

Full
Constitution:
Articles of
Incorporation
&
By-Laws

CHINESE GOSPEL CHURCH

Approved by Membership on Nov. 09, 2013

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ARTICLES OF INCORPORATION

CONSTITUTION – PART I

INCORPORATED UNDER THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT.

PREAMBLE

The Corporation, Chinese Gospel Church of Toronto, was initially incorporated on Sept. 25, 2000 as a corporation without share capital under Part II of the Canada Corporations Act (CCA Act), with these initial directors: Steve Chu, James Lee, Seumas So, Ping Che Wong, and Laval Yau. The Canada Not-for-profit Corporations Act (NFP Act) now supersedes Part II of the CCA Act. Consequently, the Corporation has filed its Articles of Continuance to transition itself under the NFP Act. Corporations Canada accepted these articles which are listed below effective December 7, 2013.

I

Corporate Name: CHINESE GOSPEL CHURCH OF TORONTO.

II

The province or territory in Canada where the registered office is situated: Ontario.

III

The minimum number of directors is four (4) and the maximum number of directors is twelve (12).

IV

Statement of the purpose of the corporation:

We, a Chinese Congregation of the Associated Gospel Churches of Canada (AGC), are committed to the local and global building of Christ's Kingdom through church planting and a total concern ministry (TCM) as we all grow in Christ to love, reach and disciple people.

The purpose of the church will be:

- A. To proclaim the Gospel of Jesus Christ at home and abroad; with special attention being given to the Chinese in the Greater Toronto Area and its vicinity who are not being reached by any other means;
- B. To provide worship, fellowship and edification for Christians for the above purpose; and
- C. To build up the believers in the Faith to a life well pleasing to God and in good witness before men.

V

Restrictions on the activities that the corporation may carry on, if any: None.

VI

The classes, or regional or other groups, of members that the corporation is authorized to establish:

The corporation is authorized to establish Regular Full Members, Junior Members and Associate Members as follows:

- (1) The Regular Full Members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Regular Full Member shall have one vote at each such meeting.
- (2) Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C. 2009, c.23 the Junior Members and Associate Members shall not be entitled to receive notice, or vote at meetings of the members of the Corporation.

VII

Statement regarding the distribution of property remaining on liquidation:

DISSOLUTION

A. Meeting

Should at any time the church be dissolved it will be done by a three-quarters (3/4) vote of the membership at a duly called Membership Meeting.

B. Asset Disposal

Should at any time the church be dissolved the net assets of the church, after payment of all legal liabilities, will be transferred to the Associated Gospel Churches of Canada, operating under a charter granted by the Federal Government in 1925, for the expressed purpose of using the proceeds of the net assets towards the planting of a new church of the Association for the Chinese community.

VIII

Additional provisions, if any:

- (1) The operations of the Corporation may be carried on throughout Canada and elsewhere.
- (2) The place within Canada where the head office of the corporation is to be situated is Toronto, Ontario.
- (3) The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

- (4) The By-laws of the Corporation will be those filed with the application for Continuance until repealed, amended, altered, or added to.
- (5) The Statement of Faith that members and directors of the Corporation are required to subscribe to is as follows:

1. THE SCRIPTURES

The Bible, both Old and New Testaments, is the complete Word of God. As originally given, it is verbally inspired, without error, and entirely trustworthy. The Bible constitutes supreme authority in all matters of faith, teaching, and behaviour. The Bible has Jesus Christ as its focus and fulfillment.

2 Peter 1:16-21, 2 Timothy 3:16-17, Luke 24:27, Matthew 5:17-18

2. GOD

God is the Creator and Sovereign Lord of all. The Lord our God is one God who eternally exists in three persons: the Father, the Son, and the Holy Spirit. These three have the same perfect nature and attributes. Each Person of the Godhead is worthy of the same worship, confidence, and obedience.

Genesis 1, Psalm 8, Psalm 2, Romans 8:28-30, Deut. 6:4, Matt. 28:19-20

The Father – God the Father loves the world. He sent His Son into the world to save sinners. He raised Jesus from the dead, exalted Him – putting all things under his power -- and together with Him has sent the Holy Spirit.

Luke 3:22, John 3:16, 1 John 4:14, Ephesians 1:5, 1 Peter 1:21, Phil. 2:9-11, John 14:26

The Son – God the Son became God incarnate as Jesus the Messiah. Jesus is fully God and fully man. He was conceived by the Holy Spirit, born of the virgin Mary, and lived a sinless life. He was crucified, raised bodily from the dead, and ascended into heaven where He reigns as King and serves as our High Priest and Advocate.

He will return as King of kings and Lord of lords to set up His earthly Kingdom.

John 1:1, John 8:58, John 1:14, Luke 1:35, 2 Corinthians 5:21, 1 Corinthians 15: 3-4

The Holy Spirit – God the Holy Spirit glorifies the Lord Jesus Christ in all that He does. He convicts the world of sin, righteousness and judgment. At the moment of salvation He regenerates, baptizes, indwells, gifts and empowers for Christ-like living and service.

Acts 1:9, 1 Corinthians 15:23-27, Rev. 19:15-16, John 16:8-15, Titus 3:5,

1 Corinthians 12:13, Romans 8:9-14, Galatians 5:22-25

3. ANGELS

God created angels for His glory and service. Some rebelled under the leadership of their fellow angel, Satan, and are opposed to God and His purposes. Though Satan is still active he has been defeated by the Lord Jesus Christ and will be committed forever to the lake of fire with all the fallen angels.

Hebrews 1:14, Jude 6, Hebrews 2:14-15, Revelation 20:10; Ephesians 6:10-17

4. MANKIND

Human beings are created in the image of God. The first humans, Adam and Eve, were disobedient to the will of God with the consequence that every aspect of their human nature became sinful and corrupt. Thus, being spiritually dead, they became subject to physical death and the power of Satan. The image of God is distorted in all humanity, with the exception of Jesus, as we inherit a sinful nature at conception. Therefore we are sinners by nature and by choice, alienated from God and under His condemnation.

Genesis 1:27, Genesis 2:16-17, Genesis 3:6, Ephesians 2:1-3, Romans 3:9-10, Psalms 51:5, John 3:36; Romans 5:12-14

5. REDEMPTION/SALVATION

Redemption is accomplished solely by the blood of our Lord Jesus Christ. He was made to be sin and died in our place as an acceptable sacrifice to God. His atoning death is sufficient for all and effective for every person who repents and believes in Him, resulting in a reconciled relationship with God.

Salvation is available by grace through faith. This salvation is not our own doing. It is the gift of God.

Salvation includes being declared righteous by God [justification], being transformed into the likeness of Christ [sanctification], and being fully restored to the image of God [glorification]. This Salvation which includes our new birth and eternal inheritance is kept by God's power. It is therefore impossible for the saved to lose their salvation.

Ephesians 2:8-9, Romans 5:6-10, Galatians 3:13, 1 Peter 1:18-19, 1 Peter 2:24, 2 Corinthians 5:21, Romans 5:1, Ephesians 5:25-27, John 17:17-19, 1 John 3:2, Romans 8:30, John 5:24, John 10:27-30, Romans 8:28-39, 1 Peter 1:3-5; 1 Timothy 4:10

6. THE CHURCH

The Church consists of all the redeemed who are united by the Holy Spirit in the Body of Christ, of which Jesus is the Head. Local assemblies of believers are visible representations of the Church that gather regularly for the purpose of worship, which includes instruction in the Word, fellowship, the breaking of bread, and prayer.

The Lord Jesus mandated two ordinances: Believer's Baptism and the Lord's Supper.

Though not the means of salvation, these ordinances testify of the gospel.

The Church has been entrusted with the task of global discipleship as found in the Great Commission.

Matthew 16:17-19, 1 Corinthians 12:13, 1 Corinthians 3:16, Romans 12:5, Acts 2:42
1 Corinthians 11:23-28, Luke 22:19-20, Romans 6:3, Matthew 28:19-20

7. END TIMES

At a time known only to God the Father, the Lord Jesus Christ will return bodily and in glory, receive His own, and establish His earthly thousand year reign.

God will raise the dead bodily and judge the world.

The unsaved will be cast into the lake of fire to suffer eternal conscious punishment. The saved of all ages will be forever with the Lord.

God will rule over His Kingdom in the new heaven and the new earth for all eternity.

Matthew 24:36, Acts 1:7, Mark 13:26, 1 Thessalonians 4:16-17, John 14:1-3,
Revelation 20:1-15, Matthew 25:32-33,41; Revelation 14:11, 1 Corinthians 15:50-54,
Revelation 22:1-5, Ephesians 6:10-17

BY-LAWS

CONSTITUTION – PART II

Be it enacted as a By-law of Chinese Gospel Church of Toronto (herein referred to as the “church”) as follows:

We declare and establish the aforementioned Letters Patent and the following By-laws to preserve and secure the principles of our faith and to govern the body in an orderly manner. These documents will preserve the liberties of each individual church member and the freedom of action of this church in relation to other churches. However, clear Scriptural teachings and principles will take precedence over this constitution.

I DEFINITIONS

In this By-law and all other By-laws and resolutions of the church unless the context otherwise requires, the following definitions will apply:

- (a) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act will be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) “By-law” means any By-law of the Corporation from time to time in force and effect;
- (c) “church” means the legal entity incorporated as a Corporation without share capital under the Act by Articles of Continuance dated December 7, 2013 and named Chinese Gospel Church of Toronto, through which its Members may fellowship together as a New Testament church.;
- (d) “Church” means the universal church of Jesus Christ;
- (e) “Director” means an Elder who is on the Board of Directors;
- (f) “Constitution” means the Letters Patent and By-laws;
- (g) “Elder” means an Elder of the church appointed pursuant to the By-laws and who will be deemed to be a Director pursuant to the Act;
- (h) “Deacon” means a member of a Congregational Board appointed pursuant to the By-laws;
- (i) “Discipline” means the action taken towards members with the aim of reconciling them to one another through mutual forgiveness and restoring offenders to fellowship with God and the church;
- (j) “Letters Patent” means the Letters Patent incorporating the church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (k) “Member” means a Member of the church;
- (l) “Statement of Faith” means the Statement of Faith of the church set out in the Letters Patent;
- (m) “AGC” means Associated Gospel Churches of Canada;
- (n) “Pastoral Staff” means any full-time permanent salaried person pastoring a congregation or congregations. The Council will decide who qualifies as a Pastoral Staff member.

II INTERPRETATION

In this Constitution and these By-laws and in all other By-laws of the church hereafter passed unless the context requires, words importing the singular number or the masculine gender will include the plural number or the feminine gender, as the case may be.

In the event of any dispute arising as to the intent or meaning of any section of this Constitution, the interpretation thereof by the Board of Directors from its English version will be final and conclusive. If any such dispute cannot be resolved, a mediator from AGC will be invited to help reach a binding resolution.

ARTICLE 1

MEMBERSHIP

The church membership will consist of such persons as are admitted as members by the church.

1.1 Eligibility for Membership

Any person who meets all of the following criteria may be received upon approval by the Membership Committee (see **Article 1.3**) into the membership of the church:

- i) Has personally accepted and confessed Jesus Christ as Lord and Saviour and been baptised;
- ii) Has shown satisfactory evidence of regeneration;
- iii) Has attended the church's services of public worship for at least twelve (12) weeks out of a period of six (6) consecutive months;
- iv) Has adopted the articles of faith, doctrine, and practice held by the church;
- v) Will work for harmony and joyous fellowship with the Pastoral Staff, Council, Deacons, Elders, and fellow Christians at all times;
- vi) Desires to be committed to the church as a local body of believers, thus to personally engage in and financially support the work of the church; and
- vii) Agrees to accept the discipline and authority of the church.

1.2 Categories of Membership

The membership of the church will be divided into the following three categories:

a) Regular Full Membership

- i) Any person who has attained the full age of eighteen (18) and who meets all of the criteria given in **Article 1.1** may, upon baptism and satisfactory attendance of a membership class and successful interview by the Membership Committee, be received as a Regular Full member.
- ii) Baptised members from other evangelical churches holding the same faith may be received by letters of recommendation and transferred from their respective churches after having given satisfactory evidence to the Membership Committee of regeneration, Christian conduct, adopting the articles of faith, doctrine, and practice held by the church, and after attending membership classes.
- iii) Regular Full members will have the right to vote at all Membership Meetings.

b) Junior Membership

- (i) Persons of the age between twelve (12) and seventeen (17) meeting all the criteria in **Article 1.1** above may be received into membership upon written application and will be processed as per **Article 1.2(a)(i)**.
- (ii) Junior members will automatically become a Regular Full member after they reach or exceed the age of eighteen (18) following a successful interview by the Membership Committee.

- (iii) Junior membership expires when the Junior member reaches the age of eighteen (18).
 - (iv) Junior members may attend but will not have the right to vote at any Membership Meeting.
- c) **Associate Membership**
- i) Any person from other evangelical churches holding the same faith who fulfills the requirements for Regular Full membership and cannot for one reason or another become a Regular Full member may apply to become an Associate member.
 - ii) Any Regular Full member who moves out of the community for an indefinite period in excess of three (3) years but wishes to retain his membership must change his membership to that of an Associate member.
 - iii) Any person wishing for one reason or another to retain his membership in another evangelical church can apply to become an Associate member.
 - iv) Associate members are encouraged to become Regular Full members as soon as their situation permits.
 - v) Associate members have the same privileges and duties as the Regular Full members with the exception of voting rights.
 - vi) Whenever an Associate member wishes to become a Regular Full member, he should make the request known to the Membership Committee stating when and how his circumstances have changed to fulfill the requirements for Regular Full membership. The Membership Committee will review and accept or reject the request.

1.3 The Membership Committee

Each Congregational Board (see **Article 3.3**) will constitute a Membership Committee consisting of the Pastor and two Elders or Deacons who will be responsible for all matters pertaining to the membership of its congregation. The role of the Membership Committee is to promote the privileges and duties of membership. Its duty will include but is not limited to the following:

- i) Invitation of eligible persons to join the membership.
- ii) Initiation of baptismal and membership classes.
- iii) Arrangement of the interview of those candidates who have successfully concluded baptismal or membership classes by Congregational Board members.
- iv) Organization of baptismal services.
- v) Initiation of disciplinary actions (see **Article 2**)

1.4 Procedure for Receiving Members

- i) All candidates for membership must have been attending the church over a period of six (6) consecutive months prior to their application (see exception in **Article 1.2(c)**). Upon successful completion of membership classes, they will indicate their desire to join the church by submitting their application forms to

the Membership Committee and will be subjected to examination of faith by the same committee.

- ii) After having been approved by the Membership Committee, the names of the candidates will be announced from the pulpit and posted at least two (2) weeks prior to a congregational service for receiving of the same in their respective category of membership.
- iii) No person will be received into the church for any membership category if there are more than five (5) members in good standing objecting to his acceptance. All objections will be in writing, citing the reasons for the action and will be referred to the Membership Committee who will then consider the appropriate action.
- iv) The new members will be welcomed into church fellowship at a congregational service and a membership certificate will be given to the new member.

1.5 Revision of the Membership Roll

- i) The name of any resident Regular Full member or Junior member who will be absent from the services of the church for a period of twelve (12) consecutive months without giving a satisfactory reason for such absence will be deleted, after investigation, from the Membership Roll.
- ii) In cases of disciplinary action having been taken (see **Article 2.3(b)**), the name of any member so implicated will be removed from the Membership Roll.
- iii) Associate members who do not communicate with the church over a period longer than one (1) year will also be deleted from the Roll.
- iv) All deletions will be preceded by an investigation and an interview, if possible, by a representative of the Council and after pastoral care has been administered where appropriate.
- v) Regular Full members who will move out of the community for a period of not over three (3) years, may have their names retained on the Roll by informing the Membership Committee, providing they will continue to communicate with the church and support the church financially and prayerfully.
- vi) Junior members who will move out of the community for a period of over one (1) year may have their names retained on the Roll by informing the Membership Committee.
- vii) A congregation's Membership Committee may at any time restore a person to his former membership status.
- viii) This revision of the Roll will be done on an ongoing basis. The secretary of the Council will, after consulting the Membership Committee, revise the Membership Roll and distribute it to all members at least once a year.

1.6 Termination of Membership

A person will cease to be a member of the church upon:

- i) Death
- ii) Delivery to the Secretary of the Council of a written resignation as member

- iii) Deletion of his name from the Membership Roll on the recommendation of the Council (See **Article 2.3(b)**)
- iv) Voluntary withdrawal of membership
- v) Transferral of membership to another church.

1.7 Privileges of Membership

- i) Members will have the privilege to serve the Lord together with other members of the church.
- ii) Members may seek the help of the church for the ceremonies of wedding or funeral and such other help as may be needed.
- iii) Members in good standing may be elected as officers of the church.
- iv) The church's financial reports are available to members on request.
- v) The names, addresses, and phone numbers of members are published annually in a church directory.
- vi) Regular Full members can vote at all duly constituted Membership Meetings
- vii) Regular Full members can exercise the privilege of electing Pastors, Elders and Deacons.
- viii) Members will be entitled to special privileges in consideration for ministries, financial subsidies for studies or seminars, missionary support, and the like.

1.8 Ordinances

1.8.1 Baptism

We believe that the New Testament clearly prescribes baptism for believing disciples as a symbol and proclamation of the believer's union with Christ, in death to sin and resurrection to new life. Further we believe and practise immersion as the mode of baptism prescribed by the New Testament in accordance with its word meanings, examples, and symbolism.

Matt 28:19-20

Acts 2:38; 8:12

Rom 6:3

Persons desiring baptism must fulfill the membership eligibility requirements given in **Article 1.1** of the By-laws.

Under special circumstances to be investigated and supervised by the Membership Committee, baptism by modes other than immersion may be administered, provided approval by the Council of the church has been obtained.

1.8.2 The Lord's Supper

We believe that our Lord and Saviour clearly prescribed for His believing disciples the solemn rite of the Lord's Supper as a memorial of the Lord's death to be kept by His disciples until He comes again, according to His promise and the Father's revealed plan.

I Cor 11:23-27

Luke 22:19-20

Only baptised members of the church and of other evangelical churches holding the same faith are invited to partake in the Lord's Supper.

1.9 Duties of Membership

- i) The duties of members to themselves are: the acquisition of Scriptural knowledge; constant progress in spirituality (**Col 2:6-7**); consistency of external conduct; and observance of the Constitution, procedures, and practices of the church.
- ii) It is the duty of each member to cultivate and cherish “brotherly love” (**I Pet 1:22 & John 13:34-35**) for all other members of the church; to show this love by using all proper measures to promote their spiritual benefits and prosperity, to remember each other in prayer and to aid each other in sickness and distress.
- iii) The members will participate whenever possible in all congregational meetings sponsored by the church (**Heb 10:25**).
- iv) It is God’s intent that those who are His children must become like Jesus Christ (**Rom 8:29**) and must glorify Him at all times (**Rom 15:5**). Members must therefore seek to conduct their lives in a manner that is becoming of a Christian. It is essential that they “walk, even as He walked” (**I John 2:6**) and be found faithful in their adherence to the Word of God (**I Cor 2:4, Psa 119:9-11**). Members are expected to live exemplary and faithful lives in all areas of activity. All members are to avoid living in a manner that will grieve the heart of God, bring shame to the Church of Jesus Christ, and bring harm to one’s own testimony for Christ.
- v) Members must share their faith and the Gospel of Christ unto the unbelievers as opportunity and ability enable them (**I Thess 2:8**).
- vi) Members will live a Christian life in truth and justice, be a good citizen, and observe the laws of God and of local, provincial, or federal governments (**Rom 13:1-6**) in as much as these do not contradict God’s laws.
- vii) Members must support the ministry of the church financially and prayerfully, offering time as well as talent to the best of their ability (**Mal 3:10 & 2 Cor 9:7**).

1.10 Covenant of Membership

- i) We do, in the presence of men, confess Jesus Christ as our Lord and Saviour; and do give ourselves heartily to His service and take His Word as the rule of our lives. And having been united by faith to Him, we do now, as a Church of Christ, unite with one another in this Covenant.
- ii) We will observe habitual worship services, prayer, and the reading of the Scriptures, earnestly seeking therein the help of the Holy Spirit.
- iii) We who are parents or guardians will maintain the worship of God in our homes and will endeavour to lead our children, or others committed to our charge, to faith in Christ and to the Christian life.
- iv) We will attend regularly, as far as Providence permits, the public worship of God on the Lord's Day and such other meetings of worship as the church may appoint and we will observe together the ordinance of the Lord's Supper.
- v) We will consistently walk together in ‘brotherly love’, with Christian sympathy and kindness and will admonish and help one another as may be needful (**Heb 10:24-25 & Pro 27:17**).
- vi) We will not bring to the church a complaint against any member for personal

trespass or offense until we have taken the first and second steps pointed out by Christ (**Mat 18:15-17**), thus endeavouring to settle all private offenses without publicity. We will commit to grow in our knowledge of the Word of God and be trained in the spiritual disciplines.

- vii) We will aid as the Lord will prosper us in supporting a faithful Christian ministry among us and in sending the Gospel to the whole human family; and as we have opportunity, we will seek by example and word to lead men to Christ.
- viii) We will endeavour to live soberly and righteously and godly in this present world, abstaining from whatever is unbecoming to the Christian conduct and character; and as baptism signifies death to sin and resurrection to holiness, so we will seek to walk in newness of life.

ARTICLE 2 DISCIPLINE

- 2.1. Members failing to observe the basic principles of Christian faith as outlined in **Article 1.9** to such a degree as to bring reproach upon the name of Christ and of the church and her ministry will be dealt with according to **Mat 18:15-17**, thus endeavouring to settle such matters without undue publicity. If the member persists in his behaviour, he will be interviewed by the Membership Committee which, in turn, will make recommendation to the Council as to what measures of discipline are to be taken.
- 2.2. The church is governed by the following Scriptures in the disciplining of offending members:
 - a) Self-discipline (**Mat 5:23-26; I Cor 11:31**)
 - b) Trespass against a brother (**Mat 18:15-17**)
 - c) Disorderly persons (**II Thess 3:6-7, 11-14**)
 - d) Factious persons and heretics (**Rom 16:17-18; Titus 3:10-11**)
 - e) Those seeking divorce (**Mat 19:3-9; Mark 10:2-12**)
 - f) Wicked persons (as defined in **I Cor 5:9-13**)
 - g) One overtaken in a fault (**Gal 6:1**)
 - h) Offending Elders (**I Tim 5:19-20**)
 - i) Sexual abuse or immorality (**Eph 5:3; Mat 18:6; I Thess 5:22**)
- 2.3. The discipline of the church will be exercised by the Council according to the following principles:
 - a) Suspension - In any case of offence not calling for instant excommunication, the offender will be summoned before the Membership Committee and dealt with according to the Word of God and, if after full inquiry and prayer and counsel together, the offender does not repent and/or does not cease from his sinful behaviour, the Membership Committee may suspend him or recommend to Council to suspend him from the privileges of membership including the sacred ordinance of the Lord's Supper for such time as they will be led to fix.
 - b) Expulsion - If the offence be such as calls for removal from the Roll of Membership or if the offender refuses to comply with the provisions of the Word of God in such case, the matter may be brought by the Membership Committee before the Council, and the said Council by a three-quarters (3/4) vote will have power to delete the offender's name from the Roll of Membership.
- 2.4. Only after due notice and a hearing before the Council or after faithful efforts have been made to bring repentance and amendment should discipline be taken. A person upon discipline may be restored to membership upon confession of his errors and giving satisfactory evidence of repentance to the Membership Committee, which, in turn, will recommend to the Council as to the appropriate

restorative actions.

2.5. **Waiver and Mediation**

2.5.1 Notwithstanding anything else contained herein, membership in the church is given upon the strict condition that disciplinary proceedings or any other proceedings or matters arising out of the church Constitution will not give a Member cause for any legal action against either the church, the Pastoral Staff of the church, any Deacon, Elder, Officer, or any Member of the church, and the acceptance of membership in the church will constitute conclusive and absolute evidence of a waiver by the Member of all rights of actions, causes of action, and all claims and demands against the church, the Pastoral Staff of the church, any Deacon, Elder, Officer, or Member of the church in relation to disciplinary proceedings or any other proceedings or matters arising out of the church Constitution or involving the church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e. the prevention of an action) in the event that such action is commenced in violation thereof.

2.5.2 In the event that a Member of the church is dissatisfied with any matters of procedure involving that Member and the church as set out in the church Constitution, and if that Member does not violate or circumvent the waiver contained in 2.5.1 above or attempt to do so, then that Member may seek to have his concerns resolved through a process of Christian mediation whereby a mediator is requested from the AGC. The mediator would then meet with the Council and the Member to mediate a binding resolution.

ARTICLE 3 GOVERNMENT

The governing body of the church will be the Board of Directors, which will delegate its operational powers to the Church Council and the Congregational Boards.

3.1 Board of Directors

The Board of Directors will consist of all Directors (see **Article 4.1**). It will be chaired by the Chairman of the Council.

- i) Any one of the Directors or Chairman of the Council will call the meeting.
- ii) The Board of Directors will approve all issues that have been decided by the Council. If the Board of Directors rejects an issue, it will be recommended to the Council for reconsideration and discussion between the Council and the Board of Directors will continue until agreement is reached.
- iii) The Board of Directors will approve all issues relating to the following five areas: church staff (pastoral and non-pastoral) matters, all legal matters, property purchase or sale; church Constitution, and church financial matters equal to or greater than the current year's operational budget.
- iv) Whenever an Elder is elected, he will be included in the Board of Directors.
- v) It will require the agreement of at least three-quarters (3/4) of the members of the Board of Directors to approve any issue that is brought before them.
- vi) The Board of Directors will serve as such without remuneration and no member will directly or indirectly receive any material or monetary profit from his position as such.

3.2 Church Council

- i) The Council (abbreviation for Church Council) will consist of a minimum of five (5) Elders, the Pastoral Staff, and the Chairmanship (Chairman and Vice-Chairman) of all the Congregational Boards but the non-pastoral staff members in the Council will not be allowed to fall below one-half (1/2) of the Council membership.
- ii) Elders, Pastors, Chairmen and Vice-Chairmen of all Congregational Boards are de facto members of the Council.
- iii) The Council is to shepherd the church, taking care through prayer and some administration of its major ministry functions, giving the overall vision and leadership in its strategic planning. The Council will resolve inter-congregational issues.
In addition, matters of common concern for the whole church will be under the supervision of the Council through an appointed Council member. Examples of such matters are but not limited to materiel stewardship (building, equipment, printing, and publishing), Constitution, policies, church finance/budget, and Missions. The members of the Council will choose the Executive Officers of the Council on an annual basis. The Chairman and Vice-Chairman of the Council must be Elders.
- iv) Meetings of the Council will be held at intervals decided at the beginning of

- each year by the Council and special meetings will be called by its Chairman or, in his absence, the Vice-Chairman or Secretary.
- v) It will require the agreement of over one-half (1/2) of the members of the Council to approve any issue that is brought before them. Higher percentages for individual issues are to be worked out as the members desire.
 - vi) Elected members of the Council will hold office for a term of five (5) years and be confirmed for an additional term. They will not remain in office for more than two (2) consecutive terms but are eligible for election after a sabbatical year.
 - vii) The Council members, except for the pastoral staff, will serve as such without remuneration and no member will directly or indirectly receive any material or monetary profit from his position as such.
 - viii) In the event that the minimum number of Elders cannot be attained, Deacons, having the qualifications of an Elder, may be elected (as per **Article 4**) to the Council until such time as the full complement of Elders is duly elected.
 - ix) If at any time the number of non-pastoral staff members in the Council falls below one-half (1/2) of the Council membership, a special Board of Directors' meeting will be summoned forthwith for the purpose of nominating suitable candidates as Elders. They will, after approval by the Board of Directors, be approved by the membership with a three-quarters (3/4) majority vote at a duly called Membership Meeting.

3.3 Congregational Boards

- i) There will be one (1) Congregational Board to represent each congregation.
A congregation is defined as an assembly of people who meet on a regular basis for the purposes of worship, discipleship, fellowship, evangelism, and ministry under its own able leadership (see **Article 3.3 (ii)**) and approved by the Council and Board of Directors.
- ii) Each Congregational Board will be composed of at least five (5) members, called Board members, of whom at least three (3) will be Elders and/or Deacons. Pastors and Elders are *de facto* members of their Congregational Board and do not need to be elected.
It is desirable that the Chairman of the Board be the Pastor of the Congregation provided that this leadership role meets his confirmed call, gifts, burden, ability, and experience.
The Chairman and Vice-Chairman of Congregational Boards will be Elders or have the qualifications to be Elders.
- iii) Each Congregational Board will exercise executive authority and supervision over the entire work of its congregation for all its administrative, business, and ministry aspects. However, there will be one (1) unified budget (consolidated from the budgets of the various congregations) and cheques will be only issued by the Treasurer of the Council.
- iv) Any decision made by a Congregational Board which the Council chooses to question will be subject to discussion between the Council and the

respective Congregational Board. In the event of non-resolution, the Council has the right of veto on all decisions of the Congregational Boards.

- v) Meetings of the Congregational Boards will be held regularly and special meetings at the call of the Chairman or, in his absence, the Vice-Chairman or Secretary.
- vi) The Congregational Boards will report at least once (1) a year to the members of their congregation and at whatever time a need may arise. A member can only vote in a meeting held in his own congregation.
- vii) Responsibilities for various ministries including congregational finance, Sunday school, Christian education, worship services, fellowships, congregational ministry, and music committees, and any other ministry as deemed fit by the Congregational Boards will be distributed among its Board members.
- viii) All committee Chairmen will be appointed from within the membership of the Congregational Boards. The Congregational Boards may at their discretion delegate the Chairmanship of any committee to other members of the church who are outside the Board.
- ix) The Executive Officers (Chairman, Vice-Chairman, Treasurer, and Secretary) will be elected by the Congregational Boards at the Board meeting immediately following the Annual Meeting.
- x) The Executive Officers will hold their offices for one (1) year and may be re-appointed upon the expiry of their terms. However, no person will hold the same executive office for more than three (3) consecutive terms.
- xi) An Executive Officer can, at the discretion or direction of the respective Board, resign or change office at any time during his tenure.
- xii) In order to promote continuity and under normal circumstances, it is desirable that at least three-quarters (3/4) of the previous year's members be part of the new year's Congregational Boards.
- xiii) Members of the Pastoral Staff of each congregation are voting members of their Congregational Boards.
- xiv) Guests can be invited to be observers and make presentations at any and all Congregational Board meetings.

ARTICLE 4

OFFICERS

According to Scriptural teaching, the church adopts the Elders and Deacons system in the administration of its affairs.

4.1 Elders

- i) Elders will become de facto members of the Board of Directors and assume the overall responsibilities of the church overseeing her spiritual interests and all her work and functions. Their special concern will be the spiritual growth of the church and of each individual member; they will see that spiritual gifts and ministries are exercised and maintained in good order (*1 Pet 5:1-3; Acts 20:28*).
- ii) The Elders will be proven men of God, having a good testimony in and out of the church, possessing the gift of teaching the Word of God and the burden of prayer and meeting the qualifications set forth in the Word of God (*1 Tim 3:1-13; Titus 1:5-9*).
- iii) An Elder must resign from his office if he moves out of the locality of the church and/or for other personal reasons like ill-health.
- iv) An Elder's title will be dismissed by the three-quarters (3/4) majority vote of both the governing body of the church and the membership if his behaviour is contrary to the Word of God (*1 Tim 5:19-20*) or if he is not adequately fulfilling his duties on the Board of Directors or Church Council.
- v) An Elder will hold an executive office for no more than two (2) consecutive terms of five (5) years, being eligible for election after a one (1) year break.
- vi) An Elder will hold his title for life, as long as he retains his membership, even if he is not active on the Council or acting as a Director, unless dismissed by the membership as per **Article 4.1(iv)**. An Elder may also withdraw from his service at or after the age of seventy (70).
- vii) If at any time the total number of Elders for the whole church (including those on sabbatical leave) falls below five (5), a special Board of Directors' meeting will be summoned forthwith for the purpose of nominating suitable candidates. They will, after approval by the Board of Directors, be approved by the membership with a three-quarters (3/4) majority vote at a duly called Membership Meeting.
- viii) Not more than half (1/2) of the existing Elders will take their sabbatical leave at the same time.

4.1.1 Election of Elders

- i) Elders will be nominated by the Board of Directors in consultation with the Council and the Congregational Boards according to their qualifications. They must have acquired Regular Full membership in the church over a period of five (5) years, have been baptised Christians for a period of at least ten (10) years, and have served on a Congregational Board over a period of at least two (2) years.
- ii) The list of nominees will be posted for at least one (1) month prior to a Membership Meeting duly called for the purpose. An introduction of each nominee will be made available to the membership and will include spiritual background and aspiration to serve as an Elder.
- iii) Any three (3) members in good standing can object in writing to any nominee at least two (2) weeks before the Membership Meeting by approaching the Council which upon due consideration may revise the list.
- iv) The membership approval will be carried out in the manner described for Congregational Board members in **Article 4.3.1(v)** but by a three-quarters (3/4) majority.
- v) Upon approval by the Board of Directors and the membership, the Pastors, together with the existing Elders, will follow the guidance of the Holy Spirit, appointing them in a pre-arranged meeting attended by the membership.
Whenever an Elder is elected, he will be included in the Board of Directors, the Church Council, and his Congregational Board.
- vi) The **“Procedure for the Selection and Appointment of Elders”** supplements the By-laws by making the process of selection and appointment of Elders as clear, as unambiguous, and as easy to follow as possible.

4.2 Directors

- i) Directors will constitute the Board of Directors whose duties are specified in Article 3.1. Elders will lead on pastoral and doctrinal matters.
- ii) Directors will be men serving either as Elders or Deacons, holding the qualifications of Article 4.1 or Article 4.3 respectively.
- iii) An Elder will be a Director for as long as he remains active on the Board of Directors,.
- iv) A Deacon who is also elected as a Director will be a Director for a term of three (3) years, and is not subject to a sabbatical leave, being eligible for re-election after the term is completed.
- v) A Director may be dismissed by a simple majority vote of both the governing body of the church and the membership if his conduct becomes contrary to the Word of God and the accepted policy of the church or if he is not [adequately] fulfilling his duties on the Board of Directors.
- vi) The number of Deacons serving as Directors will not exceed 50% of the total number of Directors.
- vii) The minimum number of Directors will be four (4) and the maximum number of Directors will be twelve (12).

4.2.1 Election of Directors

- i) Elders will be elected to the Board of Directors according to Article 4.1.1.
- ii) Deacons will be nominated by the Board of Directors in consultation with the Council and the Congregational Boards according to their qualifications. They must have acquired Regular Full membership in the church over a period of five (5) years, have been baptised Christians for a period of at least ten (10) years, and have served on a Congregational Board over a period of at least two (2) years.
- iii) The list of nominees will be posted for at least one (1) month prior to a Membership Meeting duly called for the purpose. An introduction of each nominee will be made available to the membership and will include spiritual background and aspiration to serve as a Director.
- iv) Any three (3) members in good standing can object in writing to any nominee at least two (2) weeks before the Membership Meeting by approaching the Board of Directors which upon due consideration may revise the list.
- v) The membership approval will be carried out in the manner described for Congregational Board members in **Article 4.3.1(v)** but by a three-quarters (3/4) majority.

4.3 Deacons & Congregational Board Members

- i) Deacons and Congregational Board Members are nominated by the Congregational Boards, approved by the Council, and elected annually by the members to the Congregational Boards at a duly called Congregational Membership Meeting to take up various responsibilities and ministries in the church.
- ii) A Deacon must be an active Regular Full member of the church over a period of at least three (3) years, a Congregational Board Member for a period of at least one (1) year, be spiritually-minded, reputable in and out of the church, and qualified as in **1 Tim 3:1-13**.
- iii) A Deacon or Congregational Board Member may be dismissed by the three-quarters (3/4) majority decision of both the respective Congregational Boards and the membership if his conduct becomes contrary to the Word of God and the accepted policy of the church.
- iv) A Deacon will hold an office for three (3) years and a Congregational Board Member for one (1) year. A Deacon may be re-elected upon the expiry of his term for no more than two (2) consecutive terms, being eligible for election after a one (1) year break.
- v) The Congregational Board Member will serve no more than five (5) consecutive terms of one (1) year each, being eligible for election after a one (1) year break.
- vi) Not more than half (1/2) of the existing Deacons and Congregational Board Members will take their sabbatical leave at the same time.

4.3.1 Election of Deacons and Congregational Board Members

- Deacons and Congregational Board Members will be elected at a February/March Congregational Membership Meeting, having been first nominated in the following manner:
- i) A Nominating Committee will be selected and appointed by each Congregational Board not less than four (4) months before the Congregational Membership Meeting, to consist of at least three (3) members from the Congregational Board and, at its discretion, one or more representatives from the congregation.
 - ii) A list of the nominations made by this Committee, upon approval by the respective Congregational Boards and Council, will be posted for at least three (3) weeks prior to the Congregational Membership Meeting.
 - iii) After the list is posted, further nominations may be made in writing, each such nomination to be signed by three (3) members in good standing and left with the Secretary of the Congregational Board not later than two (2) weeks prior to the Congregational Membership Meeting and, if the persons so nominated are found to be eligible by both the Congregational Board and the Council, their names will be added by the Nominating Committee to the nominations already posted.
 - iv) Any three (3) members in good standing can object to the nomination of any candidate on the list by doing so in writing to the Nominating Committee at least one (1) week before the Congregational Membership Meeting. The Nominating Committee may upon due consideration revise the list of candidates.
 - v) Deacons and Congregational Board members will be elected by ballot on an individual basis at the Congregational Membership Meeting. The Secretary will prepare the ballots with the names of all candidates. All candidates will be elected with a simple majority vote, abstention votes not being counted in the total. In accordance with **Article 7.2.1(ix)**, two (2) scrutineers will be appointed to count the votes. The Chairman of the meeting will be privy to the individual counts but will only make known the final verdict on each nominee.
 - vi) All elected Deacons and Board members will be presented to the church membership at the Annual Meeting at which time their official term is deemed to begin.

4.4 Pastors

- i) Pastors will give themselves consistently to the ministry of the church. They will also tenderly watch over the spiritual interests of the church, and organize and develop her strength for the best possible service. They must accept the responsibility as from the Lord God to equip the believers through preaching, teaching, and shepherding for the work of the Gospel ministry and for the edification and building up of the body of Christ (***Eph 4:11-16***).
- ii) Pastors must meet the qualifications of an Elder as stated in ***I Timothy***

3:2-7 and **Titus 1:5-9**; they must be firm believers and faithful teachers of the Word of God by words and deeds; and they must know how to commit the sound doctrine to faithful men who will, in turn, be able to teach others also (**II Tim 2:2, Mat 28:18-20**).

- iii) When a Pastor is needed, a Pastoral Search Committee will be established. This Committee shall be constituted by members of the respective Congregational Board and will also include one (1) member from its congregation's general membership, a Pastor of the same language ministry from another site (when appropriate) and a Pastor from a different language ministry but from the same site (when appropriate). This Committee may also include one or more members from the general membership. This Committee will be approved by Council and will report to the Board of Directors, the Council, and its Congregational Board.
- iv) When a suitable person who meets the qualifications as mentioned in **Article 4.4(ii)** is found and having been approved by the Board of Directors and Council, the Congregational Board then presents its choice to the members of its congregation in a meeting duly called for prayer and voting for a Pastor-Elect, who will serve for a maximum period of one (1) year. Pastors-Elect are voted in by three-quarters (3/4) majority in the same manner as the Elders (see **Article 4.1.1(iv)**).
- v) Pastors-Elect will serve their office after they have been assessed by the AGC.
- vi) Pastors-Elect are called to serve for a period of one (1) year to facilitate familiarisation and foster good working relationships with their respective congregations.
- vii) Concurrently, the Pastors-Elect will familiarise themselves with congregations other than their own through preaching, meetings, visits, etc.
- viii) At any time after the Pastors-Elect have served for more than six (6) months, the appropriate Congregational Board can recommend to the Board of Directors that its Pastor-Elect be confirmed.
- ix) A church Membership Meeting will then be called to vote on the Pastors-Elect. They will be accepted by their respective membership in a three-quarters (3/4) majority manner and, at the same meeting, by the rest of the membership in a simple majority.
- x) After their acceptance, Pastors will be confirmed at an Annual Membership Meeting after three (3) years of ministry by their respective membership in a three-quarters (3/4) majority manner and, at the same meeting, by the rest of the membership in a simple majority. Pastors will then serve as long as they are willing, able, and available until a pastoral change is initiated and implemented as per **Article 4.4(xiii)**.
- xi) Ideally, a Pastoral Care Team (PCT) should be formed by each congregation to consist of no more than three (3) members in addition to the pastor(s), one of whom must be an Elder or a Deacon if an Elder is not available, of the Congregational Board.
- xii) The purpose of the PCT is to encourage and assist their Pastor or Pastor-

- Elect in all areas of pastoral responsibility and to be mutually accountable.
- xiii) At any time during the Pastor's ministry, a pastoral change can be initiated in any one of the following three (3) ways:
- a) By ten (10) members in good standing of the congregation which the concerned Pastor serves. They will take the matter up to their Congregational Board or members thereof which, in accordance with **I Tim 5:19**, will lovingly investigate the desire for such a change;
 - b) By the Congregational Board of the congregation which the Pastor is serving;
 - c) By either the Council or Board of Directors which can also initiate a pastoral change review in any congregation. In either case, to protect the Pastor's privacy, his Congregational Board will be consulted before proceeding further.

After thorough review, all three (3) bodies (Congregational Board, Council and Board of Directors) must vote by a three-quarters (3/4) majority to proceed with the pastoral change.

Whichever body initiates the pastoral change process, the decision to recommend this change to the membership must be approved by all three (3) bodies. This pastoral change will be effective after a membership confirmation vote.

The recommendation for the pastor to undergo a confirmation vote as per **Article 4.4(x)** must be brought to the membership in a duly called meeting.

Should the Pastor, once notified of the review, resign; there will be no need for a Membership Meeting.

- xiv) All Pastors will give the Board of Directors at least three (3) months' notice before resignation, unless they are asked to resign. In such case, they may be given a reasonable length of time of up to three (3) months to vacate their office, as decided by the Board of Directors.
- xv) After their first confirmation, Pastors shall become Regular Full members of the church, and if married, their spouse will be admitted to membership upon submission of her application (attendance of the Membership class and an interview are not required).
- xvi) The ordination of Pastors is a recommendation of the respective Congregational Board to be approved by the Council and Board of Directors and finally accepted by their respective membership in a two-thirds (2/3) majority manner and, at the same duly constituted Membership Meeting, by the rest of the membership in a simple majority.
- xvii) Pastors and Pastors-Elect are voting members of their respective Congregational Boards (unless they are chairing) and the Council but *ex-officio* members of all committees.

4.5 Executive Officers

4.5.1 Duties of the Executive Officers of the Board of Directors & Council

- i) Chairman of the Board of Directors & Council

The Chairman of the Board of Directors will also be the Chairman of the Council. He will be externally the representative of the church and presides over the Annual and all Membership Meetings and at all regular meetings of the Board of Directors and Council. During the absence or inability to act of the Chairman, his powers and duties will devolve upon the Vice-chairman.

ii) Vice-Chairman of the Board of Directors & Council

The Vice-Chairman will assist the Chairman and in the absence or disability of that Chairman, perform the duties and exercise the powers of the Chairman and will perform such other duties as will from time to time be imposed upon him by the Board of Directors or the Council.

iii) Secretary of the Board of Directors & Council

He keeps all church records and is in charge of correspondence for the church. The Secretary will give or cause to be given all notices and will receive from the membership any communication destined for the Board of Directors and Council. He will enter or cause to be entered into books kept for that purpose the minutes of all proceedings at such meetings. He will also be the custodian of the Corporate Seal.

iv) Treasurer of the Church

He is in charge of the receipts, disbursements, and financial affairs for the whole church. He is the main issuer of cheques for the whole church. All other cheques issued for the whole church are under his supervision and scrutiny. He will issue one (1) single set of consolidated financial statements for the whole church as required but usually at least once a month.

4.5.2 Congregational Boards

i) Chairman of a Congregational Board

He will be the representative of his Congregational Board and presides at his Congregational Board meetings and exercise the powers and duties assigned to him by his Congregational Board. During the absence or inability to act of the Chairman, his powers and duties will devolve upon the Vice-Chairman.

ii) Vice-Chairman of a Congregational Board

The Vice-Chairman will assist the Board Chairman and in the absence or disability of that Chairman, perform the duties and exercise the powers of the Chairman and will perform such other duties as will from time to time be imposed upon him by the Congregational Boards.

iii) Secretary of a Congregational Board

He keeps all congregational records and is in charge of correspondence for his congregation. The Secretary will give, or cause to be given, all notices to congregational members and Congregational Boards members. He will enter or cause to be entered into books kept for that purpose, minutes of all proceedings at such meetings.

iv) Treasurer of a Congregational Board

He will work under the Church Treasurer and have access to all receipts, disbursements and financial data that relate to his congregation but will not issue cheques.

4.6 Indemnity to Elders, Directors, Deacons, Officers and Others

Every Elder, Director, Deacon, Officer and Pastoral Staff member of the church or other person who has undertaken or is about to undertake any liability on behalf of the church will, from time to time and at all times, be indemnified and saved harmless out of the funds of the church from and against: All costs, charges, and expenses whatsoever which such officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or about the execution of duties of his office or in respect of any such liability; except such costs, charges or expenses as are occasioned by his own malice, wilful neglect or default; such decisions being made by the Board of Directors or Arbitrator thus appointed.

4.7 Misconduct or Ineligibility of Officers & Pastors

Any three (3) members of the church in good standing may present the misconduct or ineligibility of any elected Officer of the church or any Pastor to the Chairmanship of any of the Congregational Boards or Council. An appropriate delegate or delegation appointed by the Council will review the Officer or Pastor respective regarding his misbehaviour or ineligibility and report to the Council for appropriate action.

4.8 Conflict of Interest

To preserve the integrity of the church, any member involved in real or potential conflict of interest situations is required to abstain from discussion and voting on these issues. Business relating to hiring and termination, remuneration, benefits, performance evaluation, and other personnel matters are considered conflict of interest matters, as well as other matters deemed so by the Board of Directors.

ARTICLE 5

SUBSIDIARY ORGANIZATIONS

- 5.1 Subsidiary organizations are organizations which by nature of their ministry operate independently of the church. They may be formed for different groups in the church when needed for the furtherance of the aim and ministry of the Gospel. These must be in accord with the principles and practices of the church and have their Constitution approved by the Board of Directors. A member of the Board of Directors or Council, mutually agreed upon by the officers of the organization, will serve as advisor or counsellor. All officers of the subsidiary organizations should preferably be members of the church.
- 5.2 All Chairmen of various committees and advisers of the subsidiary organizations will report regularly to either the Board of Directors, the Council or the Congregational Boards, as appropriate, at their regular meetings.

ARTICLE 6

FINANCE

- 6.1 The one and only source of revenue of this church is the voluntary offerings of its members and those led to contribute as God has prospered them. Members are encouraged to grow in the grace of giving. No other commercial methods of solicitation will be permitted.
Receivables which may accrue as a result of interest from deposits, the rental of equipment, facilities, or other assets will be used to defray the maintenance and depreciation costs of such.
- 6.2 The Treasurer of the church will prepare a consolidated monthly financial report. It will consist of a monthly statement of receipts and disbursements of all congregations. The report will be presented to the Board of Directors for discussion and acceptance and it will be made available to those members who request it through their congregational Board members. Summary financial reports are available upon request to all members on a quarterly basis. In addition, the Treasurer will report on the financial status of the church at all congregational meetings as appropriate. Each year the membership will appoint at its Annual Meeting an auditor to investigate and verify the financial statements and accounts of the current year.
Whenever possible, the auditor will report to the Membership at its Annual Meeting.
- 6.3 The appropriate Congregational Board member or Committee Chair in accordance with his Committee-approved budget must approve all budgeted expenditures.
- 6.4 All unbudgeted expenditures must be approved in accordance with the approval limits set below. The approval limits will be adjusted at the Annual Membership Meetings. The following limits were approved in 2010:
- i. Expenditures not exceeding \$1,000 may be rendered upon the approval of the Congregational Boards with the knowledge of the Treasurer but only once (1) in any fiscal year;
 - ii. Expenditures not exceeding \$750 may be rendered by the Council Chairman;
 - iii. Expenditures not exceeding \$1,500 may be rendered upon approval of the Council Chairman together with the Treasurer;
 - iv. Expenditures not exceeding \$4,500 may be rendered upon the approval of the Council;
 - v. Expenditures exceeding \$4,500 must be rendered upon the approval of the Council and the membership;
 - vi. Any financing equal to or greater than the current year's operating budget, any property purchase or sale, or any borrowing or securitization of church property or debt (other than operating lines of credit) will require the approval of the Board of Directors, the Council, and finally the membership.

Each level (ii-vi) of unbudgeted expenditures can only be exercised a maximum

of three times in any fiscal year.

ARTICLE 7 MEETINGS

7.1 MINISTRY MEETINGS

7.1.1 Worship

Each congregation will hold its public services in the language that is appropriate and distinctive to its constituency.

7.1.2 Prayer Meetings

Prayer meetings will be held on a regular basis at such time and place as each Congregational Board may determine.

7.1.3 Other Meetings

The appropriate Ministry Committee will initiate other meetings such as fellowships, bible studies, and cell group meetings.

7.2 BUSINESS MEETINGS

7.2.1 Annual and Church Membership Meetings

- i) The Annual Meeting for the receiving of annual reports, the election of officers, and the transaction of general business will be held in the months of March or April (The exact date is to be set by the Council at its December meeting).
- ii) Meeting of the church membership may be called by the Council and will be duly constituted, provided notice of the meeting has been given in the worship bulletin at least twenty-one (21) days before the meeting and/or has been posted on a notice board at all church sites thirty (30) days before the meeting. Five percent (5%) of the membership can request a special meeting.
- iii) An agenda will be distributed at least one (1) week before the due date of the Annual Meeting with attachments pertaining to items under discussion. The agenda can include a motion.
- iv) No teleconference or other electronic means will be allowed for Membership Meetings.
- v) The quorum for business at a duly called church Membership Meeting will be sixty (60) members. A quorum must be present for any voting to take place on the first item of business but does not have to be sustained throughout the meeting. In the event that a quorum has not been reached at a meeting duly called; the requirement for that quorum is waived when the meeting is reconvened, provided that a period of no less than two (2) weeks has elapsed between the first and the second meeting and announcements have been made from the pulpit on two (2) consecutive Sundays and that the agenda for the meeting has not been altered.
- vi) Members are encouraged to participate in all Membership Meetings and have equal time and access to all information. For this reason, translation

- into languages other than English will be provided at all meetings that will enable participation. During the question and discussion period, any language can be used as long as translation into English is available.
- vii) Unless the Act otherwise provides, over one-half (1/2) majority votes will be required for all motions to be passed. Motions requiring amendments to the Constitution (see **Article 9**) and where indicated in these By-laws, will require three-quarters (3/4) or more than three-quarters (3/4)-majority vote while calling and confirmation of Pastors will require three-quarters (3/4) majority (Abstention votes are not counted in the total). In the event of an equality of votes, the Chairman of any such meeting will be entitled to either a casting vote or postpone the voting on the motion to the next Membership Meeting.
 - viii) Unless the By-laws otherwise provide, voting at a Membership Meeting will be by show of hands except where a ballot is demanded by a member entitled to vote at the meeting. No voting by proxy is allowed at any Membership Meeting.
 - ix) At each Membership Meeting, two (2) or more scrutineers may be appointed by the Chairman with the consensus of the membership to count the ballots.
 - x) Recommendations by the Council, when submitted in a positive manner to the membership in the form of a motion at duly constituted meetings, can only be accepted or rejected and when duly passed are final and irrevocable. In the event that such a motion from the Council is defeated, the membership can only make recommendations for amendments but cannot amend the motion, such amendments being the prerogative of the initiating body.

7.2.2 Congregational Meetings

- (i) Congregational Membership Meetings are called in the same manner as the church Membership Meetings but by the respective Congregational Boards.
- (ii) All the rules, given in **Article 7.2.1** above, apply except for the following: The Quorum will consist of one-half (1/2) of the membership if the membership of that congregation consists of fifty (50) members or less and one-third (1/3) of the membership if the membership of that congregation is made up of over fifty (50) members.

ARTICLE 8

RULES AND MANNER OF CONDUCTING BUSINESS MEETINGS

8.1 Membership Meetings for Both the Church and Congregations

- i) Every meeting will be opened and closed in prayer.
- ii) It will be the duty of the Chairman to keep order and to state and explain propositions:
 - a) He will follow the parliamentary procedures to conduct the meeting, details of which are to be found in a short version of the original (1893) Manual of Parliamentary Procedure called the “**Robert's Rules of Order.**”
 - b) He will entertain no second motion until the one under consideration has been dealt with or through motions to amend, postpone, adjourn, or withdraw.
 - c) He will call to order any member who, while speaking, introduces any subject foreign to the one under discussion.
 - d) He will call to order any member who uses discourteous language or whose remarks are adapted to injure the reputation or feeling of any member.
 - e) He will acknowledge any member who raises his hand, signifying his desire to speak.
- iii) Every member who wishes to speak will rise and respectfully address the Chairman.
- iv) Every proposition presented for the action of the church must be introduced verbally during the meeting by the motion of one (1) member (in writing, if requested by the Chairman) and seconded by another.
- v) All questions will be decided by the vote of a simple majority, except in the cases mentioned in other sections of these By-laws.
- vi) Significant (defined as relating to pastoral and constitutional changes, major purchases, and the like) motions should be distributed to the membership in the meeting agenda prior to the meeting.
- vii) The order of procedure of the Annual Meeting will be as follows:
 - a) Reading, correcting, and adopting minutes of previous meeting.
 - b) Presentation of financial reports by the Treasurer.
 - c) Auditor's report distributed to members at least twenty-one (21) days before the meeting.
 - d) Reading and considering church correspondence, if any.
 - e) Reading and considering reports from various committees and departments, if available.
 - f) Amendments or additions to By-laws.
 - g) Appointment of an auditor.
 - h) Announce a day or days in a month or months for Membership Meetings for the remainder of the year at a place and hour to be

- named.
- i) General business.

8.2 Board of Directors, Council & Congregational Board Meetings

The following apply to the Board of Directors, the Council, and the Congregational Boards:

- i) A quorum will consist of one-half (1/2) of the members. For Council meetings a minimum of two (2) Elders and for Congregational Board meetings two (2) Elders or Deacons must be present.
- ii) No teleconference or other electronic means of meeting will be allowed unless agreed by all parties ahead of time. Electronic voting by the Board of Directors, the Council, and Congregational Boards is permitted, if the motion has been previously discussed and agreed at a previous meeting.
- iii) The Secretary will distribute the agenda of the present meeting and the minutes of the previous meeting to each member at least one (1) week prior to the meeting date.
- iv) The Board of Directors must meet a minimum of once (1) a calendar year. The Council will meet a minimum of six (6) times a calendar year while the Congregational Boards will meet a minimum of eight (8) times a year.
- v) All official meetings will be held from time to time, at such place, on such day and at such time as the Chairman, the Vice-Chairman or any three (3) members may determine and the Secretary will call meetings when directed.
- vi) Notice of any special meeting so called will be given to each member not less than ten (10) business days before the time when the meeting is to be held, except that no notice of a meeting will be necessary if all the members are present or if those absent waive notice of, or otherwise signify their consent to the holding of such meeting.
- vii) A day or days in a month or months for regular meetings at a place and hour are to be named. The notice period will be reasonable and will be no less than ten (10) days if notice is given by mail. Provided that reasonable notice is so given, no other notice will be required for any such regular meeting.
- viii) If the minutes of the previous meeting are found to be incorrectly recorded, they may be corrected upon approval of the members who were present at that meeting.
- ix) If a motion is proposed and passed at a meeting, it may be brought up for reconsideration at the following meeting providing that it is moved by a member who had previously voted in favour of the said motion.
- x) All the minutes of each meeting will, after they have been read and approved, require the signature of the Chairman to become part of the official church record.

ARTICLE 9

AMENDMENTS

9.1 Amendments to the Constitution

1. Amendments to the Constitution will be made by recommendation of the Board of Directors and/or Council or no less than twenty-five (25) members or 5% of the membership, whichever is smaller, and approved by the Board of Directors. These are then voted by members at a meeting for which notice of the proposed new By-law or proposed amendment to the existing Constitution has been given in accordance with **Article 7.2**.
2. A 95% majority vote (abstention not being counted in the total) by the membership will be required for any proposed changes to the Articles of Incorporation (**Part I**) while a three-quarters (3/4) majority vote by the members present at the meeting will be required for any proposed changes to the By-laws (**Part II**).

9.2 Process

Any amendments to the existing Constitution will be effected:

- i) A request for an amendment to the Constitution may be proposed by the Council or can be submitted at any time to the Secretary of the church by no less than twenty-five (25) members. The request will be in writing and will state the exact form of the proposed amendment to the Constitution. The Secretary upon receipt of such request will without undue delay advise the Board of Directors.
- ii) The Board of Directors will consider the request and enter into dialogue with the submitters until an agreement is reached.
- iii) The proposed amendment to the Constitution will be approved by the Board of Directors before notice is given to the membership.
- iv) Such notice of proposed amendment to the existing Constitution will be given from the pulpit on each of the two (2) preceding Sundays before the meeting.

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