

Special Resolution

We hereby certify that the following special resolution was passed at a meeting of the members of Inglewood Christian Reformed Church on February 26, 2015.

The Bylaws were changed as follows: The existing by-laws are repealed and they are replaced by the attached bylaws.

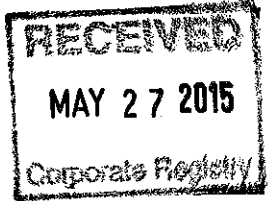
Date: May 4, 2015

Signature: [Handwritten Signature]

Printed Name: Coby Benoit, Chair of Council

Signature: Larry Vande Griend

Printed Name: Larry Vande Griend, Clerk



General Operating Bylaw

of

INGLEWOOD CHRISTIAN REFORMED CHURCH

- 1. **Purpose of the Church.** The purpose of this Church is to help its members live together as a faith community and to advance and teach the religious tenets, doctrines, observances and culture associated with the Christian faith within the denomination of the Christian Reformed Church in North America. The Church shall carry on operations without pecuniary gain to its members, and any profits or other accretions to the Church will be used in promoting its purposes.
- 2. **Definitions.** In this bylaw, the following terms have the following meaning:
 - a. **Act** means the RELIGIOUS SOCIETIES LANDS ACT R.S.A.2000 c.R-15 as amended from time to time or by any statute enacted in substitution thereof, and in the case of such substitution, any references in this Bylaw to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute of statutes;
 - b. **Annual Meeting** means a meeting of the Members as more particularly described herein;
 - c. **Church** means the body established as a legal entity under the Act and shown by the Certificate of Incorporation, No. 54000694, dated the 1st day of May, 1952, and subsequently named INGLEWOOD CHRISTIAN REFORMED CHURCH.
 - d. **Baptized Member** or **Baptized Members** means a person or people admitted as a baptized member or baptized members pursuant to processes as contained in the Church Order;
 - e. **Bylaw** means any bylaw of the Church from time to time in force and effect, including the General Operating Bylaw;
 - f. **Denomination** means the Christian Reformed Church in North America;
 - g. **Synod** means Synod of the Christian Reformed Church in North America;

- h. **Church Order** means the Church Order of the Denomination (located on the denominational website: <http://www.crcna.org/sites/default/files/churchorder.pdf>), comprised of the original Church Order of Dort 1618-19, as revised by the Christian Reformed Synod of 1914 and 1965 and as further amended by Synod from time to time;
- i. **Classis** means Classis Alberta North of the Christian Reformed Church in North America;
- j. **Council** means the body of Elders, Deacons and Pastors;
- k. **Elder** means a Member approved for the position as such by vote of the Members, with responsibilities as described in the Church Order;
- l. **Deacon** means a Member approved for the position as such by vote of the Members, with responsibilities as described in the Church Order;
- m. **Pastor** means a professional minister employed by the Church to provide spiritual leadership for church members.
- n. **Member** or **Members** means a Professing Member or Baptized Member or Professing Members or Baptized Members, as the case may be;
- o. **Meeting of Members** means any annual, special or other meeting of members;
- p. **Professing Member** or **Professing Members** means a person or people admitted as a professing member or professing members pursuant to processes as contained in the Church Order;
- q. **Resolution** means a motion passed by the Council or by a Meeting of Members;
- r. **Auditors** means the persons or firm appointed to review the Church's financial records and statements;
- s. All other **ecclesiastical terms** of those having ecclesiastical connotation shall, where the context so permits, be interpreted and defined in accordance with the Church Order and practice of the Denomination.

ORGANIZATIONAL MATTERS

- 3. **Head Office.** The head office of the Church shall be situated in Edmonton, Alberta, or at such other address as the Council may by Resolution determine.
- 4. **Fiscal Year.** The fiscal year of the Church shall end on the last day of each year or on such other date as the Council may by Resolution determine.

MEMBERS

- 5. **Types of Membership.** Membership in the Church is divided into two classes of Members: Professing Members and Baptized Members.
- 6. **No Fees, etc.** There shall be no Membership fees or dues, for either class, unless otherwise determined by the Council.
- 7. **Resignation.** Any Member may resign his or her Membership in the Church through the delivery of a written resignation.
- 8. **Removal.** Any Member may be removed from Membership in accordance with processes as contained in the Church Order.

- 9. No Votes, etc. for Baptized Members.** Baptized Members have no right to call or to vote at any meeting of Members.

MEETINGS OF MEMBERS

- 10. Annual Meeting.** The Annual Meeting of the Church shall be held each year for the purpose of reviewing the financial statements of the Church for the preceding fiscal year, appointing Auditors (or accountants, as the case may be) and transacting such other business as may properly come before the meeting. Baptized Members shall be entitled to attend the Annual Meeting of the Church, and shall, without having any voting privileges, be entitled to speak on any question before the meeting.
- 11. Additional Membership Meetings.** There shall be Additional Membership Meetings during the year to elect the Elders and Deacons, to approve the Church budget, and to transact such other business as may properly come before the meeting. Baptized Members shall be entitled to attend the Additional Membership Meetings and shall, without having any voting privileges, be entitled to speak on any question before the meeting.
- 12. Special Meeting of the Members.** In addition to an Annual Meeting, a Special Meeting of the Members shall be held upon Council receiving the request for such a special meeting of not less than one-tenth (1/10) of the Professing Members for any purpose connected with the affairs of the Church and not inconsistent with the Church Order or the Act. Baptized Members shall be entitled to attend the Special Meeting and shall, without having any voting privileges, be entitled to speak on any question before the meeting. Baptized Members may not call a Special Meeting.
- 13. Date, Time and Location of Meetings.** All Meetings of Members shall be on such date, time and location as the Council shall determine.
- 14. Notice Requirement for all Meetings.** Notice of any Meeting of Members shall contain sufficient information to permit the Members to form a reasonable opinion on any matter to be voted upon. Not less than fourteen (14) days' notice, by way of an announcement in the Church bulletin, shall be given to Members for every Meeting of Members.
- 15. Quorum at Meetings of Members.** At any Meeting of Members a quorum shall be ten (10) percent of the Professing Members.
- 16. Chair of Any Meeting.** The Chair or Vice-Chair of the Council or, in their absence, another person designated by Council, shall preside as Chair at each Meeting of Members.
- 17. Voting at Meetings.** At every meeting of the Members, each Professing Member shall be entitled to one (1) vote, and no Baptized Member shall be entitled to a vote. Except where otherwise required by this Bylaw or the Act, a resolution of the Professing Members shall be passed when it has been approved by fifty (50) percent plus one of all Professing Members present. Voting shall normally be by a show of hands, but upon the demand of any Professing Member, the vote upon any question shall be by secret ballot.

ELDERS AND DEACONS

- 18. Qualifications for Elders and Deacons.** A person may be nominated for the position of Elder or Deacon if the person

- a. is a Professing Member;
- b. is eighteen (18) years of age or older; and
- c. satisfies the qualifications of an Elder or Deacon as described in the Church Order.

19. Term of Office. Elders and Deacons shall be elected for a term of not more than four (4) consecutive years.

20. Resignation and Removal. An Elder's or Deacon's position shall become vacant

- a. if he or she resigns his or her position by delivery of a written resignation to the Clerk of Council; or
- b. if he or she is found by a court to be of unsound mind; or
- c. if he or she is removed from the position pursuant to processes described in the Church Order.

21. Remuneration. Elders and Deacons shall serve as such without remuneration, and they shall not directly or indirectly receive any profit from their position as such, provided that they may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

PASTORS

22. Qualifications for Pastor. A person may be considered for the position of Pastor, and therefore an Ex-Officio non-voting Director, if the person

- (i) is a Member;
- (ii) is 18 years of age or older;
- (iii) is not an undischarged bankrupt;
- (iv) is of sound mind; and
- (v) satisfies the qualifications of a Pastor (or Minister of the Word) as contained in the Church Order.

23. Selection. All members of the pastoral staff will be chosen pursuant to processes as outlined in the Church Order under the oversight of the Council.

24. Responsibilities of the Pastors. The Pastor or Pastors shall be members of the Council and Ex-Officio Directors. They shall have the right to notice of and to attend every meeting of the Council and Directors and to ask questions and participate in all decisions thereat, but they shall have no voting rights on any matters decided by the Directors, nor shall they be, or be deemed to be, Directors under the Act.

25. Duties of Senior Pastor. The Senior Pastor will work in cooperation with the Council to ensure healthy ministry development and strong accountability. The responsibility of the Senior Pastor will be to faithfully preach God's Word and model the priority of discipleship within the Church. The Senior Pastor will give oversight and direction to all ministry staff and work with the Council in carrying out the overall vision of the Church.

- 26. Duties of Other Pastors.** Ministry descriptions for the remaining pastoral staff will be established by the Council in keeping with the giftedness of the individual and agreed upon with the individual.
- 27. Compensation.** The Pastors shall not receive any compensation for their services as Ex-Officio Directors. This section does not preclude Pastors from receiving remuneration from the Church for his or her services as an employee.

COUNCIL

28. Chair of Council. The Council shall appoint a Chair from among them. The Position may not be held by the Pastor. The Chair does not have a second or casting vote.

29. Powers of Council. The Council shall administer the affairs of the Church in all things, consistent with the purpose and the bylaws of the Church, including without limitation, the authority or responsibility to:

- a. adopt by Resolution such rules, regulations, or guidelines not inconsistent with this General Operating Bylaw relating to the management and operation of the Church as Council deems expedient;
- b. appoint agents and engage employees;
- c. make policies and decisions affecting the use of the Church's facilities;
- d. present to the Members a budget for the upcoming year for approval by Resolution at the Annual Meeting;
- e. present to the Members financial statements for the preceding year;
- f. appoint two Members, or a professional firm, to review the previous year's financial statements, accounts, and general fund and any other funds which may be in existence from time to time and to submit the results of such reviews to Council and the Members.
- g. enter into contracts, make expenditures and enter into a trust arrangement;
- h. acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind;
- i. borrow up to \$10,000 upon the credit of the Church from any bank, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent, and in such manner as the Council in its discretion may deem expedient;
- j. after approval by a Meeting of Members, issue or cause to be issued bonds, debentures, or other securities of the Church and to pledge or sell the same for such sums, upon such terms, covenants, and conditions, and at such prices as may be deemed expedient by the Council;
- k. after approval by a Meeting of Members, secure any such bond, debentures, or other securities, or any other present or future borrowing or liability of the Church, by mortgage, hypothecation, charge, or pledge or all or any currently owned or subsequently acquired

real and personal, movable and immovable property of the Church, and the undertaking and rights of the Church;

I. provide the Members with regular reports of its actions.

30. Notice of Council Meetings. Meetings of the Council shall be called by the Clerk of the Council on instruction by the Chair. Upon the request of not less than five members of the Council, the Clerk shall call a special meeting of the Council. Notice of the time and place of every meeting shall be provided to each Elder, Deacon and Pastor not less than forty-eight (48) hours before such meeting.

31. Quorum. At each meeting of Council a quorum shall be fifty (50) percent of Council members.

OFFICERS

32. Officers. The officers of the Church shall be Chair, Vice-Chair, Clerk and Treasurer of the Church and such other officers as this Bylaw provides or the Council determines. A person may hold more than one office at a time.

33. Description of Offices. If officers are appointed, they shall have the following duties and powers associated with their positions:

1. Chair of the Council – The Chair of the Council shall be the President of the Corporation and shall be a Council member, but shall not be a Pastor. The Chair of the Council, if any, shall, when present, preside at all meetings of the Council and of the Members. The Chair shall have such other duties and powers as the Council may specify.
2. Vice-Chair of the Council – The Vice-Chair of the Council, if one is to be appointed, shall be the Vice-President of the Corporation and shall be a Council Member, but shall not be a Pastor. If the chair of the Council is absent or is unable or refuses to act, the vice-chair of the Council, if any, shall, when present, preside at all meetings of the Council and of the members. The Vice-Chair shall have such other duties and powers as the Council may specify.
3. Clerk – The Clerk shall be the Secretary of the Corporation. The Clerk shall attend and be the secretary of all meetings of the Council and the members. The Clerk shall record minutes of all proceedings at such meetings; the Clerk shall give, or cause to be given, as and when instructed, notices to members, Council members, and the public accountant; the Clerk shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.
4. Treasurer – The Treasurer, appointed by the Council, shall be the Treasurer of the Corporation. The Treasurer shall receive and disburse moneys entrusted to the Church, keep a complete and accurate account of the finances of the Church, render periodic financial reports, prepare and monitor the Church budget and prepare an annual

statement at the close of each fiscal year. The Treasurer shall have such other duties and powers as the Council may specify.

- 34. Other Officers.** Any other Officers shall be appointed by resolution of the Council, for such periods and on such terms and conditions as the Council may approve or authorize. The powers and duties of all other officers of the Corporation shall be on such as the terms of the Council requires of them
- 35. Power to Vary.** Unless otherwise specified by the Council (which may, subject to the Act, modify, restrict, or supplement such duties and powers), the Council may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

PROTECTIONS AND INDEMNITIES

36. No Liability. No Indemnified Person shall be liable for

- (i) the acts, receipts, neglects, or defaults of any other Indemnified Person; or
- (ii) any insufficiency or deficiency of title to any property acquired by order of Council for or on behalf of the Church; or
- (iii) the insufficiency or deficiency of any security in or upon which any of the monies of the Church shall be invested; or
- (iv) any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any of the monies, securities, or effects of the Church shall be deposited; or
- (v) any loss occasioned by any error of judgment or oversight on his or her part that is not the result of his or her own willful neglect or default; or
- (vi) any other loss, damage, or misfortune whatever that shall happen in the execution of the duties of his or her office or in relation thereto, unless the same shall happen through his or her own willful neglect or default.

37. Indemnity. Every Indemnified Person and his or her heirs, executors, and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Church from and against

- (i) all costs, charges, and expenses whatsoever, including any amount paid to settle an action or satisfy a judgment, and further including legal fees and costs on a solicitor and his own client basis, that such Indemnified Person sustains or incurs in or about an action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability; and,
- (ii) all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Church;

except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

38. Right of Indemnification. The Church shall indemnify any Indemnified Person (and his or her testator or intestate) who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she was an Indemnified Person of the Church. Such indemnification will be in accordance with and to the fullest extent permitted by the law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative, or investigative, and will apply regardless of whether the Indemnified Person is in office at the time of the action or proceeding. However, the Church will indemnify an Indemnified Person in connection with an action or proceeding initiated by that Indemnified Person only if the action or proceeding was authorized by the Council.

39. Advancement of Expenses. The Church may pay expenses incurred by an Indemnified Person in connection with an action or proceeding described in this Bylaw in advance of the final disposition of that action or proceeding. Such advances may be paid only if

- (i) the Indemnified Person agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled to indemnification, and
- (ii) the advance is approved by the Council excluding those who are parties to the action or proceeding or, if a quorum is not thereby obtainable, then by the unanimous vote of the Professing Members. To the extent permitted by law, the Council may advance expenses under this provision without having to find that the Indemnified Person met the applicable standard of conduct required for indemnification.

40. Availability and Interpretation. To the extent permitted under applicable law, the rights provided hereunder

- (i) will be available with respect to events occurring prior to the adoption of this Bylaw;
- (ii) will continue to exist after any rescission or restrictive amendment of this Bylaw with respect to events occurring prior to such rescission or amendment;
- (iii) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Indemnified Person (or his or her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and
- (iv) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Church and the Indemnified Person seeking such rights were parties to a separate written agreement.

41. Other Rights of Indemnified Persons. The rights provided in this Bylaw are not exclusive of any other rights to which an Indemnified Person or other person may now or subsequently be otherwise entitled, whether contained in the letters patent, this Bylaw, or other bylaws, a resolution of the Council or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of the foregoing provisions of this Article IX, the rights provided in this Bylaw are not exclusive of any rights, pursuant to statute or otherwise, of

an Indemnified Person or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the Church or otherwise.

- 42. Insurance.** The Council shall consider every year at the first meeting of the Council following the Annual Meeting whether the Church should obtain insurance to protect the Indemnified Persons as herein set out and to protect the Church in respect of its obligations to the Indemnified Person under this Bylaw.
- 43. Conditions for Indemnification and Insurance.** Despite any provision in this Bylaw, the Church shall not provide any indemnification to any Indemnified Person under this Bylaw or otherwise unless the Church complies with applicable legislation and any regulation made under such Act that permits the provision of an indemnification or unless the Church or an Indemnified Person obtains a court order authorizing the indemnification. Further, despite any provision in this Bylaw, the Church shall not purchase any insurance to indemnify any Indemnified Person except in compliance with applicable legislation and any regulation made under such Act.

DISTRIBUTION AND DISPOSITION OF PROPERTY

- 44. Distribution of Property Remaining on Liquidation.** Any property remaining upon liquidation, dissolution, or winding up, after payments of its liabilities, shall be distributed in the following manner:
- a. to the Classis, provided that it is a qualified donee within the meaning of s.248(1) of the *Income Tax Act*; or failing that,
 - b. to another Christian Reformed Church located in the geographical vicinity of the church, provided that it is a qualified donee within the meaning of s.248(1) of the *Income Tax Act*; or failing that,
 - c. to the Christian Reformed Church of North America Canada, provided that it is a qualified donee within the meaning of s.248(1) of the *Income Tax Act* in Canada; or failing that,
 - d. to one or more qualified donees within the meaning of s.248(1) of the *Income Tax Act* in Canada that have similar or cognate purposes to the one herein.
- 45. Distribution of Property on a Division** – In the event of consensual division of the Church by vote of its Members and with the consent of Classis into two or more Christian Reformed Churches, all real and personal property of this Church shall be distributed between the two or more Christian Reformed Churches as agreed to by the Members, subject to the review of the said distribution by Classis (or Synod on appeal).
- 46. Disposition of Property on a Schism** – In the event that the Classis (or Synod on appeal) determines that an irreconcilable division (schism) has occurred within the Church, the Members of the Church who, according to the exclusive determination of Classis (or Synod on appeal), remain true to the Purpose as set out in this Bylaw, shall be the lawful congregation of the Church and shall constitute the sole membership of this Church which shall have the exclusive right to hold and enjoy the real and personal property of this Church.

Nothing in this section, however, shall prevent the Classis (or Synod on appeal) from determining, in keeping with the scriptural injunction of I Corinthians 6, that more than one group of Members of this Church are each a lawful congregation and from dividing the real and personal property among this Church and such other lawful congregation(s) having the same or similar Purposes and arising from this Church in such proportion as Classis (or Synod on appeal) may determine.

AMENDMENTS

47. Amendments. This Bylaw may be repealed, replaced, or amended through a majority vote of the Council voting at a meeting duly called for that purpose and subsequently sanctioned by an affirmative vote of at least two-thirds (67%) of the Members voting at a Meeting of Members duly called for the purpose of considering the said bylaw amendment, provided that notice has been given of such Meeting of Members in the manner required by this Bylaw, and provided further that the repeal or amendment of this Bylaw shall not be enforced or acted upon until its acceptance by the Registrar of Alberta Government Services – Corporate Registry.

GENERAL

48. Signing Authority. The Chair, Vice Chair, Clerk and Treasurer shall by virtue of their offices have signing authority on behalf of the Church. Contracts, documents or any instruments in writing requiring the signature of the Church, shall be signed by any two officers, or by any two other persons who have been given signing authority by Resolution of Council, and all contracts, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality.

The Council shall have power from time to time by Resolution to

- a. appoint any person or persons on behalf of the Church to sign specific contracts documents and instruments in writing; and
- b. give the Church's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Church.

49. Severability. Each section and provision of this Bylaw is distinct and severable, and a declaration of invalidity or unenforceability of any provision by a court of competent jurisdiction will not affect the validity or enforceability of any other section or provision hereof. Further, if any section or provision of this Bylaw is held unenforceable, that section or provision will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of the Bylaw will remain in force, unaffected and fully enforceable.

Bylaw / Declaration Change Religious Society / Cemetery Company - Registration Statement

Alberta Amendment Date: 2015/05/27

Service Request Number: 23503498

Corporate Access Number: 540006947

Legal Entity Name: INGLEWOOD CHRISTIAN REFORMED CHURCH

French Equivalent Name:

Legal Entity Status: Active

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Notice of Address	10000904100403485	2005/03/09
Bylaws & Special Resolution	10000307124447768	2015/05/27

Registration Authorized By: COBY BENOIT
CHAIR

Bylaw / Declaration Change Religious Society / Cemetery Company - Proof of Filing

Alberta Amendment Date: 2015/05/27

The Resolution / Declaration / Constitution / Bylaws are filed as of 2015/05/27

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Registration Authorized By: COBY BENOIT
CHAIR