

**GENERAL OPERATING
BY-LAW NUMBER 3**

A BY-LAW RELATING GENERALLY TO THE
TRANSACTION OF AFFAIRS OF

BARRIE CHRISTIAN COUNCIL
(a Federal Incorporation)

BE IT ENACTED as General Operating By-law Number 3 of **BARRIE CHRISTIAN COUNCIL**, hereinafter referred to as the "Corporation," as follows to cancel and supercede in its entirety General Operating By-law Number 1 dated April 26, 2000.

1.0. DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

1.1 DEFINITIONS

In this By-law and all other By-laws and Resolutions of the Corporation unless the context otherwise requires, the following definitions shall apply:

- (a) "Act" means the Canada Corporations Act R.S.C. 1970, c. C-32 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any reference in the By-law to the provisions of the Canada Corporations Act shall be read as references to the substantial provisions therefor in the new statute or statutes.
- (b) "Auditor" includes a person, persons or firm preparing the annual financial statement of the Corporation.
- (c) "Board of Directors" shall be deemed to be the Board of Directors of the Corporation pursuant to the Act.
- (d) "Committee" means any Persons who shall be appointed by the Directors, and which committee shall exercise such powers as are authorized by the Directors.
- (e) "Corporation" means **BARRIE CHRISTIAN COUNCIL**, which is incorporated under the Canada Corporations Act, R.S.C. 1970, c. C-32, without share capital by Letters Patent.
- (f) "Debenture" includes bonds, debenture stock and any other securities of the Corporation that constitute or are entitled to the benefit of a charge on the assets of the Corporation.
- (g) "Director" means a Member of the Board of Directors of the Corporation and includes any Person occupying the position of a Director by whatever name he is called.
- (h) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, 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 writing.

- (i) "General Operating By-law" means this General Operating By-law or any other By-law of the Corporation from time to time in force and effect, any amendments thereto, and any other By-laws of the Corporation intended to amend or replace the General Operating By-law herein.
- (j) "Letters Patent" means the Letters Patent incorporating the Corporation, as from time to time amended or supplemented by Supplementary Letters Patent.
- (k) "Member of the Corporation" means every Person who becomes and remains a Member in accordance with Section 3.1 herein.
- (l) "Member of the Barrie Christian Council" means every person, church, para-church organization or any other organization who becomes or remains a Member in accordance with Section 3.2 herein.
- (m) "Mortgage" includes a secured debt obligation, a charge and hypothec.
- (n) "Objects" means the charitable Objects of the Corporation as contained in the Letters Patent.
- (o) "Officer" means an Officer of the Corporation as described in Section 8.0 of this General Operating By-law.
- (p) "Person" means an individual, but does not include corporations, partnerships, trusts or unincorporated organizations.
- (q) "Policy Statement" means an addendum to the General Operating By-law from time to time in force and effect that addresses various social and other issues and the Corporation's position vis-a-vis these issues.
- (r) "Registered Address" means the address of a Member of the Corporation as registered in the Corporation's books and records.
- (s) "Resolution" means a resolution passed in any meeting of the Board of Directors of the Corporation by a simple majority of the votes cast in person or by telephone, telegram, telex, telefax, or any method of transmitting legibly recorded messages.
- (t) "Special Resolution" means a resolution passed in any meeting of the Members of the Corporation by a simple majority of the votes cast in person or by telephone, telegram, telex, telefax, or any method of transmitting legibly recorded messages.
- (u) "Tenets of Faith" means the Corporation's statement of faith or statement of beliefs.

1.2 FUNDAMENTAL TERMS AND INTERPRETATIONS

(a) Objects and Tenets of Faith

This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Corporation's Objects contained in the Letters Patent, which for purposes of this General Operating By-law are incorporated by reference and made a part thereof, and the Tenets of Faith contained in this General Operating By-

law. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions in the Letters Patent or the Act, as the case may be, shall prevail. Should any of the provisions or portions of this General Operating By-law be held unenforceable or invalid for any reason, the remaining provisions and portions of this General Operating By-law shall be unaffected by such holding.

All references in this General Operating By-law to the Letters Patent shall be the Letters Patent of the Corporation dated October 13, 1999 filed with Industry Canada and used to establish the legal existence of this Corporation.

(b) Interpretations

In this General Operating By-law and all other By-laws and Resolutions of the Corporation, unless the context requires, the following interpretations shall apply:

- (1) words importing the singular number include the plural and vice versa;
- (2) words importing the masculine gender include the feminine.

(c) Headings

Headings used in this General Operating By-law are inserted for convenience of reference only and shall not affect the construction or interpretation hereof.

2.0. CORPORATE SEAL

The seal of **BARRIE CHRISTIAN COUNCIL** shall be in such form as shall be prescribed by the Board of Directors and shall contain the words “**BARRIE CHRISTIAN COUNCIL.**” The Board of Directors may authorize the creation and the use of a duplicate corporate seal.

3.0. MEMBERSHIP

There shall be two (2) classes of membership.

3.1 MEMBER OF THE CORPORATION

(a) Definition Of Membership

A corporation shall not be entitled to become a Member of the Corporation. Thereafter, Members of the Corporation shall consist only of those Persons whose application for admission as a Member of the Corporation, oral or written, has received approval by a simple majority of votes cast by the existing Members of the Corporation.

b) Qualifications For Membership

- (i) Membership in the Corporation shall be limited to Persons twenty-one years of age or older who have professed faith in Jesus Christ as their Lord and Saviour, are in agreement with the Corporation's Tenets of Faith, the Corporation's Policy Statement, are interested in furthering the Objects of the Corporation, and who shall uphold the Letters Patent of the

Corporation, its Policy Statement and any amendments thereto, and comply with this General Operating By-law and any other By-law of the Corporation intended to amend or replace this General Operating By-law.

- (ii) A Member of the Corporation is required to be a Member of **BARRIE CHRISTIAN COUNCIL** as defined in Section 3.2.
 - (iii) The Person must fulfil the spiritual qualifications of a deacon listed in 1 Timothy 3:8-15.
 - (iv) The Person recognizes and agrees that their position as a Member of Corporation requires that their lifestyle must be in accordance with guidelines set out in the Bible, the Word of God and, therefore, must not evidence unethical or immoral conduct or behaviour that in the opinion of a simple majority of the remaining Members of the Corporation is unbecoming, and that such unethical or immoral conduct or behaviour constitutes grounds for immediate removal as a Member of the Corporation.
 - (v) There shall be no membership fees.
- (c) Admission To Membership
- (i) Application for Membership in the Corporation may be initiated by either oral or written request to the President;
 - (ii) The Secretary shall give the applicant a complete copy of the Corporation's Letters Patent, General Operating By-law and any amendments thereto, any other By-law in effect, and Policy Statement, if applicable, with the request that the applicant read the said documents in full. If the applicant understands and agrees with the documents, the applicant shall be required to sign a declaration attesting to his profession of faith in Jesus Christ as Lord and Saviour and to their understanding and agreement with the documents herein referred to.
- (d) Votes
- (i) This shall be a voting membership.
 - (ii) Each Member is entitled to one vote.
 - (iii) Voting shall be conducted by a show of hands. In the case of any Member of the Corporation participating in the meeting via tele-conference or by other electronic means of communication, their vote shall be cast verbally and recorded and immediately confirmed to all Members physically present at the meeting.
 - (iv) Questions or issues arising at any meeting of the Members of the Corporation shall be decided by a simple majority vote unless the Act or this General Operating By-law otherwise provide.
 - (v) In the case of an equality of votes, the chairperson shall have a deciding or second vote in addition to the vote to which he may be entitled as a Member.

(e) Withdrawal And Removal

- (i) A Member of the Corporation shall cease to be a Member of the Corporation upon the occurrence of any of the following events:
- by delivering his resignation in writing to the Secretary of the Corporation or by mailing or delivering it to the official address of the Corporation. Any such notice of resignation shall take effect at the date of receipt of such written resignation or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding, no Member of the Corporation's resignation may become effective if the Corporation would then be left without a minimum of three (3) Members of the Corporation who are unrelated by blood, marriage or adoption; or
 - if he be found a lunatic or becomes of an unsound mind; or
 - if he becomes bankrupt or suspends payments or compounds with his creditors; or
 - on having been a Member of the Corporation not in good standing for four (4) consecutive months; or
 - on his death; or
 - on being expelled;
- (ii) A Member of the Corporation may be expelled by a simple majority vote of the remaining Members of the Corporation with the following being full and sufficient reasons for expulsion:
- no longer subscribing to the Letters Patent of the Corporation, or its Objects, or the Policy Statement of the Corporation, or with this General Operating By-law;
 - denial of Jesus Christ as their personal Saviour and Lord;
 - publicly propagating doctrines and/or practices that are contrary to those set forth in the Bible;
 - immoral or unethical conduct;
 - sexually immoral conduct including, inter alia, adultery, homosexuality, and lesbianism;
 - physical or sexual child abuse;
 - physical spousal abuse;
 - serious un-Christian conduct in contravention of the Holy Scriptures;
 - advocacy of doctrine contrary to the Tenets of Faith set out in Section 4.0;
 - failure to attend two (2) consecutive meetings of the Members of the Corporation without the oral or written consent of the chairperson of the Members of the Corporation;
- (iii) All Members of the Corporation are in good standing except a Member who:
- no longer is committed to furthering the Objects of the Corporation as set out in the Letters Patent; and
 - no longer wholeheartedly accepts, adopts, and subscribes to the Tenets of Faith set out in Section 4.0;
 - no longer wholeheartedly accepts, adopts and subscribes to the Corporation's Policy Statement;
 - has participated in any act outlined in (ii) foregoing.

- (iv) The fact that a Person has for any reason ceased to be a Member of the Corporation shall not disqualify him from subsequent admission into membership in the Corporation, in accordance with the above provisions.

(f) Meetings

- (i) General meetings or special meetings shall be held at such time and place in Canada or elsewhere in accordance with the Canada Corporations Act, as the Members determine. Members of the Corporation or members of the Board of Directors may, however, as they deem necessary, convene additional general or special meetings upon oral or written request to the chairperson of fifty percent (50%) of the voting Members of the Corporation or Board of Directors who have a right to requisition such meetings.
- (ii) The annual general meeting of the Members of the Corporation shall be held in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting. At every annual general meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the Auditor shall be presented and a Board of Directors and President elected and Auditor appointed for the ensuing year.
- (iii) A Member of the Corporation may participate in any meeting of the Members of the Corporation by means of teleconference or by other electronic means of communication provided that (a) each Member participating in the meeting can communicate adequately with every other Member, (b) a minimum of fifty percent (50%) of the Members approve of holding such a meeting, (c) the chairperson has resolved any security issues arising from the use of such electronic means of communication, and (d) a minimum of fifty percent (50%) of the quorum identified in Clause 3.1(h) herein, said number not to be less than two (2), are physically present at such a meeting wherein teleconference or other electronic means of communication is employed. Each Member shall have equal access to the technology used. A Member participating in a meeting in accordance with this General Operating By-law shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat in accordance with Clause 3.1(d)(iii).
- (iv) A written Special Resolution in lieu of a meeting is not permitted.
- (v) The President shall be chairperson of all meetings of the Members of the Corporation; but if at any meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice President shall act as chairperson.
- (vi) If the Secretary is absent, the chairperson of the meeting shall appoint some Person, who need not be a Member, to act as secretary of the meeting.
- (vii) No Special Resolution proposed at any meeting of the Members of the Corporation need be seconded and the chairperson of a meeting may move or propose a Special Resolution.
- (viii) Persons entitled to attend a meeting of the Members of the Corporation shall be:
 - 1) the Members;

- 2) others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles of Incorporation to be present at the meeting;
- 3) any Person admitted on the invitation of the chairperson of the meeting, subject to the approval of the majority of all other Members present at the meeting.

(g) Notice of Meeting

- (i) Notice of any meeting shall specify the place in Canada or elsewhere, the day and the hour of meeting, and, in the case of special business, the general nature of that business in sufficient detail in order to allow a Member to make a reasonable judgement upon such special business.
- (ii) Notice of such meeting shall be given by mail, it shall be sent postage prepaid, addressed to each of the Members of the Corporation at his registered address at least fourteen (14) days notice in advance of such meeting. It shall be the duty of each Member of the Corporation to register his address with the Secretary of the Corporation. Notice may also be given by leaving it at his usual business or residential address or by telephone, telegram, telex, telefax or any method of transmitting legibly recorded messages.
- (iii) Any Member of the Corporation may file with the Secretary a document executed by him waiving notice of any past, present or future meeting or meetings of the Members of the Corporation being, or required to have been, sent to him and may at any time withdraw such waiver. After filing such waiver with respect to future meetings and until such waiver is withdrawn, no notice need be given to such Member of the Corporation and, unless the Member otherwise requires in writing to the Secretary, of any meeting of the Members of the Corporation and all meetings of the Members of the Corporation so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such Member.
- (iv) No error or omission in giving notice of any meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member of the Corporation may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

(h) Quorum

- (i) No business, other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted at any meeting when a quorum is not present.
- (ii) If at any time during a meeting there ceased to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (iii) A quorum is fifty percent (50%) of the Members of the Corporation present at any meeting.
- (iv) If within thirty (30) minutes from the time appointed for any meeting a quorum is not present, if convened on the requisition of Members of the Corporation or the Board of Directors, it shall be terminated; but in any other case, it shall stand adjourned to a suitably

convenient date within ten (10) days of the originally appointed time, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, at least two (2) Members of the Corporation present shall constitute a quorum.

(i) Adjournments

Any meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

(j) Minutes of Meetings

The minutes of any meeting shall be available to the Membership of **BARRIE CHRISTIAN COUNCIL**, to the Members of the Corporation, and to the members of the Board of Directors, each of whom shall receive a copy of such minutes upon oral or written request.

3.2 MEMBER OF BARRIE CHRISTIAN COUNCIL

(a) Definition of Membership

Membership in **BARRIE CHRISTIAN COUNCIL** shall be limited to Persons, no matter what age, excluding minors in accordance with the law, churches, para-church organizations or any other organization who/which becomes or remains a Member and who/which have professed faith in Jesus Christ as their Lord and Saviour.

(b) Qualifications For Membership

- (i) Agreement with the Corporation's Tenets of Faith as set forth in Section 4.0 herein.
- (ii) Agreement with the Corporation's Policy Statement in effect and as amended from time to time.
- (iii) Interest and desire to further the Objects of the Corporation in accordance with the Ministry Partnership Commitment.
- (iv) The Member of **BARRIE CHRISTIAN COUNCIL** recognizes and agrees that membership in **BARRIE CHRISTIAN COUNCIL** requires an ongoing lifestyle in accordance with guidelines set out in the Bible, the Word of God, and, therefore, must not evidence unethical or immoral conduct or behaviour, including but not limited to theft, fraud, forgery, defalcation, sexually immoral conduct including, inter alia, adultery, homosexuality and lesbianism, physical or sexual child abuse, or any other serious un-Christian conduct in contravention of the Holy Scriptures, and that such unethical or immoral conduct or behaviour shall constitute grounds for immediate revocation of membership in **BARRIE CHRISTIAN COUNCIL**.
- (v) Willingness to submit to scriptural authority.

- (vi) Regular attendance at meetings.
 - (vii) Regular financial support in the form of membership fees.
- (c) Admission To Membership
- (i) Membership is initiated by payment of the membership fee and the signing of a statement of faith attesting to their acceptance of Jesus Christ as Lord and Saviour in a form and wording approved by the Board of Directors.
 - (ii) The applicant shall, upon request, be given a copy of the Corporation's Letters Patent, General Operating By-law and any amendments thereto, any other By-laws in effect and any Policy Statement;
 - (iii) Membership in the Barrie Christian Council is not transferable.
- (d) Membership Fee
- (i) There shall be an annual membership fee.
 - (ii) The fee will be set by the outgoing Board of Directors at the annual meeting of the Board of Directors.
 - (iii) The fee shall be paid each year on or before a date determined by the Board of Directors.
 - (iv) Non-payment of the prescribed fee by the date determined by the Board of Directors will constitute an expired membership.
 - (v) Membership is for the duration of one (1) year commencing September 1st, unless otherwise directed by the Board of Directors.
- (e) Votes
- (i) This is a voting membership.
 - (ii) Each Member is entitled to one vote provided their membership fee is paid for the current year. In the event the Member is a church, para-church organization or any other organization, that church, para-church organization or other organization shall select its representative person who shall cast a single vote on behalf of the church, para-church organization or other organization they are representing.
 - (iii) Voting shall be conducted by a show of hands. In the case of any Member participating in the meeting via tele-conference or by other electronic means of communication, their vote shall be cast verbally and recorded and immediately confirmed to all Members physically present at the meeting.
 - (iv) Questions or issues arising at any meeting of the Members shall be decided by a simple majority vote unless the Act or this General Operating By-law otherwise provide.

- (v) In the case of an equality of votes, the chairperson shall have a deciding or second vote in addition to the vote to which he may be entitled as a Member.

(f) Privileges, Rights And Duties Of Membership

- (i) Inspect the financial statements of the Corporation provided that a minimum of ten (10) days oral or written notice is given to the Treasurer.
- (ii) Financially support the work of the Corporation.
- (iii) Involvement in the various activities of the Corporation.
- (iv) Attend, speak and participate at any business meeting of the Members.

(g) Adherent of Barrie Christian Council

- (i) An Adherent of **BARRIE CHRISTIAN COUNCIL** is a Person, church, para-church organization or other organization who/which attends the meetings of **BARRIE CHRISTIAN COUNCIL**, professes faith in Jesus Christ, respects the Corporation's Letters Patent, General Operating By-law and any Policy Statement in effect, but has not paid the annual membership fee.
- (ii) An Adherent of **BARRIE CHRISTIAN COUNCIL** shall have the privilege of attending all meetings but without the right to speak or participate unless the chairman, in his sole discretion, deems otherwise.
- (iii) An Adherent of **BARRIE CHRISTIAN COUNCIL** will be expected to respect the Letters Patent, this General Operating By-law and any Policy Statement in effect of the Corporation and be subject to its authority.

(h) Withdrawal And Removal

- (i) A Member or Adherent may withdraw at any time as a Member or Adherent orally or in writing, and upon request by a Member, such Member may be given a letter of recommendation addressed to the ministerial organization or group to which the Member is relocating to.
- (ii) Any Member withdrawing their membership shall be removed from the membership roll and shall be deemed to have resigned from any position they may have held. In the case of the withdrawal of an Adherent, such Person, church, para-church organization or other organization shall be deemed no longer to be an Adherent.
- (iii) Any Member who is deemed withdrawn in accordance with Section 3.2(h) above shall be sent a written notice of their terminated membership by regular mail to their last known address.

- (iv) Any Member, upon receiving notice of their terminated membership, and requesting either orally or in writing the reinstatement of their previous status, may have it re-instated at the discretion of the Board of Directors, provided any outstanding fees are paid forthwith.
- (v) Membership shall cease upon death of a Person or dissolution of a church, para-church organization or other organization.

4.0. TENETS OF FAITH

The Tenets of Faith are as follows:

4.1 WE BELIEVE:

The Holy Scriptures given by God are divinely inspired, entirely trustworthy, and are supremely authoritative in all matters of faith and conduct. There is one God, eternally existent in three Persons: Father, Son and Holy Spirit. Our Lord Jesus Christ is God manifest in flesh; we affirm His virgin birth, sinless humanity, divine miracles, bodily resurrection, ascension, ongoing mediatorial work, and personal return in power and glory. The salvation of lost and sinful humanity is possible only through the merits of the shed blood of the Lord Jesus Christ, received by faith alone and not by works, and is characterized by regeneration of the Holy Spirit. The Holy Spirit enables believers to live a holy life, to witness and work for the Lord Jesus Christ. The Church, the Body of Christ, consists of all true believers. Ultimately God will judge the living and the dead, those who are saved unto the resurrection of life, those who are lost unto the resurrection of damnation.

4.2 THE APOSTLES' CREED

- We believe in God, the Father almighty, Creator of heaven and earth.
- We believe in Jesus Christ, His only son, our Lord.
- He was conceived by the power of the Holy Spirit and born of the virgin Mary.
- He suffered under Pontius Pilate, was crucified, died, and was buried.
- He descended in hell.
- On the third day He rose again.
- He ascended into heaven, and is seated at the right hand of the Father.
- He will come again to judge the living and the dead.
- We believe in the Holy Spirit, the holy catholic Church, the communion of saints, the forgiveness of sins, the resurrection of the body, and the life everlasting. Amen.

5.0 HEAD OFFICE

The Head Office of the Corporation shall be located in the County of Simcoe, in the Province of Ontario, Canada until changed in accordance with Section 24 of the Canada Corporations Act.

6.0 BOARD OF DIRECTORS

6.1 MANAGEMENT

The property and business and affairs of the Corporation shall be managed by a Board of Directors of not less than three and not more than five Directors, elected from the Members of the Corporation.

6.2 QUALIFICATIONS FOR BOARD OF DIRECTORS

- (a) The Person must be a Member of the Corporation in good standing.
- (b) The Person must be twenty-one (21) years of age or over with power under law to contract.
- (c) The Person must recognize that membership on the Board of Directors is a commitment to humble service, not a position of honour or status, nor a reward for past service.

6.3 ELECTION OF BOARD OF DIRECTORS

The Board of Directors shall be elected by the Members of the Corporation at the annual meeting of the Members of the Corporation from the slate of qualifying candidates who are Members of the Corporation, nominated by the Members of the Corporation at that annual meeting.

6.4 TERM OF OFFICE

The term of office on the Board of Directors shall be for a period of time not to exceed one year.

6.5 VACANCIES

- (a) The position of Director shall be automatically vacated if any of the following situations occur:
 - (i) If he shall resign his office by delivering a written resignation to the Secretary of the Corporation; any such resignation shall take effect at the date of receipt of such written resignation unless otherwise specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding, no Director may resign if the Corporation would then be left without a duly constituted Board of Directors, unrelated by blood, marriage or adoption, in charge of the Corporation's affairs;
 - (ii) If he no longer fulfils all the qualifications of a Director set out in Section 6.2 above or of a Member of the Corporation as set out in Section 3.1(b);
 - (iii) If he is found to be a lunatic or becomes of unsound mind;
 - (iv) If he becomes bankrupt or suspends payment or compounds with his creditors;
 - (v) If, at a meeting of the Members of the Corporation, a Special Resolution is passed by a simple majority of the Members of the Corporation then present at the meeting that he be removed from office for cause, which, without limitation, shall include the following:
 - immoral or unethical conduct;
 - sexually immoral conduct including, inter alia, adultery and homosexuality;
 - physical or sexual child abuse;
 - physical spousal abuse;

- advocacy of doctrine contrary to the Tenets of Faith set out in Section 4;
- advocacy of a position contrary to the Policy Statement;
- failure to attend meetings of the Directors for a period of at least two (2) consecutive meetings without the verbal or written consent of the President;

(vi) If he is determined by a simple majority vote of the Members of the Corporation who are present at a special meeting called for that purpose to be unfit to hold the position of Director for any reason; or

(vii) on death;

- (b) If any vacancy shall occur for any reason contained herein, the Members of the Corporation by majority vote, may, by appointment, fill the vacancy with a Member of the Corporation. The term of office of the new Director shall be for the balance of the incomplete one year term of his predecessor.
- (c) Should a Director resign as a Member of the Corporation, he shall be deemed to have resigned as a Director as well.

6.6 MEETINGS

- (a) Meetings of the Board of Directors may be held at any time and place within or outside of Canada as determined by the Board of Directors.
- (b) There shall be at least one (1) meeting per calendar year of the Board of Directors.
- (c) The President or any two (2) Directors may, and the Secretary shall, upon request of the President or any two (2) Directors, call a meeting of the Board of Directors at any time.
- (d) The President shall be chairperson of all meetings of the Board of Directors; but if at any meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-president shall act as chairperson.
- (e) A Director may participate in a meeting of the Board of Directors by means of teleconference or by other electronic means of communication provided that (a) each Director participating in the meeting can communicate adequately with every other Director, (b) a minimum of fifty percent (50%) of the Directors approve of holding such a meeting, (c) the chairperson has resolved any security issues arising from the use of such electronic means of communication, and (d) a minimum of fifty percent (50%) of the quorum identified in Clause 6.9 herein, said number not to be less than two (2), are physically present at such a meeting wherein teleconference or other electronic means of communication is employed. Each Director shall have equal access to the technology used. A Director participating in a meeting in accordance with this General Operating By-law shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote thereat in accordance with Clause 6.7(g).
- (f) A written Resolution in lieu of a meeting is not permitted.
- (g) Questions or issues arising at a meeting of the Board of Directors shall be decided by a majority of votes cast by a show of hands. In the case of any Director participating in the meeting via

teleconference or by other electronic means of communication, their vote shall be cast verbally and recorded and immediately confirmed to all Directors physically present at the meeting. In the case of an equality of votes, the chairperson shall have a deciding or second vote in addition to the vote which he may be entitled to as a Director.

- (h) Each Director is authorized to exercise one (1) vote.
- (i) No Resolution proposed at a meeting of the Board of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- (j) If the Secretary is absent, the chairperson of the meeting shall appoint some Person, who need not be a Director, to act as secretary of the meeting.
- (k) Persons entitled to attend a meeting of the Board of Directors shall be:
 - 1) the Directors;
 - 2) others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles of Incorporation to be present at the meeting;
 - 3) any Person admitted on the invitation of the chairperson of the meeting, subject to the approval of the majority of all other Directors present at the meeting.

6.7 NOTICE OF MEETINGS

- (a) In the event that notice of such meeting shall be given by mail, it shall be sent postage prepaid, addressed to each of the Directors at his Registered Address at least fourteen (14) days notice in advance of such meeting. It shall be the duty of each Director to register his address with the Secretary of the Corporation. Notice may also be given by leaving it at his usual business or residential address or by telephone, telegram, telex, telefax or any method of transmitting legibly recorded messages. It shall not be necessary to give notice of a meeting of the Board of Directors to any Director if such meeting is to be held immediately following a meeting of the Members of the Corporation or of the Board of Directors at which such Directors shall have been elected or appointed.
- (b) Any Director may file with the Secretary a document executed by him waiving notice of any past, present or future meeting or meetings of the Board of Directors being, or required to have been, sent to him and may at any time withdraw such waiver. After filing such waiver with respect to future meetings and until such waiver is withdrawn, no notice need be given to such Director and, unless the Director otherwise requires in writing to the Secretary, of any meeting of the Board of Directors, and all meetings of the Board of Directors so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.
- (c) No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting any may ratify, approve and confirm any or all proceedings taken or had thereat.

6.8 QUORUM

- (a) No business other than the adjournment or termination of the meeting shall be conducted at any meeting where a quorum is not present.
- (b) If at any time during a meeting there ceased to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is fifty percent (50%) of Directors present at any meeting.
- (d) If within thirty (30) minutes from the time appointed for any meeting a quorum is not present, if convened on the requisition of Directors, the meeting shall be terminated. But in any other case, it shall stand adjourned to a suitably convenient date within ten (10) days of the originally appointed time, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, at least two (2) Directors present shall constitute a quorum.
- (e) Every act or decision done or made by a majority of the Board of Directors present at any meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Letters Patent, this General Operating By-law or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

6.9 ADJOURNMENTS

Any meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. It is not necessary to give notice of an adjournment or of the business transacted at an adjourned meeting.

6.10 MINUTES OF MEETINGS

The minutes of the Board of Directors' meetings shall be available to the Members of the Corporation and members of the Board of Directors, each of whom shall receive a copy of such minutes upon oral or written request to the Secretary.

6.11 REMUNERATION

Directors as such shall not receive any stated remuneration for their services, but, by Special Resolution of the Members of the Corporation, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board of Directors. No confirmation by the Directors of any such payment shall be required. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor. The Directors shall serve as such 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; and provided further that any Director who is engaged in or a member of a firm engaged in any business or professional business required to be done in connection with the administration of the affairs of the Corporation.

6.12 RETIREMENT

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected. A Director shall hold office until the annual meeting of Members of the Corporation following his election or appointment held during the year that his term of office expires.

6.13 AUTHORITY OF DIRECTORS

(a) General Authority

The Board of Directors shall generally supervise the administration and temporal affairs of the Corporation and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise such other powers and do all such other acts and things as the Corporation is by its Letters Patent and this General Operating By-law or otherwise authorized to exercise and do.

(b) Specific Authority

Without limiting the generality of the foregoing, and subject to the limitations of the Letters Patent, other sections of this General Operating By-law and of the law, the Board of Directors shall be authorized to carry out the following duties and responsibilities:

- (i) with the exception of the President, to appoint and remove all officers, agents or employees of the Corporation, to prescribe such powers and duties for them as may not be inconsistent with law, the Letters Patent or this General Operating By-law, and to fix their compensation of the President;
- (ii) to conduct, supervise, and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with the law, the Letters Patent or this General Operating By-law;
- (iii) to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors 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 **BARRIE CHRISTIAN COUNCIL** in accordance with such terms as the Board of Directors may prescribe;
- (iv) when authorized by Resolution and sanctioned by Special Resolution of the Members of the Corporation, to borrow money upon the credit of the Corporation to issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal moveable or immovable property of the Corporation including book debts, rights, powers, franchises and undertaking, to secure any such bonds, debentures, notes or other evidence of indebtedness or guarantee or any other present or future indebtedness or liability of the Corporation. Nothing in this provision limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation provided that the Corporation shall not be authorized to issue any promissory note payable to the bearer thereof or any promissory note intended to be circulated as money or as the

note of a bank. Provided however that no debenture shall be issued without the authorization of the Members of the Corporation by Special Resolution;

- (v) to appoint committees whose members will hold their positions at the will of the Board of Directors and who will determine their duties and may fix any remuneration to be paid;
- (vi) to take such steps as they may deem requisite to enable the Corporation 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 Corporation.

6.14 DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Letters Patent, this General Operating By-law and provisions of law.

6.15 ALTERNATE DIRECTORS

The appointment of an alternate Director by a Director is not permitted.

6.16 CONFLICT OF INTEREST

No Director shall place himself in a position where there is a conflict of interest between his duties as Director and his other interests. Every Director who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Corporation or who otherwise has a conflict of interest by virtue of involvement with a member of his family (with "family" defined as spouse, father, mother, child, brother, sister, or spouse of such family members) or by the involvement of his partner, business associate or Corporation that the Director is involved with as either a director, shareholder, officer, employer or agent, then such Director shall declare his conflict of interest fully at a meeting of the Board of Directors and shall withdraw from any discussion or vote thereon and if such proposed contract, transaction or arrangement is approved by the Board of Directors, such Director may, by majority vote of the remaining Board of Directors be required to resign as a Director.

8.0 OFFICERS

8.1 OFFICES

Except as provided herein, the Officers shall be a President, a Vice-President, a Secretary, a Treasurer, and any such other Officers as the Board of Directors may by Resolution determine. Officers shall be Directors. Any two (2) Offices may be held by the same Person. The President, Vice-President, Secretary and Treasurer shall hold Office for a term of one (1) year. A vacancy occurring in an Office shall be filled for the unexpired term at a special meeting of the Members of the Corporation for the purpose of electing a replacement Director followed by a special meeting of the members of the Board of Directors to appoint by Resolution that Director to fill the vacancy for the unexpired term. Any Officer shall be subject to removal before the expiration of his term in

office by a majority vote of the Board of Directors or a majority vote of the Members of the Corporation.

8.2 PRESIDENT

- (a) The President shall be elected at the annual meeting of the Members of the Corporation. He shall be the Chief Executive Officer of the Corporation and, as such, a Member of the Corporation. He shall preside at all meetings of the Board of Directors. He shall exercise general supervision over the business affairs of the Corporation as assigned to him by the Board of Directors and shall possess and exercise such powers and perform such other duties as are from time to time assigned to him by the Board of Directors.
- (b) Without limiting the generality of Section 8.2(a) above, the authority and duties of the President shall include the following:
- (i) To report and be accountable to the Board of Directors in all areas affecting the purposes, vision and philosophy of the Corporation and its policies;
 - (ii) To appoint, direct, engage, remove, manage and exercise general supervisory authority over all officers, employees and agents of the Corporation and fix the remuneration thereof;
 - (iii) To develop any special ministries of the Corporation as authorized by the Board of Directors;
 - (iv) To see that all orders and Resolutions of the Board of Directors are carried into effect;
 - (v) To execute, in the name of the Corporation, such deeds, mortgages, bonds, contracts, cheques, or other instruments which may from time to time be authorized by the Board of Directors;
 - (vi) To issue and sign cheques on behalf of the Corporation;
 - (vii) To set the example of a biblical Christian lifestyle and to ensure that lifestyle does not evidence unethical, immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles;
 - (viii) To be in full agreement with, uphold and be subject to, the Letters Patent, this General Operating By-law and any other By-laws of the Corporation intended to amend or replace this General Operating By-law and any Policy Statement in effect;
 - (ix) To work in conjunction with the Board of Directors to formulate and recommend policy statements for the Corporation as may be necessary from time to time.
- (c) If the President wishes to resign, he shall first notify the Board of Directors in writing together with an explanation and shall provide no less than thirty (30) days notice prior to the effective date of his resignation. Such resignation will be deemed to include his resignation as a Member of the Corporation. The Board of Directors, at their sole discretion and by majority vote, may waive, lengthen or shorten the thirty (30) day notice period if deemed to be in the best interests of the Corporation.

- (d) In the event of the President's resignation, the Board of Directors and the resigning President, at the sole discretion of the Board of Directors, will form the Presidential Search Committee.
- (e) A President may be removed from his position for unethical, immoral, or illegal conduct, or publicly propagating doctrines and/or practices that are contrary to those set forth in the Bible or the Tenets of Faith, upon a majority vote of the Board of Directors. Nothing contained in this said procedure shall preclude the President from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Corporation and the President concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced, the matter shall first be referred to a Person or Persons mutually acceptable to the Corporation and the President to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a Christian witness to the Corporation and the community.

8.3 VICE-PRESIDENT

The Vice-President shall be appointed by Resolution of the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members of the Corporation and, in the absence or disability of the President, he shall perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

8.4 SECRETARY

- (a) The Secretary shall be appointed by Resolution of the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members of the Corporation.
- (b) The Secretary shall be responsible for:
 - (i) Issuing notices of meetings of the Members of the Corporation and Board of Directors;
 - (ii) Act as Secretary of all meetings of the Members of the Corporation and the Board of Directors, provided that, in his absence, the chairman shall appoint another Person to act as Secretary;
 - (iii) Keeping minutes and recording of all votes of all meetings of the Members of the Corporation, Board of Directors and Executive Committee;
 - (iv) Maintaining custody of the common seal of the Corporation, and ensuring that it is properly affixed in the presence of duly authorized signatories;
 - (v) Certifying Resolutions or other documents passed or issued by the Corporation as and when circumstances require;
 - (vi) In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Letters Patent, this General Operating By-law or by law, or which may be assigned from time to time by the Board of Directors.

8.5 TREASURER

- (a) The Treasurer shall be appointed by Resolution of the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members of the Corporation.
- (b) The Treasurer shall:
 - (i) be responsible with the President for the disbursing of monies on behalf of the Corporation;
 - (ii) to keep an accurate cheque register;
 - (iii) to issue and sign cheques on behalf of the Corporation;
 - (iv) to maintain payroll records;
 - (v) to maintain accounts payable records;
 - (vi) to pay all accounts and authorized expenses by cheque whenever practical and possible;
 - (vii) to invest funds belonging to the Corporation as directed by the Board of Directors;
 - (viii) to deposit the monies received by the Corporation into the proper bank accounts;
 - (ix) to keep account of all monies received by the Corporation and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Corporation including the following:
 - (1) Recording the Corporation's income and receipts;
 - (2) Recording the Corporation's disbursements;
 - (3) Preparation of monthly bank reconciliations; and
 - (4) Assist Auditor with preparation of financial statements as required by the Board of Directors.
 - (x) ensure that employees concerned with financial matters that are deemed necessary to be bonded are bonded for the faithful performance of their duties in such sum and with such sureties as the Board of Directors shall from time to time determine.

8.7 OTHER OFFICES

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

9.0 INDEMNITIES TO MEMBERS OF THE CORPORATION, DIRECTORS, OFFICERS AND OTHER PERSONS

Subject to the provisions of the Canada Corporations Act, every Member of the Corporation, member of the Board of Directors, Officer or other Person who has properly undertaken or is about to undertake any liability on behalf of the Corporation or any Corporation controlled by it 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 Corporation to the fullest extent permissible by law from and against:

- (a) All costs, charges and expenses whatsoever which such Member of the Corporation, member of the Board of Directors, Officer or other Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, 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 or in respect of any such liability;
- (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.

No Member of the Corporation, member of the Board of Directors, Officer or other Person shall be personally liable for any debt, liability or other obligation of the Corporation.

10.0 INSURANCE

The Corporation may purchase and maintain liability insurance for the benefit of a Member of the Corporation, member of the Board of Directors, Officer, employee, or any Person engaged in the affairs of the Corporation, whether salaried or not.

11.0 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation as authorized by Resolution of the Board of Directors, shall be signed by the President and one other Director, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by Resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation'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 Corporation. The Seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid by any Officer or Officers appointed by Resolution of the Board of Directors. Unless so authorized, no Member of the Corporation, member of the Board of Directors, Officer, employee, agent, or any other Person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

12.0 FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be June 30th.

13.0 GENERAL OPERATING BY-LAWS

13.1 CHANGES OR AMENDMENTS TO GENERAL OPERATING BY-LAW

Subject to the provisions of the Canada Corporations Act, Section 155(2), this General Operating By-law or any other By-law of the Corporation may be repealed or amended by Resolution enacted by a majority of the Board of Directors at a meeting of the Board of Directors and sanctioned by at least two-thirds (2/3rds) of the votes cast in favour of the By-laws at a meeting of the Members of the Corporation duly called for the purpose of considering the said General Operating By-law change, provided that the enactment, repeal or amendment of such General Operating By-law shall not be enforced or acted upon until the approval of the Minister, Industry Canada has been obtained.

13.2 COPIES OF DOCUMENTS

Upon application to Membership in the Corporation or the Barrie Christian Council, a prospective Member of the Corporation or prospective Member of the Barrie Christian Council is entitled to, and the Corporation shall give to the prospective Member of the Corporation or prospective Member of the Barrie Christian Council, without charge, a copy of the Letters Patent, General Operating By-law and Policy Statement of the Corporation as outlined previously herein.

14.0 AUDITOR

The Members of the Corporation shall at each annual meeting appoint an Auditor to prepare financial statements for report to the Members of the Corporation and Board of Directors. The Auditor may be a Director or Officer or employee of the Corporation provided the Members of the Corporation have given one hundred percent (100%) approval of his appointment. He will hold office until he is re-elected or his successor is elected at the next annual meeting. The Auditor may attend general and annual meetings. An Auditor may be removed by Special Resolution. The remuneration of the Auditor shall be fixed by the Board of Directors.

15.0 BOOKS AND RECORDS

The Board of Directors shall see that all necessary books and records of the Corporation required by this General Operating By-law or by any applicable statute or law are regularly and properly kept. The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to any governmental office within the time limits set by law.

16.0 RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with this General Operating By-law relating to the management and operation of the Corporation 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 Corporation when they shall be confirmed or rejected; failing such rejection and/or amendment, the rules and regulations shall be deemed to have the support of the Members of the Corporation.

17.0 CHARITABLE REGISTRATION

It shall be the duty of the Board of Directors, upon registration as a charitable organization, to conduct the affairs of the Corporation in compliance with the provisions of the Income Tax Act and the attendant regulations, especially as that may further limit the powers of the Corporation as set out in Letters Patent

and in this General Operating By-law. The Board of Directors shall not jeopardize the charitable registration in any way, and shall be obliged to be informed of such laws and regulations.

18.0 EMPLOYEES

- (a) In recognition of the integral part that all employees are to the Corporation, each employee shall review and sign an engagement agreement with the Corporation that provides, in addition to any other applicable matters involving duties and remuneration, that the employee recognizes and agrees that employment or ongoing contract work with the Corporation requires that the lifestyle of such employee must be in accordance with guidelines set out in the Bible, the Word of God, and, therefore, must not evidence unethical or immoral conduct or behaviour, including but not limited to theft, fraud, forgery, defalcation, sexually immoral conduct including inter alia, adultery, homosexuality, lesbianism, physical or sexual child abuse, that in the opinion of the Board of Directors is unbecoming of the Corporation as expressed in the Letters Patent and this General Operating By-law, in the same manner as if such employee was a Member, and that such unethical or immoral conduct or behaviour constitutes grounds for immediate termination of employment.
- (b) All employees as defined above who are in whole or in part involved in any ministry of the Corporation shall be required to give evidence that they are personally committed to Jesus Christ as Lord and Saviour.
- (c) All remuneration will be reviewed by the President.
- (d) Itemized information about remuneration will be made available to Members of the Corporation and the Board of Directors through the President at regular meetings of the Members of the Corporation and Board of Directors.

19.0 TERMINATION OF EXISTENCE

It is specifically provided that, in the event of the dissolution or winding-up of the Corporation, all of its remaining assets after the payment of its liabilities shall be distributed to one or more registered charitable organizations in Canada devoted to the purpose of carrying on a non-profit, religious enterprise or enterprises reasonably related to its Objects.

IN WITNESS WHEREOF we have hereunto set our hand at the City of Barrie, in the Province of Ontario, this ____ day of _____, 2009.

