

**BY-LAW NO. 2 OF BETHANY COMMUNITY CHURCH
OF ST. CATHARINES**

**A by-law relating generally to the transaction of the affairs
of Bethany Community Church of St. Catharines**

BE IT ENACTED as a by-law of Bethany Community Church of St. Catharines as follows:

1. Definitions

1.1 For the purposes of this by-law, the following words shall have the following meanings:

“**Act**” shall mean the *Canada Corporations Act R.S.C. 1970, c.C.32*, as amended from time to time and any statute enacted in substitution thereof;

“**Church**” shall mean Bethany Community Church of St. Catharines; and

“**Overseer**” shall have the meaning attributed to ‘director’ under the Act;

2. Corporate Seal

2.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Church.

3. Head Office

3.1 Until changed in accordance with the Act, the head office of the Church shall be in the City of St. Catharines, in the Regional Municipality of Niagara, in the Province of Ontario.

4. Conditions of Membership

4.1 Membership in the Church shall be limited to individuals of any age who voluntarily:

- (a) give clear testimony to the saving faith in Christ;
- (b) covenant to actually participate in the life and work of the local congregations;
- (c) agree to uphold the Objects and Statement of Faith located in the Letters Patent of the Church; and

- (d) apply for admission as a member and have received the approval of the board of Overseers.

4.2 There shall be no membership fees or dues unless otherwise directed by the board of Overseers.

4.3 Any member may withdraw from the Church by delivering to the Church a written resignation and lodging a copy of the same with the secretary of the Church.

4.4 Upon recommendation by the board of Overseers, a member may be asked to resign from the Church.

4.5 A member failing to share in the fellowship and responsibilities of the Church for a period of one (1) year without just cause shall forfeit his membership and shall be notified in writing.

4.6 Membership in the Church is non-transferable.

5. Members' Meetings

5.1 The annual or any other general meeting of the members shall be held at the head office of the Church or at any place in Canada as the board of Overseers may determine and on such day as the board of Overseers shall appoint.

5.2 Annual meetings of the members shall be held:

- (a) at least once in every calendar year;
- (b) not more than fifteen (15) months after the preceding annual meeting; and
- (c) not later than six (6) months after the Church's fiscal year end.

5.3 At every annual meeting, in addition to any other business that may be transacted, the report of the board of Overseers, the financial statement and the report of the auditors shall be presented and auditors shall be appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of Overseers shall have power to call, at any time, a general meeting of the members of the Church. At the request of not less than 25 members, the board of Overseers shall call a special general meeting of members. The special general meeting of members shall be held within 30 days of the request by the members.

5.4 Fourteen (14) days' notice of any annual or special general meeting shall be provided to members:

- (a) by way of publication in the weekly Church bulletin; and

(b) by way of an announcement from the pulpit at Church services.

5.5 Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

5.6 Provided a member is sixteen (16) years of age or older, each member present at a meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members. A proxyholder must be a member of the Church.

5.7 A quorum for a meeting of members (annual or special) shall be no less than twenty-five (25) members entitled to vote present in person or represented by proxy.

5.8 A majority of the votes cast by the members present shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

5.9 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Church shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6. Board of Overseers

6.1 The property and business of the Church shall be governed by a board of Overseers, comprised of a maximum of nine (9) and a minimum of seven (7) Overseers. The number of Overseers shall be determined from time to time by a majority of the Overseers at a meeting of the board of Overseers and sanctioned by an affirmative vote of at least two-thirds (2/3rds) of the voting members at a meeting duly called for the purpose of determining the number of Overseers to be elected to the board of Overseers. Overseers must be members, eighteen (18) years of age, with power under law to contract.

6.2 Overseers shall be elected for a term of three (3) years at an annual meeting of members by an affirmative vote of at least two-thirds (2/3rds) of the members present.

6.3 The office of an Overseer shall be automatically vacated:

- (a) if at a special general meeting of members, a resolution is passed by two-thirds (2/3rds) of the voting members present at the meeting called for that purpose;

- (b) if an Overseer has resigned his office by delivering a written resignation to the secretary of the Church;
- (c) if he is found by a court to be of unsound mind;
- (d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- (e) if he ceases to be a member; or
- (f) on death;

provided that if any vacancy shall occur for any reason contained in this paragraph, the board of Overseers may, by majority vote, appoint a member as a provisional Overseer until the next annual meeting of members at which time the members shall elect an Overseer by an affirmative vote of at least two-thirds (2/3rds) of the members present.

6.4 The Overseers shall serve as such without remuneration and no Overseer shall directly or indirectly receive any profit from his position as such, provided that an Overseer may be paid reasonable expenses incurred by him in the performance of his duties.

6.5 A retiring Overseer shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

7. Powers of Board of Overseers

7.1 The board of Overseers of the Church may administer the affairs of the Church in all things and make or cause to be made for the Church, in its name, any kind of contract which the Church may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Church is by its charter or otherwise authorized to exercise and do.

7.2 The Overseers shall have power to authorize expenditures on behalf of the Church from time to time and may delegate by resolution to an officer or officers of the Church the right to employ and pay salaries to employees. The Overseers shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Church in accordance with such terms as the board of Overseers may prescribe.

7.3 The board of Overseers is hereby authorized, from time to time:

- (a) to borrow money upon the credit of the Church, from any bank, corporation, firm or person, upon such terms, covenants and conditions at

such times, in such sums, to such an extent and in such manner as the board of Overseers in its discretion may deem expedient;

- (b) to limit or increase the amount to be borrowed;
- (c) to issue or cause to be issued bonds, debentures or other securities of the Church and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of Overseers; and
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Church, and the undertaking and rights of the Church.

7.4 The board of Overseers shall take such steps as they may deem requisite to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Church.

7.5 The board of Overseers may appoint such agents and engage such employees as it shall deem necessary from time to time and such individuals shall have such authority and shall perform such duties as shall be prescribed by the board of Overseers at the time of such appointment.

7.6 Remuneration for all officers, agents and employees and committee members shall be fixed by a resolution of the board of Overseers.

8. Overseers' Meetings

8.1 Meetings of the board of Overseers may be held at any time and place to be determined by the Overseers provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Overseer. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the board of Overseers. No error or omission in giving notice of any meeting of the board of Overseers or any adjourned meeting of the board of Overseers of the Church shall invalidate such meeting or make void any proceedings taken thereat and any Overseer may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Overseer is authorized to exercise one (1) vote.

8.2 A majority of Overseers in office, from time to time shall constitute a quorum for meetings of the board of Overseers. Any meeting of the board of Overseers at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Church.

9. Indemnities to Overseers and Others

9.1 Every Overseer or officer of the Church and their 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 Church, from and against:

- (a) all costs, charges and expenses which such Overseer or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

10. Officers

10.1 The officers of the Church shall be the chairperson of Overseers, secretary and treasurer and any such other officers as the board of Overseers may by by-law determine. The officers of the Church shall be elected by the board of Overseers from among their number at the first meeting of the board of Overseers after the election of such board of Overseers, provided that in default of such election, the then incumbents, being members of the board of Overseers, shall hold office until their successors are elected.

10.2 The officers of the Church shall hold office for three years from the date of appointment or election or until their successors are elected or appointed in their stead.

10.3 Any two offices may not be held by the same individual.

11. Duties of Officers

11.1 The chairperson of the Overseers shall preside at all meetings of the Church and of the board of Overseers. He shall have the general and active management of the affairs of the Church. He shall see that all orders and resolutions of the board of Overseers are carried into effect. He shall only have a second or casting vote at meetings of the board of Overseers or members when a deciding vote is required.

11.2 The treasurer shall have the custody of the funds and securities of the Church and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Church in the books belonging to the Church and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Church in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of Overseers from time to time. He shall

disburse the funds of the Church as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chairperson of the Overseers and Overseers at the regular meeting of the board of Overseers, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Church. He shall also perform such other duties as may from time to time be directed by the board of Overseers.

11.3 The secretary may be empowered by the board of Overseers, upon resolution of the board of Overseers, to carry out his affairs of the Church generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of Overseers, and shall perform such other duties as may be prescribed by the board of Overseers or chairperson of the Overseers, under whose supervision he shall be. He shall be custodian of the seal of the Church, which he shall deliver only when authorized by a resolution of the board of Overseers to do so and to such person or persons as may be named in the resolution.

11.4 The duties of all other officers of the Church shall be such as the terms of their engagement call for or the board of Overseers requires of them.

12. Committees

12.1 The board of Overseers may appoint committees whose members will hold their offices at the will of the board of Overseers. The board of Overseers shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

13. Execution of Documents

13.1 Contracts, documents or any instruments in writing requiring the signature of the Church, shall be signed by any one (1) officer and all contracts, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality. The Overseers shall have power from time to time by resolution to appoint an officer or officers on behalf of the Church to sign specific contracts, documents and instruments in writing. The Overseers may give the Church's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Church. The seal of the Church when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of Overseers.

14. Minutes of Board of Overseers

14.1 The minutes of the board of Overseers shall not be available to the general membership of the church but shall be available to the board of Overseers, each of whom shall receive a copy of such minutes.

15. Financial Year

15.1 Unless otherwise ordered by the board of Overseers, the fiscal year end of the Church shall be June 30th.

16. Auditors

16.1 The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Church for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Overseers may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of Overseers.

17. Books and Records

17.1 The Overseers shall see that all necessary books and records of the Church required by the by-laws of the Church or by any applicable statute or law are regularly and properly kept.

18. Amendment of By-Laws

18.1 The by-laws of the Church not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Act, may be enacted by a majority of the Overseers at a meeting of the board of Overseers and sanctioned by an affirmative vote of at least two-thirds (2/3rds) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

19. Rules and Regulations

19.1 The board of Overseers may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Church as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Church when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

20. Interpretation

20.1 In these by-laws and in all other by-laws of the Church hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms, societies or corporations.

21. Repeal

20.1 Upon the passage of this by-law in accordance with section 19.1 herein and subject to obtaining the approval of the Minister of Industry, the general operating by-law of the Church passed January 26, 2000, as amended February 11, 2001 with the approval of the Minister of Industry on May 30, 2001, is hereby repealed.

ENACTED by the board of Overseers sealed with the corporate seal the 7th day of May, 2006.

Signatories:

Sigried Duerksen
Bonnie Filipchuk
Tom Francey
Liz Froese
Jodi Lycett
Cheryl Tyndall
Peter Wegener
Tom Wiebe
Ernie Wiens

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