

**ST. PETER'S FIRESIDE Bylaws**

**PART 1 – INTERPRETATION**

1. In these bylaws and the constitution of the Church, unless the context otherwise requires:

“address of the Church” means the address of the Church as filed from time to time with the Registrar in the Notice of Address;

“appointed Trustee” means a person appointed in accordance with these bylaws as an appointed Trustee or appointed as a replacement Trustee for an appointed Trustee;

“bylaws” means the bylaws of the Church as filed in the Office of the Registrar;

“Chair” means the person holding the office of Chair in accordance with these bylaws but such office holder may, with the approval of a Trustees’ resolution, use the title President, Chairperson, Chairwoman or Chairman in substitution for, or in addition to, the title “Chair”;

“Church” means the society incorporated pursuant to the Society Act under the name ST. PETER'S FIRESIDE CHURCH, also referred to herein as the “Church”;

“constitution” means the constitution of the Church as filed in the Office of the Registrar;

“elected Trustee” means a person elected as an elected Trustee in accordance with these bylaws or elected or appointed as a replacement Trustee for an elected Trustee;

“ex officio Trustee” means the person serving as ex officio Trustee by virtue of being the Rector or Rector’s Warden in accordance with these bylaws;

“founding Trustee” means a person whose name is included in the List of First Directors filed with the Registrar at the time of incorporation;

“Income Tax Act” means the Income Tax Act R.S.C. 1985 (5<sup>th</sup> sup.) c.1 as amended from time to time;

“members” means the applicants for incorporation of the Church and those persons who have subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and a “member” means any one of them;

“Membership Criteria” means the criteria set out by Trustees’ resolution from time to time;

“ordinary resolution” means:

- (i) a resolution passed at a general meeting of the Church by a simple majority of the votes cast by those members entitled to vote in person at such meeting; or
- (ii) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote in person at a general meeting of the Church;

“People’s Warden” means a person elected by the members as Trustee and People’s Warden in accordance with these bylaws;

“Rector” means the person appointed as such in accordance with these bylaws;

“Rector’s Warden” means a person appointed from amongst the members by the Rector as Trustee and Rector’s Warden in accordance with these bylaws;

“registered address” of a member or Trustee means the address of that person as recorded in the register of members or the register of Trustees;

“Registrar” means the Registrar of Companies of the Province of British Columbia;

“Secretary” means a person elected by the members as the Trustee and Secretary in accordance with these bylaws;

“Society Act” means the Society Act R.S.B.C., 1996, c. 433, as amended from time to time;

“special resolution” means:

- (i) a resolution passed at a general meeting of the Church by a majority of not less than 75% of the votes cast by those members entitled to vote in person at such meeting; or
- (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Church;

“Treasurer” means a person elected by the members as Trustee and Treasurer in accordance with these bylaws;

“Trustees” means those persons acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Church and exercising the powers of the Church, and who have become either ex officio, appointed, elected, founding or replacement Trustees in accordance with these bylaws and have not ceased to be Trustees, and a “Trustee” means any one of them, including the Rector, the Rector’s Warden, the People’s Warden, the Secretary and the Treasurer;

“Trustees’ resolution” means:

- (i) a resolution passed at a meeting of the Trustees by a simple majority of the votes cast by those Trustees entitled to vote at such meeting; or
- (ii) a resolution that has been submitted to all of the Trustees and consented to in writing by all of the Trustees who would have been entitled to vote on it in person at a meeting of the Trustees.

2. The definitions contained in the Society Act on the date these bylaws become effective apply to these bylaws and the constitution except where the wording of the definitions contained in the Society Act conflict with the wording of the definitions contained in these bylaws, and in such case, the wording of the definitions contained in these bylaws shall take precedence provided that the meaning thereof does not contravene the Society Act.

3. Words incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## **PART 2 – MEMBERSHIP**

2.1 Membership in the Church shall be restricted to the applicants for incorporation and to those persons who:

- a) have been accustomed worshippers within the Church for at least three months; and
- b) have been duly baptized in accordance with the requirements of a Christian church; and

- c) profess faith in the Christian Gospel and a willingness to live and serve in conformity to the teaching of the bible; and
- d) are at least 16 years old; and
- e) are not members of another church; and
- f) have applied to become members; and
- g) have met the Membership Criteria as determined by the Trustees.

2.2 There shall be one class of members. In the absence of any determination establishing a specific term for a member, a member shall continue as a member until ceasing to be a member pursuant to bylaw

2.4.

2.3 A member may withdraw from the Church by delivering his or her resignation in writing to the Secretary of the Church or delivering it to the address of the Church.

2.4 A person shall immediately cease to be a member of the Church upon:

- a) the date of which is the later of the date of delivering his or her resignation in writing to the Secretary of the Church or to the address of the Church or the effective date of the resignation stated therein; or
- b) his or her death; or
- c) the expiration of the term currently determined stipulating the length of time for which he or she is to be a member; or
- d) being removed; or
- e) ceasing, other than by reason of illness or incapacity, for the preceding two (2) years, to worship within the church and to have provided an identifiable commitment of time, talents or financial resources to the Church; or
- f) becoming a member of another church.

2.5 The Rector may determine that a member has ceased to profess faith in the Christian Gospel and a willingness to live and serve in conformity to the teaching of the bible, or to comply with the Membership Criteria, and should be removed as a member, and upon oral or written notice to the member of such determination, the member shall be removed.

2.6 The membership of a person in the Church is not transferable.

2.7 There shall be no annual or other membership dues.

2.8 All members shall be in good standing except a member who, other than by reason of illness or incapacity, has ceased for at least the 12 months preceding to be an accustomed worshipper within the Church and to have provided an identifiable commitment of time, talents or financial resources to the Church.

### **PART 3 – MEETINGS OF MEMBERS**

3.1 The Secretary shall be responsible for making the necessary arrangements for:

- a) the issuance of notices of meetings of members; and
- b) the keeping of minutes of all meetings of members; and

c) the maintenance of the register of members.

3.2 The general meetings of the Church shall be held at such time and place, in accordance with the Society Act, as the Secretary shall decide.

3.3 The Secretary shall give not less than 14 days written notice of a general meeting to the members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.4 Notice of a general meeting shall specify the place, the day and the hour of the meeting.

3.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 The first annual general meeting of the Church shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

3.7 Every general meeting other than an annual general meeting is an extraordinary general meeting.

3.8 The Secretary may, whenever he or she thinks fit, convene an extraordinary general meeting.

3.9 An annual general meeting may be referred to as an “annual vestry” and an extraordinary general meeting as a “special vestry”. The Secretary may be referred to as the “Vestry Clerk” and the Church as the “Parish”.

3.10 The Trustees, on the requisition of 10% or more of the members, must convene a general meeting without delay. Requisitions must be signed by the requisitioning members, must state the purpose of the general meeting and must be delivered to the address of the Church.

#### **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

4.1 Special business is:

- a) all business at an extraordinary general meeting except the adoption of rules of order;
- b) all business that is transacted at an annual general meeting, except:
  - i. the adoption of rules of order;
  - ii. consideration of the financial statements;
  - iii. consideration of the report of the Trustees;
  - iv. consideration of the report of the auditor;
  - v. the election or appointment of Trustees, including the People’s Warden, Secretary and Treasurer;
  - vi. the appointment of the auditor; and
  - vii. such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Trustees if the report was issued with the notice of the meeting.

- 4.2 In order to have quorum at a general meeting, one-third of the members, or forty members, whichever is lesser must be present, but in no instance fewer than three members.
- 4.3 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.6 The Rector or the Rector's appointed delegate shall chair all general meetings; but if at any general meeting the Rector is not present within 15 minutes after the time appointed for the general meeting, or declines to chair that meeting without instead appointing a delegate to do so, the members present may choose one of their number to chair that general meeting.
- 4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designation, that alternate may preside as chair.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case the notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Any issue at a general meeting which is not required by these bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member in good standing is entitled to one vote.
- 4.12 A member chairing a general meeting may vote, but if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.13 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting, or if a majority of members present at the meeting make a request for a secret vote or if the person presiding as chair shall so direct, a secret vote by written ballot shall be required.
- 4.14 Voting by proxy is not permitted.
- 4.15 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it in person at a general meeting of the Church is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filled with

minutes of the proceedings of the members and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.16 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person at a general meeting of the Church is as valid and effectual as a special resolution as if it had been passed at a meeting of the members duly called and constituted. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and filed with the Registrar and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart and shall take effect on the date it is accepted by the Registrar.

4.17 The person chairing a general meeting may move or propose a resolution.

## **PART 5 – TRUSTEES**

5.1 The number of Trustees shall be seven or such other number, not being less than three or greater than nine, as may be determined from time to time by ordinary resolution.

5.2 Every Trustee shall subscribe to and support the Statement of Faith of the Church. No person shall be a Trustee of the Church unless duly elected or appointed a Trustee or serving as an ex officio Trustee in accordance with these bylaws.

5.3 The persons whose names are listed in the Register of Directors at the time these bylaws take effect shall each continue as Trustees for the remainder of his or her term. The persons serving as Rector and Rector's Warden from time to time shall be ex officio Trustees.

5.4 Elected Trustees shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.

5.5 The term of office of elected Trustees shall be one (1) year unless the members by ordinary resolution determine a different term, to a maximum term of three (3) years, for some or all vacant elected Trustees' positions. For purposes of calculating the duration of an elected Trustee's term of office, the term shall be deemed to commence at the close of the annual general meeting in which such Trustee was elected. If the Trustee was elected at an extraordinary general meeting, for purposes of calculating the term of office, such term shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.6 No person shall be eligible for election as a Trustee at a general meeting unless they have been nominated in writing by a member, to the Secretary, not less than 30 days before the commencement of that general meeting. The Trustees may determine a process for nomination of elected Trustees.

5.7 In elections where there are more candidates than vacant positions for Trustees, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

5.8 No member shall vote for more Trustees than the number of vacant positions for elected Trustees. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.9 The Rector shall appoint a Rector's Warden for such term, expiring the day of a subsequent annual general meeting but not to exceed three years, as the Rector shall determine, and may reappoint a person as Rector's Warden for consecutive terms. Unless the Rector otherwise determines, such appointments shall be made at an annual general meeting.

- 5.10 A person must be a member of the Church to be eligible to be a Trustee of the Church. The Rector shall be deemed to be a member upon his appointment as Rector.
- 5.11 Every Trustee, except an ex officio Trustee, shall retire from office at the close of the annual general meeting in the year in which his or her term expires.
- 5.12 The members may by ordinary resolution remove a Trustee, other than an ex officio Trustee, before the expiration of such Trustee's term of office and may elect a person as a replacement Trustee and determine the term of such replacement Trustee. The Rector may at any time remove the Rector's Warden upon written notice.
- 5.13 Notwithstanding the foregoing bylaws, if a Trustee, other than an ex officio Trustee, but including the People's Warden, Secretary and Treasurer, ceases to hold office during his or her term for any reason other than removal as aforesaid, the Trustees may appoint a person as a replacement Trustee to take the place and perform the duties of such Trustee, until the next annual general meeting. If the Rector's Warden ceases to hold office during his or her term for any reason, the Rector may appoint another person to take the place of such Rector's Warden until the next annual general meeting.
- 5.14 No act or proceeding of the Trustees is invalid by reason only of there being less than the prescribed number of Trustees in office.
- 5.15 A person shall immediately cease to be a Trustee of the Church upon:
- a) delivering his or her resignation in writing to the Secretary of the Church or to the address of the Society; or
  - b) his or her death; or
  - c) the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a Trustee; or
  - d) being removed as a Trustee by the members; or
  - e) ceasing to hold the position of Rector or Rector's Warden; or
  - f) ceasing to be a member.
- 5.16 Notwithstanding foregoing bylaws, if no successor is elected or appointed to replace the person who otherwise would cease to be a Trustee and the result is that the number of Trustees would fall below three, the person previously elected or appointed as Trustee continues to hold office until such time as a successor Trustee is elected or appointed.
- 5.17 No Trustee other than the Rector may be reasonably remunerated for services rendered in his or her capacity as a Trustee, and a Trustee may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged on the affairs of the Church.
- 5.18 A Trustee may hold any office or place of profit in the Church (other than auditor) in conjunction with his or her office of Trustee for the period and on such terms as the Trustees determine. Subject to the Society Act, no Trustee shall be disqualified by such office from contracting with the Church.
- 5.19 No person except the Rector may be a Trustee for more than seven (7) consecutive years.
- 5.20 The Rector shall be Chair and shall be responsible for chairing general meetings of the Trustees.
- 5.21 The Secretary shall be responsible for making the necessary arrangements for:
- a) the issuance of notices of meetings of the members and Trustees;

- b) the keeping of minutes of all meetings of the members and Trustees;
- c) the custody of all records and documents of the Church except those required to be kept by the Treasurer or the Secretary;
- d) the custody of the common seal of the Church
- e) the maintenance of the registers of members and Trustees; and
- f) the conduct of the correspondence of the Church.

5.22 The Treasurer shall be responsible for making the necessary arrangements for:

- a) the keeping of such financial records, including books of account, as are necessary to comply with the Society Act;
- b) the custody and control of the assets of the Church, including the implementation of the instructions of the Trustees as to the investment of the assets of the Church and the Church's banking transactions; and
- c) the rendering of financial statements to the Trustees, members and other when required.

5.23 The People's Warden shall have special duty and responsibility for communication between the members and the Trustees and, with the Rector's Warden, shall assist the Rector with the pastoral and spiritual concerns of the Church.

5.24 The Rector's Warden shall have special responsibility to undertake duties as requested by the Rector and, with the People's Warden, shall assist the Rector with the pastoral and spiritual concerns of the Church.

## **PART 6 – PROCEEDINGS OF THE TRUSTEES**

6.1 A meeting of the Trustees may be held at any time and place determined by the Trustees, provided that 5 days' notice of such meeting shall be sent in writing to each Trustee. However, no formal notice shall be necessary if all Trustees were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Church.

6.2 For the purposes of the first meeting of the Trustees held immediately following the appointment or election of a Trustee or Trustees at a general meeting, or for the purposes of a meeting of the Trustees at which a Trustee is appointed to fill a vacancy in the Trustees, it is not necessary to give notice of the meeting to the newly elected or appointed Trustee or Trustees for the meeting to be properly constituted.

6.3 The Chair may at any time, and the Secretary, on the request of any two Trustees shall, convene a meeting of the Trustees.

6.4 The Trustees may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be one-third of the Trustees in office at the time when the meeting convenes; but in no instance may the number necessary for a quorum be less than two.

6.5 The Chair shall chair all meetings of the Trustees; but if at any meeting the Chair is not present within the 15 minutes after the time appointed for the meeting, or the Chair requests that he or she not chair that meeting, the Trustees present may choose one of their number to chair that meeting.

6.6 If the person presiding as chair of a meeting of the Trustees wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof,



and upon such designated alternate receiving the consent of a majority of the Trustees present at such meeting, he or she may preside as chair.

6.7 No resolution proposed at a meeting of the Trustees must be seconded. The person chairing a meeting may move or propose a resolution.

6.8 Any issue at a meeting of the Trustees which is not required by these bylaws or the Society Act to be decided by a resolution requiring more than a simple majority shall be decided by a Trustees' resolution.

6.9 A Trustee chairing a meeting may vote, but if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

6.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Trustee, a secret vote by written ballot shall be required.

6.11 A Trustees' resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Trustees duly called and constituted. Such Trustees' resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such a resolution shall be filed with minutes of the proceedings of the Trustees and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.12 A Trustee who contemplates being or is temporarily absent from Canada may, by post or electronic means such as facsimile or email, send or deliver to the address of the Church a waiver of notice of any meeting of the Trustees for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- a) no notice of meetings of the Trustees need be sent to that Trustee; and
- b) any and all meetings of the Trustees, notice of which has not been given to that Trustee shall, if a quorum is present, be valid and effective.

6.13 If the Secretary is absent from any meeting of the Trustees, the Trustees present shall appoint another person to act as secretary at that meeting.

## **PART 7 – ANGLICAN AFFILIATION**

7.1 The members may by special resolution affiliate the Church as a member of an Anglican body or withdraw from and terminate any such affiliation or membership.

7.2 The Church shall comply with the requirements and directions of any Anglican body of which it has become a member pursuant to bylaw 7.1, and of the Bishop elected or appointed for the Church by or through that Anglican body, to the extent such requirements and directions are lawful and not contrary to the Church's constitution and bylaws, and are in fulfillment or furtherance of the Church's purposes.

## **PART 8 – COMMITTEES**

8.1 The Trustees may create such standing and special committees as may from time to time be required which may be in whole or in part composed of Trustees, or only of members who are not Trustees, as the Trustees think fit. The Trustees may delegate any, but not all, of their power to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Trustees. Unless

specifically designated as a standing committee, any special committee so created must be created for a specified time period or task only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

8.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Trustees, and shall report every act or thing done in exercise of those powers at the next meeting of the Trustees held after it has been done, or at such other time or times as the Trustees direct.

8.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with the necessary alterations, by the rules set out in these bylaws governing proceedings of the Trustees.

#### **PART 9 – OFFICERS**

9.1 A person may be appointed to two or more of the offices of the Church at any one time.

9.2 Notwithstanding the officers appointed pursuant to Part 5 and Part 10 of these bylaws, the Trustees may appoint and remove such other officers as they deem necessary and determine the duties, responsibilities, title, term and remuneration, if any, of such other officers. For greater certainty, this bylaw 9.2 does not apply to the Rector, Chair, Rector's Warden, People's Warden, Secretary or Treasurer.

9.3 Notwithstanding the foregoing bylaws, the Trustees may appoint a secretary of the Trustees to be responsible for the preparation and custody of minutes of meetings of the Trustees and the correspondence of the Trustees.

#### **PART 10 – RECTOR**

10.1 If the Church shall be a member of an Anglican body, then subject to the requirements and directions of that body and the Church's Bishop, the Trustees shall select a Rector for the Bishop to appoint for the Church, and set terms of the Rector's duties, responsibilities and employment, including term, remuneration and such of the following as they consider fit for the Rector, being the messenger, watchman and steward of the Lord:

- a) oversee all aspects of the Church's ministries, work, and life, and its employees;
- b) feed and provide for the Lord's family by faithfully preaching the Word of God;
- c) administer the sacraments of baptism and the Lord's supper;
- d) conduct public worship;
- e) banish and drive away all erroneous and false doctrines contrary to God's Word;
- f) shepherd God's flock through pastoral care, visiting the sick and burying the dead;
- g) be diligent in prayers and reading Scripture, exhibiting holiness of life;
- h) encourage the study of Holy Scripture and the making of disciples for the Lord Jesus Christ;
- i) seek out and encourage qualified persons to prepare for the ministry of the gospel; and
- j) foster Godliness and generosity so that God's children might be saved through Christ forever.

10.2 If the Church shall not be a member of an Anglican body, the Trustees shall select and appoint a Rector, setting terms of the Rector's duties, responsibilities and employment, including term, remuneration and such of them set out at bylaw 10.1 as they consider fit.

10.3 If the Church shall be a member of an Anglican body then, subject to the requirements of that body and the Church's Bishop, the Trustees may, by a resolution passed at a meeting of the Trustees by 75% of the Trustees entitled to vote at such meeting, request the Bishop to remove the Rector.

10.4 If the Church shall not be a member of an Anglican body, the Trustees may remove the Rector by a resolution passed at a meeting of the Trustees by 75% of the Trustees entitled to vote at such meeting; reasons for such removal may be breach or dereliction of duties, responsibilities or employment, false and unbiblical teaching, or moral failure.

#### **PART 11 – MANAGEMENT OF THE CHURCH**

11.1 The property and the affairs of the Church shall be managed by the Trustees.

11.2 The Trustees may exercise all such powers and do all such acts and things as the Church may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- a) all laws affecting the Church;
- b) these bylaws; and
- c) rules, not being inconsistent with these bylaws, which are made from time to time by the Church in general meeting.

11.3 No rule made by the Church in general meeting invalidates a prior act of the Trustees that would have been valid if that rule had not been made.

11.4 The Trustees may from time to time on behalf of and in the name of the Church:

- a) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;
- b) guarantee the repayment of money by any other person or corporation or the performance of any obligation of any other person or corporation; and
- c) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Trustees think fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Church or indebtedness or other obligation of the Church, provided, however, that no debenture shall be issued by the Church without first being authorized by special resolution.

11.5 The Trustees on behalf of the Church may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation shares in and securities of other corporations, licenses, royalties, inventions, patents of invention, patent rights, copyrights, trademarks, formulae, processes, know-how and other industrial property and similar rights of all kinds; hold, use, control, manage, develop, sell, let, lease, license and otherwise deal with and dispose of, or hold as a trustee, all or any such property; and

enter into, conduct and carry on agreements, trusts, contracts and undertakings in connection therewith or incidental thereto for the further attainment of the Church's purposes.

11.6 The Trustees shall take such steps as they deem necessary to enable the Church to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits (collectively referred to herein as "assets") for the purpose of furthering the purposes of the Church. The Trustees may accept an asset which has a liability attached to it. The Trustees may postpone conversion and retain any assets in the form donated to the Church notwithstanding that such assets are not income producing and any asset so retained shall be an authorized investment for all purposes of the Church and a Trustee shall not be liable for any loss resulting from such postponement and retention. The Trustees in their sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

11.7 The Church may invest and deal with the monies and assets of the Church not immediately required by the Church both inside and outside of Canada in such manner as the Trustees may from time to time determine. In investing the funds of the Church, the Trustees shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in their opinion are prudent. In determining whether an investment is prudent, the Trustees may consider the extent to which an investment furthers purposes and funding of the Church in addition to issues of pure economic return. Subject to the provisions of the Society Act, a Trustee shall not be liable for any loss which may result from any such investment.

11.8 The Trustees may invest in real and personal property, shares, bonds, debentures and other securities including mutual or other pooled investment funds and evidences of indebtedness and obligations issued or guaranteed by any individual or entity (regardless of any relationship which might exist between the individual or entity and the Church) and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Trustees may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the Church is the holder or owner thereof the Trustees may, on behalf of the Church, exercise all rights, powers and privileges of ownership, including all voting rights, if any, with respect thereto. The Trustees shall be authorized to invest in "non-qualified investments" and "non-qualifying securities" as defined in the Income Tax Act.

11.9 The Church shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Church. The Church shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Church, or assumed by the Church in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Trustees may prescribe.

11.10 In order to carry out the purposes of the Church, the Trustees may, on behalf of and in the name of the Church, raise or secure the payment or repayment of money in any manner they decide including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

11.11 The Trustees shall be entitled, in their discretion, to hold and deposit the funds and other assets of the Church in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Trustees in their discretion may determine from time to time.

11.12 The Trustees shall be entitled to hire, retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, employees, agents and similar persons as they determine may be helpful to assist them in performing their duties and, without limitations, may delegate to an investment advisor any and all discretionary investment powers and in doing so shall not be liable.

11.13 The members may restrict the borrowing powers of the Trustees.

#### **PART 12 – EXECUTION OF DOCUMENTS**

12.1 The Trustees may provide a corporate seal for the Church, and shall provide for the custody of the seal with the Secretary or for a temporary period, when authorized by a Trustees' resolution, with such other person as determined by the Trustees. The Trustees shall also have power from time to time to destroy a seal and substitute a new seal in its place.

12.2 The seal of the Church shall be affixed only when authorized by the Trustees, and then only in the presence of the person or persons prescribed by the Trustees, or, if no person or persons are prescribed, in the presence of any two Trustees.

12.3 Contracts, documents or any instruments in writing requiring the signature of the Church shall normally be signed by two officers or Trustees of the Church or such other number of officers or time to time by Trustees resolution appoint a person or persons, any of whom may not be a Trustee or officer, to sign specific contracts, documents and instruments in writing.

#### **PART 13 – AUDITOR**

13.1 This Part applies only where the Church is required or has resolved to have an auditor.

13.2 The first auditor shall be appointed by the Trustees which shall also fill any vacancy occurring in the office of the auditor.

13.3 At each annual general meeting, the Church shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next following annual general meeting.

13.4 An auditor may be removed by ordinary resolution.

13.5 An auditor shall be promptly informed in writing of his appointment or removal.

13.6 The auditor may attend general meetings.

#### **PART 14 – NOTICES**

14.1 Notice of a general meeting shall be given to:

- a) every person shown on the register of members as a member on the day the notice is given; and
- b) the auditor.

No other person is entitled to be given notice of a general meeting.

14.2 Any notice required to be given may be given to a member, a Trustee or a member of a committee either by delivery, electronic means such as facsimile or e-mail, or by first class mail posted to such person's or representative organization's registered address.

14.3 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a post office receptacle with adequate postage affixed, provided that if there shall be, between the time of mailing and the deemed receipt of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by electronic means such as facsimile or e-mail shall be deemed to have been given on the day it was so delivered or sent.

14.4 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

#### **PART 15 – MISCELLANEOUS**

15.1 The Trustees shall from time to time determine to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Church and minutes of meetings of the Trustees shall be open to the inspection of members of the Church not being Trustees. In the absence of such determination by the Trustees, the documents, including the books of account, of the Church shall be open to inspection of any member of the Church, not being a Trustee.

15.2 Any meeting of the Church, Trustees or any committee or group may also be held, or any members, Trustees or committee member may participate in any meeting of the Church, Trustees or any committee in which he or she is entitled to participate, by conference call or similar communication equipment or device so long as all the Trustees or committee members or other persons participating in the meeting can hear and respond to one another. All such members, Trustees or committee members or other persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

15.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply with the necessary changes to determine when a Trustees' resolution shall be deemed to have been submitted to all of the Trustees and when an ordinary resolution shall be deemed to have been submitted to all of the members.

15.4 The Church shall have the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Church's purposes.

15.5 Subject to an order of the Registrar pursuant to the Society Act stating that the Church is a "reporting society" as defined under the Society Act, the Church shall be deemed not to be a "reporting society".

15.6 The Church may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Church, that the Church conveys.

#### **PART 16 – INDEMNIFICATION**

16.1 Subject to the provisions of the Society Act, each Trustee or officer of the Church shall be indemnified by the Church against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or Trustee of the Church, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or Trustee. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Church.

16.2 Subject to the provisions of the Society Act, the Trustees are authorized from time to time to give indemnities to any Trustee or other person who has undertaken or is about to undertake any liability on behalf of the Church or any society or corporation controlled by it, and to secure such Trustee or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Church by way of security, and any action from time to time taken by the Trustees under this paragraph shall not require approval or confirmation by the members.

16.3 The Trustees in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Society Act or these bylaws) shall be as valid and as binding upon the Church and upon all the members as though it had been approved, ratified and confirmed by every member of the Church.

16.4 Subject to the provisions of the Society Act, no Trustee or officer for the time being of the Church shall be liable for the acts, neglects or defaults of any other Trustee or officer of the Church or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by order of the Trustees for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Church shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Trustee or officer.

16.5 The Church shall, to the full extent permitted by the Society Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a Trustee or officer of the Church and his or her heirs and legal representatives.

16.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Church prior to the final disposition thereof in the discretion of the Trustees and upon receipt of an undertaking satisfactory in form and amount to the Trustees by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

16.7 The Church shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each Trustee and officer of the Church on being elected or appointed shall be deemed to have contracted with the Church upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Trustee or officer held such office notwithstanding that he or she no longer continues to hold such office.

16.8 The failure of a Trustee or officer of the Church to comply with the provisions of the Society Act or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

16.9 The Church may purchase and maintain insurance for the benefit of any or all Trustees or officers against personal liability incurred by any such person as a Trustee or officer.

## **PART 17 – BYLAWS**

17.1 On being admitted to membership, each member is entitled to and upon request, the Church shall provide him or her with a copy of the constitution and bylaws of the Church.

17.2 These bylaws shall not be altered or added to except by special resolution.