

Evergreen Christian Ministries

(An Ontario Corporation without share capital)

General Operating By-law Number One (1)

January 22, 2005

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General Operating By-law NO. 1

Revised January 22, 2005 amending original dated, February 28, 2002 and confirmed by the members May 17, 2002

A by-law relating generally to the conduct of the affairs of

EVERGREEN CHRISTIAN MINISTRIES

An Ontario Corporation Without Share Capital

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BE IT ENACTED as a by-law of **EVERGREEN CHRISTIAN MINISTRIES (ECM)** (the *Corporation*) as follows:

1.00 INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the *Corporation* unless the context otherwise requires:

.01 the singular includes the plural;

- .02 the masculine gender includes the feminine and the neuter;
- .03 **Board** means the *Board of Directors of the Corporation*;
- .04 **Corporation** means *EVERGREEN CHRISTIAN MINISTRIES*;
- .05 **Corporations Act** means the *Corporations Act, R.S.O. 1990, c. C.38* and any statute amending or enacted in substitution therefore, from time to time;
- .06 **Documents**, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07 **EMCC** means the *Evangelical Missionary Church of Canada*;
- .08 **Executive Committee** means a committee of *Board* members as more particularly described in sections 6.00 – 6.07;
- .09 **Executive Officers** means the persons who hold the offices enumerated in section 7.01;
- .10 **Appointed Director** means the appointed *Director* described in section 4.16;
- .11 **Letters Patent** means the *Letters Patent* incorporating the *Corporation*, as from time to time amended and supplemented by *Supplementary Letters Patent*;
- .12 **Member** means such person who meets the qualifications for membership as set out in section 8.01 of this by-law or whom the *Board* has admitted into membership.
- 1.02 **Headings** used in the by-laws of the *Corporation* are for convenience of reference only and shall not affect the construction or interpretation thereof.
- 1.03 If any of the provisions contained in this by-law are inconsistent with the provisions contained in the **Letters Patent**, the provisions contained in the *Letters Patent*, as the case may be, shall prevail.

2.00 HEAD OFFICE

2.01 The *head office* of the *Corporation* shall be in the *Township of Clearview*, in the *Municipality of Stayner*, *County of Simcoe*, *Province of Ontario* and at such place in the Province of Ontario as the *Board* may from time to time determine.

3.00 SEAL

3.01 The *seal*, as designed and obtained by the *Board of Directors*, shall be the *corporate seal* of the *Corporation*.

4.00 DIRECTORS

4.01 **Board.** The affairs of the *Corporation* shall be managed by a *Board* composed of 14 (7) *Directors*, one (1) of whom may be appointed by the *EMCC*, and the remainder of whom shall be elected and retired in rotation as provided in section 5.03.

4.02 **Elected Directors.** *Elected Directors*, subject to the provisions of section 4.04, shall be elected in the manner set out in section 5.00, each of whom, subject to the provisions of the *Letters Patent*, shall hold office until the later of the third annual meeting after election to office and the day his successor has been elected and qualified.

4.03 **Qualifications.** Each Director shall:

.01 be a member of the *Corporation* at the date of, or become a member within ten (10) days after his election, and thereafter remain a member throughout his term, 8.01.

.02 be at least twenty-one (21) years of age;

.03 have evidenced agreement in writing, *Camp Policy Manual*, **CPM**, Sect 325, with the *Statement of Faith and Ordinances* and *Statement of Christian Conduct of the Corporation* which forms part of this by-law or such other similar *Statements* as are acceptable to the *Board* and give evidence of same in his or her lifestyle;

.04 be a voting member of a *congregation* of the *Evangelical Missionary Church of Canada*; or is a member by resolution of the Board of Directors of ECM;

.05 not be an undischarged bankrupt, insolvent nor found to be a mentally incompetent person.

4.04 **Director's Termination.** A member of the *Board* shall cease to be a *Director* if:

.01 he fails in any year of his term as a director to attend in person or by other means a majority of the meetings of the *Board* as determined by the *Board*;

.02 he ceases to be a *member* of the *Corporation* and is no longer qualified to hold office;

.03 he becomes bankrupt, insolvent, or a mentally incompetent person;

.04 he fails to comply with the *Statement of Faith and Christian Conduct* of the Corporation or any of the *Statements* to which the *Director* has subscribed, **CPM** Sect. 325.

The vacancy so created may be filled in the manner prescribed by section 4.05.

4.05 **Vacancies.** So long as a quorum of the *Directors* remains in office, the *Directors* from among the qualified members of the *Corporation* may fill a vacancy on the *Board*. If no quorum of directors exists, the remaining *Directors* shall forthwith call a general meeting of members to fill the vacancies on the *Board*.

4.06 **Removal of Directors.** The *Members* of the *Corporation* may, by resolution passed by at least two-thirds (2/3) of the votes cast at a members' meeting of which notice specifying the intention to pass the resolution has been given, remove any *Director* before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any qualifying *Member* in his stead for the remainder of his term.

4.07 **Quorum.** A *quorum* for the transaction of business at meetings of the *Board* shall be a minimum of four (4) members of the *Board* present in person.

4.08 **Meetings.** Meetings of the *Board* and of the *Executive Committee* may be held at any place within or outside Ontario, as designated in the notice calling the meeting. *Meetings of the Board* and/or of the *Executive Board* may be called by the *President*, *Vice-President* or by the *Secretary* on direction in writing by two or more *Directors*.

4.09 **Notice.** Subject to the provisions of section 4.08, notice of *Board* and *Executive Committee* meetings shall be delivered, telegraphed, telephoned, faxed or transmitted by other forms of electronic communication to each *Director* not less than five (5) days before the meeting is to take place, or shall be mailed to each *Director* not less than (ten) 10 days before the meeting is to take place. The statutory declaration of the *Secretary* or *President* that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the *Directors* are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.10 **Regular Meetings.** The *Board* may appoint one or more days in each year for regular meetings of the *Board* at a place and time named and no further notice of the regular meetings need be given. The *Board* shall hold a meeting within seven (7) days following the annual meeting of the *Corporation* for the purpose of organization, the election and appointment of officers and the transaction of any other business. A minimum of one meeting of the *Board* shall be held every three months throughout the financial year. Provided all *Directors* in attendance at a meeting of the *Board* so agree, a *Director* may participate in a meeting of the *Board* by telephone or other means of communication provided all *Directors* participating may simultaneously hear each other during the meeting. A *Director* participating by this means shall **not** be counted in determining if a *quorum* has been met.

4.11 **Voting.** Questions arising at any meeting of the *Board* shall be decided by a simple majority vote. The *Chair* shall vote in the first instance upon the calling of the question. At all meetings of the *Board*, every question shall be decided by a show of hands **unless** a poll on the question is required by the *Chairman* or requested by any *Director*. A declaration by the *Chair* that a resolution has been adopted/carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.12 **Remuneration of Directors.** The *Directors* of the *Corporation* shall serve without remuneration, and no *Director* shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

4.13 **Indemnities to Directors.** Every *Director* and *Officer* of the *Corporation* and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the *Corporation*, from and against,

.01 all costs, charges and expenses whatsoever which the *Director* or *Officer* 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 in or about the execution of the duties of his office; and,

.02 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, **except** the costs, charges or expenses occasioned by his own willful neglect or default.

4.14 **Protection of Directors and Officers.** No *Directors* or *Officers* of the *Corporation* shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the *Corporation* through the insufficiency or deficiency of title to any property acquired by the *Corporation* or for or on behalf of the *Corporation* or for the insufficiency of any security in or upon which any of the money of or belonging to the *Corporation* shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto **unless** the same shall happen by or through his own wrongful and willful act, neglect or default.

4.15 **Responsibility for Acts.** The *Directors* of the *Corporation* shall only be responsible such contracts, acts or transactions as shall have been submitted to and authorized or approved by the *Board* on behalf of the *Corporation*. The *Board* and shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the *Corporation*, except such as shall have been submitted to and authorized or approved by the *Board*.

4.16 **Appointed Director.** The *Evangelical Missionary Church of Canada, EMCC, A Canada Corporation Without Share Capital*, may appoint a *Director* (1/7) from the *Membership* of the *Corporation, ECM*, to the *Board of Directors*. The appointment shall be for a three-(3) year term and notice of the appointment filed with the *Corporation* prior to the Annual Members' Meeting requiring the appointment. Such *appointed Director* shall have the same rights, duties and responsibilities as the elected *Directors*. If no notice of appointment is given the Annual Members' Meeting may elect a member to the *Board of Directors* in the appointee's stead.

4.17 **Others Present.** Such others as the *Board* may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a *Director*, to notice of, and personally or by his delegate to attend and to speak at meetings of the *Board* but shall not be entitled to vote thereat.

4.18 **Powers.** The *Directors* of the *Corporation* shall administer the affairs of the *Corporation* in all things and make or cause to be made for the *Corporation*, in its name, any kind of contract which the *Corporation* may lawfully enter into. The *Board* may delegate any of its powers to the *Executive Committee* and may delegate administrative powers to *officers* and *committees*. Save as hereinafter provided, the *Board* may exercise all such other powers and do all such other acts and things as the *Corporation* is, by its *Letters Patent*, or otherwise, authorized to exercise and do. In carrying out such powers, the *Directors* shall ensure that a **Camp Policy Manual, CPM**, is prepared and maintained on a regular basis and a copy of same shall be provided to all *Directors* upon their appointment to the *Board of Directors*.

5.00 ELECTION OF BOARD

5.01 **Rotation.** Subject to the provisions of the *Corporations Act*, *Directors*, shall be elected and rotated as provided in section 5.03.

5.02 **Re-Election.** A *Director* shall be entitled to serve for two (2) full consecutive terms (6 years) and thereafter must not be a director for a period of twelve (12) months before being able to serve again, if otherwise qualified, as a *Director* of the *Corporation*. In the event of a 75%

favourable vote at a *Members' Meeting* to waive the requirement, a nominee may continue to serve, if elected, without meeting this requirement.

5.03 **Elections.** Save and except as hereinafter provided, the *Directors* of the *Corporation* shall be elected and shall retire in rotation every three (3) years.

5.04 **Nominations.** A *Nominating Committee* or the *Board of Directors'* report will submit candidates for the office(s) of *Director* to the *Annual Members' Meeting* AMM, **CPM**, Sect. 260.

6.00 EXECUTIVE COMMITTEE

6.01 **Formation.** The *Board*, whenever it consists of more than six people, may from time to time elect from among its number an *Executive Committee* consisting of such number of members, not less than four, as the *Board* may by resolution determine. The *Executive Committee* shall include the *President, Vice-President, Secretary* and *Treasurer*. A *quorum* of the *Executive Committee* shall be determined in accordance with *Section 6.03*. Each member of the *Executive Committee* shall serve at the pleasure of the *Board* and, in any event, only so long as he shall be a *Director*. If and whenever a vacancy shall exist in the *Executive Committee*, the remaining members of the *Executive Committee* may exercise all its powers so long as a *quorum* of the *Executive Committee* remains in office.

6.02 **Powers.** During the intervals between the meetings of the *Board*, the *Executive Committee* shall possess and may exercise (subject to any regulations which the *Board* may from time to time impose) all the powers of the *Board* in the management and direction of the affairs and business of the *Corporation* in such manner as the *Executive Committee* shall deem best for the interest of the *Corporation* in all cases in which specific directions shall not have been given by the *Board*.

6.03 **Procedures.** Subject to sections 6.04, 6.05 and 6.06 and to any regulations imposed from time to time by the *Board*, the *Executive Committee* shall have power to fix its *quorum* at not less than a majority of its members and may fix its own rules of procedure from time to time. The *Executive Committee* shall keep minutes of its meetings in which shall be recorded all actions taken by it. A copy of the minutes shall be submitted to the *Board* for the next regular meeting of the *Board*.

6.04 **Quorum.** No business may be transacted by the *Executive Committee* except at a meeting of its members at which a *quorum*, not less than a majority, 6.03, of the *Executive Committee* is present in person or by teleconference or other means of communication that permits all *Executive Committee* members participating in the meeting to simultaneously hear each other during the meeting and these shall be counted in determining if a *quorum* has been met.

6.05 **Place of Business.** Meetings of the *Executive Committee* may be held at the *head office* of the *Corporation* or at any other place within or outside Ontario as specified in the notice calling the meeting.

6.06 **Other Directors Present.** Each *Director* who is not a member of the *Executive Committee* shall be entitled to speak but not to vote at any meeting of the *Executive Committee* at which he is present. However, no *Director* who has not been elected to the *Executive Committee* shall be entitled to notice of any meeting of the *Executive Committee*, and his presence shall not be included for the purpose of calculating a *quorum*.

6.07 The **Executive Committee** may invite such other *Directors, Officers and Employees* of the *Corporation* as it may deem necessary or appropriate to attend its meetings and to take part in the discussion and consideration of the affairs of the *Corporation* but may not vote.

7.00 OFFICERS

7.01 **Executive Officers.** There shall be a *President, Vice-President, Treasurer, Secretary,* and such other *Officers* as the *Board of Directors* may determine by resolution from time to time. One person may hold more than one office except the office of *President* and *Vice-President*. The *President, Vice-President, Secretary* and the *Treasurer* shall be appointed by the *Board of Directors* from among their number at the first meeting of the *Board* after the annual election of such *Board of Directors*, provided that in default of such appointments, the then incumbents, being members of the *Board*, shall hold office until their successors are elected or appointed.

7.02 **President.** The *President* shall, when present, preside as *Chair* at all meetings of the *Board* and the *Executive Committee*. He shall preside at the *Meetings of Members*. The *President* shall supervise the affairs and operations of the *Corporation* and with the *Secretary* or other *Officer* appointed by the *Board* for the purpose shall sign all by-laws, membership certificates as the case may be, employment contracts and have the other powers and duties prescribed, from time to time, by the *Board* or incident to his office.

7.03 **Vice-President.** During the absence or inability of the *President* to act, his duties and powers may be exercised by the *Vice-President*. If the *Vice-President* exercises any of those duties or powers, the absence or inability of the *President* to act shall be presumed with reference thereto. The *Vice-President* shall also perform the other duties prescribed, from time to time, by the *Board* or *Executive Committee* or incident to his office.

7.04 **Secretary.** The *Secretary* shall be ex officio clerk of the *Board* and *Executive Committee*, and shall attend all meetings of the *Board* and of the *Executive Committee* and at all meetings of the members of the *Corporation*, to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to *Directors*. He shall be the custodian of the **corporate seal**, of the *Corporation* and of all books, papers, records, correspondence and documents belonging to the *Corporation* and shall perform the other duties prescribed by the *Board* or *Executive Committee*, from time to time, or incident to his office.

7.05 **Treasurer.** The *Treasurer* shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the *Corporation* in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the *Corporation* in the bank or banks from time to time designated by the *Board* or *Executive Committee*. He shall disburse the funds of the *Corporation* under the direction of the *Board* or *Executive Committee*, taking proper vouchers therefor and shall render to the *Board* or *Executive Committee*, whenever required of him, an account of all his transactions as *Treasurer* and of the financial position of the *Corporation*. He shall co-operate with the **Auditor** of the *Corporation* during any audit of the accounts of the *Corporation* and perform the other duties from time to time prescribed by the *Board* or *Executive Committee* or incident to his office.

7.06 **Other Officers.** The *Board* may appoint other officers, including without limitation *Honorary Officers* and agents (and with such titles as the *Board* may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties prescribed by the *Board* from time to time. The *Board* may also remove at its pleasure any such officer or agent of the *Corporation*. The duties of all other *Officers* of the *Corporation* appointed by the *Board* or *Executive Committee* shall be such as the terms of their engagement call for or the *Board* or *Executive Committee* prescribes.

8.00 MEMBERSHIP

8.01 **Membership** in the *Corporation* shall be composed of:

(a) Corporate Members: The corporate members are the full-member EMCC congregations in the provinces of Ontario and Quebec, and other full-member EMCC congregations that may apply and be approved by resolution of the Board of Directors. Each member is entitled to one vote, which shall be exercised either by delegate, or by resolution of the corporate member's board in the case of a mail-in ballot, proxy or the like.

(b) Individual Members: The individual member shall be a person who is either:

- i) a credentialed minister of the EMCC living and ministering in Ontario or Quebec
- ii) be a `Board approved member` having satisfied the following conditions:

A) Be a voting member in good standing of a congregation of the Evangelical Missionary Church of Canada; or, a person, who otherwise satisfies the other conditions for membership and is nominated in writing by two ECM Directors;

B) Have completed and signed the membership application form as provided by the *Corporation*. The application shall require 1) a good faith pledge to support the ministry of ECM; 2) agreement with the Statement of Faith and Ordinances and Statement of Christian Conduct of the Corporation which forms part of this by-law or such other similar Statements as are acceptable to the Board and give evidence of same in his or her lifestyle;

C) Affirms that the applicant is nineteen (19) or more years of age;

D) Have paid the annual membership fee(s), if any;

E) The Board has by resolution approved the application. The Board may revoke such approvals, in accordance with the Board's established criteria. No new applications can be approved in the 30 days prior to the Annual Members Meeting.

Board approved members may serve in any capacity, if elected or appointed, as any other members. Notice of membership shall be given, in writing or by email, within 10 days of board approval. Board approved membership must be reviewed by the board annually. The process for renewal of board approved membership shall be specified by resolution of the board and communicated in a timely fashion to the membership. The Board shall review the membership roll at least 30 days prior to the Annual meeting and shall satisfy itself that only members in good standing are on the roll.

8.02 **Voting.** Except as otherwise provided herein, each member of the *Corporation* shall be entitled to vote on each issue placed before *meetings of members* of the *Corporation*.

8.03 **Applications.** Application for membership in *standard form*, **CPM**, Sect. 600, is available at any premises operated by the *Corporation*. The membership roll or list shall be included with information made available to congregations of the EMCC. Membership fee(s), if any, will be as determined by the *Board of Directors*.

8.04 **Transfer of Membership.** The interest of a member in the *Corporation* is not transferable and lapses and ceases to exist in accordance with the by-laws of the *Corporation*.

8.05 **Revocation of Membership.** Any member may be expelled from the *Corporation* for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general *meeting of members*.

8.06 **Termination of Membership.** *Membership* in the *Corporation* automatically terminates upon the happening of any of the following events, **if**:

- (a) the person resigns in writing to the Secretary as a member of the *Corporation*;
- (b) the member dies;
- (c) is found to be less than twenty-one (21) years of age;
- (d) a person is expelled from the *Corporation* pursuant to sections 8.01 & 8.06;
- (e) the member is found to be mentally incompetent;
- (f) the member is no longer a member of a congregation of the *EMCC*;
- (g) the membership fee(s), if any, are in arrears.

8.07 **Annual Meeting.** The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board, for the following purposes:

- (a) hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- (b) electing such Directors as are to be elected at such annual meeting;
- (c) appointing the auditor and fixing or authorizing the Board to fix his remuneration;
- (d) receiving the Financial Statements and the Report of the Auditor;
- (e) approving the operating budget of the Corporation for the next financial year; and
- (f) the transaction of any other business properly brought before the meeting without any notice thereof.

8.08 **General Meeting.** The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. The members as may also call a general meeting of members as provided in the Act.

8.09 **Notice of Meetings.** Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days or more before the date of the meeting to each member entitled to notice of the meeting (and in the case of an annual meeting to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee as shown on the Corporation's records or sent to the last known email address. Such notice shall be considered served on the members if it is included within the materials provided to participating congregations of the *EMCC* and, otherwise sent 'board approved' members by means listed above.

8.10 **Quorum.** A *quorum* for the transaction of business at *meetings of members* shall be fifteen (15%) percent of the members present in person.

8.11 **Voting By Members.** Unless otherwise required by the provisions of the *Corporations Act* or the by-laws of the *Corporation*, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. The *Chair/President*, presiding at the meeting shall not be entitled to a second or casting vote.

8.12 **Proxies.** Members shall be entitled to vote on matters by means of a *proxy*, provided that the proxy appointed is a Member and represents no more than one other Member at such meeting. A proxy shall be executed by the Member or the Members attorney authorized in writing.

8.16 **Chair of Meeting.** The *President*, or the *Vice-President*, shall serve as *Chair* and if both are absent, unavailable, the *members* entitled to vote, present at any meeting of members shall choose another *Director* as *Chair*.

8.14 **Polls.** If at any meeting a poll is requested on the election of a *Chair* or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the *Chair* directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

8.15 **Adjournments.** Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

9.00 STANDING COMMITTEES

9.01 **Appointment.** The *Board of Directors* by *resolution* may establish such *Standing Committees* as it determines necessary from time to time. All committees report to the Board.

9.02 **Number of Members.** The number of members for each *Standing Committee* and the **mandate** of such *Standing Committee* shall be determined by the *Board* from time to time, **CPM**, Sect. 211.

9.03 **Remuneration.** *Members* on each *Standing Committee* shall serve without remuneration, provided that a committee member may be paid prior approved reasonable expenses incurred by him or her in the performance of his or her duties.

9.04 **Appointee's Approval.** All prospective *Committee Members* and the *chair* of each *Standing Committee* must have the prior approval of the *Board of Directors*.

9.05 **Chairs.** Except as otherwise provided for in this by-law, the *chair* of each *Standing Committee* shall be appointed from amongst the membership of the particular *Standing Committee* at the first meeting of the *Standing Committee* during each financial year.

9.06 **Duties.** The specific duties of each *Standing Committee* shall be defined in *standard form* as per the appropriate *Section(s)* and *forms* of the *Camp Policy Manual CPM*, Sect. 211.

9.07 **Schedule of Meetings.** *Standing Committees* shall meet at such times as are determined by the *chair* of each *Standing Committee* or as directed by the *President* of the *Board*, but in any event, not less than once per year.

9.08 **Processes and Procedures.** The procedures to be adopted during meetings of each *Standing Committee* shall be the same as those set out by *Board* utilizing the *standard form(s)* of the *Camp Policy Manual CPM*, Sect. 211.

9.09 **Removal of a Member.** Either the *Board* or the *membership* of the *Corporation* may remove any member from any *Standing Committee* for any reason upon a two-thirds (2/3) majority vote of the *Board* or a two-thirds (2/3) majority vote of the members at a membership meeting duly called for that purpose, in which event the *Board* may fill such vacancy.

10. AD HOC COMMITTEES

10.01 **Appointment.** There may be such *Ad Hoc Committees* and for such purposes as the *Board* or the *Executive Committee* may determine from time to time by resolution. The existence of each such *Ad Hoc Committee* shall be terminated automatically upon:

- .01 the delivery of its report to the *Board*;
- .02 the completion of its assigned task;
- .03 a change in the membership of the *Board* or *Executive Committee* by which it was constituted; or
- .04 a resolution to that effect of the *Board* or *Executive Committee* by which it was constituted; whichever first occurs.

PROVIDED HOWEVER that, in the case of termination pursuant to subsection 10.01.03, the *Board* or the *Executive Committee* (as the case may be) may by resolution continue such *Ad Hoc Committee*.

10.02 **Duties.** The *Board* is authorized to appoint such *Ad Hoc Committees* as are deemed necessary from time to time and to empower such committee or committees with such authority or directives using *standard form(s)* as per the *Camp Policy Manual, CPM*, Sect. 211, as deemed to be appropriate.

10.03 **Membership.** The *Board* shall appoint the members of such *Ad Hoc Committee* or *Committees*.

10.04 **Terms and Remuneration.** The *Board* shall determine the term of office and the duties of such *Ad Hoc Committee* as well as the appointment of a chair of such *Special Committee* unless specifically directed otherwise by members of the *Corporation*. Members of such *Ad Hoc Committees* shall serve without remuneration, provided that such committee member may be paid prior approved reasonable expenses incurred by him in the performance of his duties.

10.05 **Schedule of Meetings.** The *chair* of such *Ad Hoc Committee* shall determine the number and time of meetings.

10.06 **Processes and Procedures.** The procedures to be adopted during meetings of such *Ad Hoc Committee* shall be the same as those set out herein for the *Board* with modifications as necessary.

11.00 EXECUTION OF DOCUMENTS

11.01 **Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the *Board*.

11.02 **Execution of Documents.** Documents requiring execution by the *Corporation* may be signed by **any two** of the *President, Vice-President, Secretary* or *Treasurer* and all documents so signed are binding upon the *Corporation* without any further authorization or formality. The *Board* may from time to time appoint any officer or officers or any person or persons on behalf of the *Corporation*, either to sign documents generally or to sign specific documents. The *corporate seal*, if any, of the *Corporation* shall, when required, be affixed to documents executed in accordance with the foregoing.

11.03 **Books and Records.** The *Board* shall see that all necessary books and records of the *Corporation* required by the by-laws of the *Corporation* or by any applicable *Statute(s)* are regularly and properly kept.

12.00 DEPOSIT OF SECURITIES

12.01 **Banking.** The securities of the *Corporation* shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the *Board*. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the *Corporation* signed by such officer or officers, agent or agents of the *Corporation*, and in such manner, as shall from time to time be determined by resolution of the *Board* and such authority may be general or confined to specific instances.

13.00 BORROWING BY THE CORPORATION

13.01 **Borrowing Powers.** Subject to the limitations set out in the by-laws or in the *Letters Patent* of the *Corporation*, the *Board* may,

.01 borrow money on the credit of the *Corporation*;

.02 issue, sell or pledge securities of the *Corporation*; or

.03 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the *Corporation*, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the *Corporation*, provided that, except where the *Corporation* borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

13.02 **Agents and/or Officers to Act.** From time to time the *Board* may authorize any two (2) of the *Directors, Officers* or *Employees* of the *Corporation* or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the *Board* may authorize, and generally to manage, transact and settle the borrowing of money by the *Corporation*.

14.00 FINANCIAL YEAR

14.01 **Financial Year** of the *Corporation* shall terminate on the 31st day of December in each year or on such other date as the *Board* may from time to time by resolution determine.

15.00 AUDITORS

15.01 **Appointment.** The members shall at each annual meeting appoint an *auditor* to audit the accounts of the *Corporation*, to hold office until the next annual meeting, provided that the *Directors* may fill any casual vacancy in the office of the *Auditor*. The *Board* shall fix the remuneration of the *Auditor*. The *Secretary* of the *Corporation* shall send notice of appointment promptly to the *Auditor*.

16.00 NOTICE

16.01 **Computation of Time.** In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

16.02 **Omissions and Errors.** The accidental omission to give notice of any meeting or any adjourned meeting of the *Board*, *Executive Committee* or members or the non-receipt of any notice by any *Director* or *Member* or by the *Auditor* of the *Corporation* or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any *Director*, *Member* or the *Auditor* of the *Corporation* may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

17.00 STATEMENTS OF FAITH AND CHRISTIAN CONDUCT

17.01 **Essentials of Doctrine: Statement of Faith.**

The *Statement of Faith** of the Corporation is as follows:

.01 THE HOLY SCRIPTURES as originally given by God, divinely inspired, infallible, entirely trustworthy; and the only supreme authority in all matters of faith and conduct.

.02 ONE GOD, eternally existent in three Persons, Father, Son and Holy Spirit.

.03 OUR LORD JESUS CHRIST, God manifest in the flesh, His virgin birth, His sinless human life, His divine miracles, His bodily resurrection, His ascension, His mediatorial work, and His personal return in power and glory.

.04 THE SALVATION of the lost and sinful people through the shed blood of the Lord Jesus Christ by faith apart from works, and regeneration by the Holy Spirit.

.05 THE HOLY SPIRIT by whose indwelling the believer is enabled to live a holy life to witness and work for the Lord Jesus Christ.

.06 THE UNITY in the Spirit of all true believers, the Body of Christ. The local church as the tangible expression of the Body of Christ.

.07 THE RESURRECTION of both the saved and the lost; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of damnation.

* **THESE ARTICLES** are the non-negotiable Essentials of the Christian faith. The statement is Orthodox and Evangelical. *Orthodox* means in agreement with the historic teaching of the Christian faith as expressed in the historic creeds. *Evangelical* means an emphasis on the

Biblical gospel about salvation by faith in Christ and new life (regeneration) by the transforming work of the Holy Spirit. This new life is essential to the *Christian walk*.

17.02 **Essentials in Practice: The Ordinances.**

The *Ordinances* taught and promoted by the *Corporation* are as follows:

.01 We teach and promote two ordinances as commanded by Christ: *Baptism* and the *Lord's Supper*.

.02 We are immovable in our stand that the new birth is essential, and we are convinced that the Biblical teaching is believer's baptism by immersion upon profession of faith.

17.03 **Essentials of Conduct: Statement of Christian Conduct and Lifestyle**

The *Statement of Christian Conduct* of the *Corporation* is as follows:

.01 The Christian's conduct is modeled on the example of Jesus.

.02 Out of gratitude to God for His Covenant love, empowered by the Spirit of Holiness, informed and shaped by the instruction of the Word of God, the Christian walks in the steps of Jesus, obedient to the teaching of Jesus.

.03 The Scriptures teach that the divine pattern for marriage is the union of one man and one woman in a lifelong covenant relationship in mutual submission to Christ where care and respect for each other are practiced. (See CPM Sect 370 reference to homosexuality)

.04 The Scriptures teach that the believer is to be unfettered by anything that attains an addictive, compulsive or idolatrous dominance or control in one's life and conduct.

.05 The Scriptures teach that the believer is to walk circumspectly in the world; to be just in one's dealing and faithful in one's engagements.

18.00 **BY-LAWS AND AMENDMENTS. ETC.**

18.01 **Enactment.** By-laws of the *Corporation* may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the *Corporations' Act*, R.S.O. 1990, c. C.38, as may be amended, and shall require a two-thirds (2/3) majority approval of the members in attendance at a duly called members' meeting.

19.00 **EFFECTIVE DATE**

19.01 **In Force.** This by-law shall come into force without further formality upon its enactment.

Enacted, as here amended, (replacing the first 1st confirmed, dated, May 17, 2002) *General Operating By-Law No 1*, by the *Directors* of the *Corporation* at a meeting duly called and regularly held and at which a quorum was present on the 22nd day of *January, 2005*, and was ratified, sanctioned, confirmed and approved by a more than 2/3 affirmative vote of the members at a meeting duly called and held at St. Catharines, Ontario, at which a quorum was present on the *fourth* day of *May, 2005*.

M. Heideman, Secretary

D. Walker, President