

DRAFT – as of January 23, 2018

BY-LAW 2018 – 1
OF
KENNEDY ROAD TABERNACLE MINISTRIES
BEING THE
CONSTITUTION AND BY-LAW OF KENNEDY ROAD
TABERNACLE MINISTRIES
as of ●, 2018

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ARTICLE I : CORPORATE OBJECTS

Kennedy Road Tabernacle Ministries (the “Church”) has been established for the following corporate objects, which cannot be amended in this Constitution and By-Law, and which may only be amended by filing an Application for Supplementary Letters Patent with the Ontario Ministry of Government and Consumer Services:

1. To establish, maintain and conduct a church and to carry on the teaching of the Gospel of Jesus Christ;
2. To employ, send out and direct Christian missionaries to preach the Gospel;
3. To conduct public or private meetings of a religious and evangelistic nature;
4. For the purposes of the objects aforesaid to print, publish, sell and distribute literature of every nature and kind and to establish and operate printing plants for such purposes;
5. To propagate the Gospel of Jesus Christ through radio and wireless broadcasting whether transmitting or receiving through the air, whether independently, or in conjunction with any telegraphic, telephonic or other conducting means, wireless or radio messages of any kind, including television and all sounds, images and pictures of whatsoever kind;
6. To provide a centre for spiritual or religious counselling:
 - (a) To establish and maintain day nursery schools, and kindergarten schools for the care, custody, training or education of children;
 - (b) To establish and maintain primary and secondary schools for the training or education of children;
 - (c) To establish, maintain and operate summer camps for children;
 - (d) To carry on and provide a transportation service to and from the operations of the Church;
7. To acquire, establish, conduct and carry on schools, and educational institutions of all kinds, whether commercial, technical, professional, theological, general or any combination thereof, and for such objects to establish, prescribe, hold or deliver classes, lectures, correspondence courses examinations and such tests of fitness and efficiency as may be thought expedient and to grant diplomas and certificates of fitness and generally to carry on in all its branches of educational work of all kinds; and

8. For the objects aforesaid, to print, publish, sell and distribute literature of every nature and kind and to establish and operate printing plans for such purposes and to take by gift, devise, lease or purchase and behold real and personal property, including all such lands, buildings, hereditaments and possessions as may from time to time be required or erected by the Church and to use or occupy the same for the objects of the Church; subject to the Mortmain and Charitable Uses Act and to Charitable Gifts Act, to receive, acquire and hold gifts, donations, devises and bequests.

ARTICLE II : AFFILIATION

SECTION 1 PREAMBLE

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 honored 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 lands, we, the Members of Kennedy Road Tabernacle Ministries, do hereby recognize ourselves as a local church in fellowship with The Pentecostal Assemblies of Canada, and shall adopt the following articles of church order and submit ourselves to be governed by them.

SECTION 2 RECOGNITION

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

SECTION 3 FELLOWSHIP

We recognize that Christ is the head of the Christian Church, and that all believers, whatever their denominational affiliation are members of His body, the Christian Church. To the greatest degree possible, we encourage fellowship with all born again Christians, welcoming them to the services and fellowship of the Church and to the communion table, so long as their presence tends to unify, and they do not seek to promote their doctrines or practices contrary to The Pentecostal Assemblies of Canada. The Church, by virtue of its affiliation with The Pentecostal Assemblies of Canada, shall accept “The Statement of Fundamental and Essential Truths” as approved by The Pentecostal Assemblies of Canada.

SECTION 4 RIGHT TO GOVERN

This Church shall have the right to govern itself according to this Constitution and By-laws in conjunction with the General and District Constitution and By-laws in force by order of the General and District Conferences.

SECTION 5 STATEMENT OF FUNDAMENTAL & ESSENTIAL TRUTHS

Kennedy Road Tabernacle Ministries is a church affiliated with the Pentecostal Assemblies of Canada and accepts the Statement of Fundamental & Essential Truths of The Pentecostal Assemblies of Canada.

ARTICLE III : INTERPRETATION

In this Constitution and By-Law and in all Constitution and By-Laws of the Church, the singular shall include the plural and the plural the singular; the word “Person” shall include individuals and corporations, and the masculine shall include the feminine.

All references to gender shall not be restricted, but be taken to include both male and female.

Unless otherwise stated, all Scripture references are from the New King James Version.

- A. **“Act”** means the *Corporations Act*, R.S.O., 1990, c. C.38, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- B. **“Church”** means Kennedy Road Tabernacle Ministries.
- C. **“Church Elders”** or **“Elders”** has the meaning set out in Article IV Section 6.
- D. **“Board”** means the Deacon Board of Directors of the Church.
- E. **“Director”** or **“Board Member”** means a member of the Board, who shall serve as a Director under the Act.
- F. **“District Executive”** means the District Executive of the Western Ontario District of the PAOC in office from time to time.
- G. **“District Superintendent”** means the Western Ontario District PAOC District Superintendent in office from time to time.
- H. **“Extraordinary Resolution”** means a resolution of the Senior Members passed by a majority of not less than seventy-five percent (75%) of the votes cast on that resolution.
- I. **“Lead Pastor”** means Senior Pastor of the Church.
- J. **“Officer”** means Chairman, Vice-Chairman, Church Secretary, Church Treasurer, or any other person designated an officer by the Board.
- K. **“PAOC”** means The Pentecostal Assemblies of Canada, a fellowship of churches across Canada, incorporated under the laws of Canada on May 17, 1919.
- L. **“Protected Person”** means an individual who:
 - (a) is a Director;

- (b) is an Officer of the Church;
 - (c) is a Church Elder;
 - (d) is a member of a Committee; or
 - (e) has undertaken, or, with the direction of the Church is about to undertake, any liability on behalf of the Church or any body corporate controlled by the Church, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of the Church or such body corporate.
- M. **"Pulpit Committee"** means the Committee responsible for nominating candidates for Lead Pastor as described in Article IV Section 7G.
- N. **"Senior Member"** means those Members of the Church more particularly described in Article V Section 1B.
- O. **"Special Resolution"** means a resolution of the Senior Members passed by a majority of not less than two-thirds (2/3) of the votes cast at a duly called meeting of the Members on that resolution.
- P. **"Statement of Fundamental and Essential Truths"** has the meaning set out in Article II Section 5.
- Q. **"Western Ontario District"** means the Western Ontario District of the PAOC, or any other successor district, to which the Church belongs.

ARTICLE IV : ORGANIZATION

SECTION 1 HEAD OFFICE

The head office of the Church and its place of business shall be located in such place in the Province of Ontario as the Board may from time to time decide.

SECTION 2 SEAL

The seal, an impression whereof is stamped on the margin hereof, shall be the seal of the Church. The seal of the Church may, when required, be affixed to contracts, documents and instruments in writing signed in accordance with Article VII.

SECTION 3 FINANCIAL YEAR

The financial year of the Church shall terminate on the last day of December in each year.

SECTION 4 DEACON BOARD OF DIRECTORS

A. **Mandate**

The Board, in cooperative consultation with the Lead Pastor, shall be responsible for the business and financial affairs of the Church. The duties of the Board shall be as outlined in Article IV Section 4B.

B. **Duties**

The duties of the Board shall include the following:

1. to annually appoint the Church Treasurer and work in close harmony with him;
2. to review and approve the Church budget;
3. to retire the Church debts;
4. to approve borrowing by the Church;
5. to make directions pertaining to staff salaries, fringe benefits, holiday pay, house policy, car allowances, retirement plans, or other financial obligations involving radio, TV, printing, Christian Day School, Missions, and other similar matters;
6. to be responsible for the governance of the Church, inclusive of the development of current and future governance capacity; and

7. to make or cause to be made for the Church in its name any kind of contract, which the Church may lawfully enter into, save as hereinafter provided, and generally exercise such other powers and do such other acts as the Church is authorized to do in accordance with the Act and this Constitution and By-Law.

C. Specific Authority

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

1. to work in cooperative consultation with the Lead pastor to establish support and implement the mission and vision of the Church;
2. to ensure the fiscally responsible expenditure and Biblically ethical management of Church funds, in all areas of ministry and Church operations in accordance with the Church's mission and vision;
3. to participate, where required, in the discipline of Directors, Members, Officers and employees of the Church in accordance with the direction of the Lead Pastor pursuant to the procedures set out herein;
4. to oversee the Church's performance management process and reasonably ensure that all policies and procedures are in the best interest of the Church;
5. to make policies as necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Church as set out in Article I;
6. in cooperative consultation with the Lead Pastor, to appoint such agents, and engage such employees as it deems necessary from time to time with the said persons to have such authority and perform such duties as shall be prescribed by the Board at the time of such appointment;
7. to set and periodically review the wages or salaries of the Lead Pastor, Staff Pastors, employees and agents, taking into consideration the financial ability of the Church;
8. to work with the Lead Pastor to establish a Biblically consistent and stable stewardship philosophy for the Church; and
9. to generally exercise such power and to do such other acts in furtherance of the duties set out above.

D. Selection and Discipline of Members

It shall be the duty of the Board to determine who shall qualify as Members in the Church. The Board shall also be responsible for implementing the procedure involved in disciplining a Member and/or terminating his membership in the Church in accordance with the procedure set out in Article V Section 6 of this Constitution and By-Law. The Board shall exercise its authority in relation to the discipline of Members and/or termination of membership in concert with the Lead Pastor. If the Lead Pastor and the Directors deem it appropriate, the Church Elders and other appointees shall also be included in reviewing matters of discipline of Members and/or termination of membership.

E. Committees

The Board may establish one or more committees as it may deem advisable and delegate any of its duties and powers to such committee(s). All committee members, including the committee chair, shall be members of the Board, unless otherwise directed by the Board.

The Board shall determine the duties of such committees in its own discretion. Each committee shall be accountable to the Board and operate under written terms of reference that set out its responsibilities, composition requirements and the limits to its authority. Terms of reference shall be regularly reviewed and updated by the Board.

F. Number of Directors

The Board shall be thirteen (13) in number, or such greater or lesser number as the Directors shall or may determine by proper resolution from time to time. The Board shall be composed of the Lead Pastor and such lay members as elected in accordance with this by-law.

G. Qualifications of Deacon Board of Directors

A person may be elected to the Board, if such person:

1. is personally committed to Jesus Christ as Saviour and Lord and gives evidence thereof;
2. fulfills the spiritual qualifications of a Deacon¹ and ensures that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of the Biblical standard of Christian practice and manifest spiritual growth;
3. is of good report and sound judgement, an example to the membership in matters of stewardship, Church attendance and spiritual maturity, and

¹ 1Timothy 3:8-10, 12 and Acts 6:1-3.

seeks constantly as a sanctified vessel to be filled with the Holy Spirit (Acts 2:4; Ephesians 5:18), resulting in a life that evidences the fruit of the Holy Spirit (Galatians 5:22, 23);

4. is in full agreement with the Statement of Fundamental and Essential Truths;
5. is an individual who:
 - (a) is at least 21 years of age;
 - (b) has not been found by a court in Canada or elsewhere to be mentally incompetent or incapable of managing property;
 - (c) does not have the status of a bankrupt;
 - (d) is a Senior Member of the Church in good standing; and
 - (e) is tithing to the Church;
6. has regular attendance at the services of the Church for at least one (1) year at the time of his election;
7. has been actively involved in a ministry of the Church;
8. commits to uphold this Church Constitution and By-Law at all times;
9. possesses gifts and/or abilities, relevant to service as a Director, which assist the Church in meeting its mission;
10. recognizes that membership on the Board is a commitment to humble service, not a position of honour or status, nor merely a reward for past service;
11. recognizes that membership on the Board is not only an administrative role but involves active participation in ministries of the Church as they are needed;
12. save and except where permitted by law, has not received any remuneration either directly or indirectly from the Church;
13. is filled with the Holy Spirit with the evidence of speaking in other tongues or understands the teachings of the Scripture and seeks the Baptism in the Holy Spirit; and
14. demonstrates a desire to live in harmony with the Church and accepts and practices the doctrinal standards of the Church.

H. **Term of Office of Directors**

The term of office of the Directors shall be three (3) years, to expire at the third annual meeting following election, or, if no successor is elected at the annual meeting, to expire when a successor is elected.

I. **Re-Election**

A Director is eligible for election for additional terms of office, but no director shall serve for consecutive terms greater than six (6) years. Afterwards, he is not eligible for re-election until a period of one (1) year has elapsed from the date such person ceases to be a Board Member.

J. **Election in Rotation**

At the first meeting of Members called to elect Directors after the passage of this Constitution and By-Law, the Board shall be elected in the following manner:

- (a) previously elected Directors who have one (1) year remaining in their term of office shall continue to serve for the remaining one (1) year;
- (b) previously elected Directors who have two (2) years remaining in their term of office shall continue to serve for the remaining two (2) years; and
- (c) Four (4) Directors shall be elected for a term of three (3) years.

Subsequently, the office of any Director whose term of office has expired shall then be filled by election for the term set out in Article IV Section 4H.

K. **Ceasing to Hold Office**

The office of a Director shall be vacated if a Director:

- 1. resigns in accordance with Article IV Section 4P;
- 2. is absent from meetings of the Board for a cumulative total of fifty-one percent (51%) or more of the meetings during any twelve (12) month period following his election or the anniversary of his election or appointment without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board;
- 3. no longer fulfils all of the qualifications to be a Director in Article IV Section 4G, as determined by the sole discretion of the Board at a meeting duly called for the purpose of making such determination (with the Director in question not having the right to vote thereat); or
- 4. passes away.

L. Nominations and Nominations Committee

1. There shall be a Nominations Committee comprised of the Lead Pastor, two (2) incumbent Board Members who are not eligible for re-election, and two (2) Church Elders (to be selected by the Board).
2. The Nominations Committee shall be responsible for:
 - (a) accepting nomination submissions for the Board from the Senior Members in accordance with Article IV Section 4L.3;
 - (b) in consultation with the Board, selecting the individuals to comprise the slate of candidates to be presented to the Members for election, having regard to the qualifications of Directors listed at Article IV Section 4G, the possibility of a candidate being placed in a conflict of interest², and any other reason why a particular individual does not qualify as a Director under this Constitution and By-Law; and
 - (c) preparing the slate of candidates for the Board and posting the slate of candidates in a public location within the Church for the perusal of the congregation.
3. Nominations for the Board shall be submitted to the Nominations Committee in writing, on a prepared form signed by the nominator, in accordance with Church policy, prior to the date of the next meeting at which there is an election of Directors.

M. Election

1. The Directors shall be elected by ballot by the Senior Members of the Church at any meeting of Members duly called for the purpose of electing Directors. A ratification vote of “yes” or “no” shall be taken for the slate of candidates prepared by the Nominations Committee. If the ratification is not accepted, the Board shall remain in place until the Nominations Committee selects a new slate of candidates for a ratification vote by the Senior Members, at a meeting of Members duly called for that purpose.

N. Election Procedure

1. Each Director shall be elected by a simple majority of all the votes cast at a meeting of Members at which there is an election of Directors.
2. Those candidates receiving the highest number of votes, shall serve for a three (3) year term, provided that the number of votes received is a

² See Article IV Section 5I.

majority of the total votes cast.

3. To the extent that the election procedure outlined in Section N2 above does not enable the Church to distinguish between candidates (i.e., if after filling the vacancies with candidates who have received the highest number of majority votes, more candidates than there are remaining vacancies each receive the same number of majority votes) then the Church shall draw lots to determine which of the tied candidates shall serve as a Director for the ensuing year.
4. If all vacancies on the Board are not filled by candidates each of whom have received a simple majority vote on the first ballot, then a second ballot shall be taken based on a second slate of candidates described in Article IV Section 4N.5
5. If a second ballot is required, the number of candidates comprising the second slate shall be equal to a number that is two (2) more than the remaining vacancies. The candidates comprising the second slate shall be limited to those individuals who received the highest number of votes, but less than a simple majority, on the first ballot. The remaining candidates shall be removed from the ballot and a second vote shall be taken.
6. If all of the remaining vacancies on the Board are not filled by candidates receiving a simple majority vote on the second ballot, a third and final ballot shall be taken. The number of candidates comprising the third slate shall be equal to one (1) more than the remaining vacancies. Only those candidates who received the highest number of votes, but less than a simple majority, on the second ballot shall be eligible for the third ballot. The remaining candidates shall be removed from the ballot and a third vote shall be taken.

O. Removal

The Senior Members may, by ordinary resolution of the Senior Members cast at a meeting called pursuant to Article VI Section 8A for the purpose of considering the removal, remove a Director from the Board before the expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office in accordance with the procedures set out in Article VI Section 2.

P. Resignation

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

2. If for any reason a Director chooses to resign, that Director shall give written notice, if possible, to the Chairman, who, in turn, shall call it to the attention of the Board.
3. The resignation of a Director becomes effective at the time a written resignation is sent to the Chairman or at the time specified in the resignation, whichever is later.

Q. Vacancies

Except as provided in the Act, a vacancy occurring on the Board may be filled by the Directors then in office until the next annual meeting of the Members, whereupon there shall be a vote to fill the remainder of the term left by the resigned or removed Director.

SECTION 5 MEETINGS OF DIRECTORS

A. Meetings of Directors

Meetings of the Board may be held at the head office of the Church or any place within Ontario. A meeting of the Board may be convened by the Chairman or Vice-Chairman, at the direction of the Chairman, or the District Superintendent at the request of a majority of the Directors of the Church at any time as polled independently by the Church Secretary.

For the first meeting of the Board to be held immediately following the election of Directors at a meeting of Members at which there is an election of Directors or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, no notice of such meeting shall be necessary to the newly elected or appointed Directors in order to constitute the meeting, provided that a quorum of the Directors is present.

B. Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time.

C. Notice of Meetings

Notice of meetings of the Board shall be conveyed to each Director at least five (5) days before the meeting is to take place, exclusive of the day upon which the notice is conveyed, provided that meetings of the Board may be held at any time without formal notice if all of the Directors are present or those absent have waived notice or have signified their consent to the meeting being held in their absence.

Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director.

D. Meeting by Electronic Conference

If all the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of the Board may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

Meetings by electronic conference shall be permitted, provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

E. Voting

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

F. Written Resolutions

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

G. Adjournments

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

H. Quorum

A majority of the Board shall constitute a quorum for the transaction of business.

I. Conflict of Interest

Directors shall not place themselves in a position where there is conflict of interest between their duties as a Director and their other personal interests.

Every Director 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 Director is involved with as either a director, shareholder,

officer, employee or agent, shall declare the interest fully at a meeting of the Board and absent himself from the Board meeting.

The Lead Pastor, who serves as a Director, or any employee of the Church, shall absent himself from a Board meeting when compensation and allowance review is being considered.

J. Remuneration

The lay members of the Board shall serve as such without remuneration both for their services as a Director or any other service to the Church; however, such person may be reimbursed for reasonable expenses incurred while discharging his duties as a Director.

SECTION 6 CHURCH ELDERS – SPIRITUAL LEADERS

A. Duties

The Church Elders shall be a body of spiritually qualified individuals.³ They shall be spiritual advisers and a vital supportive arm to the Lead Pastor and at the direction of the Lead Pastor shall be concerned with matters of a spiritual nature such as, visitation, altar services, communion services, counselling, Bible study, membership classes, and the general shepherding of the Church. Spiritual matters considered in excess of the Lead Pastor's desire to assume may also be dealt with by the Church Elders.

The Church Elders shall assist the Lead Pastor or his designate in ministries which strengthen care and nurturing in the Church family.

B. Number of Elders

The body of Church Elders shall consist of the Lead Pastor as Chairman and a minimum of two (2) persons to be appointed by the Lead Pastor. The body of Church Elders may be added to thereafter at the discretion of the Lead Pastor. All individuals appointed by the Lead Pastor as Church Elders must be ratified by the Board. No Church employee or Board Member other than the Lead Pastor shall be a member of the body of Church Elders.

C. Term of Office

The term of a Church Elder shall be for a one (1) year. Church Elders are eligible for re-appointment.

D. Quorum

A majority of the Church Elders shall constitute a quorum for the transaction of

³ 1 Timothy 3:1-7, Titus 1:5-10, and 1 Peter 5:1-5.

business under this Section 6.

E. Qualifications for Church Elders

1. Before a person may be appointed or serve as a Church Elder, that person must meet the following qualifications:

- (a) be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (b) fulfil the spiritual qualifications of an Elder⁴ and ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of the Biblical standard of Christian practice and manifest spiritual growth;
- (c) be of good report and sound judgement, an example to the membership in matters of stewardship, Church attendance and spiritual maturity, and seek constantly as a sanctified vessel to be filled with the Holy Spirit (Acts 2:4; Ephesians 5:18), resulting in a life that evidences the fruit of the Holy Spirit (Galatians 5:22, 23);
- (d) be in full agreement with the Statement of Fundamental and Essential Truths; and
- (e) be a Senior Member in good standing for a minimum of three (3) years. This requirement may be waived if a candidate not otherwise meeting this requirement is approved by the Lead Pastor and a two-thirds (2/3) majority vote of the Directors present in person at a meeting of the Board at which Church Elders are appointed; and
- (f) uphold this Church Constitution and By-Law at all times.
- (g)

F. Disqualification of Church Elders

Members of the body of Church Elders shall be removed from office by the Lead Pastor when they no longer meet the qualifications of a Church Elder as defined in Article IV Section 6E or if they become Board Members or Church employees.

⁴ 1Timothy 3:1-7, Titus 1:5-10 and 1Peter 5:1-5 as well as Acts 2:4, Acts 6:3, 1Corinthians 12:4-10 inclusive and verse 28 and 1Timothy 3:8-13 inclusive.

G. Removal of Church Elders

1. Upon appointment by the Lead Pastor and the Board, a Church Elder shall remain in office until any of the following situations occurs:
 - (a) he no longer fulfills the qualifications to be an Elder set out in Article IV Section 6E;
 - (b) he is under discipline of the Church;
 - (c) he has been removed from office as a Church Elder for any reason upon resolution of the Lead Pastor and the Board at a Board meeting duly called for that purpose;
 - (d) he has resigned in accordance with Article IV Section 6H; or
 - (e) the passing away of the Church Elder.

H. Resignation of Church Elders

If for any reason a Church Elder chooses to resign, then that Church Elder shall provide written notice to the Lead Pastor, if possible, with a preference that such notice is provided by the Church Elder thirty (30) days in advance of the effective date of his resignation.

I. Meetings of Church Elders

Meetings of Church Elders shall be held at such time and place as shall be determined by the Lead Pastor from time to time. The Lead Pastor or his designate shall chair all meetings of the Church Elders.

J. Remuneration of Church Elders

A Church Elder shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his duties.

SECTION 7 THE LEAD PASTOR

A. Credentials

The Lead Pastor shall be the spiritual overseer of the Church and all of its activities. The Lead Pastor shall be a Senior Member in good standing with the Church and hold credentials with the PAOC or another Pentecostal denomination approved by majority vote of the Board, after approval of the District Superintendent.

B. Lead Pastor as Chairman of the Board

1. The Lead Pastor shall be the Chairman of the Board, unless he otherwise designates a Chairman from among the Directors.

2. The duties of the Chairman are as follows:
- (a) to act as the chair of the Board;
 - (b) to call all meetings of the Board;
 - (c) to ensure procedural fairness in the Board' operations;
 - (d) to facilitate Board discussion;
 - (e) to ensure the Board and its members represent the standards of the Church in all its dealings;
 - (f) to set the agenda for all meetings of the Board;
 - (g) to ensure the fairness, objectivity and completeness of matters occurring at meetings of the Board;
 - (h) to conduct meetings of the Board in a prayerful manner, seeking the guidance of Jesus Christ in all matters of the Church;
 - (i) to express an opinion on matters discussed at a meeting of the Board;
 - (j) to ensure that all directives and resolutions of the Board are carried into effect;
 - (k) to call meetings of Members in accordance with the procedures set out in this Constitution and By-law;
 - (l) to set the agenda for all meetings of Members in co-operative consultation with the Board;
 - (m) unless otherwise provided in this Constitution and By-Law, to preside as chair at all meetings of Members; and
 - (n) to maintain the business function of the Church and perform all duties incident to this office and other duties as may from time to time be assigned to him by the Board.

C. Rights and Responsibilities of Lead Pastor

1. The rights and responsibilities of the Lead Pastor shall be as follows:

- (a) to fulfill the qualifications for a spiritual leader⁵ and to ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of the Biblical standard of Christian practice and manifest spiritual growth;
- (b) to provide spiritual leadership to the Church and to work in co-operation with the Board and Pastoral Staff in implementing such spiritual leadership;
- (c) to provide for all the services of the Church with no persons being invited to speak or preach in the Church without his approval;
- (d) to work in co-operative consultation with the Board in formulating and recommending Church policies as may be necessary from time to time;
- (e) to exercise general supervisory authority over all employees of the Church, and, in hiring/terminating the employment of such employees, refrain from doing so in a self-interested manner;
- (f) be in full agreement with the Statement of Fundamental and Essential Truths;
- (g) to have the final decision on all doctrinal and theological issues including teachings, interpretation or other matters as they apply to the Church, as well as the manner of application of those doctrinal and theological issues to the ordinances, practices, procedures and directions from time to time practiced or adopted by the Church; and
- (h) in co-operative consultation with the Board, to set the priorities of the ministry.

D. Procedure for Resignation of Lead Pastor

1. The Lead Pastor may conclude his ministry agreement by giving a minimum of one (1) month written notice to the Board in a letter addressed to the Church Secretary and presented to the Board at a meeting of Directors duly called for the purpose of receiving the resignation. The Lead Pastor must announce his resignation to the congregation at the next two (2)

⁵ I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3.

Sunday services of the congregation following the Church Secretary's receipt of his resignation or at another suitable date determined by the Lead Pastor and the Board. The Lead Pastor must also notify the District Superintendent immediately of the conclusion of his ministry agreement.

2. In the case of a vacancy in the position of the Lead Pastor the District Superintendent or his authorized representative, in co-operative consultation with the Board, shall be empowered to act in the full legal capacity of the Lead Pastor. It shall be the responsibility of the Board, in co-operative consultation with the District Superintendent or his authorized representative, to supply the Church with suitable pulpit ministry until such time as a new Lead Pastor has been duly installed.
3. The Board, in co-operative consultation with the District Superintendent, shall designate a person or persons to perform the daily operations of the Church until a new Lead Pastor has been duly installed.

E. Removal of Lead Pastor

1. When difficulties have arisen between the Lead Pastor and the Church which:
 - (a) do not involve his credentials but only his position as Lead Pastor; and
 - (b) cannot be resolved at the local level

the Lead Pastor or the District Superintendent, at the request of a majority of the Board or twenty-five percent (25%) of the Senior Members of the Church present in person shall have the right to appeal to the District Executive for help in resolving the impasse, at a meeting duly called for that purpose.

2. If a satisfactory settlement cannot be reached, the District Superintendent may call a meeting of Members, to be presided over by the District Superintendent or the authorized representative of the District Superintendent.
3. If the District Superintendent, or his representative, calls for a vote of confidence in the Lead Pastor, the roster for the vote shall include only those Senior Members who held Church membership 60 days prior to the vote of confidence and shall exclude the Lead Pastor and 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 the meeting of Members. The vote shall require a simple majority of all the votes cast, in support of the Lead Pastor, for him to retain the position as Lead Pastor. If such

majority is not achieved, the Lead Pastor's duties shall be terminated immediately.

4. Charges in matters involving the Lead Pastor's right to hold PAOC credentials, his morality, integrity or doctrinal soundness, must be made to the District Executive in writing and properly signed by an individual who is willing to appear in person and give testimony concerning these charges. Charges thus brought against the Lead Pastor shall be dealt with according to the Constitution of the Western Ontario District. For clarity, the Board does not have the right to make any decisions with respect to the credentials of the Lead Pastor.

F. Transition Pastor

1. Working with the District Superintendent, the Board shall craft an interim plan that provides immediate and effective spiritual and administrative oversight to the ministry that meets the direction and daily operational requirements of the Church.
2. The role of the District Superintendent, or his designate, shall be to provide support as per the agreed upon direction until such time as a new Lead Pastor has been called. To that end:
 - (a) The Board, in co-operative consultation with the District Superintendent, shall appoint a Transition Pastor as soon as practically possible;
 - (b) The Transition Pastor shall be responsible for managing the Church staff and providing pulpit and spiritual direction; and
 - (c) The Board shall determine whether the Transition Pastor or a Director shall assume the responsibility of Chairman.

G. Procedure for Calling a Lead Pastor

1. When a vacancy occurs in the position of Lead Pastor, a Pulpit Committee shall be constituted to find a candidate for Lead Pastor.
2. The Pulpit Committee shall be comprised of the Board Members and Church Elders.
3. After discussions, interviews and prayer, the Pulpit Committee shall choose a single candidate for Lead Pastor to present to the Senior Members for a vote at a duly called meeting of Members.
4. Election shall be by ballot and a call shall be extended to a Lead Pastor if a resolution extending such call is approved by a majority of not less than

two-thirds (2/3) of the votes cast by the Senior Members present at the meeting of Members.

5. The vote on a resolution to extend a call to a Lead Pastor may be included in the agenda for the annual meeting of Members or any special meeting of Members, provided that proper notice has been given as outlined in Article VI Section 1C or Article VI Section 8A.1(b), as applicable.

H. **Definition and Duties of Additional Pastoral Staff**

1. If the Lead Pastor so requests, additional pastoral staff positions may be created by resolution of the Board for the purpose of undertaking such ministries as the Lead Pastor and the Board deem necessary.
2. A Staff Pastor, by virtue of his position, shall be deemed to be a Senior Member of the Church. The duties of a Staff Pastor shall be as follows:
 - (a) to fulfill the qualifications of a spiritual leader⁶ and to ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of the Biblical standard of Christian practice and manifest spiritual growth;
 - (b) be of good report and sound judgement, an example to the membership in matters of stewardship, Church attendance and spiritual maturity, and seek constantly as a sanctified vessel to be filled with the Holy Spirit (Acts 2:4; Ephesians 5:18), resulting in a life that evidences the fruit of the Holy Spirit (Galatians 5:22, 23);
 - (c) be in full agreement with the Statement of Fundamental and Essential Truths;
 - (d) to fulfill the ministry description established for his position by the Lead Pastor in cooperative consultation with the Board;
 - (e) to abstain from participating in any activities which are in contravention of the Scriptures;
 - (f) to uphold this Church Constitution and By-Law at all times; and
 - (g) to be subject to the authority and direction of the Lead Pastor.

⁶ 1 Timothy 1:5-9, Titus 1:5-9, and 1 Peter 5:3-1.

SECTION 8 OFFICERS

A. Officers Generally

1. The Board shall, at the first Board meeting following the annual meeting, or more often as may be required, elect a Church Secretary, and may elect or appoint annually, or more often as may be required, a Church Treasurer. If necessary, the Lead Pastor may appoint a Chairman and/or a Vice-Chairman.
2. None of the Officers, except for the Chairman and Vice-Chairman, need be a Board Member.
3. All Officers must be Senior Members of the Church.
4. The same person may hold the office of Church Secretary and Church Treasurer.
5. The Directors may from time to time appoint such other Officers and agents as they shall deem necessary who shall perform such duties as may from time to time be prescribed by the Board.
6. In the absence or inability to act of the Chairman or a Vice-Chairman or any other Officer of the Church, or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being; however, any powers so delegated shall remain the responsibility of the delegating officer.

B. Chairman

1. The Chairman of the Board shall preside at all meetings as set forth in Article IV Section 7.
2. The duties of the Chairman are set out in Article IV Section 7B.

C. Vice-Chairman

1. The Vice-Chairman, if any, shall assist the Chairman with effective and ethical performance of the following duties:
 - (a) in consultation with the Chairman, assist the Church Secretary with preparation of the agenda for all meetings of the Board;
 - (b) help facilitate discussion of the Board;

- (c) ensure the fairness, objectivity and completeness of matters occurring at meetings of the Board;
- (d) ensure that all directives and resolutions of the Board are carried into effect;
- (e) ensure the Board and its members represent the standards of the Church in all its dealings; and
- (f) perform all duties incident to this office and such other duties as may from time to time be assigned to him by the Board or Chairman.

D. Church Secretary

1. The Church Secretary shall:

- (a) issue or cause to be issued notices for all meetings of the Board when directed to do so by the Chairman;
- (b) prepare Board and Members' meeting agendas as directed by the Chairman and/or the Vice-Chairman;
- (c) ensure that all records of the various meetings of the Board and of all Members' meetings are recorded accurately and duly kept;
- (d) act as Chairman of the Board in matters of urgent business if the Chairman and the Vice-Chairman are not available;
- (e) ensure that the Church membership list is in order and ready for any specially called or annual meeting of the Members; and
- (f) prepare reports as directed by the Board;
- (g) record meeting minutes and have charge of the minute books of the Church;
- (h) be the custodian of the seal of the Church, which he shall deliver to those individuals named in a resolution of the Board;
- (i) be the custodian of all papers and documents of the Church; and
- (j) perform such other duties as the terms of his engagement call for and for which the Board, Chairman or Vice-Chairman may from time to time properly require of him.

2. In his absence, the duties of the Church Secretary shall be performed by such other Senior Member who the Board deems acceptable and capable of performing such duties.
3. The Church Secretary shall not hold any other Office, except the Treasurer.

E. Church Treasurer

1. The Church Treasurer shall:
 - (a) have the care and custody of all the funds and securities of the Church and deposit same in the name of the Church in such bank or such depository as the Board may direct;
 - (b) at all reasonable times exhibit the books and accounts of the Church and submit financial statements to any Director of the Church and to the Lead Pastor;
 - (c) prepare an annual financial report consisting of audited financial statements prepared in accordance with Canadian accounting standards for not-for-profit organizations, and any other financial reports as the Board may require from time to time;
 - (d) after approval by the Board, submit the audited financial statements to the Members of the Church; and
 - (e) perform all duties incident to his office or that are delegated to him by the Board.

F. Removal of Officers

The Board may remove any Officer of the Church at any meeting of the Board duly called for that purpose, provided that the removal of the Lead Pastor shall be carried out in accordance with Article IV Section 7E.

G. Remuneration of Officers

Any Officer who is also a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

ARTICLE V : MEMBERS

SECTION 1 MEMBERSHIP

A. **Qualifications**

1. In order to qualify as a Member of the Church a person shall:
 - (a) be born again, in harmony with the Statement of Fundamental and Essential Truths;
 - (b) desire affiliation with the Church;
 - (c) be in regular attendance at services of the Church and, in particular, have been in attendance for at least three (3) months prior to becoming a Member of the Church;
 - (d) be 18 years of age or over;
 - (e) have witnessed their confession of faith; and
 - (f) subject to Article IV Section 7H.2, be an individual who has applied for membership in the Church and have been accepted as Members by the Board in accordance with section Article VI Section 4.

B. **Senior Membership**

Persons who have qualified as Members as set out in Article V Section 1A shall be known as Senior Members. Senior Members shall have all the rights and privileges of membership, as set out in this Constitution and By-Law, and shall have the right to vote at any Annual Meeting or special meeting of the Church.

C. **Associate Membership**

1. A Senior Member who, by reason of (i) prolonged illness, (ii) attendance at a learning institution, (iii) employment; (iv) being aged, or other similar reason, and so unable to regularly attend Church services for one (1) year and Members' meetings shall be placed on a list of inactive Members known as Associate Members. Associate Members shall be eligible to become Senior Members at any time they are able to regularly attend Church services for a period of three (3) consecutive months and meetings of Members, and shall have all the rights and privileges of a Senior Member when so attending, provided they have kept the Statement of Fundamental and Essential Truths.

2. Associate Members shall not be considered Members in good standing for the purposes of establishing quorum at a meeting of Members pursuant to section Article VI Section 4 and shall not be entitled to vote.

D. Adherent

A person who attends and supports the activities and services of the Church, but is not a Member as defined in Article V Section 1A.1 is not entitled to privileges of membership.

E. Transfer from an Affiliated Church

Any individual who transfers from a church affiliated with the PAOC where that person was a member in good standing shall be granted immediate membership rights and be considered a Member of the Church, upon receipt of transfer letter from the affiliated church and provided such individual otherwise meets the qualifications for membership in the Church as set out in Article V Section 1A.

F. Procedure for Application

Application for membership shall be received on the form of application established by the Board from time to time. Applicants who have been approved by the Board for membership in the Church shall be received into the Church⁷ and shall receive a membership card which shall be automatically renewed annually.

G. New Converts/Church Transfers

Those newly converted to faith in Jesus Christ and those coming from a church with whom the Church does not share a fellowship, but who observe the doctrines of the PAOC, must have been in attendance at services of the Church for a period of at least three (3) months prior to submission of a request for membership pursuant to Article V Section 1A.1(f).

SECTION 2 PARTICIPATION IN RESPONSIBLE POSITIONS

To participate in any leadership position of responsibility within the Church, the person must be a Member of the Church in good standing.

SECTION 3 ANNUAL REVIEW

The membership of the Church shall be reviewed annually, or as circumstances may require, by the Lead Pastor and the Board. The Board, in consultation with the Lead Pastor, shall make all decisions regarding the qualification of Members, rights, privileges and duties of Members as set out hereinbefore in this Article V Section 1A applications by

⁷ Gal2:9.

individuals for membership, and decisions regarding termination of membership, as set out in Article V Section 7.

A list of Members in good standing shall be published and available for review by all Members at the head office of the Church at least ten (10) days prior to each annual meeting of the Members.

SECTION 4 WAIVER OF CLAIM

Notwithstanding the provisions hereinbefore contained, membership in the Church, shall be issued upon the condition that disciplinary, action or termination proceedings or termination of membership in the manner herein provided, shall not give the Member cause for legal action against the Lead Pastor, Board or Church Elders, or any Member taking part in any of the aforementioned proceedings or actions and the acceptance of a membership card in the 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, its Directors, Officers or Members or any Member or Officer of the PAOC by virtue of such disciplinary, action or termination proceedings or termination of membership in the Church under the foregoing provision.

SECTION 5 EXPECTATION OF MEMBERS

All Members shall:

- (a) attend Church services regularly, unless prevented from so doing by reasons of ill health or other matters beyond their control;
- (b) support the work of the Church with their tithes and offerings; and
- (c) keep the unity of the faith.

SECTION 6 DISCIPLINE OF MEMBERS

A. Nature and Purposes of Discipline

Discipline is an exercise of scriptural authority for which the local 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 shall be administered for the restoration of 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 (1 Corinthians 5:1-13; 2 Corinthians 2:5-8).

B. Causes of Disciplinary Action

Any proven act or conduct which, in the opinion of the Lead Pastor or a person designated by the Lead Pastor, after a full investigation of the evidence may be determined to be in contradiction of the doctrines and practices of the Pentecostal Assemblies of Canada may give just cause for disciplinary action by the Lead Pastor and Board. Without limiting the generality of the foregoing, among such causes for action shall be:

1. Any moral or ethical failure or any conduct unbecoming to a Member including, but not limited to sexual immorality, deception, fraud, theft and assault (Galatians 5:19-21).
2. Any act or action of a Member, which is the cause of serious discord or dissension, with or without malicious intent (Romans 16:17, 18; Proverbs 6:19).
3. The propagation of doctrines and practices contrary to those set forth in the Statement of Fundamental and Essential Truths of The Pentecostal Assemblies of Canada.

C. Managing Conflicts

1. The management of all conflicts within the Church shall be addressed by the Biblical principles outlined in Matthew 7:1-4 and 18:15-17.
2. It is the responsibility of the Church to ensure that both due diligence and due process has been properly followed as outlined in the appropriate Church policies to ensure fairness to all parties.

D. Appeal for a Resolution

In the event of a conflict arising between Members, and if reconciliation cannot be effected by the parties involved as outlined in Article V Section 6C each Member involved in the conflict shall have the right to appeal to the Lead Pastor, or a person designated by the Lead Pastor, to act in a resolution of the conflict.

E. Investigation

Should a Member be alleged to be guilty of misconduct of a serious nature, or of an act justifying termination of membership, the Lead Pastor may use his discretion in proceeding with an investigation into the actions of the Member.

F. Termination of Membership for Misconduct

1. If the Lead Pastor wishes to terminate membership, the Member shall have the right to a hearing before the Board.
2. No charges of misconduct or improper act shall be considered by the Board unless made in writing and duly signed by the Lead Pastor.

3. When formal charges have been laid against a Member, and when the Lead Pastor and Board have decided that disciplinary action must be taken, the Member so charged shall be advised in writing and a date shall be set for a hearing before the Lead Pastor and the Board, in the presence of the one alleging the misconduct, at which time the evidence shall be considered and a verdict shall be determined by secret ballot. A vote of two-thirds (2/3) of the Directors present at the hearing shall be necessary to establish guilt.
4. If responsibility is established pursuant to Article V Section 6F.3 the Lead Pastor and the Board shall decide what disciplinary action shall be taken. If contrition, sorrow and repentance are not evident, suspension of membership privileges may be considered as disciplinary action.

SECTION 7 TERMINATION OF MEMBERSHIP

A. Grounds for Termination

1. Grounds for termination of membership in the Church shall include the following:
 - (a) Voluntary withdrawal from membership;
 - (b) Issuance of a letter of transfer;
 - (c) Absence from the regular services of the Church for one (1) year without valid reason;
 - (d) Any proven act or conduct which, in the opinion of the Lead Pastor, after a full investigation of the evidence, may, subject to the principles of Matthew 7:1-4, be regarded as immoral or unchristian or otherwise causes serious discord or dissension in the Church. The propagation of doctrines and/or practices contrary to those set forth in the Church's Statement of Fundamental and Essential Truths.
 - (e) The liquidation or dissolution of the Church under the Act.
2. When, in the opinion of the majority of the Board, disciplinary action should be taken against a Member of the Church under Article V Section 6 the Member in question shall be advised in writing by personal delivery, registered letter or courier delivery from the Church Secretary or the Board within a reasonable amount of time in advance of any date set for a hearing before the Lead Pastor and the Board, to which the Member in question shall be invited to appear. After due consideration of the evidence, at least a two-thirds (2/3) majority vote of the Board shall be necessary to terminate the membership of the individual in question.

ARTICLE VI : MEMBERS' MEETINGS

SECTION 1 ANNUAL MEETING

A. Purpose and Conduct

1. The annual meeting of Members shall be held not later than fifteen (15) months after the date upon which the preceding annual meeting was held, and in any event no later than six (6) months after the end of the Church's preceding fiscal year.
2. The Pastor and the Board may appoint a Parliamentarian to assist at the annual meeting of Members. The Parliamentarian need not be a Member of the Church.
3. The purpose of the annual meeting of Members shall be to:
 - (a) receive necessary reports from the Officers, the Lead Pastor, Pastoral Staff, and the Board;
 - (b) review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon;
 - (c) appoint the Auditor by ordinary resolution for the upcoming year in accordance with the Act;
 - (d) elect members to the Board to fill any outstanding vacancies, as required; and
 - (e) transact any other necessary business as may be properly brought before the meeting or is required by the Act.

B. Record Date

Subject to Article IV Section 7E.3, a list of Members in good standing shall be reviewed and approved by the Board no later than sixty (60) days prior to each annual meeting of Members.

C. Notice of Annual Meeting

1. Notice of the annual meeting shall be given to each Member entitled to vote and the Auditor by one (1) of the following means:
 - (a) by giving the notice at a regularly scheduled Church service, by mail, courier, personal delivery, electronic, telephonic, or other communication facility, at least fourteen (14) days before the day on which the meeting is to be held.

2. Where the Church provides notice electronically, if a Member requests that notice be given by non-electronic means, the Church shall give notice of the meeting to the Member so requesting in another manner set out in Article VI Section 1C.1(a).

D. New Business at Annual Meeting

1. New items of business may be introduced at an annual meeting or special meeting of Members by any Senior Member in good standing, provided the draft text of any such resolution dealing with new business is submitted in writing and signed by the individual submitting the resolution to the Church Secretary at least seven (7) days prior to the annual meeting, otherwise the new business concerned in the resolution cannot be considered at the annual meeting.
2. If new business cannot be submitted to the Church Secretary as above, it may be given to the Parliamentarian, or Church Secretary if no Parliamentarian has been appointed, at the meeting, provided that the taking of any vote on such new business can be deferred to a later date.

SECTION 2 VOTING AT MEETINGS

Unless otherwise provided in this Constitution and By-Law, the method of voting at any meeting of the Members shall be determined by the Chairman of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members and, unless otherwise provided in this Constitution and By-Law or by the Act, all questions shall be determined by a majority of votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

SECTION 3 ADJOURNMENT

The Chairman, with the consent of any meeting, may adjourn the meeting from time to time, and no notice of such adjournment need be given to the Members where the resumption of the meeting occurs less than thirty-one (31) days from the date of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been before or dealt with at the original meeting, in accordance with the notice calling the same.

SECTION 4 QUORUM

A minimum of twenty-five percent (25%) of the Senior Members (subject to Article IV Section 7E.3) must be present to constitute a quorum. Business shall be transacted only while the requisite quorum is present.

SECTION 5 VOTING BAR

When the Senior Members are voting on Church business, a definite voting bar shall be made between those who are entitled to vote and those who are not so entitled. A Member wishing to challenge the right of another to vote may do so. In the event of such a challenge, the membership list shall be consulted by the chair of the meeting and shall be determinative of the issue.

SECTION 6 PERSONS ENTITLED TO BE PRESENT

The persons entitled to be present at a meeting of Members shall be Members of the Church, the Directors, the Officers, the Auditor and such other persons who are entitled or required under any provision of the Act, Letters Patent or Constitution and By-Law of the Church to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Senior Members.

SECTION 7 CONTENT OF NOTICE

Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any resolution or by-law to be submitted to the meeting for approval.

SECTION 8 SPECIAL MEETINGS OF MEMBERS

A. Calling of Special Meeting

1. Special meetings of the Members may be called:
 - (a) by the Lead Pastor;
 - (b) by the Church Secretary, upon written directive of a majority of the Board Members; or
 - (c) if required under Article IV Section 7E or Article VI Section 8C, by the District Superintendent or his authorized representative.

B. Notice of Special Meeting

Notice of special meetings of Members shall state the time, date, place and purpose of the meeting and shall be mailed or delivered to each Member at least fourteen (14) days prior to the date of the meeting, unless the special meeting is being called to elect individuals to the Board, in which case notice of the special meeting shall be provided to each Member in accordance with Article VI Section 1C.

C. **Requisitioning a Meeting**

The Senior Members may requisition a special meeting of Members by submitting individually written requests signed by not less than one-third (1/3) of the Senior Members on record on the date upon which the requisition has been submitted. Upon the requisitioning of a special meeting of Members in this manner, the Church Secretary shall request the District Superintendent to call a meeting within thirty (30) days of the last date of the written requests.

ARTICLE VII : EXECUTION OF INSTRUMENTS

SECTION 1 DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two (2) Officers of the Church and all contracts, documents or instruments in writing so signed shall be binding upon the Church without any further authorization or formality. The Board shall have the power from time to time, by resolution, to appoint any other Officer or Officers on behalf of the Church either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE VIII : NOTICES GENERALLY

SECTION 1 WHEN NOTICE DEEMED GIVEN

1. When notice is given under this Constitution and By-Law by the following means, that notice is deemed to have been given at the following time:
 - (a) If given by announcement from the pulpit, notice is deemed given at the time of the announcement.
 - (b) If given in writing by prepaid letter post to the last residential address shown on the Church's records, notice is deemed given on the third day after mailing.
 - (c) If given by posting, notice is deemed given when posted.
 - (d) If provided by other electronic means, notice is deemed given when transmitted.

SECTION 2 DECLARATION OF NOTICE

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

SECTION 3 COMPUTATION OF TIME

1. In computing the date when notice must be given under any provision of this Constitution and By-Law requiring a specified number of days' notice of any meeting or other event,
 - (a) Where reference is made to "at least", the number of days do not include the day notice is given or the day of the meeting or event.
 - (b) In all other cases exclude the day of the meeting or other event and include the day notice is given, unless otherwise provided.
 - (c) Where the time for giving the notice falls on a holiday, the notice may be given on the next day that is not a holiday.

SECTION 4 OMISSIONS AND ERRORS

1. Any resolution passed or proceeding taken at a meeting of the Board, Members or a Committee shall not be invalidated by:
 - (a) An error in notice that does not affect its substance;
 - (b) The accidental omission to give notice; or
 - (c) The accidental non-receipt of notice by any Director, Member or Auditor.
2. Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

SECTION 5 WAIVER

Where a notice or document is required to be sent by this Constitution and By-Law or under the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

ARTICLE IX : INSURANCE AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

SECTION 1 INSURANCE

1. The Church shall purchase and maintain appropriate liability insurance for the benefit of the Church and each person acting or having previously acted in the capacity of a Director, Officer, Church Elder or any other capacity at the request of or on behalf of the Church, which insurance shall include:
 - (a) property and public liability insurance;
 - (b) Directors' and Officers' insurance;and may include
 - (c) such other insurance as the Board sees fit from time to time,with coverage limits in amounts per occurrence, with aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.
2. The Church shall ensure that each Director, Officer, Church Elder or other person is added as an insured to any policy of Director and Officers insurance maintained by the Church.
3. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Church.
4. It shall be the obligation of any person seeking insurance coverage or indemnity from the Church to co-operate fully with the Church in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Church.

SECTION 2 DIRECTORS AND OFFICERS LIABILITY EXCLUSION

1. 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 Church shall be personally liable for any loss or damage or expense to the Church arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

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

SECTION 3 PRE-INDEMNITY CONSIDERATIONS

1. Before giving approval to the indemnities provided in Section 4 of this Article IX, or purchasing insurance provided in Section 1 herein, the Board shall consider:
 - (a) the degree of risk to which the Director or Officer is or may be exposed;
 - (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
 - (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
 - (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
 - (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

SECTION 4 INDEMNIFICATION OF DIRECTORS, OFFICERS, CHURCH ELDERS AND OTHERS

1. Every Protected Person, including the respective heirs, executors and administrators, estate, successors and assigns of the person, 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 from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

(a) 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

(b) in relation to the affairs of the Church generally,

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

2. Such indemnity shall only be effective:

(a) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Church inclusive of whatever valid and collectible insurance has been collected; and

(b) provided that the Protected Person has carried out all duties assigned to such Protected Person 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.

3. The Church 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.

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

ARTICLE X : AUDITOR

SECTION 1 BOARD MAY MAKE INITIAL APPOINTMENT

The Board may appoint an Auditor to hold office until the next Annual Meeting. The Auditor must meet the qualifications for an Auditor set out in the Act.⁸

SECTION 2 ANNUAL APPOINTMENT

Subject to the Act and its Government Regulations, the Senior Members at each annual meeting shall appoint one or more Auditors. The Auditor shall hold office until the close of the next annual meeting and if an appointment is not made, the incumbent Auditor continues in office until a successor is appointed.

SECTION 3 REMOVAL OF AUDITOR

The Senior Members, by ordinary resolution passed at a special meeting of the Members, may remove any Auditor before the expiration of the term of office in accordance with the Act.

SECTION 4 VACANCY IN THE OFFICE OF AUDITOR

The Board shall fill any vacancy in the office of Auditor, but while the vacancy continues any remaining Auditor may act.

SECTION 5 REMUNERATION OF AUDITOR

The remuneration of an Auditor appointed by the Senior Members shall be fixed from time to time by the Board.

⁸ Section 95 of the Act provides no person shall be appointed as auditor of a corporation who is a director, officer or employee of that corporation or an affiliated corporation or who is a partner, employer or employee of any such director, officer or employee.

ARTICLE XI : ORDINANCES AND PRACTICES

SECTION 1 ORDINANCES

1. The following shall be the ordinances of the Church:
 - (a) The ordinance of baptism by immersion in water, Matthew 28:19, shall be administered to all those who have repented of their sins, and have believed on the Lord Jesus to the saving of their souls, and who give clear evidence of their salvation. Romans 6:3-5; 2:12.
 - (b) The ordinance of the Lord's Supper shall be regularly observed as enjoined in the Scriptures, Luke 22: 19-22; I Corinthians 11:23-26.

SECTION 2 PRACTICES

1. The Practices of the Church shall be:
 - (a) Dedication of children;
 - (b) Prayer for the Baptism in the Holy Spirit;
 - (c) Prayer for the sick;
 - (d) Christian marriage;
 - (e) Christian burial of the dead; and
 - (f) Counselling.

ARTICLE XII : AMENDMENTS

SECTION 1 AMENDMENTS

This Constitution and By-Law may be amended at any meeting of the Members duly called for that specific purpose, provided that a copy of the proposed amendment has been approved in advance by the Board and by the District Superintendent before the date of the meeting of the Members at which the amendment is to be considered, and providing that notice of the proposed amendment, inclusive of a copy of the proposed amendment, shall have be provided to the Members in accordance with Article VI Section 8B. The District Superintendent or his authorized representative shall have the right to speak at the Members' meeting at which the by-law amendment is to be considered.

An amendment to this Constitution and By-Law shall require an Extraordinary Resolution of the Senior Members present in-person at a meeting of the Members at which the proposed amendment is being considered. Such amendment shall not be contrary to the by-laws of the General or the Constitution and the by-laws of the District Conference of the PAOC.

ARTICLE XIII : REPEAL OF PRIOR BY-LAWS

SECTION 1 REPEAL

Subject to Section 2 hereof, all prior by-laws, resolutions and other enactments of the Church inconsistent in either form or content with the provisions of this Constitution and By-Law are repealed.

SECTION 2 PRIOR ACTS

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

ENACTED by the Board as a Constitution and By-Law of KENNEDY ROAD TABERNACLE MINISTRIES the _____ day of _____, 2018.

Chairman

Church Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* (Ontario) on the _____ day of _____, 2018.

Chairman

Church Secretary

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