

GENERAL OPERATING BY-LAW NUMBER 1

A By-law relating generally to the transaction of the affairs of Freedom in Christ Pentecostal Assembly (a Federal Corporation).

BE IT ENACTED as a By-Law of **FREEDOM IN CHRIST PENTECOSTAL ASSEMBLY** (hereinafter referred to as the “Church”) as follows:

1. DEFINITIONS

1.01 In this By-Law and all other By-laws and Resolutions unless the context otherwise requires, the following definitions shall apply:

- (1) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (2) “Assembly” means the Freedom in Christ Pentecostal Assembly;
- (3) "Board" means the Board of Deacons, as determined by the Church Members;
- (4) "By-law" or "By-laws" means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
- (5) “Certificate of Continuance” means the Certificate of Continuance dated May 15, 2013 whereby the Church was continued under the Act.
- (6) "Church" means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent and named **FREEDOM IN CHRIST PENTECOSTAL ASSEMBLY**;
- (7) “Committee” means a Committee as established in accordance with this General Operating By-law;
- (8) "Constitution" means the Certificate of Continuance, General Operating By-law and any Policy Statements adopted by the Church from time to time that all Members are required to subscribe to;
- (9) "Corporation" means the Church as defined herein;
- (10) "Deacon" means a member of the Board who shall be deemed to be a Director pursuant to the Act;
- (11) “Discipline" means seeking to reconcile Individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and the Church;

- (12) "District" means the Western Ontario District of the Pentecostal Assemblies of Canada;
- (13) "District Executive" means the District Executive of the District;
- (14) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- (15) "General Operating By-law" means this By-law and any other By-laws intended to amend or replace the General Operating By-law herein;
- (16) "Member" means a Member of the Church. "Members" or "Membership" means the collective Membership of the Church, unless the context otherwise requires;
- (17) "Membership Meeting" means any annual or special Membership meeting;
- (18) "Objects" means the charitable Objects of the Corporation as contained in the Certificate of Continuance;
- (19) "Officer" means an Officer of the Church as described in Section 30.01 of this General Operating By-law;
- (20) "Pastor" means the Senior Pastor of the Assembly as described herein;
- (21) "PAOC" means the General Conference of the Pentecostal Assemblies of Canada;
- (22) "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (23) "Policy Statements" means any Policy Statements adopted as part of the Church Constitution from time to time concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct;
- (24) "Resolution" means a Resolution passed by either the Board or Members by a majority vote, unless the Act or this By-law otherwise requires;
- (25) "Tenets of Faith" means the Tenets of Faith set out in this Bylaw.

2. FUNDAMENTAL TERMS AND INTERPRETATION

2.01 For the purpose of establishing and maintaining a place of worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith where the Holy Spirit may be honoured according to our distinctive testimony' to assume our share of

responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands, this assembly of believers does hereby recognize itself as a local assembly in fellowship with the District, and shall adopt the following by-laws of church order and submit ourselves to be governed by them.

2.02 All By-laws shall be strictly interpreted at all times in accordance with and subject to the Objects and Tenets of Faith. If any of the provisions contained in this By-law are inconsistent with those contained in the Letters Patent, the Tenets of Faith or the Act, the provisions contained in the Letters Patent, the Articles of Faith or the Act, as the case may be, shall prevail.

2.03 The Tenets of Faith that Members are required to subscribe to are as follows:

This Assembly believes most assuredly that the Holy Scriptures are God's final revelation and constitute our all sufficient rule of faith and practice. This Assembly, 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.

Ordinances:

- (a) The ordinance of baptism by immersion in water shall be administered to all those who have repented of their sins and have believed on the Lord Jesus Christ to the saving of their souls and who give clear evidence of their salvation.
- (b) The ordinance of the Lord's Supper shall be regularly observed as enjoined in the New Testament.

Practices:

- (a) Dedication of children
- (b) Prayer for the baptism of the Holy Spirit
- (c) Prayer for the sick
- (d) Christian marriage
- (e) Christian burial of the dead

2.04 In all By-laws and Resolutions, unless the context otherwise requires, the following interpretations shall apply:

- (a) words importing the singular number include the plural and vice versa;
- (b) words importing the masculine gender include the feminine and neuter genders unless otherwise specifically provided; and
- (c) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

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

3. PREROGATIVES

3.01 **Self Government Standards-** This Assembly shall have the right to govern itself according to the standards of the New Testament scriptures. While recognizing the inherent right to sovereignty in self-governing assemblies in the conduct of their own affairs, this Assembly shall voluntarily enter into co-operative fellowship with assemblies of like precious faith associated with the District and the PAOC and shall share in the privileges and assume the responsibilities enjoyed by that affiliation including the constitution (including the General, Western Ontario District and the Local Church constitution) and by-laws in force by order of those conferences.

3.02 **Ownership-** In connection therewith, or incidental thereto, this Corporation shall have the right to purchase, or acquire by gift, bequests, or otherwise, either directly or through a trustee, and to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purpose; all in accordance with its Letters Patent and By-laws.

MEMBERSHIP

4. QUALIFICATIONS

4.01 In order to qualify as a member of this Assembly a person must:

- (a) Have given a credible profession of faith in the Lord Jesus Christ as Saviour.
- (b) Have been in regular attendance at services of the Assembly for a period of at least six (6) months prior to submitting a request for membership except in the case of a transfer of membership approved by the Board under section 5:02;
- (c) Have indicated by application a desire to live in harmony with other members of this Assembly;
- (d) Have accepted the doctrinal standards as set forth in “The Statement of Fundamental and Essential Truths of the PAOC and the Letters Patent and By-laws of this Assembly;
- (e) Have indicated a commitment to financially support the Assembly with tithes and offerings; and
- (f) Refrain from acts of the sinful nature including sexual immorality, impurity and debauchery, idolatry and witchcraft, hatred, discord, jealousy, fits of rage, selfish ambition and the like. Sexual immorality shall include but not be limited to common-law marital relationships, pre-marital and extra-marital sexual relationships, and homosexual and lesbian relationships, along with other practices deemed inexcusable for Christian conduct, and which place a person under God’s judgment (Romans 1:25-2:11).
- g) Is eighteen years of age or older.

4.02 Any person seeking Membership may not be a registered member of any other church or religious body. Any current membership with any groups or organizations of a religious nature must be declared for the consideration of the board at the time of application.

5. APPLICATION

5.01 Applications for membership shall be received on a standard application form approved by the Board. Prior to submitting an application for membership, prospective members may be required to attend a membership information class as determined by the membership committee.

5.02 Transfer Applications - Applicants for membership who are already members of another assembly or church shall be treated in the following manner:

- (a) A person, who moves from an assembly affiliated with the PAOC and desires to have their membership transferred, should request a certificate or letter of transfer from the former assembly for presentation to the membership committee of this assembly. A person may be granted immediate membership rights if transferring from an affiliated assembly in the PAOC where they were a member in good standing and meets the qualifications of this assembly.
- (b) Members who move from a non-affiliated church and desire to have their membership transferred, should request a certificate or letter of transfer from the former church for presentation to the membership committee of this assembly. The membership committee shall recommend approval of membership when satisfied that applicants meet the qualifications for membership in this assembly and the prospective member has attended a membership class.

5.03 Transfer from Assembly - Members in good standing who move from this Assembly shall be given, upon written request, a certificate or letter of transfer by the membership committee of this Assembly.

5.04 Membership Committee - A Membership Committee shall be composed of either the Senior Pastor or a designated pastor as Chair, and the Board. The Membership Committee shall:

- (a) Receive applications for membership, make investigation relating thereto as it deems proper.
- (b) Maintain the Assembly membership rosters, including periodic reviews of the roster and making recommendations to the Board regarding same.
- (c) Post the membership list at time of nominations for Deacon Elections and assembly meetings where voting will take place.
- (d) Consider and, if appropriate, approve by majority vote, applications for membership.

6. TERMINATION OF MEMBERSHIP

6.01 Voluntary Termination

- (a) Upon request for termination by a Member of the Member's membership in this Assembly the person shall be removed from membership and deemed to have also resigned from his position, if applicable, as an Officer, Deacon, Board and/or Committee Member and any other position or office held by him or her;
- (b) Membership in the Assembly will also be considered terminated if the Member is accepted into the membership of another assembly or church; or
- (c) Upon issuance of a letter of transfer.

6.02 Absence – A membership may be terminated if absent from the regular services of the Assembly for three consecutive months without a valid reason in the reasonable opinion of the Board.

6.03 Notice of Termination – A member who has been absent according to paragraph 6.02 shall be given written notice that their name will be removed from the membership roster two weeks after the date of the notice unless the member is able to explain, to the Board's satisfaction, the reason for absence to the Board. Such notice will be sent by regular mail to the last mailing address submitted to the Assembly for that member, and failure of personal delivery of the notice to the member shall not warrant a stay in the termination of their membership.

6.04 Termination for Cause – Membership may be terminated by the membership committee on the occurrence of any one of the following events:

- (a) Any proven act or conduct which, in the opinion of the Board, after a full investigation of the evidence, may be regarded as immoral or un-Christian, which may include, but are not limited to, those acts of a sinful nature set out in 4.01(f) of the qualifications for membership herein;
- (b) The propagation of doctrines and practices contrary to those set forth in The Statement of Fundamental and essential Truths of the PAOC;
- (c) Any act or action which, in the opinion of the Board, is the cause of serious discord or dissension with or without malicious intent; or
- (d) Failure to financially support the Assembly with regular tithes to the General Fund of the Assembly.

7. DISCIPLINE

7.01 Should a member be alleged to be guilty of misconduct of a serious nature, or of an act

justifying termination of membership under section 6.04, the Pastor and Board shall use their discretion in proceeding with an investigation.

7.02 When an investigation has been initiated against a member, and the Board determines that a formal hearing should be held, it shall proceed in the following manner:

- (a) The member shall be so advised in writing by registered letter sent by the Pastor and a date set for a hearing before the Pastor and Board to which the member in question shall be invited to appear;
- (b) At such time the evidence shall be considered and a determination shall be made by secret ballot;
- (c) At least a two-thirds majority vote of the Board shall be necessary to determine whether any disciplinary action is necessary.

7.03 If disciplinary action is warranted, the Board shall decide what disciplinary action shall be taken. Temporary suspension or withdrawal of membership may be considered as disciplinary action.

7.04 If the Member is also a member of the Board, that individual's membership on the Board shall be suspended pending a full investigation. Once an investigation is completed and the matter reaches a final disposition, if that person is found to be innocent of any allegations or wrongdoing, the suspension shall be automatically lifted.

7.05 Restoration - Whenever any disciplinary action has been taken, it should be considered remedial and every effort made to restore the offender. When appropriate the Board shall propose a restoration plan for the disciplined member.

8. WAIVER AND MEDIATION

8.01 Notwithstanding the provisions hereinbefore contained, membership in this Assembly shall be issued upon the condition that disciplinary proceedings, or action, or termination proceeding, or termination of membership in the manner herein provided, shall not give the member cause for legal action against the Pastor, Board, or any member taking part in any of the aforementioned proceedings or actions; and the acceptance of membership in this assembly shall be evidence of a waiver by the member of all rights of action, causes of action, and all claims and demands against this Assembly, its Board, member, or any member or officer of the PAOC, by virtue of disciplinary proceedings, or actions, or termination proceedings, or termination of membership at this assembly under the foregoing provision.

8.02 In the event that a legal challenge is contemplated concerning the procedural fairness of the disciplinary procedure set out in this by-law, then the member raising such challenge agrees that such issue shall be determined in accordance with New Testament procedures of dispute resolution through Christian conciliation or mediation and that the matter shall not under any circumstances be referred to a secular court for determination. In this regard, this provision of the by-law may be pleaded as a complete estoppel to any legal application that is brought before

a secular court concerning any matter of procedure referred to in this by-law.

PASTOR AND PASTORAL STAFF

9. PASTOR

9.01 The Pastor shall be one who holds credentials with the PAOC, or one whom the District approves before the congregational vote.

9.02 Selection, Appointment and Call - The selection of the Pastor shall be made in the following manner:

- (a) Recommendations for the position of Pastor shall be submitted to the congregation by the Board after consultation with the Superintendent of the District;
- (b) A call shall be extended to a Pastor when that individual receives not less than a two-thirds majority of the ballots cast at a special congregational business meeting duly convened for that purpose

9.03 Responsibilities:

- (a) The Pastor shall be considered the spiritual overseer of this Assembly and all of its activities.
- (b) The Pastor shall be entitled to attend and participate at meetings of all committees and departments within this Assembly and be Chairperson of the Board.
- (c) The Pastor is entitled to be present at all Board meetings. The Pastor is entitled to fully participate in the discussion of all matters considered by the Board except for salary discussions concerning the Pastor's own compensation.
- (d) The Pastor, in consultation with the Board, shall be responsible for the hiring of all staff members and the replacement and release of staff from time to time.

9.04 Resignation - Resignation by a Pastor shall be made by giving not less than thirty (30) days written notice to the Secretary of the Board and the District Superintendent. Following this, an announcement shall be made to the Assembly

9.05 Removal - The Pastor may be removed in keeping with the provisions of the constitution of the District by the following procedure:

- (a) When difficulties have arisen between the Pastor and the Assembly, which do not involve his or her credentials and which apparently cannot be resolved at the local level, the Pastor, the Board, or, upon submitting a petition signed by not fewer than one-third of the regular members of the Assembly, the Assembly shall have the right to appeal to the District Executive.

- (b) The refusal of a Pastor to participate in a meeting of the Board to address such matters shall constitute the Board's right to appeal to the District Executive.
- (c) If a satisfactory settlement cannot be reached, the Superintendent of the District shall call a congregational meeting, to be presided over by himself or his designate. A majority of not less than two-thirds of the votes of the members present shall be required to remove the Pastor. All church employees and their immediate families shall be exempted from voting in a vote of confidence in the Pastor and shall be excluded from the quorum calculation for that meeting.

9.06 Charges, allegations, or complaints against a Pastor in matters involving his or her right to hold credentials with the PAOC, his or her morality, integrity or doctrinal soundness, must be referred to the District Superintendent. The decision of the District Superintendent shall bind the Corporation.

9.07 Vacancy - When the pastorate becomes vacant, or the Pastor is unable to fulfill his or her obligations for any reason as determined by the District Superintendent, the District Superintendent, or his authorized representative, shall in consultation with the Board, arrange to supply the pulpit with suitable pulpit ministry until such time as a new Pastor has been duly installed. In the event of the Pastor's vacancy the church staff shall become the responsibility of the Board until the new pastor is installed

BOARD OF DEACONS

10. BOARD OF DEACONS

10.01 The administrative and temporal affairs of the Church shall be the responsibility of the Board consisting of no fewer than three members and, until otherwise determined by a resolution of the Assembly, after recommendation by the Board, there shall be five members. The Board shall be determined by the Members at the annual Membership Meeting each year. For purposes of the Act, the Board shall be deemed to be the Board of Directors and in this regard a Deacon shall be deemed to be a Director of the Corporation.

10.02 The Board shall manage the business and financial affairs of the Assembly and shall act as trustees and shall make, or cause to be made for the Church, in its name any kind of contract with the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts as the Church is, by its Letters Patent, the Act or otherwise authorized to do.

10.03 No church staff member shall be a member of the Board.

11. QUALIFICATIONS

11.01 A Member may be considered for election to the Board if such person:

- (a) is twenty-one (21) years of age or older;
- (b) has an active involvement within the Church and attended regularly for a period of not less than one year prior to election;
- (c) fulfils the spiritual and scriptural qualifications of a Deacon set forth in Acts 6:3 and I Timothy 3:8-13;
- (d) is in full agreement with the Church Constitution;
- (e) is a Member of good report and sound business judgment;
- (f) recognizes that membership on the Board is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed;
- (g) is not an undischarged bankrupt.

12. ELECTION OF BOARD OF DEACONS

12.01 The Board shall be elected by a Resolution of the Members at the Annual Membership Meeting to be held before March 31 of each year from the slate of nominations presented by the Nominating Committee.

13. TERM OF OFFICE

13.01 A Deacon shall hold office for a term of two (2) years. The Deacons shall be elected and shall retire in rotation every two (2) years. At the first Membership Meeting, one half of the Deacons shall be elected to hold office until the end of the first full fiscal year after that date, and one half to hold office until the end of the first full fiscal year after that date. At each special election Membership Meeting thereafter, Deacons shall be elected to fill the position of those Deacons whose term of office has expired and any Deacon so elected shall hold office until the end of the second full fiscal year after his election.

14. MAXIMUM TERM OF BOARD OF DEACONS

14.01 No Deacon shall be elected for more than three (3) consecutive two (2) year terms unless the Membership votes to permit a Deacon to be elected for one additional consecutive two (2) year term, or part thereof, if applicable, where the Membership believes that extraordinary circumstances warrant such extension of the maximum term; provided, however, that no further extension of the consecutive term of office for such Deacon shall be granted.

14.02 Upon the completion of the maximum term on the Board, as set out above, a minimum of a one year absence is required before eligibility for re-election as a Deacon is restored.

15. AUTHORITY OF BOARD OF DEACONS

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

- (a) overall responsibility for the day to day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget;
- (b) formulate and recommend Policy Statements as defined in section 30 to the Membership and to implement those Policy Statements as approved by the Board;
- (c) to respect the authority of the Pastor to provide spiritual leadership for the Church and to assist in implementing such ministries and programmes as are determined appropriate in support of such spiritual leadership;
- (d) to oversee the Discipline of Members in accordance with the procedures set out in the General Operating By-law;
- (e) to ensure that all employed personnel of the Church, including staff Pastors, are accountable to the Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord, and are in full agreement with, and subject to, the authority of the Church pursuant to the Church Constitution;
- (f) to examine the relationship of the Pastor and/or staff Pastors to the Church and, if a change is deemed appropriate, to ensure that a Board Meeting is called to discuss and authorize the process for the appropriate change to be made;
- (g) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the Objects;
- (h) to approve such agents and engage such employees recommended by the Pastor (with the exception of the Pastor which shall require Membership approval) as it deems necessary from time to time, and such Persons shall have such authority and shall perform such duties as shall be prescribed by the Pastor at the time of such appointment;
- (i) to establish other offices and/or agencies elsewhere in Canada, or internationally, on behalf of the Church as may be approved by the Membership on the recommendations of the Board;
- (j) purchase or sell any real property, which purchase or sale must be approved by the Membership; and
- (k) to borrow, apply for, or incur indebtedness in general accordance with the approved annual budget.

15.02 The Board shall be responsible to ensure that periodic performance evaluations are conducted for all staff, to set staff salaries, wages, benefits, and severance packages as applicable. An annual salary review shall be made for all staff.

15.03 The Board shall assist the Pastor in discharging his or her duties.

15.04 The Board shall consider and, if appropriate, approve qualifying applications for membership and act in the administration of the discipline of the Assembly.

15.05 The Board shall, through the Chairperson, report to the Membership at the annual Membership Meeting and the Chairperson shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board.

15.06 The Deacons shall serve without remuneration and no Deacon shall directly or indirectly receive any profit from his position as such, nor shall any Deacon receive any direct or indirect financial remuneration from the Church, provided that the Deacon may be reimbursed for reasonable expenses incurred by him in the performance of his duties. For greater certainty, this provision does not preclude a deacon from transacting with the church on arms-length terms subject to paragraph 19.

15.07 In the matter of disposing any real property of this Assembly, the Board and Assembly shall be subject to the property regulations in force from time to time in the constitution and by-laws of the PAOC and the constitution and by-laws of the District, and any Declaration of Trust, where applicable.

16. RESIGNATION FROM BOARD

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

16.02 If, for any reason, a Deacon chooses to resign, then that Deacon shall give thirty (30) days written notice, if possible, to the Chairperson who, in turn, shall call it to the attention of the Board, who shall then have the power to accept such resignation between Membership meetings. Such letter of resignation shall set out the reasons for the departure of the Deacon.

17. VACANCY ON BOARD OF DEACONS

17.01 The position of a Deacon shall be automatically vacated if any of the following situations occur:

- (a) he resigns as a Deacon by delivery of the written resignation to the Chairperson as described in paragraph 16.02;

- (b) he no longer fulfils all the qualifications of a Deacon set out in paragraph 11;
- (c) he is found to be mentally incompetent or of unsound mind;
- (d) he ceases to be a Member;
- (e) he, in the opinion of a two-thirds majority vote of the Board and confirmed by Resolution passed by a two-thirds majority of the Members present in person or represented by proxy at a Membership Meeting called for that purpose, has evidenced unethical or immoral conduct or behaviour that is contrary to Biblical principles and hence is unbecoming of a Christian, or is no longer willing to either comply with, adhere to, or submit to, the scriptural authority and procedures set out in the Church Constitution;
- (f) he is determined, by a majority vote of the Members present in person at a Meeting called for that purpose, to be unfit to hold office as a Deacon for any reason;
- (g) he has withdrawn from the Assembly; or
- (h) he dies.

17.02 If any vacancies should occur for any reason as set out in section 17.01 above, the Board may but is not obligated to by a majority vote, fill the vacancy until the next annual Membership Meeting, at which time the Nominating Committee shall nominate a Person for election to the Board to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Board shall notify the Membership.

17.03 If the number of Deacons is increased during the year within the prescribed limit of Deacons, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

18. BOARD OF DEACONS MEETINGS

18.01 Regular meetings of the Board shall be held monthly at such times and places as shall be determined by the Chairperson but not less than nine (9) times a year. The dates for regular meetings shall be published and distributed to all Deacons, as soon as possible.

18.02 Special meetings of the Board may be called by the Chairperson or by request of any two (2) Deacons to the Chairperson who shall then give notice of a special meeting of the Board as soon as possible thereafter. The failure or refusal of the Chairperson to call a meeting upon request shall allow the Board to request the Secretary call a special meeting of the Board failing which the Board shall be entitled to appeal to the District Executive.

18.03 The Vice-Chairperson shall be appointed by the Board from amongst the Deacons at the first Deacons' meeting of each fiscal year. The Vice-Chairperson shall serve for a term of one

year and shall be an Officer. The duties of the Vice-Chairperson shall be those set out in section 22.02 herein.

18.04 A quorum for a meeting of the Board shall be a majority of the Deacons.

18.05 With the exception of the Chairperson, all Deacons shall have one vote.

18.06 The Board shall keep written minutes of each meeting. The Board shall appoint a Deacon to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board, the minutes shall not be made public or available for review by Members, with the exception of matters disclosed to a Member upon written request upon the unanimous consent of the Board.

18.07 A Resolution, in writing, signed by all of the Deacons entitled to vote on the Resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

18.08 If all Deacons consent thereto generally, or in respect of a particular meeting, a Deacon may participate in a meeting of the Board by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and the Deacon participating in such meeting by such means is deemed to be present at the meeting.

19. CONFLICT OF INTEREST

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

20. INDEMNITY

20.01 Subject to any legal limitations, the Assembly shall indemnify a member of the Board, or a former member of the Board, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Board member in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Board member provided the board Member acted honestly and in good faith with a view to the best interests of the Assembly; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Board member had reasonable grounds for believing the conduct was lawful.

OFFICERS

21. NAMES OF OFFICERS

21.01 The Officers shall be:

- (a) Chairperson;
- (b) Vice-Chairperson;
- (c) Secretary, and
- (d) Treasurer

22. DEFINITION OF OFFICERS

22.01 The duties of the Chairperson shall be as follows:

- (a) to call and preside at all meetings of the Board and the Membership;
- (b) to ensure the fairness, objectivity and completeness occurring at such meetings;
- (c) to ensure that all directives and Resolutions of the Board are carried into effect;
- (d) to carry out such other duties as are directed from time to time by the Membership and/or the Board.

22.02 In the event that the Chairperson is not able to function in his position, then the Chairperson shall be replaced by the Vice-Chairperson, or such Director who is present, who shall exercise all of the authority and comply with all of the obligations of the Chairperson.

22.03 The duties of the Secretary shall be as follows:

- (a) to ensure that a true and accurate record of all annual and special general meetings of the Members is maintained;
- (b) to ensure correspondence is conducted on behalf of the Church arising out of such meetings;
- (c) to ensure that the time and place for all Membership Meetings is published with due notice in accordance with procedures set out in the Constitution;
- (d) to be the custodian of the seal of the Church which he shall deliver only when authorized by Resolution of the Board to do so and to such Person or Persons as may be named in the said Resolution;

- (e) to be the custodian of all papers and documents of the Church and keep all such records on the church premises;
- (f) to prepare and provide to the Board copies of the minutes of all meetings of the Board.
- (g) record and periodically update the policies and procedures of the Assembly as approved by the Board;
- (h) to carry out such other duties as directed from time to time by the Board or by the Membership; and
- (i) in his absence, the duties of the Secretary shall be performed by such other Member who is temporarily acceptable to the Board upon a Resolution of the Board.

22.04 The duties of the Treasurer shall be as follows:

- (a) to be the chair of the Finance Committee;
- (b) to oversee the receiving and disbursing of monies on behalf of the Church, provided that the Treasurer may not receive any remuneration or keep any envelope records;
- (c) to ensure that an accurate cheque register is kept;
- (d) to ensure cheques are issued and signed on behalf of the Church;
- (e) to ensure that payroll records are maintained and to provide for the remitting and reporting of taxes and contributions required by law;
- (f) to ensure accounts payable records are maintained;
- (g) to ensure that all accounts and authorized expenses are paid by cheque whenever practical and possible;
- (h) to ensure funds belonging to the Church are invested as directed by the Board;
- (i) to oversee the collection of monies received by the Church;
- (j) to ensure that monies received by the Church are deposited into the proper bank accounts;
- (k) to ensure that an account of all monies received by the Church and full and accurate account of all assets, liabilities, receipts and disbursements of the Church is kept according to accredited bookkeeping practices and the

direction of the Board and the Membership, including the following:

- (i) recording the Church income and receipts;
 - (ii) recording the Church fund disbursements;
 - (iii) preparation of monthly bank reconciliations; and
 - (iv) preparation of monthly financial statements.
- (l) to ensure that an accurate record of all contributions made through envelopes to the general, building and other funds of the Church as exist from time to time is kept;
 - (m) to ensure that no Deacon receives any remuneration from the Church unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
 - (n) to ensure that such financial reports as governments may require from time to time are filed;
 - (o) to ensure the preparation of an annual financial report consisting of a statement of assets and liabilities, a statement of source and application of funds, a statement of surplus or deficit, and any other financial details as the Board may from time to time require;
 - (p) to ensure the preservation of the property deeds, insurance policies and all other documents or records of the Assembly; and
 - (q) to carry out such other duties as directed from time to time by the Board or the Membership.

23. QUALIFICATIONS FOR SECRETARY AND TREASURER

23.01 A Person may be considered for election as Secretary or Treasurer if he meets the qualifications of a Deacon prescribed in section 11.01 of this Bylaw.

23.02 The Treasurer shall be capable of performing such administrative and accounting duties as the office requires, appointed bi-annually by the Board, and may be one of the members of the Board. The Treasurer or Secretary may be removed on the happening of the following:

- (a) voluntary resignation;
- (b) withdrawal or termination of Membership from the Assembly; or
- (c) resolution of the Board in the event the Treasurer or Secretary fails to fulfil his duties and responsibilities.

23.03 Unless otherwise specified in this By-law, a Person may be considered for election as an Officer notwithstanding that such Person may also be either a member of the Board, the Auditor, or the Chairperson of the Budget and Finance Committee.

24. ELECTION, APPOINTMENT AND TERM OF OFFICERS

24.01 All Officers, with the exception of the Chairperson and Vice-Chairperson, shall be appointed by the Deacons at the first board meeting held following the annual Membership Meeting.

24.02 Sections 14, 16, and 17 of this Bylaw apply, with the necessary modifications, to the term of Officers, with the exception of the Chairperson and Vice-Chairperson, their resignation, and the creation of vacancies. If any vacancies should occur, the Board, by Resolution, may by appointment, fill the vacancy during the remaining term.

MEMBERS MEETINGS

25. ANNUAL MEETINGS

25 .01 There shall be an annual Membership Meeting of the assembly at such time and place determined by the Board, which shall be held in the month of March each year to:

- (a) hear necessary reports from the Officers, Committee Chairs, Pastor, and the Board;
- (b) Elect members to the Board of Deacons,;
- (c) review and, if acceptable to the Members, approve the financial statements for the immediately preceding year, including the Auditor's report thereon if applicable;
- (d) appoint the Auditor based upon the recommendation of the Board for the upcoming year if applicable; and
- (e) transact any other necessary business.

25.02 Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- c. by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Church's activities is

regularly posted and that is located in the main facilities of the Church.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

In addition to providing notice as set out above, notice of the annual Membership meeting shall be announced in the public services on three consecutive Sundays prior to the said meeting.

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

25.03 Annual reports including minutes of the previous annual business meeting and any special business meetings held in the previous year shall be made available to Members of the Assembly prior to the annual business meeting.

25.04 A Member may waive notice of a Membership meeting and attendance at a Membership Meeting shall constitute a waiver of notice of the meeting, except where such Person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

25.05 The accidental omission to give notice of any Membership Meeting or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Membership meeting, provided that no Member objects to such omission or irregularity.

25.06 A quorum for all Membership Meetings shall be constituted by the presence of twenty five percent (25%) of the total Membership (save and except inactive Members and Members under discipline) immediately prior to the time of the meeting in question. No business shall be transacted at any Membership Meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Membership Meeting or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 25.02 with regard to notice shall apply to such adjournment.

25.07 The Chairperson (or in absence a designate appointed by the Board by Resolution) shall act as Chair of all Membership Meetings and shall only be entitled to vote in the event of an equality of votes (in which event he shall have the casting vote), or in the event of a secret ballot.

25.08 At all Membership Meetings, every question shall be determined by Resolution, being a majority of votes of Members present, unless otherwise provided for by the Act or elsewhere in this By-law.

25.09 Every question submitted to any Membership Meeting shall be decided by a show of Hands or by other means as deemed appropriate by the Chairperson, except where a secret ballot is provided for or requested as stated below.

25.10 In the case of an equality of votes, the Chairperson shall, either by a show of hands or by secret ballot, as applicable, have the casting vote. At any meeting, unless a secret ballot is provided, a declaration by the Chairperson that a motion has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact.

25.11 A secret ballot may be held either upon the decision of the Chairperson, or upon request of any Member, and shall be taken in such manner as the Chairperson directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

25.12 The Chairperson may, with the consent of the Meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members.

Any business may be brought before, or dealt with, at any adjourned Meeting which might have been brought before, or dealt with, at the original Meeting in accordance with the notice calling the same.

25.13 The rules of procedure for Membership Meetings, Board meetings, and all Committee meetings, shall follow proper parliamentary procedures as in Roberts Rules of Order except where varied by this By-law. The Board shall have the option to appoint a co-chair or parliamentarian to assist in conducting the meeting.

26. SPECIAL MEETINGS

26.01 In addition to the notice required by the Act, as specified in subsection 25.02, special meetings shall be announced on two (2) consecutive Sundays prior to the special meeting, specifying date and purpose of said meeting. A special meeting may be called by:

- (a) The Chair;
- (b) The Secretary upon written order of a majority of the Board;
- (c) Petition by not less than 50% of the members of the Assembly. Such petition shall be hand-delivered to the Secretary.

26.02 The Board shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting. Business shall be transacted only while a quorum is present and shall be conducted in accordance with the provisions set out in sections 25.07 through 25.13.

27. COMMITTEES

27.01 The Board shall establish, at the first Board Meeting following the annual Membership

meeting such Committees as may be deemed necessary from time to time in accordance with the provisions of this General Operating Bylaw.

27.02 The Board shall have authority to appoint both standing and ad hoc committees and determine their guidelines and responsibilities. Such committees shall be responsible to the Board. Committees shall record minutes of their meetings and submit said minutes to the committee members.

27.03 Any Member in good standing may be considered for appointment to a Committee, provided however that a Member must be at least 21 years old to be appointed to the Finance Committee.

27.04 Committee Members shall serve without remuneration, provided that a Committee member may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

27.05 The Chairperson of each Standing Committee shall be the person appointed by the Board to serve on such Committee, or as otherwise provided in this By-law.

27.06 Committees shall meet at such times as are determined by the Chairperson of the Committee.

27.07 The procedure to be adopted during the meetings of a Committee shall be the same as those set out herein for the Board with modifications as necessary.

27.08 Any Committee member may be removed at the discretion of the Board.

28. NOMINATIONS COMMITTEE

28.01 The nominations committee for the Board, Officers and Committee members shall consist of the Pastor or a designated pastor as Chair, and the existing Board.

28.02 The Nominations Committee shall prepare and submit nominations for elections at the next special election or annual business meeting of Members. The slate of nominations shall include nominations for the Board.

28.03 The Nominations Committee shall publicly call for nominations from the Members at least seven Sundays prior to the special election meeting of Members. All nominations shall be received at least 30 days prior to the Annual Meeting of Members. Nominations shall be made in writing and signed by a Member whose name is on the active Members' roll of the Church. If the notice of the meeting has to be given earlier (see 25.02) then the nominations have to be received not less than 30 days before the meeting.

28.04 The Nominations Committee shall obtain the consent of all nominees before presenting their names to the Members. Unless otherwise provided in this General Operating Bylaw, the

Nominations Committee shall post a list of its nominees at least 30 days prior to the election or annual Meeting of Members.

AFFILIATION

29. CHURCH AFFILIATION

29.01 The Church shall be affiliated with such associations and organizations as the Members may determine from time to time as approved by the Board.

29.02 Subject to the above, the Church shall be affiliated with Pentecostal Assemblies of Canada and shall support the values of the Pentecostal Assemblies of Canada.

POLICY STATEMENTS

30. POLICY STATEMENTS FOR THE CHURCH

30.01 In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications of Biblical teachings, doctrinal considerations and Christian conduct, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Board and such statements shall govern the day-to-day operations of the church.

30.02 The Board will establish, amend and approve Policy statements which will be recorded in a church policy manual and maintained and kept in the church office.

GENERAL PROVISIONS

31. CORPORATE SEAL

31.01 The seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Board from time to time, shall be the seal of the Church.

32. EXECUTION OF DOCUMENTS AND CHEQUES

32.01 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by a member of the Board together with the Secretary or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by Resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation'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 Corporation. The seal of the

Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.

32.02 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or Person or Persons, whether or not an Officer, in such manner as the Board may from time to time designate by Resolution.

33. FINANCIAL YEAR END

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

34. HEAD OFFICE

34.01 The head office of the Corporation shall be in the City of Kitchener, in the Regional Municipality of Waterloo, in the Province of Ontario.

35. BOOKS AND RECORDS

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

36. FINANCIAL STATEMENTS AND BUDGET

36.01 The Finance Committee shall prepare each year prior to the annual Membership Meeting the following:

- (a) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time; and
- (b) a budget for the upcoming year prepared in consultation with the chair of each standing and special committee, and to include the budget and expenditures of at least the previous year.

36.02 The financial statements and the budget shall be forwarded to the Board for approval at least two weeks prior to the annual meeting and shall thereafter be made available to the Members for review at least one week prior to the annual meeting.

36.03 The financial statements and the budget shall be presented at the annual Membership Meeting for approval by the Members.

37. AUDITOR

37.01 “Annual financial statements will be prepared in accordance with generally accepted accounting principles by an accountant. If required or as deemed by the board of directors, an auditor may be appointed to conduct an audit. “

38. RULES, REGULATIONS AND GUIDELINES

38.01 The Board may prescribe such rules, regulations and guidelines not inconsistent with this By-Law or the Constitution relating to the management and operation of the Church as the Board deems expedient, provided that such rules and regulations shall have force and effect only until the next annual Meeting of the Members when they shall be confirmed, and failing such confirmation, shall cease to have any force and effect.

39. AMENDMENTS

39.01 Notwithstanding the Act, the Certificate of Continuance may be amended by Bylaw and enacted by an unanimous vote of the Board voting at a meeting called for that purpose and by an affirmative vote of at least seventy-five percent (75%) of the Members, voting in person at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Membership Meeting shall be given in accordance with the provisions of subsection 25.02, as provided for in the Act as well as in the Church Bulletin on four consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

39.02 The By-laws not embodied in the Certificate of Continuance may be repealed or amended by Bylaw and enacted by an unanimous vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Members voting in person at a meeting duly called for the purpose of considering the said By-law, provided that notice of such Membership Meeting shall be given in accordance with the provisions of subsection 25.02, as provided for in the Act as well as in the Church Bulletin on two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof, and provided further that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of Industry Canada has been obtained.

39.03 Any proposed amendment to the Constitution shall be provided in writing to the Board for consideration at least sixty (60) days in advance of any meeting called for that purpose. A copy of the proposed amendment(s) shall be available to any member on application to the Secretary or posted on the bulletin board at least thirty (30) days prior to the meeting called for that purpose.

IN WITNESS WHEREOF, we the provisional members of the Board have hereunto set our hands this 25th day of February, 2014.

Tim Crits

Jim Klujber

Walt Kippenhuck

Andrew Winger

CONFIRMED by the Members on the 30th day of March, 2014.

Per:

**FREEDOM IN CHRIST PENTECOSTAL
ASSEMBLY**
Church Clerk