

BYLAW NUMBER 1

A Bylaw relating generally
to the conduct of the affairs of
The Fellowship of Evangelical Baptist Churches in Canada
Adopted on November 13, 2019

TABLE OF CONTENTS

ARTICLE 1 INTERPRETATION.....	4
1.1 Definitions	4
1.2 Canada Not-for-profit Corporations Act Terms	6
1.3 Interpretation	6
ARTICLE 2 AFFIRMATION OF FAITH, AFFILIATION, CONDUCT CODES POLICIES (NATIONAL COUNCIL AND MEMBER CHURCHES).....	7
2.1 Affirmation of Faith	7
2.2 Affiliation	7
2.3 National Council Policies	8
ARTICLE 3 REGISTERED OFFICE, SEAL	8
3.1 Registered Office	8
3.2 Records at Registered Office	8
3.3 Corporate Seal	9
ARTICLE 4 MEMBER CHURCHES	9
4.1 Membership Conditions and Votes	9
4.2 Membership Fees/Ministry Support Responsibility	10
4.3 Termination of Membership	10
4.4 Notification by Regions	10
4.5 Liability of MEMBER Churches	10
4.6 Amendment of MEMBER Church Rights	11
ARTICLE 5 MEETING OF MEMBER CHURCHES	11
5.1 Annual Meeting	11
5.2 Annual Financial Statements	11
5.3 Special Meeting	11
5.4 Place of Meetings	12
5.5 Special Business	12
5.6 Notice of Meetings	12
5.7 Proposals at Annual Meetings	13
5.8 Report on Legal Church Membership	13
5.9 Appointment of Voting Delegate	13

5.10	Persons Entitled to be Present	14
5.11	Chair of Meeting	14
5.12	Quorum.....	14
5.13	Participation at Meetings by Electronic Means	14
5.14	Meeting Held by Electronic Means	15
5.15	Votes to Govern.....	15
5.16	Show of Hands.....	15
5.17	Ballots.....	15
5.18	Resolution in Lieu of Meeting.....	15
5.19	Rules of Order	15
5.20	Adjournment	16
ARTICLE 6 DIRECTORS		16
6.1	Powers	16
6.2	Number	16
6.3	Qualifications.....	16
6.4	Vacancies	16
6.5	Removal of Directors	17
6.6	Remuneration of Directors.....	17
6.7	Responsibility for Acts.....	17
6.8	Term of Office	17
6.9	Re-Election.....	17
6.10	Elections	17
6.11	Ceasing to Hold Office.....	17
6.12	Resignation	18
6.13	Nominations.....	18
6.14	Nomination on Requirements and Forms.....	18
ARTICLE 7 MEETINGS OF DIRECTORS		18
7.1	Place of Meetings.....	18
7.2	Calling of Meetings	19
7.3	Notice of Meeting	19
7.4	Waiving Notice	19
7.5	First Meeting of New National Council	19
7.6	Regular Meetings	19
7.7	Quorum.....	19
7.8	Participation at Meeting by Telephone or Electronic Means	20
7.9	No Alternate Directors	20
7.10	Chair of the Meeting.....	20
7.11	Votes to Govern.....	20
7.12	Dissent at Meeting.....	20
7.13	Dissent of Absent Director	21
7.14	Resolutions in Writing.....	21
7.15	Persons Entitled to be Present	21
ARTICLE 8 COMMITTEES.....		21

8.1	Committees	21
8.2	Executive Committee	22
8.3	Powers of Executive Committee	22
8.4	Meetings of the Executive Committee	22
8.5	Other Directors Present	22
8.6	Standing Committees	22
8.7	Ad Hoc Committees	22
8.8	Nominating Committee	23
8.9	Audit Committee	23
8.10	Rules Governing Committees	24
ARTICLE 9 OFFICERS		24
9.1	Appointment	24
9.2	Description of Offices	24
9.3	Term of Office	25
9.4	Removing Officers	25
9.5	Remuneration of Officers	26
9.6	Agents and Attorneys	26
ARTICLE 10 CONFLICTS OF INTEREST		26
10.1	No Conflict of Interest Permitted	26
10.2	Disclosure of Interest	26
10.3	Director's Disclosure	27
10.4	Officer's Disclosure	27
10.5	Disclosure Procedure	28
ARTICLE 11 LIABILITY OF DIRECTORS AND OFFICERS		28
11.1	Duties of Directors and Officers	28
11.2	Directors and Officers Liability Exclusion	28
11.3	Indemnity of Directors and Officers	29
11.4	Pre-Indemnity Considerations	29
11.5	Insurance	30
11.6	Co-operation	30
11.7	Advances	30
ARTICLE 12 OPERATIONAL AND FINANCIAL MATTERS		30
12.1	Execution of Documents	30
12.2	Financial Year Determined	31
12.3	Banking Arrangements	31
12.4	Deposit of Securities	31
12.5	Borrowing	31
ARTICLE 13 PUBLIC ACCOUNTANT		32
13.1	Public Accountant	32

ARTICLE 14 NOTICES.....	32
14.1 Method of Giving Notices	32
14.2 Computation of Time	33
14.3 Undelivered Notices	33
14.4 Omissions and Errors	33
14.5 Waiver of Notice	33
14.6 Provision of Documents in Electronic Form	34
14.7 When Documents are to be Created in Writing	34
ARTICLE 15 BY-LAW AND ARTICLES OF INCORPORATION AMENDMENTS	34
15.1 Authority of Fellowship National Governance Documents and Resolutions	34
15.2 By-Laws and Effective Date	36
15.3 MEMBER Churches Proposal for By-law Amendment	36
15.4 Amendment of MEMBER Churches’ Rights	36
15.5 Amendment of Articles	36
15.6 Consent of CRA Required	36
15.7 Repeal	37
15.8 Exception	37
15.9 Proviso	37
SCHEDULE A AFFIRMATION OF FAITH	38

ARTICLE 1 INTERPRETATION

1.1 **Definitions**

In this Bylaw and all other Bylaws and resolutions of the Fellowship unless the context otherwise requires:

- (a) “**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;
- (b) “**Affirmation of Faith**” has the meaning set out in Article 2;
- (c) “**Annual Meeting**” means an annual Meeting of MEMBER Churches as described in Section 5.1;
- (d) “**Articles**” includes Articles of Continuance, Articles of Incorporation, Articles of Amendment, or any other form of Articles provided for in the Act, as applicable;
- (e) “**Binding**” means MEMBER Churches, Directors, Officers, Committee members, employees, volunteers, and Regional Councils of the Fellowship must at all times demonstrate support by compliance;

- (f) **“Bylaw”** or **“Bylaws”** means this Bylaw and any other Bylaw of the Fellowship that may be in force;
- (g) **“Committee”** means any Committee established by the National Council pursuant to Article 8;
- (h) **“Corporation”** or **“Fellowship”** means The Fellowship of Evangelical Baptist Churches in Canada;
- (i) **“Director”** means a member of the National Council;
- (j) **“Documents”** includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (k) **“Family Members”** means a person’s spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person’s spouse(s), who are living with and/or financially supporting or supported by the person;
- (l) **“Guiding Statement”** means a non-binding statement that expresses an opinion, concern or special focus on a theological issue;
- (m) **“Meeting”** means meeting of the National Council or a Meeting of MEMBER Churches as the context requires;
- (n) **“Meeting of MEMBER Churches”** includes an Annual Meeting of MEMBER Churches or a Special Meeting of MEMBER Churches;
- (o) **“MEMBER Church”** means a church that has been acknowledged or admitted as a MEMBER Church in accordance with Section 4.1;
- (p) **“Member”** means an individual who has been admitted as a member of a MEMBER Church, a member of National Council, or a member of a committee;
- (q) **“Ordinary Resolution”** means a resolution passed by a majority of more than fifty percent (50%) of the votes cast on that resolution;
- (r) **“Policy Statement”** means a binding statement expressing a biblical conviction held by Fellowship Baptists;
- (s) **“Proposal”** means a Proposal submitted by a MEMBER Church of the Fellowship that meets the requirements of Section 163 of the Act;
- (t) **“Public Accountant”** means the Public Accountant of the Fellowship appointed pursuant to Article 13;

- (u) **“National Council”** means the National Council of the Fellowship which shall act as the Board of Directors of the Fellowship;
- (v) **“Region”** means an affiliated regional organization described in Section 2.2;
- (w) **“Regulations”** means the Regulations made under the Act, as amended, restated or in effect from time to time;
- (x) **“Soliciting Corporation”** has the meaning set out in the Act;
- (y) **“Special Meeting of MEMBER Churches”** is any Meeting, other than an Annual Meeting, of any class or classes of MEMBER Churches entitled to send delegates to vote at an Annual Meeting;
- (z) **“Special Resolution”** means a resolution passed by a majority of at least two-thirds ($\frac{2}{3}$) of the votes cast on that resolution; and
- (aa) **“Three Quarters Resolution”** means a resolution passed by a majority of at least three-quarters ($\frac{3}{4}$) of the votes cast on that resolution.

1.2 **Canada Not-for-profit Corporations Act Terms**

All terms defined in the Act have the same meanings in this Bylaw and all other Bylaws and resolutions of the Fellowship.

1.3 **Interpretation**

When interpreting this Bylaw, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number only shall include the plural and *vice versa* as the context may require;
- (b) the word “person” shall include an individual, sole proprietorship, partnership, an incorporated association, incorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, an executor, administrator, or other legal representative;
- (c) words importing the masculine gender include the feminine and neuter genders;
- (d) the headings used in the Bylaws are inserted for reference purposes only and not to be considered or taken into account in constructing the terms and provisions thereafter or to be deemed in any way to clarify, modify or explain the effect of any such terms of provisions;
- (e) the Bylaws of the Fellowship shall be interpreted in accordance with and subject to the purposes and Affirmation of Faith of the Fellowship, which purposes and

Affirmation of Faith for purposes of this Bylaw are incorporated by reference and made part thereof; and

- (f) if any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2

AFFIRMATION OF FAITH, AFFILIATION, CONDUCT CODES POLICIES (NATIONAL COUNCIL AND MEMBER CHURCHES)

2.1 Affirmation of Faith

MEMBER Churches, Directors, Officers, Committee members, employees, volunteers of the Fellowship must at all times teach, agree with, demonstrate agreement by compliance with and sign when required by the National Council the Fellowship's Affirmation of Faith, the current version of which is attached to this Bylaw as Schedule "A".

The Affirmation of Faith may be amended from time to time in accordance with this Bylaw. A Proposal to amend the Affirmation of Faith may be initiated by National Council or may be submitted by a MEMBER Church or by MEMBER Churches to the National Council in the form of a Notice of Amendment to the Affirmation of Faith provided at least five percent (5%) of the MEMBER Churches endorse the Notice as otherwise might be required by the Act, as evidenced by an executed letter from an authorized representative of each such MEMBER Church. Additionally, the Proposal Notice must be accompanied by a copy of the minutes of the meeting at which each proposing MEMBER Church determined in accordance with its procedural requirements that it would submit the Proposal Notice. Providing that the Proposal to amend the Affirmation of Faith is thereafter determined by National Council to be acceptable and in compliance with Section 163 of the Act, the Proposal shall be included in the Notice of Meeting required under Section 162 of the Act. The Notice of Amendment to the Affirmation of Faith setting out the proposed amendment shall be given to each Regional Council and each MEMBER Church of the Fellowship at least nine (9) months before the next Annual Meeting of MEMBER Churches and the proposed amendment shall be placed before the MEMBER Churches at that meeting. A Region may submit its objection to the proposed amendment in writing to the Fellowship Secretary at least three months prior to the date of the Meeting of the MEMBER Churches for National Council's consideration. An amendment to the Affirmation of Faith must be passed by a resolution of the MEMBER Churches receiving at least seventy-five percent (75%) of the votes cast.

2.2 Affiliation

The Fellowship exists to enable MEMBER Churches to be in voluntary fellowship and to collaborate and facilitate ministry with one another and with autonomous organizations of MEMBER Churches established in various areas or regions in Canada and other charitable organizations. As of the date of the passage of this Bylaw the following are

the autonomous regional organizations, called Regions, which the Fellowship is affiliated with:

- (a) Fellowship of Evangelical Baptist Churches in British Columbia and Yukon (operating as Fellowship Pacific);
- (b) Fellowship Prairies Inc. (operating as Fellowship Prairies);
- (c) The Fellowship of Evangelical Baptist Churches in Canada – Central Region (operating as FEB Central);
- (d) Association D'Églises Baptistes Évangéliques au Quebec (operating as AÉBÉQ); and
- (e) Fellowship of Evangelical Baptist Churches Atlantic Region (operating as Fellowship Atlantic).

Other autonomous regional organizations of MEMBER Churches may be recognized as additional Regions by the Fellowship by an Ordinary Resolution of the MEMBER Churches at a Meeting of MEMBER Churches provided a majority of the other Regions have also provided their consent to the recognition of that organization. A Region shall cease to be a Region if the MEMBER Churches determine so by Ordinary Resolution at a Meeting of MEMBER Churches.

2.3 **National Council Policies**

The National Council may adopt, amend or repeal any National Council policies relating to the management and operation of the Fellowship, carried out by the staff of the Fellowship, provided they are not inconsistent with the Act, the Regulations, the Articles, the Bylaws and the Affirmation of Faith of the Fellowship or any applicable laws. Any policy adopted by the National Council shall continue to have force and effect until amended, repealed, or replaced by a subsequent policy or resolution of the National Council.

ARTICLE 3 REGISTERED OFFICE, SEAL

3.1 **Registered Office**

The registered office of the Fellowship shall be situated in the province or territory specified in the Articles at such address as the National Council may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

3.2 **Records at Registered Office**

The Fellowship shall prepare and maintain, at its registered office or at any other place in Canada designated by the Directors, records containing:

- (a) the Articles and the Bylaws, and amendments to them;
- (b) the minutes of meetings of MEMBER Churches and any committee of MEMBER Churches;
- (c) the resolutions of MEMBER Churches and any committee of MEMBER Churches;
- (d) if any debt obligation is issued by the corporation, a debt obligations register that complies with Section 44 of the Act;
- (e) a register of Directors;
- (f) a register of Officers; and
- (g) a register of MEMBER Churches,

all of which must comply with the Regulations.

3.3 **Corporate Seal**

The Fellowship may have a corporate seal in the form approved from time to time by the National Council. If a corporate seal is approved by the National Council, the Fellowship Secretary shall be the custodian of the corporate seal.

ARTICLE 4 MEMBER CHURCHES

4.1 **Membership Conditions and Votes**

- (a) There shall be one class of MEMBER Churches in the Fellowship. Any church which has been admitted into membership by a Region, upon that Region providing notice to the President and Fellowship Secretary, shall be a MEMBER Church of the Fellowship, provided it meets the following conditions of membership:
 - (i) It accepts and complies with this Bylaw;
 - (ii) It teaches, agrees with, and demonstrates its agreement by compliance with the Affirmation of Faith (Section 2.1);
 - (iii) Notwithstanding the provisions in 1.3(c), it accepts that the pastoral office in the church is reserved for qualified men recognized by the church for oversight of the doctrine and practice of the church;
 - (iv) It supports the Region, including financially, to which the MEMBER Church belongs; and

- (v) It will use reasonable effort to partner financially with Fellowship National through mission initiatives such as; Fellowship missionaries, Fellowship Aid and International Relief (FAIR) appeals, Fellowship chaplains, Francophone church planting, or general support.
- (b) As set out in the Articles, each MEMBER Church is entitled to receive notice of, attend and vote at all Meetings of MEMBER Churches and each MEMBER Church shall be entitled to send one voting delegate for each fifty (50) church members with each MEMBER Church entitled to send a minimum of two (2) voting delegates and a maximum of six (6) voting delegates.
- (c) Pursuant to Part 13 (Fundamental Changes) of the Act, a Special Resolution of the MEMBER Churches is required to amend this section of the Bylaw if the amendments affect membership rights and/or conditions as described in sections 197(1)(d),(e),(f),(g), (h), (l) or (m) of the Act.

4.2 **Membership Fees/Ministry Support Responsibility**

The Fellowship will only exist, and be effective to the degree that MEMBER Churches and members of those churches, voluntarily financially support the Fellowship. A MEMBER Church membership fee will only be levied if directed by the National Council and approved by the MEMBER Churches by Ordinary Resolution.

4.3 **Termination of Membership**

Membership in the Fellowship automatically terminates upon notice of termination of a MEMBER Church from their affiliated Region, or if the Fellowship is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the MEMBER Church automatically cease to exist.

4.4 **Notification by Regions**

If a MEMBER Church ceases to be a member of its affiliated Region, that Region shall give the Fellowship Secretary notice within seven (7) days of the date membership ceases.

4.5 **Liability of MEMBER Churches**

MEMBER Churches and Regions shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Fellowship or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Fellowship nor shall the Fellowship be responsible to indemnify a MEMBER Church or Region for the same.

4.6 **Amendment of MEMBER Church Rights**

Subject to the Act, no amendment to any provision of this Bylaw which affects the membership rights or the matters set out in Part 13 (Fundamental Changes) of the Act shall be permitted unless there is compliance with Part 13 of the Act.

**ARTICLE 5
MEETING OF MEMBER CHURCHES**

5.1 **Annual Meeting**

- (a) An Annual Meeting of the MEMBER Churches shall be called by the Directors annually no later than fifteen (15) months after the preceding Annual Meeting and no more than six (6) months after the Fellowship's last financial year end for the purpose of:
- (i) hearing and receiving the reports and statements required by the Act to be read at and laid before the Fellowship at an Annual Meeting;
 - (ii) electing such Directors as are to be elected at such Annual Meeting;
 - (iii) appointing the Public Accountant and fixing or authorizing the National Council to fix the Public Accountant's remuneration;
 - (iv) determining whether an audit is required; and
 - (v) the transaction of any other business properly brought before the Meeting.

5.2 **Annual Financial Statements**

The Fellowship shall between twenty-one (21) to sixty (60) days before the day on which an Annual Meeting of MEMBER Churches is to be held or before the day on which a written resolution in lieu of an Annual Meeting is to be signed, give the MEMBER Churches notice in accordance with Section 5.6 that the annual financial statements (and other documents referred to in Subsection 172(1) of the Act) will be given to the MEMBER Churches at the commencement of that meeting. The information will be accessible at the registered office of the Fellowship and that any MEMBER Church may, on request, obtain a copy free of charge at the office or by prepaid mail.

5.3 **Special Meeting**

The National Council may at any time call a Special Meeting of MEMBER Churches for the transaction of any business specified in the notice calling the Meeting. A Special Meeting of MEMBER Churches shall also be called by the Directors upon the written requisition of the MEMBER Churches carrying not less than five per cent (5%) of the voting rights. If the Directors do not call a Meeting within twenty-one (21) days of receiving the requisition, any MEMBER Church who signed the requisition may call the Meeting.

5.4 **Place of Meetings**

Meetings of MEMBER Churches may be held at any place within Canada as the National Council may determine or outside Canada if all of the MEMBER Churches entitled to vote at such Meeting so agree. A MEMBER Church who attends a Meeting of MEMBER Churches held outside Canada is deemed to have agreed to it being held outside Canada except when the MEMBER Church attends the Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully held.

5.5 **Special Business**

All business transacted at a Special Meeting of MEMBER Churches and all business transacted at an Annual Meeting of MEMBER Churches, except consideration of the financial statements, Public Accountant's report, election of Directors, and re-appointment of the incumbent Public Accountant, is special business.

5.6 **Notice of Meetings**

- (a) Notice of the time, place, and date of any Meeting of MEMBER Churches which states the nature of any special business to be transacted sufficient for a MEMBER Church to make a reasoned judgment and the text of any Special Resolution to be submitted at the Meeting shall be given to each MEMBER Church by:
 - (i) sending the notice during a period of twenty-one (21) to sixty (60) days before the day on which the Meeting is to be held by mail, courier, or personal delivery to each MEMBER Church entitled to vote at the Meeting; or
 - (ii) sending the notice during a period of twenty-one (21) to thirty-five (35) days before the day on which the Meeting is to be held by telephonic, electronic, or other communication facility to each MEMBER Church entitled to vote at the Meeting.

As this Bylaw provides for an electronic means of giving notice, one or more of the methods of giving notice set out in Subsection (i) above will be used if a MEMBER Church requests that the notice be given to it by non-electronic means.

- (b) Notice of the time, place, and date of an Annual Meeting of MEMBER Churches which states the nature of any special business to be transacted sufficient for a MEMBER Church to make a reasoned judgment and the text of any Special Resolution to be submitted at the Meeting shall be given to each Director and to the Public Accountant of the Fellowship during a period of twenty-one (21) to sixty (60) days before the day on which the Annual Meeting is to be held in accordance with Article 14.

- (c) Any MEMBER Church entitled to notice of a Meeting of MEMBER Churches may waive notice, and attendance of their voting delegate(s) at the Meeting is a waiver of notice of the Meeting unless the voting delegate(s) attends the Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.
- (d) Pursuant to Subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the MEMBER Churches is required to make any amendment to the Bylaws of the Fellowship to change the manner of giving notice to MEMBER Churches entitled to vote at a Meeting of MEMBER Churches.
- (e) The notice for an Annual Meeting shall be accompanied by the Nominating Committee's report.

5.7 **Proposals at Annual Meetings**

A MEMBER Church must receive notification of all business to be conducted at an Annual meeting so as to be well informed and have the opportunity to give direction to its voting delegates. A MEMBER Church entitled to send voting delegates to an Annual Meeting may submit to National Council notice of any matter that the MEMBER Church proposes to raise at that Annual Meeting. All Proposals require 5% of MEMBER Church support and need to be submitted to National Council from ninety (90) days to one hundred fifty (150) days before the anniversary of the previous year's Annual Meeting of MEMBER Churches, or as may otherwise be prescribed by the Act or Regulations. The submission must include an executed letter from an authorized representative of each such MEMBER Church together with a copy of the minutes of the meeting, at which each proposing MEMBER Church determined in accordance with the procedural requirements of the MEMBER Church, which supports submitting the Proposal. After careful consideration of any such Proposal in accordance with Section 163(6) of the Act, National Council may either approve allowing the Proposal to be submitted to the Member churches at the Annual Meeting or reject the Proposal. If National Council approves allowing the Proposal to be submitted to the Member churches at the Annual Meeting, the Proposal and any supporting statement, including legal confirmation that the MEMBER Church has passed a motion (according to the bylaws or constitution of the MEMBER Church), shall be included in the Notice of the Meeting.

5.8 **Report on Legal Church Membership**

Each MEMBER Church shall provide in writing, prior to or at commencement of the Meeting, its official legal church voting membership to the Fellowship Secretary as requested.

5.9 **Appointment of Voting Delegate**

A MEMBER Church shall authorize one or more individuals, to a maximum of as many individuals as the MEMBER Church has votes, to represent it at a meeting and shall provide the Fellowship Secretary in writing the name(s) of the delegates(s) no later than

the start of the Meeting.

5.10 **Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of MEMBER Churches shall be those entitled to vote at the Meeting, the Directors, the Public Accountant of the Fellowship, and such other persons who are entitled or required under any provision of the Act, Articles, or Bylaws of the Fellowship to be present at the Meeting. Any other person may be admitted only on the invitation of the Chair of the Meeting or by Ordinary Resolution of the MEMBER Churches.

5.11 **Chair of Meeting**

The chairperson of a Meeting of the MEMBER Churches shall be the Chair of the National Council, or a Vice-Chair of the National Council if the Chair of the National Council is absent or unable to act as Chair. In the event that the Chair of the National Council and the Vice-Chair of the National Council are absent or unable to act as Chair, the National Council shall name a designate, who is a member of a MEMBER Church, to chair the Meeting.

5.12 **Quorum**

- (a) A quorum at any Meeting of the MEMBER Churches (unless a greater number of MEMBER Churches are required to be present by the Act or the Regulation) shall be made up of the voting delegates from at least ten percent (10%) of the MEMBER Churches. If a quorum is present at the opening of a Meeting of MEMBER Churches, the MEMBER Churches present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.
- (b) If a quorum is not present at the opening of a Meeting of MEMBER Churches, the MEMBER Churches present may adjourn the Meeting to a fixed time and place but may not transact any other business.
- (c) For the purpose of determining quorum, a MEMBER Church may be present in person or, by telephonic and/or by other electronic means if those means are made available for that Meeting.

5.13 **Participation at Meetings by Electronic Means**

If the Fellowship chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of MEMBER Churches, any person entitled to attend such Meeting may participate in the Meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a Meeting by such means is deemed to be present at the Meeting.

5.14 **Meeting Held by Electronic Means**

If the person or persons that calls a Meeting of MEMBER Churches is or are either Directors or MEMBER Churches, that person or persons may determine that the Meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting.

5.15 **Votes to Govern**

At any Meetings of the MEMBER Churches, every question may be determined by consensus on the part of those entitled to vote on that question. If consensus (which shall mean no person entitled to vote objects to the decision) cannot be achieved, then the question (on the request of a minimum of ten percent (10%) of those entitled to vote on the question) shall be determined by the votes cast on the question.

5.16 **Show of Hands**

Subject to the Act and except in the case of a Meeting held by electronic means, any question put to a vote at a Meeting of MEMBER Churches shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the Chair of the Meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the Meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Fellowship makes available such a communication facility.

5.17 **Ballots**

On any question proposed for consideration at a Meeting of MEMBER Churches, and whether or not a show of hands has been taken thereon, the Chair of the Meeting may require a ballot or any MEMBER Church entitled to vote on such question at the Meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the MEMBER Churches on the question.

5.18 **Resolution in Lieu of Meeting**

A resolution in writing signed by all the MEMBER Churches entitled to vote on that resolution at a Meeting of MEMBER Churches is as valid as if it had been passed at a Meeting of the MEMBER Churches. A copy of every resolution of the MEMBER Churches shall be kept with the minutes of Meetings of MEMBER Churches.

5.19 **Rules of Order**

Any questions of procedures at or for any Meetings of the MEMBER Churches, which

have not been provided for in this Bylaw or by the Acts, shall be determined by the Chair of the Meeting.

5.20 **Adjournment**

The Chair of any Meeting of MEMBER Churches 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 MEMBER Churches provided that the Meeting of MEMBER Churches is adjourned for less than thirty-one (31) days. If a Meeting of MEMBER Churches is adjourned by one or more adjournments for an aggregate number of days that is more than thirty (30) days, notice of the adjourned Meeting shall be given as if it is an original Meeting. 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.

**ARTICLE 6
DIRECTORS**

6.1 **Powers**

Subject to the Act, the Regulations and the Articles, the National Council shall manage or supervise the activities and affairs of the Fellowship.

6.2 **Number**

The number of Directors shall be between the minimum and maximum number of eight (8) and twelve (12). There shall be at least one (1) and no more than five (5) Directors from each Region.

6.3 **Qualifications**

A Director must be at all times an individual who is not less than twenty-one (21) years of age, has not been declared by a court in Canada or elsewhere to be incapable, is not bankrupt and complies at all times with Section 2.1. A Director must be and remain a member in good standing of a church that is a MEMBER Church. A director must read, agree to, submit to, and sign the Fellowship's Code of Conduct for Directors as determined by National Council policy. At least two of the Directors must not be Officers. None of the Directors may be an employee of the Fellowship or its affiliates.

6.4 **Vacancies**

So long as a quorum of the Directors remains in office, a vacancy on the National Council may be filled by the Directors of the Fellowship to serve until the next (regular) Annual meeting of the MEMBER Churches. If no quorum of Directors exists, the remaining Directors shall forthwith call a Special Meeting of MEMBER Churches to fill the vacancies on the National Council.

6.5 **Removal of Directors**

The MEMBER Churches may, by Special Resolution (passed at a Meeting of MEMBER Churches of which notice specifying the intention to pass the Ordinary Resolution has been given), remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed. Upon no specific individual being elected, such vacancy may be filled by the National Council, to serve until the next (regular/annual) meeting of MEMBER Churches. The Director shall be entitled to submit to the Fellowship a written statement giving reasons for opposing his or her removal or replacement.

6.6 **Remuneration of Directors**

The Directors of the Fellowship shall serve without remuneration and shall not receive directly or indirectly any income or profit from the Fellowship. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Fellowship.

6.7 **Responsibility for Acts**

The Directors, while in office, shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done, or entered into in the name or on behalf of the Fellowship, except such as have been submitted to and authorized or approved by the National Council.

6.8 **Term of Office**

The usual term of office of Director shall be three (3) years, to expire at the third Annual Meeting following election. As close as possible, one-third ($\frac{1}{3}$) of the Directors shall be elected each year so as to enhance continuity.

6.9 **Re-Election**

A Director, if otherwise qualified, is eligible for election for two (2) consecutive full three (3) year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date the Director ceased to be a Director.

6.10 **Elections**

At each Annual Meeting, a number of Directors required to ensure that the total number of Directors complies with the requirements of Section 6.2 shall be elected by the MEMBER Churches entitled to vote.

6.11 **Ceasing to Hold Office**

A Director ceases to hold office when the Director:

- (a) dies, or resigns;
- (b) is removed from office by the MEMBER Churches in accordance with Section 6.5; or
- (c) is removed by a majority vote of the National Council directors for no longer fulfilling all of the qualifications to be a Director set out in Section 6.3.

Upon a person ceasing to be a Director, that person shall be deemed to have also automatically resigned as an Officer (if it is a requirement to be a Director to hold that particular Officer position) and a committee member, provided that the National Council may in its discretion subsequently re-appoint such individual as a committee member if the National Council deems it appropriate in the circumstances and the vacancy may be filled in the manner set out in Section 6.4.

6.12 **Resignation**

A resignation of a Director is effective at the time his or her written resignation is sent to and accepted by the National Council.

6.13 **Nominations**

The candidates in any election of Directors shall include:

- (a) the slate of candidates proposed by the Nominating Committee or, if there is no Nominating Committee then in office, by the Executive Committee;
- (b) those persons nominated for the election of Directors contained in a Proposal signed by not less than the percentage set out in the Regulations of the MEMBER Churches entitled to vote at the Meeting at which the Proposal is to be presented.;
- (c) the persons whose names are nominated by written notice received by the Secretary at least fourteen (14) days prior to the date of the Meeting of MEMBER Churches at which the election of Directors is held which meets the nomination requirement prescribed by the National Council.

6.14 **Nomination on Requirements and Forms**

The National Council may prescribe the form for nominating a Director and the requirements for a valid nomination.

ARTICLE 7 MEETINGS OF DIRECTORS

7.1 **Place of Meetings**

Meetings of the National Council may be held at the head office of the Fellowship or at any other place within or outside of Canada, as the National Council may determine.

7.2 **Calling of Meetings**

Meetings of the National Council may be called by the Chair of the National Council, a Vice-Chair of the National Council or any two (2) Directors at any time.

7.3 **Notice of Meeting**

Notice of the time and place for the holding of a Meeting of the National Council shall be given in the manner provided in Article 14 to every Director of the Fellowship not less than seventy-two (72) hours before the time the Meeting is to be held if provided by telephonic or electronic means or not less than fourteen (14) days before the date of the Meeting, if provided by mail or delivered personally. Notice of an adjourned Meeting is not required if the time and place of the adjourned Meeting is announced at the original Meeting. No notice of Meeting need specify the purpose or the business to be transacted at the Meeting, except that a notice must be provided to specify any matter referred to in Subsection 138(2) of the Act that is to be dealt with at the Meeting.

7.4 **Waiving Notice**

A Director may waive notice of a National Council Meeting, and attendance of a Director at a National Council Meeting is a waiver of notice of the Meeting, except if the Director attends a National Council Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.

7.5 **First Meeting of New National Council**

Provided that a quorum of Directors is present, the National Council may hold its first Meeting immediately following the annual Meeting of MEMBER Churches and no additional notice of that Meeting is required.

7.6 **Regular Meetings**

The National Council may appoint a day or days in any month or months for regular Meetings of the National Council at a place and hour to be named. A copy of any resolution of the National Council fixing the place and time of such regular Meetings of the National Council shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular Meeting, except that a notice must be provided to specify any matter referred to in Subsection 138(2) of the Act that is to be dealt with at the Meeting.

National Council shall meet a minimum of three (3) times per year.

7.7 **Quorum**

A majority of the number of Directors specified in the Articles constitutes a quorum at any Meeting of the National Council; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 6.2. For the purpose of

determining quorum, a Director may be present in person, or, if authorized under this Bylaw, by teleconference and/or by other electronic means.

7.8 **Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a National Council Meeting by means of a telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during the Meeting. A Director participating in the Meeting by such means shall be deemed for the purposes of the Act to have been present at that Meeting. A consent pursuant to this section may be given before or after the Meeting to which it relates and may be given with respect to all Meetings of the National Council and committees of the National Council.

7.9 **No Alternate Directors**

No person shall act for an absent Director at a National Council Meeting.

7.10 **Chair of the Meeting**

The Chair of National Council Meetings shall be the Chair of the National Council, or a Vice-Chair of the National Council if the Chair of the National Council is absent or unable to act. In the event that the Chair of the National Council and Vice-Chair of the National Council are absent, the Directors who are present shall choose one of their number to chair the Meeting.

7.11 **Votes to Govern**

At any National Council Meeting, every question may be determined by consensus on the part of those entitled to vote on that question. If consensus (which shall mean no person entitled to vote objects to the decision) cannot be achieved, then the question shall on the request of a minimum of ten percent (10%) of those entitled to vote on the question, be determined by a majority of the votes cast on the question. Each Director may exercise one (1) vote.

7.12 **Dissent at Meeting**

Subject to the Act, a Director who is present at a National Council Meeting or of a Meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the Meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the Meeting; or
- (b) the Director sends a written dissent to the Secretary of the Meeting before the Meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Fellowship immediately after the Meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

7.13 **Dissent of Absent Director**

A Director who was not present at a Meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the Meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Fellowship.

7.14 **Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a National Council Meeting, shall be as valid as if it had been passed at a National Council Meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the National Council or committee of Directors.

7.15 **Persons Entitled to be Present**

The only persons entitled to be present at a National Council Meeting shall be those entitled to vote at the Meeting, the Directors of the Fellowship and such other persons who are entitled or required under any provision of the Act, Articles or Bylaws of the Fellowship to be present at the Meeting. Any other person may be admitted only on the invitation of the Chair of the Meeting or by Ordinary Resolution of the Directors.

ARTICLE 8 COMMITTEES

8.1 **Committees**

In addition to the committees described in this Article, the National Council may from time to time create any other committee, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers and terms as the National Council shall see fit. Except as specifically set out in this Bylaw, the National Council shall appoint all members of a committee and any committee member may be removed by the National Council. Unless otherwise determined by the National Council, any other committee of the Fellowship shall have the power to fix its quorum at not less than a majority of its MEMBER Churches, to elect its chairperson and to otherwise regulate its own procedure, subject to the requirement that the chairperson of a Committee must be a Director. The National Council may at any time remove any member of a committee except a member who was elected by the MEMBER Churches.

8.2 **Executive Committee**

The National Council, whenever it consists of more than six (6) Directors, may elect from among its number an Executive Committee consisting of not less than four (4) Directors, as the National Council may by resolution determine. Unless removed by the National Council, the Executive Committee shall include the Chair, the Vice-Chair and the Fellowship Secretary/Treasurer, if the Fellowship Secretary/Treasurer is a Director. The Chair of the National Council shall be the Chair of the Executive Committee. Each member of the Executive Committee may serve for as long as he or she remains a Director and may be removed by an Ordinary Resolution of the National Council. The National Council may fill vacancies in the Executive Committee by election from among its members. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

8.3 **Powers of Executive Committee**

The Executive Committee shall have such powers, including delegated powers, of the Directors as the Directors fix by Ordinary Resolution, except for those prohibited powers set out in Section 138(2) of the Act.

8.4 **Meetings of the Executive Committee**

Meetings of the Executive Committee shall be held at any time and place determined by such Committee.

8.5 **Other Directors Present**

All Directors shall be entitled to attend and speak but not to vote at any Meeting of the Executive Committee unless all of the Directors are present. A Director who is not a member of the Executive Committee is not entitled to notice of any Meeting of the Executive Committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

8.6 **Standing Committees**

There shall be a Nominating Committee and an Audit Committee and there may be such other standing committees with such purposes, powers and responsibilities as the National Council may determine from time to time by resolution.

8.7 **Ad Hoc Committees**

There may be such Ad Hoc Committees and Ministry Teams for such purposes as the National Council or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon whichever of the following first occurs:

- (a) the delivery of its final report if any;

- (b) the completion of its assigned task; or
- (c) a resolution to that effect of the National Council or Executive Committee.

8.8 **Nominating Committee**

The Nominating Committee shall:

- (a) prepare a slate of candidates, that comply with the selection criteria provided by National Council from time to time for any vacant positions on the National Council for an election to be held at the Annual Meeting;
- (b) prepare a slate of candidates, that comply with the selection criteria provided by National Council from time to time, for any vacant positions on the Nominating Committee for an election to be held at the Annual Meeting;
- (c) make recommendations to the National Council for approval of the slate of candidates to fill vacancies on the Nominating Committee and National Council, the latter of whom shall distribute the nominations to every MEMBER Church at least twenty-one (21) days prior to the Annual Meeting of MEMBER Churches;
- (d) be comprised of:
 - (i) two (2) Directors appointed by the National Council;
 - (ii) a minimum of four (4) members elected at large by the MEMBER Churches at a Meeting of MEMBER Churches;
 - (iii) at least as many members as is required for there to be one (1) member for every Region;
 - (iv) members who may serve for two (2) year terms, with approximately one-half (½) of the Committee concluding their term each year, followed by a minimum of one (1) year off the Committee;
- (e) not be composed of any person who is a Director and eligible for re-election as such; and
- (f) be chaired by one of the Directors appointed by National Council.

8.9 **Audit Committee**

The Audit Committee shall:

- (a) be elected annually by the National Council;
- (b) consist of no more than one member from the Executive Committee;
- (c) annually review and present the audited statements to the National Council; and

- (d) make recommendations to the National Council regarding the financial statements of the Fellowship, the reports and activities of the auditor and any concerns arising from its activities.

8.10 **Rules Governing Committees**

- (a) Except as otherwise provided in this Bylaw, all committees except the Executive Committee are subject to the following rules:
 - (i) each Committee shall meet at least annually, and more frequently at the will of its chairperson or as required by its terms of reference or as requested by the National Council; and
 - (ii) each Committee shall be responsible to and report to the National Council.

ARTICLE 9 OFFICERS

9.1 **Appointment**

The National Council may designate the offices of the Fellowship, appoint persons as Officers for such terms as the National Council may specify, specify their duties and, subject to the Act and the Regulations, delegate to such Officers the power to manage the affairs of the Fellowship. An Officer may be, but need not be, a Director unless this Bylaw otherwise provides. Two or more offices may be held by the same person.

9.2 **Description of Offices**

The National Council may designate the following offices of the Fellowship, and persons elected or appointed to these offices shall have the following restrictions, duties and powers associated therewith, as well as such other duties and powers as the National Council may specify from time to time:

- (a) **Chair** - The Chair shall be elected by the National Council, shall be a Director and shall hold office for a one (1) year term. The Chair, if any, shall, when present, preside at all meetings of the National Council, committees of Directors, if any, and the MEMBER Churches. It is preferable that at least one of the Chair or the Vice-Chair shall have served as Chair or Vice-Chair in the last twenty-four (24) months.
- (b) **Vice-Chair of the National Council** – There shall be a Vice-Chair of the National Council elected by the National Council for a one (1) year term. The Vice-Chair must be a Director. It is preferable that the Chair or the Vice-Chair shall have served as Chair or Vice-Chair in the last twenty-four (24) months. If the Chair of the National Council is absent or is unable or refuses to act, the Vice-Chair of the National Council shall, when present, preside at all meetings of the National Council, committees of Directors, if any, and the MEMBER Churches.

In the event the Vice-Chair cannot determine who shall preside, the persons at the meeting entitled to vote shall select one of them by Ordinary Resolution.

- (c) **President** – When appointed by the National Council, the President shall act as a Chief Executive Officer of the Fellowship and shall be responsible for implementing the strategic plans and policies of the Fellowship. The President is the sole employee of the Fellowship under the direction of National Council, and holds office at the discretion of National Council.
- (d) **Fellowship Secretary/Treasurer** – The Fellowship Secretary/Treasurer shall attend and be the secretary of all meetings of the National Council, MEMBER Churches, Executive Committee, and other Committees. The Fellowship Secretary/Treasurer shall keep an up-to-date register of all Directors, MEMBER Churches, and Officers, with their addresses, together with the names of all the pastors of the MEMBER Churches. The Fellowship Secretary/Treasurer shall enter or cause to be entered in the Fellowship's minute book, minutes of all proceedings at such meetings. The Fellowship Secretary/Treasurer shall give, or cause to be given, as and when instructed, notices to MEMBER Churches, Directors, the Public Accountant and members of committees. The Fellowship Secretary/Treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Fellowship. The Fellowship Secretary/Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Fellowship. Whenever required, the Fellowship Secretary/Treasurer shall render to the National Council an account of all such person's transactions as Treasurer and of the financial position of the Fellowship.

The National Council shall appoint all other Officers. The duties of all other Officers of the Fellowship shall be such as the terms of their engagement call for or the National Council or the President requires of them. The National Council may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

9.3 **Term of Office**

With the exception of the President, Officers shall hold their position for a period of one (1) year or until their successors are appointed, or, in those cases where an Officer is appointed by the National Council to fill a vacancy during the year, until the first meeting of the National Council immediately following the Annual Meeting of MEMBER Churches.

9.4 **Removing Officers**

In the absence of a written agreement to the contrary, the National Council may remove by Ordinary Resolution, whether for cause or without cause, any Officer of the Fellowship. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation being accepted by National Council;
- (d) the Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (e) the Officer's death,

If the office of any Officer of the Fellowship shall be or become vacant, the National Council may appoint a person to fill such vacancy.

9.5 **Remuneration of Officers**

The remuneration of any Officers appointed by the National Council shall be determined by the Executive Committee of National Council, except for those Officers who are Directors, who shall receive no remuneration.

9.6 **Agents and Attorneys**

Subject to the Bylaws, the National Council may authorize any Officer from time to time to appoint agents or attorneys for the Fellowship in or outside of Ontario with such powers of management, administration or otherwise as the National Council considers fit.

ARTICLE 10 CONFLICTS OF INTEREST

10.1 **No Conflict of Interest Permitted**

Unless specifically permitted by law and approved by the National Council, or as otherwise allowed for herein, no Director or a family member of a Director shall enter into a contract, business transaction, grant, financial arrangement or other matter with the Fellowship in which the Director, the church he or she is a member of, or any of his or her family members has any direct or indirect material personal interest, gain or benefit. The National Council may by Special Resolution allow for an action or activity to be taken which otherwise might be a conflict of interest or appear to be a conflict of interest, if such action or activity is not in violation of the law and the Act and, in the sole discretion of National Council, allowing for the action or activity will benefit the purposes of the Fellowship while not bringing liability upon the Fellowship or its reputation into disrepute.

10.2 **Disclosure of Interest**

Pursuant to the Act and the Regulations, a Director or Officer of the Fellowship shall disclose, at the time and in the manner required by the Act, in writing to the Fellowship or request to have entered in the minutes of a National Council Meeting, the nature and

extent of any interest that the Director or Officer has in any material contract or material transaction whether made or proposed, with the Fellowship if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Fellowship's activities, would not require approval by the Directors or MEMBER Churches, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Fellowship, or request to have entered in the minutes of a National Council Meeting, the nature and extent of their interest.

10.3 **Director's Disclosure**

The disclosure required shall be made, in the case of a Director:

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting at which the proposed contract or transaction is first considered, interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director

10.4 **Officer's Disclosure**

The disclosure required shall be made, in the case of an Officer:

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

10.5 **Disclosure Procedure**

The Chair of National Council Meetings shall request any Director or Officer who has made a disclosure referred to in Sections 10.2, 10.3, and 10.4 to leave for the discussion of the matter, with such action being recorded in the minutes. The Director or Officer shall not attempt to influence the National Council's decision or vote on any resolution to approve such contract except as provided by the Act. A Director required to make a disclosure shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is for indemnity or insurance under Section 151 of the Act.

ARTICLE 11 LIABILITY OF DIRECTORS AND OFFICERS

11.1 **Duties of Directors and Officers**

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Fellowship and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Fellowship shall comply with the Act, the Regulations, Articles, Bylaws and policies of the Fellowship.

11.2 **Directors and Officers Liability Exclusion**

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Fellowship shall be personally liable for any loss or damage or expense to the Fellowship 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 Fellowship or for or on behalf of the Fellowship;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Fellowship 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 Fellowship;

- (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; and
- (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.

11.3 **Indemnity of Directors and Officers**

Subject to the Act, the Fellowship may indemnify a Director or Officer of the Fellowship, a former Director or Officer of the Fellowship or another individual who acts or acted at the Fellowship's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Fellowship or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Fellowship's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Fellowship may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

11.4 **Pre-Indemnity Considerations**

Before giving approval to the indemnities provided in Section 11.3 herein, or purchasing insurance provided in Section 11.5 herein, the National Council 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 of the Fellowship to give the indemnity or purchase the insurance.

11.5 **Insurance**

- (a) Subject to the Act, the Fellowship may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Fellowship pursuant to Section 11.3 as the National Council may determine from time to time against any liability incurred by the individual:
 - (i) in the individual's capacity as a Director or an Officer of the Fellowship; or
 - (ii) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Fellowship's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of Directors and Officers liability insurance.

- (b) 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 Fellowship.

11.6 **Co-operation**

It shall be the obligation of any Director or Officer seeking insurance coverage or indemnity from the Fellowship to co-operate fully with the Fellowship 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 Fellowship.

11.7 **Advances**

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Fellowship is liable to indemnify a Director or Officer pursuant to this Bylaw, the Fellowship may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Fellowship disclosing the particulars of such claims, actions, suits or proceedings and requesting such an advance.

ARTICLE 12 OPERATIONAL AND FINANCIAL MATTERS

12.1 **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Fellowship may be signed by any two (2) of its Officers.

Notwithstanding the foregoing, the National Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

12.2 **Financial Year Determined**

The financial year of the Fellowship shall terminate on the last day of August in each year or on such other date as the National Council may from time to time by resolution determine.

12.3 **Banking Arrangements**

The banking business of the Fellowship shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the President may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by two (2) persons, approved by National Council, as the President may from time to time designate, direct or authorize.

12.4 **Deposit of Securities**

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

12.5 **Borrowing**

- (a) Subject to the limitations set out in the Act, the Articles and this Bylaw, the National Council may:
 - (i) borrow money on the credit of the Fellowship;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Fellowship; and
 - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Fellowship, owned or subsequently acquired, to secure any debt obligation of the Fellowship.
- (b) From time to time, the National Council may authorize any Director or Officer or other persons of the Fellowship to make arrangements with reference to money

borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the National Council may authorize and generally to manage, transact and settle the borrowing of money by the Fellowship.

ARTICLE 13 PUBLIC ACCOUNTANT

13.1 Public Accountant

The MEMBER Churches shall, by Ordinary Resolution at each Annual Meeting, appoint a Public Accountant to perform the annual audit and hold office until the next Annual Meeting in accordance with the Act. The Directors may fill any casual vacancy in the office of the Public Accountant to hold office until the next following Annual Meeting. The remuneration of the Public Accountant may be fixed by Ordinary Resolution of the MEMBER Churches, or if not so fixed, shall be fixed by the National Council.

ARTICLE 14 NOTICES

14.1 Method of Giving Notices

Any notice (including any communication or document) to be given, sent, delivered or served pursuant to the Act, the Articles, the Bylaws or otherwise to a MEMBER Church, Director, Officer, member of a committee of the National Council, or the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Fellowship or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Fellowship in accordance with the Act and received by Corporations Ontario; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act and Section 14.6 of this Bylaw.

- (e) A notice which is delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice which is mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice which is transmitted by telephonic, electronic or other communication facility shall be deemed to have been given when transmitted to the communication company. The Fellowship Secretary may change or cause to be changed the recorded address of any MEMBER Church, Director, Officer, Public Accountant, or member of a committee of the National Council in accordance with any information believed by the Fellowship Secretary to be reliable. The declaration by the Fellowship Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Fellowship to any notice or other document to be given by the Fellowship may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

14.2 **Computation of Time**

In computing the date when notice must be given under any provision of the Bylaw, the date of giving the notice is, unless otherwise provided, not included but the date of the meeting or event is included.

14.3 **Undelivered Notices**

If any notice given to a MEMBER Church is returned on two consecutive occasions because such MEMBER Church cannot be found, the Fellowship shall not be required to give any further notices to such MEMBER Church until such MEMBER Church informs the Fellowship in writing of its new address.

14.4 **Omissions and Errors**

The accidental omission to give any notice to any MEMBER Church, Director, Officer, member of a Committee of the National Council or Public Accountant, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at that Meeting.

14.5 **Waiver of Notice**

Any MEMBER Church, Director, Officer, member of a Committee or Public Accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the Meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of MEMBER Churches or of the National Council, or of a committee of the National Council, which may be given in any manner.

14.6 **Provision of Documents in Electronic Form**

Any requirement under the Act or the Bylaws to provide a MEMBER Church, Director, Officer, member of a Committee or Public Accountant with information may be satisfied by the provision of an electronic document, provided that:

- (a) the addressee has consented in the manner prescribed by the Regulations, if any, and has designated an information system for the receipt of electronic documents; and
- (b) either the electronic document is provided to the designated information system or any other action prescribed by the Regulations is taken.

An addressee may revoke the consent in any manner prescribed by the Regulations. Nothing in this section shall require a person to create or otherwise provide an electronic document.

14.7 **When Documents are to be Created in Writing**

Where the Act or the Bylaws expressly require that a notice, document or other information be either provided or created in writing, such requirement shall be satisfied by the provision or creation of an electronic document provided that, in addition to the conditions set out in Section 14.6, the information in the electronic document is accessible by the addressee and capable of being retained by the addressee so as to be usable for subsequent reference, and complies with any other requirement of the Regulations. However, any requirement under the Act or the Regulations for the provision of a document only by registered mail cannot be satisfied by an electronic document.

ARTICLE 15 BYLAW AND ARTICLES OF INCORPORATION AMENDMENTS

15.1 **Authority of Fellowship National Governance Documents and Resolutions**

From the 1950s to the 1990s “Fellowship Yearbooks” included Position Resolutions and Position Statements. These documents were drafted and approved at National Conferences and represented expressions of opinion, concern, or special focus at the time they were approved. Position Resolutions and Position Statements are not binding upon MEMBER Churches and the practice of creating these documents has been discontinued. The following will be determinative of the authority upon Fellowship MEMBER Churches for all Fellowship National governance documents:

- (a) **Word of God:** The final source of authority in all areas of faith and practice is the Word of God as described in “The Bible” section of the Affirmation of Faith.

- (b) **Affirmation of Faith:** From the Bible, we have developed our Affirmation of Faith. The Affirmation of Faith enables us as MEMBER Churches to come together as a fellowship of congregations by setting forth those aspects of the Word of God that we believe represent an appropriate and necessary spectrum of doctrinal truth.
The Affirmation of Faith is a binding document upon all MEMBER Churches. Amendments to the Affirmation of Faith can only be made by a Three Quarters (3/4) Resolution as set out in Section 2.1.
- (c) **Fellowship Bylaw:** For the purposes of legal definition within the society in which God has placed us and to protect the integrity and ongoing mission of our Affiliation of MEMBER Churches, the *Fellowship's General Operating Bylaw* has been filed with the federal government and approved by the Canada Revenue Agency Charities Directorate to evidence how we govern ourselves as an Affiliation of MEMBER Churches.
This Bylaw is binding upon MEMBER Churches. Amendments to the Bylaw can only be made by a Special Resolution as set out in Article 15.
- (d) **Fellowship Policy Statements:** Policy Statements are expressions of biblical convictions that we hold as Fellowship Baptists which have been approved by the delegates at a National Conference and are consistent with our Affirmation of Faith. We must strive to achieve some standard of expectation that will allow MEMBER Churches appropriate levels of liberty in accordance with our historic principle of "soul liberty" on the one hand while not impairing the concept of theological integrity on the other.
Policy Statements are binding upon MEMBER Churches. Policy Statements are initially drafted or amended by National Council or by not less than five percent (5%) of MEMBER Churches as set out in Section 5.7. Policy Statements will have no binding effect until approved by a Special Resolution vote of not less than two-thirds (2/3).
- (e) **Fellowship Guiding Statements:** Guiding Statements represent expressions of opinion, concern, or special focus that reflect particularly upon issues of theological importance that may need fuller definition than has been made in the Affirmation of Faith. Guiding Statements are designed to be a helpful resource to MEMBER Churches as the church discusses and votes on issues both theological and practical that impact their local ministry.
Guiding Statements are not binding upon MEMBER Churches. Guiding Statements are drafted or amended by National Council, formulated by assigned study teams with regional representation.

15.2 **Bylaws and Effective Date**

Subject to the Articles, the National Council may, as necessary, make, amend or repeal any Bylaws that regulate the activities or affairs of the Fellowship. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of MEMBER Churches where it may be confirmed, rejected or amended by the MEMBER Churches by Special Resolution. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the MEMBER Churches, it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the MEMBER Churches at the next Meeting of MEMBER Churches or if it is rejected by the MEMBER Churches at the Meeting. National Council shall give not less than twenty-one (21) days' notice of any such Bylaw, amendment or repeal.

15.3 **MEMBER Churches Proposal for Bylaw Amendment**

MEMBER Churches may submit in writing to the National Council a Notice of Amendment to the Bylaw provided such amendment does not include any amendment to the Affirmation of Faith and provided at least five percent (5%) of the MEMBER Churches endorse the Notice as evidenced by an executed letter from an authorized representative of each such MEMBER Church and provided the Notice is accompanied by a copy of the minutes of the meeting at which the proposing MEMBER Church determined in accordance with its procedural requirements that it would submit the Notice. The Notice of Amendment to the Bylaw shall be given to each MEMBER Church of the Fellowship at least six (6) months before the next Annual Meeting of MEMBER Churches and the proposed amendment shall be placed before the MEMBER Churches at that meeting. An amendment to a Bylaw must be passed by a Special Resolution of the MEMBER Churches.

15.4 **Amendment of MEMBER Churches' Rights**

Subject to the Act, no amendment to any provision of this Bylaw which affects the membership rights and/or conditions set out in Part 13 (Fundamental Changes) of the Act shall be permitted unless there is compliance with Part 13 of the Act.

15.5 **Amendment of Articles**

The Articles of the Fellowship may only be amended by a Special Resolution of the National Council at a National Council Meeting called for that purpose and later sanctioned by a Special Resolution of the MEMBER Churches.

15.6 **Consent of CRA Required**

Notwithstanding Section 15.5, amendment of the purposes contained in and the dissolution clause contained in the Articles shall require the prior written consent of the Canada Revenue Agency.

15.7 **Repeal**

Subject to the provisions of Section 15.3 hereof, all prior Bylaws, resolutions and other enactments of the Fellowship inconsistent in either form or content with the provisions of this Bylaw heretofore enacted or made are repealed.

15.8 **Exception**

The provisions of Section 15.7 shall not extend to any Bylaw or resolution heretofore enacted for the purpose of providing to the National Council the power or authority to borrow.

15.9 **Proviso**

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

ENACTED by the Directors as a Bylaw of the Fellowship this 14th day of May 2019.

Chair of the National Council

Secretary

CONFIRMED by the MEMBER Churches in accordance with the *Canada Not-for-profit Corporations Act* on the 13th day of November, 2019.

Chair of the National Council

Secretary

Copy of the signed and fully approved Bylaw provided to the Ministry of Industry on the _____ day of _____, 20____. (required to be deposited within one year of approval).

Schedule A

Affirmation of Faith

(Adopted at its organizational Convention, October 21, 1953.)

The Bible

We believe the Bible to be the complete Word of God; that the sixty-six books, as originally written, comprising the Old and New Testaments were verbally inspired by the Spirit of God and were entirely free from error; that the Bible is the final authority in all matters of faith and practice and the true basis of Christian union.

God

We believe in one God, creator of all, holy, sovereign, eternal, existing in three equal Persons, the Father, the Son and the Holy Spirit.

Christ

We believe in the absolute and essential deity of Jesus Christ, in His eternal existence with the Father in pre-incarnate glory, in His virgin birth, sinless life, substitutionary death, bodily resurrection, triumphant ascension, mediatorial ministry and personal return.

The Holy Spirit

We believe in the absolute and essential deity and personality of the Holy Spirit Who convicts of sin, of righteousness and of judgment; Who regenerates, sanctifies, illuminates and comforts those who believe in Jesus Christ.

Satan

We believe that Satan exists as an evil personality, the originator of sin, the archenemy of God and man.

Man

We believe that man was divinely created in the image of God; that he sinned, becoming guilty before God, resulting in total depravity, thereby incurring physical and spiritual death.

Salvation

We believe that salvation is by the sovereign, electing grace of God; that by the appointment of the Father, Christ voluntarily suffered a vicarious, expiatory and propitiatory death; that justification is by faith alone in the all-sufficient sacrifice and resurrection of the Lord Jesus Christ and that those whom God has effectually called shall be divinely preserved and finally perfected in the image of the Lord.

Future Things

We believe in the personal, bodily and glorious return of the Lord Jesus Christ; in the bodily resurrection of the just and the unjust; in the eternal blessedness of the redeemed and in the judgment and conscious, eternal punishment of the wicked.

The Local Church

We believe that a church is a company of immersed believers, called out from the world, separated unto the Lord Jesus, voluntarily associated for the ministry of the Word, the mutual edification of its members, the propagation of the faith and the observance of the ordinances. We believe it is a sovereign, independent body, exercising its own divinely awarded gifts, precepts and privileges under the Lordship of Christ, the Great Head of the church. We believe that its Officers are pastors and deacons.

Ordinances

We believe that there are only two ordinances for the church regularly observed in the New Testament in the following order:

Baptism which is the immersion of the believer in water, whereby he obeys Christ's command and sets forth his identification with Christ in His death, burial and resurrection.

The Lord's Supper which is the memorial wherein the believer partakes of the two elements, bread and wine, which symbolize the Lord's body and shed blood, proclaiming His death until He come.

The Church and State

We believe in the entire separation of church and state.

Religious Liberty

We believe in religious liberty; that every man has the right to practice and propagate his beliefs.

The Lord's Day

We believe that the first day of the week is the Lord's day and that, in a special sense, it is the divinely appointed day for worship and spiritual exercise.

Civil Government

We believe that civil government is of divine appointment for the interest and good order of society; that magistrates are to be prayed for, conscientiously honoured and obeyed, except only in the things opposed to the will of our Lord Jesus Christ, Who is the only Lord of the conscience and Prince of the kings of the earth.