of the Corporation, if any, and of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

10.5 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account (or delegate those duties to another person); shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board; shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore; shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

10.6 Board Appoint Other Officers

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

10.7 Holding More Than One Office

Except for the offices of President and the Vice-President, a person 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).

10.8 Removal From Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

ARTICLE 11: PASTOR

11.1 Appointment and Duties of the Pastor

The Pastor shall be appointed from time to time by the Council of Elders including the Board of Directors, to be the Spiritual overseer of the Church. The Pastor shall have charge of the Spiritual work of the Church and shall be responsible to the Council of Elders. The Pastor shall, with the Council of Elders, arrange special meetings, missionary conventions or revival campaigns. The Pastor shall be, ex-officio, a member of all committees and departments. The Pastor shall provide for all the services of the Church, and with the Council of Elders, the Pastor shall invite guest speakers to speak or preach to the congregation. The Pastor shall choose and be responsible for all full time or part time ministerial and office staff members, however with the following restrictions:

- 11.1.1 salaries to be offered to all executive staff must be approved by the Board as well as all subsequent increases in remuneration other than regular or special increases given to all staff such as an annual increase to compensate for the Cost of Living factor as calculated by Statistics Canada;
- 11.1.2 new or additional staff positions may only be created with the approval of the Board;

- 11.1.3 where a vacancy for an existing staff position exists, or is about to exist, such position may be filled by the Pastor after consultation with the Board of Directors on remuneration to be paid;
- 11.1.4 any staff position to be offered to anyone related to the Pastor must be approved by the Board;
- 11.1.5 appointments, monitoring, oversight and employment of paid ministerial staff must be approved by the Board of Directors; and
- 11.1.6 termination of employment of executive staff must be approved by the Board.

11.2 Qualifications

A Pastor must be divinely called by God to feed and have the oversight of His flock (John 21:15-17), having prepared himself for and proven himself faithful in the Ministry (I Tim. 3:2-9). The Pastor is also an Elder but will carry ultimate responsibility of a chief position, therefore he must fulfil the qualifications of an Elder. Furthermore, he must be born again by the Spirit of God and living in the experience (John 3:5-7). He must be baptized in water by immersion after he is a believer, according to Matt. 28:19; Acts 2:38-41; Col. 2:11-12. A Pastor must be baptized in and be full of the Holy Spirit according to John 7:38-39; Luke 4:18; Acts 2:4; 6:5; 9:17; and Eph. 5:18, with the evidence of speaking in other tongues. He must be divinely chosen and also be equipped with the Holy Spirit Gift Ministry. (Acts 9:15; Eph. 4:11; 1 Cor. 12:8-11).

11.3 Resignation

The Pastor may resign by giving one month's written notice to the Secretary of the Corporation.

11.4 Removal from Office

The Pastor may be removed from office:

- 11.4.1 if the Pastor no longer qualifies for membership under section 4.1; or
- 11.4.2 if the Pastor is disqualified from holding the office of an Elder under sections 12.5 and 12.6; or
- 11.4.3 if in the monitoring of the terms of employment in accordance with its obligations, the Board deems the Pastor to no longer qualify to hold the position of Pastor pursuant to the terms of employment or for other conditions within the terms of employment, the Pastor would be terminated for cause, other than as stated in subsections 11.4.1 and/or 11.4.3, by a two-thirds (2/3) vote taken of the Elders present at a regular or special meeting of the Council of Elders present, provided that at least two-thirds (2/3) of all Elders eligible to vote on the matter are present at the meeting.
- 11.4.4 For greater clarity on subsections 11.4.1 to 11.4.3, if the Pastor has been terminated as Pastor he/she shall automatically cease to hold membership in the Corporation, and/or for serving in the office of Elder or Pastor, and/or for serving as a corporate officer, he/she will henceforth cease to be employed as the Pastor and his/her employment as Pastor is considered terminated, subject to terms of employment.

11.5 Vacancy

In the event the Corporation should be without a Pastor, including if the Pastor shall voluntarily resign or be removed from office pursuant to section 11.4, the Board shall call a meeting composed of ministerial staff, all Elders, Deacons, Deaconesses and any other officer or person the Board deems necessary or advisable for the purpose of informing them of the affairs of the

Corporation. The Council of Elders will prayerfully investigate, or cause to investigate, prospective Pastors, following which they shall choose a candidate by vote of at least two-thirds (2/3) of the votes of all the Elders eligible to vote on the matter.

The Board of Directors may appoint an Interim Pastor in the event the Corporation should be without a Pastor.

ARTICLE 12: COUNCIL OF ELDERS

12.1 Council of Elders

There shall be a Council of Elders composed of the full-time pastoral staff and appointed Elders from the Members of the Corporation.

12.2 Appointment of Elders

An Elder is called by the Holy Spirit, recognized and appointed or ordained by the Pastor and the Elders, after having been an active Member of the Corporation for at least three (3) years, and set into office by the laying on of hands by the Elders in the presence of the Congregation. Any Elder may make a recommendation that a Member be considered for the office of Elder. Any prospective new Elder shall be appointed if he or she received at least two-thirds (2/3) of the votes of all Elders eligible to vote on the matter. In the event that the results of the vote are inconclusive, the question shall be deemed to have failed. Prior to the Council's voting on appointing any prospective new Elder the name of the candidate shall be announced to the Congregation at least four weeks prior to the date of the vote. All those who know of any reason or reasons as to why the prospective new Elder should not be appointed to such office should inform the chair of the Council of Elders immediately and in writing of such reason or reasons. The name of any new Elder appointed by the Council of Elders shall be announced from the pulpit of the Church on two (2) successive Sundays prior to the date of being set into office in the presence of the Congregation.

12.3 Quorum

Except as stated elsewhere in this By-Law where at least two-thirds (2/3) of all Elders eligible to vote on the matter are required to be present, a quorum for the transaction of any matter at meetings of the Council of Elders shall be fifty percent plus one (50% + 1) of all the members of the Council of Elders, and no matter shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

12.4 Voting

Each Elder shall have one (1) vote on all questions arising at any meeting of the Council of Elders. Except as stated elsewhere in this By-Law, questions arising at any meeting of the Council shall be decided by a majority vote of those Elders present at the meeting and eligible to vote on the matter. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Council, every question shall be decided by a show of hands unless a poll on the question is required by the chair or requested by any Elder.

12.5 Term of Office

An Elder's stay in office shall be for an undetermined period, as long as he does the work of an Elder, unless he voluntarily withdraws from the position, or in some way disqualified himself by not meeting the same qualifications that were initially required, or, in the case of non-staff Elders, is removed by a petition signed by two (2) Elders and supported by at least two-thirds (2/3) of all Elders eligible to vote on the matter. The Pastor or any Associate Pastor will cease to be an Elder upon the termination of his or her employment with the Church unless the Council of Elders specifically upholds his or her appointment as an Elder past the date on which the

Elder ceases to be employed with the Church and the Congregation is informed accordingly. An Elder who is particularly aged or lacking in physical strength may function in an advisory capacity and his wisdom should always be highly valued.

12.6 Qualifications

12.6.1 Moral Qualifications

- (a) An Elder is to be blameless (good reputation). I Tim. 3:2; Titus 1:6
- (b) An Elder must be temperate (exhibiting self-control). I Tim. 3:2; Titus 1:8
- (c) An Elder is to be sober (wisdom and sound mind). I Tim. 3:2; Titus 1:8
- (d) An Elder must be of good behaviour (orderly and modest). I Tim. 3:3
- (e) An Elder is not to be given to wine. I Tim. 3:3; Titus 1:7
- (f) An Elder is not to be a striker (no physical displays). I Tim. 3:3; Titus 1:7
- (g) An Elder is not to be greedy of money. I Tim. 3:3; Titus 1:7
- (h) An Elder is not to be a brawler (not to be argumentative). I Tim. 3:3; Titus 1:7
- (i) An Elder is not to be covetous. I Tim. 3:3
- (j) An Elder is not to be self-willed (not to be inconsiderate of others). Titus 1:7
- (k) An Elder is to be a lover of good. Titus 1:8
- (l) An Elder must strictly follow the Bible teachings in his social relationships. For example: fornication is forbidden. Rom. 1:28-32; Matt. 19:9; homosexuality is forbidden. Rom. 1:24-27

12.6.2 Domestic Qualifications

- (a) An Elder must be the husband of one wife (not to be polygamous). I Tim. 3:2; Titus 1:6
- (b) An Elder is to be hospitable (lover of strangers). I Tim. 3:2; Titus 1:3
- (c) An Elder is to rule his own house well. I Tim. 3:4-5; Titus 1:6

12.6.3 Spiritual Qualifications

- (a) An Elder must be able to teach. I Tim. 3:2
- (b) An Elder is not to be a novice or young convert. I Tim. 3:6
- (c) An Elder must be of good report among the unsaved. I Tim. 3:7
- (d) An Elder is to be just, full of wisdom. Titus 1:8; Acts 6:3
- (e) An Elder is to be holy, full of the Holy Spirit. Titus 1:8; Acts 6:3
- (f) An Elder must hold fast the faithful Word. Titus 1:9
- (g) An Elder must be able to exhort and convince in sound doctrine. Titus 1:9

- (h) An Elder must be patient and honourable. I Tim. 3:3; 3:8

12.7 Duties

The Elders shall be the spiritual overseers of the Church in three main areas:

12.7.1 Ruling

Ruling, means to be over, to superintend, to preside over, to care for, to give attention to, with a proper servant's spirit and attitude. This ruling may at times call for the exercise of discipline in the best interest of the souls of the people. As rulers, Elders stand accountable before God for the state of the Congregation.

12.7.2 Shepherding

Shepherding, means tending the flock of God:

- (a) Feeding the flock. Acts 20:28
- (b) Watching out for wolves. Acts 20:29-31
- (c) Helping the weak. Acts 20:35
- (d) Ministering to the sick. James 5:14-15
- (e) Walking before the sheep with good example spiritually, morally and in social relationships. I Pet. 5:3

12.7.3 Instructing

Instructing means to teach or instruct the Church; to give stability and unity among the Congregation, firmly based on the Word of God, convincing opposers. Priority should be placed on the Elders coming to a place of unity on questionable areas so that they can speak as one voice.

ARTICLE 13: OFFICE OF THE DEACON/DEACONESS

13.2 Deacon/Deaconess

Deacons shall perform various services of a practical nature as directed by the Pastor and the Elders. For the purpose of simplicity, any reference to "Deacon" in this section will also apply equally to the office of the Deaconess.

13.2 Appointment

Deacons shall be nominated by the Pastor, from time to time, and approved by the Elders. In order for any person to be considered for the office of Deacon, he or she must have been an active Member of the Corporation for a period of at least one (1) year. If approved, he or she will then be set apart by the laying on of hands of the Pastor and the Elders in the presence of the Congregation.

13.3 Term of Office

The Deacon will remain a Deacon as long as he or she does the work of a Deacon and as long as he or she is qualified under the original requirements for that office. A Deacon may voluntarily withdraw from the office or be removed from it by a simple majority vote at any regular or special meeting of the Council of Elders.

13.4 Qualifications

13.4.1 Moral Qualifications

- (a) Not double-tongued. I Tim. 3:8

- (b) Not given to wine. I Tim. 3:8
- (c) Not greedy of money. I Tim. 3:8
- (d) Blameless (Above reproach). I Tim. 3:10
- (e) Proven (Already living the life of a servant). I Tim. 3:10
- (f) Fornication is forbidden. Rom. 1:28-32; Matt. 19:9
- (g) Homosexuality is forbidden. Rom. 1:24-27

13.4.2 Domestic Qualifications

- (a) Husband of one wife, or wife of one husband (not to be polygamous). I Tim. 3:12
- (b) Ruling his or her own house well. I Tim. 3:12

13.4.3 Spiritual Qualifications

- (a) Full of the Holy Spirit. Acts 6:3
- (b) Full of wisdom. Acts 6:3
- (c) Honourable. I Tim. 3:8
- (d) Holding the mystery of the faith in a pure conscience. I Tim. 3:9

13.5 Duties

The Deacon's main function is the performance of various services of a practical nature in the Church. They are appointed to organize or oversee areas such as the following:

- 13.5.1 audio recording;
- 13.5.2 bookstore;
- 13.5.3 building maintenance;
- 13.5.4 caretaker;
- 13.5.5 communion table and servers;
- 13.5.6 greeters;
- 13.5.7 hospitality;
- 13.5.8 lending library;
- 13.5.9 music ministry;
- 13.5.10 nursery;
- 13.5.11 parking/snow removal;
- 13.5.12 relief of the poor;

- 13.5.13 small groups;
- 13.5.14 technical support audio/video;
- 13.5.15 transportation;
- 13.5.16 TV ministry/prayer partners;
- 13.5.17 ushering, etc.

ARTICLE 14: COMMITTEES

14.1 Standing Committees

There may be such other Standing Committees and for such purposes as the Board may determine from time to time by resolution.

14.2 Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

14.3 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- 14.3.1 the delivery of its report;
- 14.3.2 the completion of its assigned task;
- 14.3.3 a change in the membership of the Board by which it was constituted; or
- 14.3.4 a resolution to that effect of the Board by which it was constituted;

whichever first occurs.

- 14.3.5 Provided however that, in the case of termination pursuant to subsection 14.3.2, the Board may by resolution continue such Ad Hoc Committee.

14.4 Rules Governing Committees

Except as otherwise provided by By-Law of the Corporation, all Committees are subject to the following:

- 14.4.1 the chair and members shall be appointed by the Board from among the Members of the Corporation who are qualified to hold office;
- 14.4.2 in addition to the members of a Committee appointed pursuant to subsection 14.4.1, the Board may appoint to any Committee persons who are not Members of the Corporation who are qualified to hold office, provided that the total number of such persons shall at all times remain less than one-third of the total number of persons who are members of such Committee;
- 14.4.3 a member of a Committee shall serve for an unspecified period of time until the Board has revoked the member's appointment or until the Committee has been revoked;

- 14.4.4 each Committee shall meet at least annually and more frequently at the will of its chair or as required by its terms of reference and as requested by the Board;
- 14.4.5 each Committee shall be responsible to and report after each meeting to the Board;
- 14.4.6 subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees upon first having obtained permission to do so from the Board.
- 14.4.7 The Council of Elders may also from time to time form Standing Committees and Ad Hoc Committees and combine Committees for the purpose of assisting them in the carrying out of their responsibilities. The same rules and regulations governing Committees formed by the Board, as stated in sections 14.1 to 14.4.6 inclusive, shall also apply to Committees formed by the Council of Elders.

ARTICLE 15: INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS

15.1 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, which insurance shall include:

- 15.1.1 property and public liability insurance;
- 15.1.2 Directors' and Officers' insurance;

and may include

- 15.1.3 such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with an aggregate maximum limit and with insurers, all as deemed appropriate by the Board from time to time.

The Corporation shall ensure that each Director and Officer is added as a named insured to any policy of Directors and Officers insurance maintained by the Corporation.

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.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

15.2 Directors' and Officers' Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 15.2.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

- 15.2.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- 15.2.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- 15.2.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 15.2.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- 15.2.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

15.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 15.4 herein, or purchasing insurance provided in section 15.1 herein, the Board shall consider:

- 15.3.1 the degree of risk to which the Director or Officer is or may be exposed;
- 15.3.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 15.3.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 15.3.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 15.3.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

15.4 Indemnification of Directors and Officers

Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- 15.4.1 is a Director; or,
- 15.4.2 is an Officer of the Corporation; or
- 15.4.3 is a member of a Committee; or
- 15.4.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of such corporation;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

15.4.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

15.4.6 in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

15.4.7 upon the exhaustion of all available and collectible insurance provided to Directors by the Corporation inclusive of whatever valid and collectible insurance has been collected; and

15.4.8 providing the Director has carried out all duties assigned to him, which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

ARTICLE 16: CONFLICT OF INTEREST

A person is in a conflict of interest when his or her duty or function provides an opportunity to improperly further one's own or another person's private interests.

All Officers of the Corporation, including but not limited to the Pastor, Council of Elders, Board of Directors, full time or part time ministerial and other paid staff, Deacons, are required to declare a conflict of interest and are required to refrain from decisions where such persons are in a conflict of interest.

None of the above individuals shall participate in making a decision if he or she would be in a conflict of interest.

The Chair of each meeting shall require participants of such meeting to declare their conflict of interest prior to casting a vote.

ARTICLE 17: EXECUTION OF DOCUMENTS

17.1 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons and in the manner from time to time prescribed by the Board.

17.2 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the Pastor, the President, the Secretary, the Treasurer (or Secretary-Treasurer) or any one (1) of the

foregoing together with any one (1) Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

17.3 Books and Records

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

ARTICLE 18: BANKING ARRANGEMENTS

18.1 Board Designate Bankers

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- 18.1.1 operate the Corporation's accounts with the banker;
- 18.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 18.1.3 issue receipts for and orders relating to any property of the Corporation;
- 18.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 18.1.5 authorize any Officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

18.2 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 19: BORROWING BY THE CORPORATION

19.1 Board May Borrow

Subject to the limitations set out in section 18.2, and otherwise in the By-Laws or in the Letters Patent of the Corporation, the Board may,

- 19.1.1 borrow money on the credit of the Corporation;
- 19.1.2 issue, sell or pledge securities of the Corporation; or
- 19.1.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and

undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;

- 19.1.4 provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

19.2 Board May Not Borrow

- 19.2.1 The Board may not borrow for any reason or reasons other than in aid of the charitable objectives of the Corporation;
- 19.2.2 More specifically, the Board may not borrow under any circumstances in aid of the needs of any individual or individuals, whether associated with the Corporation, such as Directors, Elders, Deacons or Deaconesses, Committee Members or members, or not.

19.3 Specific Borrowing Authority

From time to time the Board may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, 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 Corporation.

ARTICLE 20: FINANCIAL YEAR

20.1 Financial Year Determined

The financial year of the Corporation shall terminate on the 31st day of December in each year.

ARTICLE 21: AUDITOR

21.1 Appointed by Members

The Members entitled to vote shall at each Annual Meeting appoint an auditor to audit the books of the Corporation, to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members entitled to vote or by the Board, if authorized to do so by the Members entitled to vote.

ARTICLE 22: NOTICE

22.1 Method of Notice

Except where otherwise provided in this By-Law, notice shall be validly given if given by telephone or if in writing:

- 22.1.1 by prepaid letter post;
- 22.1.2 by inter-office mail;
- 22.1.3 by facsimile;
- 22.1.4 by e-mail; or
- 22.1.5 by other electronic method, and
- 22.1.6 addressed to the person for whom intended at the last address shown on the Corporation's records; or

22.1.7 by posting such notice on the Web Site maintained by the Corporation.

Any such notice shall be deemed given:

22.1.8 in the case of telephone, at the time of the telephone call;

22.1.9 in the case of letter post, on the third day after mailing;

22.1.10 in the case of inter-office mail, when deposited in mailbox of the recipient at the head office of the Corporation;

22.1.11 in the case of posting on the Web Site, on the date of posting; and

22.1.12 in all other cases, when transmitted.

22.2 Computation of Time

In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

22.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

ARTICLE 23: BY-LAWS AND AMENDMENTS, ETC.

23.1 Enactment

By-Laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Act.

ARTICLE 24: REPEAL OF PRIOR BY-LAWS

24.1 Repeal

Subject to the provisions of sections 24.2 and 24.3 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law heretofore enacted or made are repealed.

24.2 Exception

The provisions of section 23.1 shall not extend to any By-Law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

24.3 Proviso

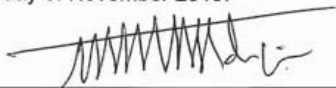
Provided however that the repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, resolution or other enactment.

ARTICLE 25: EFFECTIVE DATE

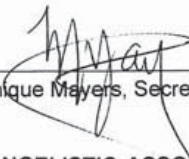
25.1 Effective on Passing

This By-Law shall come into force when enacted by the Board in accordance with the Act.

CONFIRMED by the Members in accordance with the *Corporations Act* (Ontario) on the 13th day of November 2019.



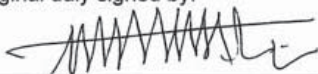
Michael Adesina, President



Monique Mayers, Secretary

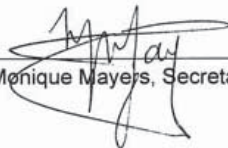
ENACTED as a By-Law of **THE TORONTO EVANGELISTIC ASSOCIATION** and sealed with the corporate seal this 28th day of February 2020.

Original duly signed by:



Michael Adesina, President

Original duly signed and sealed by:



Monique Mayers, Secretary

