

**GENERAL OPERATING  
BY-LAW NUMBER 1**

A By-Law relating generally to the transaction of the affairs

(a Provincial Corporation)

**BE IT ENACTED** as a By-Law of **EMMANUEL CHURCH OF THE NAZARENE**  
(hereinafter referred to as the "Church") as follows:

**I DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS**

**1. DEFINITIONS**

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

- (a) "Act" means the Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Church to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Articles of Faith" means the Articles of Faith of the Church of the Nazarene as set out in the Manual;
- (c) "Board" means the Board of Directors pursuant to the Act and as determined in accordance with the provisions of the General Operating Bylaw of the Church as may be amended from time to time;
- (d) "By-law" or "By-laws" means any By-law of the Church from time to time in force and effect, including the General Operating By-law;
- (e) "Chair" means Chair of the Church;
- (f) "Church" means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated the \_\_\_ day of \_\_\_\_\_, and named, **EMMANUEL CHURCH OF THE NAZARENE** through which its Members may fellowship;
- (g) "Church Constitution" or "Constitution" means the Articles of Incorporation (formally Letters Patent), and Articles of Amendment (formally Supplementary Letters Patent) (including the Objects and Statement of Faith), General Operating By-law, any Policy Statements adopted by the Church from time to time to which all Members are required to subscribe

and the Manual of the Church of the Nazarene, as such provisions apply to local churches within the said denomination;

- (h) "Committee" means a Committee of the Church as established in accordance with this General Operating By-law;
- (i) "Committee Member" means a Member of a Committee of the Church;
- (j) "Corporation" means the Church as defined herein;
- (k) "Discipline" means seeking to reconcile Individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and the Church and any discipline process shall be undertaken in good faith and in a fair and reasonable manner
- (l) "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;
- (m) "Ex-officio Directors" means those who are not elected directly to the Board but are persons who serve on the Board as directors by reasons of holding a specific office or position within the Church and such appointment has been ratified by the members;
- (n) "General Operating By-law" means this By-law and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;
- (o) "Hypothecate" means to pledge property as collateral for a debt without transferring title or possession of the property;
- (p) "Individual" means an individual person but does not include corporations, partnerships, trusts or unincorporated associations;
- (q) "Letters Patent" means the Letters Patent of the Church if incorporated prior to the enactment of the Act and the "Articles of Incorporation" means the Articles of Incorporation incorporating the Church if incorporated after the enactment of the Act;
- (r) "Manual" means the Manual of the Church of the Nazarene as may be amended from time to time;
- (s) "Meeting of Members" or "Membership Meetings" means any annual or special Meeting of Members;

- (t) **"Member"** means an Individual who has been admitted as a Member of the Church in accordance with the provisions of this General Operating By-law;
- (u) "Members" or "Membership" means the collective Membership of the Church;
- (v) "Objects" means the charitable Objects or Purposes of the Church as contained in the Letters Patent or Articles of Incorporation, as the case may be;
- (w) "Officer" means an Officer of the Church as described in Section 29 of this General Operating By-law;
- (x) "Pastor" means the senior Pastor of the Church;
- (y) "Policy Statements" means any Policy Statements adopted as part of the Church Constitution from time to time concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct;
- (z) "Resolution" means a Resolution passed by any of the Board of Stewards, the Board of Trustees, the Board or Members by a majority vote, unless the Act or this By-law otherwise requires;

## **2. FUNDAMENTAL TERMS AND INTERPRETATION**

2.01 Objects and Articles of Faith - This General Operating By-law and any other By-laws of the Church shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Letters Patent or Purposes contained in the Articles of the Church, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent, the Articles or the Act, the provisions contained in the Letters Patent, the Articles or the Act, as the case may be, shall prevail.

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

- (a) words importing the singular number include the plural and vice versa;
- (b) words importing the masculine gender include the feminine and neutered genders unless this Bylaw otherwise specifically provides; and

- (c) words importing or referring to Individual or Individuals shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

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

## II MEMBERSHIP

### 3. DEFINITION OF MEMBERSHIP

3.01 Full Members. The first Directors of the Church shall be the initial Members of the Church. Thereafter, Membership in the Church shall consist only of those Individuals who:

- (a) are at least eighteen (18) years of age;
- (b) meet the qualifications of membership as set out in Section 4.01; and
- (c) have been admitted into Membership in accordance with the Church Constitution.

3.02 Fellowship Members. Fellowship Members are individuals who meet the qualifications of membership as set out in Section 4.01 but who are less than eighteen (18) years of age. Fellowship Members shall not have the right to vote. Upon attaining the age of eighteen (18) a Fellowship Member shall become a Full Member.

### 4. QUALIFICATION FOR FULL MEMBERSHIP

4.01 An Individual shall qualify to be a Member of the Church if such Individual meets all of the following qualifications:

- (a) the Individual fulfils the definition of Membership as set out in section 3.01
- (b) the Individual has met with the Pastor who has explained to the Individual the privileges and responsibilities of membership in the Church, the Articles of Faith, the requirements of the Covenant of Christian Character and the Covenant of Christian Conduct and the purpose and mission of the Church of the Nazarene;
- (c) the Individual has declared his/her experience of salvation and belief in the doctrines of the Church of the Nazarene; and
- (d) the Individual demonstrates a willingness to submit to the government of the Church of Nazarene.

**5. ADMISSION TO MEMBERSHIP**

- 5.01 Application for Membership in the Church may be initiated by either a verbal or written request to the Pastor or through any member of the Board.
- 5.02 Once the Pastor has consulted with the Evangelism and Church Membership Committee as structured in accordance with the provisions of the Manual concerning that person's reception and is satisfied that the applicant has fulfilled the qualifications of Membership set out in section 4.01 above, the Pastor shall recommend to the Board that the Individual be admitted into membership.
- 5.03 Once the Board is satisfied by Resolution that the applicant fulfils all the qualifications for Membership in the Church as set out in Section 4.01 herein, the Board shall vote on whether or not to admit the applicant into membership.
- 5.04 Upon a majority of the Board approving the applicant for membership, the Pastor or the District Superintendent or the General Superintendent of the Church of the Nazarene shall receive the applicant into the membership of the Church in a public service, using the approved form for the reception of Members.

**6. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP**

- 6.01 Members shall carry the requirements, responsibilities, prohibitions, privileges and rights as set out in Part II, III and IV of the Manual which shall include but not be limited to:
  - (a) the duty to minister to one another's spiritual needs as part of the Body of Christ;
  - (b) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit;
  - (c) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
  - (d) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
  - (e) the privilege to attend all public worship services of the Church subject to section 9.04 herein;
  - (f) the privilege to participate in the ordinances administered by the Church; and
  - (g) the right to attend, speak and participate at all Meetings of Members;

6.02 Members shall have the following additional duties, privileges and rights:

- (a) the right to a single vote at all Meetings of Members; and
- (b) the right to hold office in the Church.

6.03 In accordance with the provisions of Section 64(1.1) of the Act, Members shall not have the right to appoint an Individual to exercise a proxy vote on behalf of the Member.

6.04 Church Membership is not transferable to another Individual.

## **7. WITHDRAWAL AND REMOVAL**

7.01 Provided the Member is not under Discipline, a Member may request that such Individual's membership be transferred to another Church of the Nazarene. Upon approval of such transfer by the Pastor, such transfer of membership shall be transferred to the Church and such transfer shall be valid for three months.

7.02 Upon the receiving church accepting such transfer, the Member's membership in the Church, being this corporate entity, shall terminate.

7.03 A Member may request the Pastor for a Certificate of Commendation to a specified evangelical church. Upon granting of such Certificate, the Individual's membership in the Church shall terminate.

7.04 Upon transfer of membership or the issuance of a Certificate of Commendation, such Individual shall be removed from the Membership roll of the Church and shall be deemed to have also resigned from his/her position, if applicable, as an Officer, Trustee, Steward or Committee Member. If a Member is under the Discipline of the Church, then notwithstanding his or her request for transfer or commendation, such Individual shall continue as a Member and be subject to the authority of the Church as set out in the Church Constitution until such time that the discipline process is complete.

7.05 The Pastor, when requested by a Member, may grant a release of such Individual from membership and upon the issuance of such release, the Individual's membership shall terminate immediately.

7.06. When a Member has accepted membership, license to preach, or ordination from any other religious organization or is engaging in independent church or missionary work, his or her membership in the Church shall immediately cease unless the Member secures the annual written approval of the Board and the annual written approval of the District Advisory Board of the District in which the Church is located.

- 7.07 In the event that a Member is habitually absent from the Church for a period of six (6) consecutive months without a reasonable explanation, the Board, upon the recommendation of the Evangelism and Church Membership Committee, may place that Individual's Membership in the Church on the inactive roll, with the result that such Member shall not have the right to vote at Meetings of Members or hold office within the Church. The Pastor shall inform the Individual of such action within seven (7) days of the membership being declared inactive.
- 7.08 A Member who is on the inactive roll may, within 120 days of the Member being declared inactive, request that his or her Membership in the Church be reinstated onto the active roll of members, in which event the Board, in its sole discretion, shall determine whether such request shall be granted. To qualify for reinstatement, the Individual must reaffirm his or her vows of Membership and renewed participation in the activities of the Church. Reinstatement shall require the recommendation for reinstatement from the Evangelism and Church Membership Committee and the Resolution of the Church Board for such reinstatement. The Board shall notify the Individual seeking reinstatement of its decision within sixty (60) days of the request.
- 7.09 After two years from the date when an Individual's membership was placed on the inactive roll, his or her name may be removed from the Church membership roll by action of the Board. After such action of the Board, the membership roll shall reflect opposite the Member's name, "Removed by the Board (date)".
- 7.10 Upon the removal of a member from membership, the Secretary shall thereafter send written notice by regular mail to such Member at his or her last known address to advise such Individual of termination of such Membership.

## **8. MEMBERSHIP RECORD**

- 8.01 A record of Members and those who are on the inactive roll shall be kept by the Secretary of the Board.

## **9. DISCIPLINE**

- 9.01 Purpose of Discipline. The objectives of Church Discipline are to sustain the integrity of the Church, to protect the innocent from harm, to protect the effectiveness of the witness of the Church, to warn and correct the careless, to bring the guilty to salvation, to rehabilitate the guilty, to restore to effective service those who are rehabilitated and to protect the reputation and resources of the Church. Members of the Church who violate the Covenant of Christian Character or the Covenant of Christian Conduct or who wilfully and continuously violate their membership vows, should be dealt with kindly yet faithfully according to the grievousness of their offenses. Holiness of heart and life being the New Testament standard, the Church of the Nazarene insists upon a clean ministry.

Thus the purpose of the discipline is not punitive or retributive but is to accomplish these objectives. Determination of standing and continued relationship to the Church is also a function of the disciplinary process. Any discipline shall be done in a fair and reasonable manner and in accordance with the provisions of this bylaw and the Act.

9.02 Response to Possible Misconduct.

9.02.01 A response is appropriate any time a person with authority to respond becomes aware of information that a prudent Individual would believe to be credible and which would cause a prudent Individual to believe that harm is likely to come to the Church, to potential victims of misconduct or to any other person as a result of misconduct by a person in a position of trust or authority within the Church.

9.02.02 When an Individual who does not have authority to respond for the Church becomes aware of information which a prudent person would consider to be credible and which would cause a prudent person to believe that wrongful conduct by a person in a position of trust or authority maybe occurring within the church, the person with the information shall make the Pastor aware of the information. The Pastor may enlist the help of others in any fact-finding or response.

9.02.03. If no accusation has been made, the purpose of an investigation shall be to determine whether or not action is needed to prevent harm or to reduce the impact of harm that has previously been done. In circumstances in which a prudent Individual would believe that no further action is needed to prevent harm or to reduce the impact of harm, no investigation will continue unless an accusation has been filed. Facts learned during an investigation may become the basis of an accusation.

9.03 Response to Misconduct by an Individual in a Position of Trust or Authority

9.03.01 Whenever the Pastor learns facts which indicate that innocent parties have been harmed by the misconduct of an Individual in a position of trust or authority, action shall be taken to cause the Church to respond appropriately. An appropriate response will seek to prevent any additional harm to victims of the misconduct, seek to respond to the needs of the victims, the accused and others who suffer as a result of the misconduct. Particular concern should be shown for the needs of the spouse and family of the accused. The response will also seek to address the needs of the Church and the Church of the Nazarene concerning public relations, protection from liability and protection of the integrity of the Church and the Church of the Nazarene.



- 9.03.02 Upon not less than 21 days' written notice to a Member, the Board, in consultation with the Pastor, may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or Bylaws. Any disciplinary action must be done in good faith and in a fair and reasonable manner.
- 9.03.03 The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the twenty-one (21) day period. The Board shall consider the written submission of the Member before making the final decision regarding disciplinary action or termination of membership.
- 9.03.04 Those who respond for the Church must understand that what they say and do may have consequences under common law. The duty of the Church to respond is based on Christian concern. No one has the authority to accept financial responsibility for the Church without action by the Board. Professional advice shall be obtained when appropriate.
- 9.03.05 The discipline process to be followed by the Church shall be as set out in the Judicial Administration provisions of the Manual and also be in compliance with the provisions of sections 9.03.02 and 9.03.03 of the Bylaw. Efforts to resolve disciplinary matters by agreement are encouraged and should be pursued whenever practical.
- 9.04 Contested Discipline of a Member
- 9.04.01 If a Member is accused of unchristian conduct, such charges shall be placed in writing and signed by at least two members who have been in faithful attendance for at least six months. The Pastor shall appoint an investigating committee of three Members of the Church, subject to the approval of the District Superintendent. The committee shall make a written report of its investigation. This report must be signed by a majority and filed with the Board.
- 9.04.02 After the investigation and pursuant thereto, any two Members in good standing in the Church may sign charges against the accused and file same with the Board. Thereupon the Board shall appoint, subject to the approval of the District Superintendent, a Local Board of Discipline of five Members, who are unprejudiced and able to hear and dispose of the case in a fair and impartial manner. If, in the opinion of the District Superintendent, it is impractical to select five Members from the Church due to the size of the Church, the nature of the allegations or the position of influence of the accused, the District Superintendent shall, after consulting the Pastor, appoint five laypersons from other churches

in the same District to be the Board of Discipline. The Board of Discipline shall conduct a hearing as soon as practicable and determine the issues involved. After hearing the testimony of witnesses and considering the evidence, the Board of Discipline shall either absolve the accused or administer discipline as the facts shall establish to be proper. The decision must be unanimous. Discipline may take the form of reprimand, suspension, or expulsion from membership in the Church. The Rules of Natural Justice shall apply to any hearing.

- 9.04.03 An appeal from the decision of a Local Board of Discipline may be taken to the District Court of Appeals of the Church of Nazarene within 30 days by either the accused or the Board. Further appeals shall be subject to the appeals provisions as set out in the Manual.

#### 9.05 Guaranty of Rights

- 9.05.01 The right to a fair and impartial hearing of charges pending against an accused Individual shall not be denied or unduly postponed. Written charges shall be given an early hearing in order that the innocent may be absolved and the guilty brought to discipline. Every accused is entitled to the presumption of innocence until proven guilty. As to each charge and specification, the prosecution shall have the burden of proving guilt to a moral certainty and beyond a reasonable doubt.
- 9.05.02 An Individual who is accused of misconduct and against whom charges are pending shall have the right to meet his or her accusers face-to-face and to cross-examine the witnesses for the prosecution.
- 9.05.03 The testimony of any witness before a Board of Discipline shall not be received or considered in evidence unless such testimony be given under oath or solemn affirmation.
- 9.05.04 An Individual who is brought before a Board of Discipline to answer charges shall always have the right to be represented by counsel of his or her own choosing, provided such counsel be a Member in good standing in the Church of the Nazarene. A Member of a regularly organized church against whom no written charges are pending will be considered in good standing.
- 9.05.05 If a minister is convicted of a criminal offence by a court of competent jurisdiction, he or she shall surrender his or her credential to the District Superintendent. At the request of such minister and if the Board of Discipline has not previously been involved, the District Advisory Board shall investigate the circumstances of the conviction and may restore the credential if it deems appropriate.

9.05.06 An Individual shall not be twice placed in jeopardy for the same offence. It shall not be considered, however, that such Individual was placed in jeopardy at any hearing or proceeding where the applicable Court of Appeal of the Church of the Nazarene discovers reversible error was committed in the original proceeding before a Board of Discipline.

## **10. WAIVER, MEDIATION AND ARBITRATION**

10.01 Notwithstanding anything else contained herein, Membership in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution shall not give a Member cause for any legal action against either the Church, the Pastor, any staff Member of the Church, any Trustee, Steward, Officer or Member of the Church and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action and all claims and demands against the Church, the Pastor, any staff member of the Church, any Trustee, Steward, Officer or Member of the Church in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

10.02 In the event that a Member is dissatisfied with any proceedings or the results thereof, the appeal provisions as set out in the Manual shall apply.

## **11. MEMBERS MEETINGS**

11.01 Annual Meeting - There shall be an annual Meeting of Members at such time and place determined by the Board to be held within 90 days prior to the opening of the District Assembly of the Church of the Nazarene, Ontario and, in any event, not later than ninety days after the fiscal year end of the Church and, in any event, not later than 15 months after holding the preceding annual meeting. The purpose of the Annual Meeting will be to do the following:

- (a) hear necessary reports from the Pastor, the Board, the President of the Nazarene Youth International, the President of the Nazarene Missions International, the President of the Nazarene Discipleship International, the local ministers, the Secretary, the Treasurer and such other reports the Board considers appropriate;
- (b) review and approve the financial statements for the immediately preceding year;

- (c) **when required**, appoint the Auditor for the ensuing year;
- (d) elect, by ballot, such of the elected members of the Board, President of the Nazarene Discipleship International and members of the Nazarene Discipleship Ministries Board as may be required for the next fiscal year. The Board shall have the authority to require the Members to vote for Board members to be designated as Stewards and those who are to be designated as Trustees. Alternatively, the Board can require the Members to vote for Board members only and the elected Board shall designate which Board members shall be Stewards and or Trustees.
- (e) to elect, by ballot, lay delegates to the District Assembly of the Church of the Nazarene on the basis of representation fixed by the General Assembly of the Church of the Nazarene as set out in the Manual.
- (f) transact any other necessary business.

11.02 Other Special Meetings - At the request of the District Superintendent or the General Superintendent having jurisdiction, or a majority of the Board, or upon the request of at least ten percent (10%) of the Members, other special meetings of the Members shall be called and convened by the Secretary within thirty (30) days of the request.

11.03 Notice of Meeting - Notice of all Membership Meetings (annual, special and other) shall be given to Members by notice **at least 10 days but not more than 50 days before the date of the meeting to each member entitled to notice of the meeting and such notice may be sent by prepaid mail, facsimile transmission or electronic transmission, including email, to the last address of the addressee as shown in the Church's records or by posting notice in the Church's bulletin and giving notice verbally from the pulpit at least two Sundays prior to the date of the Membership Meeting.** The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.

11.04 Waiver of Notice - A Member may waive notice of a Meeting of Members and attendance of any such Individual at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Individual attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11.05 Omission of Notice - The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the auditor or the Church shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity.

- 11.06 Quorum - A quorum for an annual, special election, or other special Meetings of Members shall be constituted by the presence of ten percent (10%) of the Membership of the Church immediately prior to the time of the meeting in question. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 11.03 with regard to notice shall apply to such adjournment. **If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.**
- 11.07 Chairperson of Members' Meetings – **Unless otherwise directed by the Board or in the event the Pastor has a conflict of interest, the Senior Pastor shall be the President and shall chair the meetings of the Members. In the event the Pastor is unable to chair the meetings of the Members, the Chair of the Board shall act as Chair. Save and except as hereinafter set out, the President shall not have the right to vote on any matter coming before the Members' Meeting. In the event the Chair is a lay person and is not an employee of the Church the Chair can vote on the initial calling of the question but cannot vote to break a tie vote.**
- 11.08 Majority Vote - At all annual and special Meetings of Members, every question shall be determined by Resolution, being a majority of votes of the Members present in person unless otherwise provided for by the Act or elsewhere in the General Operating By-law.
- 11.09 Voting Procedure - Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chair of the Meeting shall not have a second or casting vote to break a tie. At any Meeting unless a secret ballot is provided, a declaration by the Secretary that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chairperson or upon request of any Member and shall be taken in such manner as the Chairperson directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.
- 11.10 Proxies - **No Member shall be entitled to appoint a person to vote on his or her behalf by proxy.**
- 11.11 Procedural Code - The rules of procedure for Members Meetings, Board meetings and all Committee meetings shall follow the most current edition of the Robert's Rules of Order Newly Revised except where varied by the General Operating By-law.

- 11.12 Adjournment - The Chairperson may with the consent of the Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

### **III CHURCH BOARD**

#### **12. DEFINITION OF CHURCH BOARD (ALSO KNOWN AS THE “BOARD)**

- 12.01 The administrative, temporal and spiritual affairs of the Church shall be the responsibility of the Church Board, consisting of the Board of Trustees, the Board of Stewards, and the ex-officio appointees to the Board, being the President of the local Nazarene Discipleship International, the President of the local Nazarene Missions International and the President of the local Nazarene Youth International, provided such President is at least eighteen (18) years of age and his or her election to the position of President has been confirmed by the members of the Church at its annual members meeting. In the event the President of the local Nazarene Youth International is not eighteen (18) years of age or older, he/she shall be entitled to attend all meetings of the Board, fully participate thereat but not have the right to vote. The Church Board shall consist of from three (3) to twenty-five (25) Individuals, and such number shall include the President of the local Discipleship International, the President of the local Nazarene Missions International and the President of the local Nazarene Youth International and such number within the range shall be determined by a Special Resolution of the Members at the Annual Meeting of Members. For purposes of the Act, the Church Board shall be deemed to be the Board of Directors of the Church. The Senior Pastor (the “Pastor”), unless otherwise directed by the Board, shall be entitled to attend all meetings of the Board and fully participate but not vote thereat. The Board shall have the right to assign to the Pastor the role of chairperson of any meetings of the Board. The Pastor shall not be included in determining voting or quorum requirements and shall not be a director for purposes of the Act. Where the President of the local Nazarene Youth International is an employee of the Church, the Vice-President of Nazarene Youth International shall be an ex-officio appointment to the Board in his place.

#### **13. PROVISIONAL BOARD**

(INTENTIONALLY OMITTED AS THIS CLAUSE WILL ONLY APPLIES TO UNINCORPORATED CHURCHES THAT ARE APPLYING TO BE INCORPORATED)

- 13.01 The applicants for incorporation herein shall become the provisional members of the Church Board whose term of office shall continue until their successors are elected. At the first Meeting of Members, the members of the Church Board then

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elected shall replace the provisional members of the Church Board named in the Articles of Incorporation.

**14. QUALIFICATION FOR APPOINTMENT TO CHURCH BOARD (the "BOARD")**

14.01 An Individual may be considered for election to the Board if he or she fulfils all of the following qualifications:

- (a) the Individual must be a Member in good standing;
- (b) the Individual may be either male or female;
- (c) the Individual is not an undischarged bankrupt;
- (d) the Individual must have an active involvement within the Church;
- (e) the Individual must be in full agreement with the Church Constitution;
- (f) the Individual and his or her spouse, must not be an employee, agent or individual that is receiving remuneration either directly or indirectly from the Church;
- (g) the Individual professes the experience of entire sanctification and whose life bears public witness to the grace of God that calls one to a holy life, who is in harmony with the doctrines, practices and policy of the Church of the Nazarene; and
- (h) the Individual supports the Church with tithes and offerings.

**15. ELECTION OF BOARD**

15.01 The Board shall be elected by a Resolution of the Members at the Annual Meeting of Members from the slate of nominations presented to the Members by the Board. Upon such election, the Board shall determine the number of individuals on the Board who shall be Stewards and the number of individuals on the Board who shall be Trustees. The Board shall assign the duties of Stewards and Trustees to such Board members as the Board, in its discretion considers appropriate. When the Stewards and Trustees meet together they do so as the Church Board. When the Stewards meet independently of the Church Board, they do so as the Board of Stewards, also known as the Stewards Committee. When the Trustees meet independently from the Church Board, they do so as the Board of Trustees, also known as the Trustees Committee.

15.02 The elected members of the Board shall serve for a term of two years with approximately one-half the Board being elected annually and shall retire in rotation every two (2) years. At the first meeting of the Members, one-half the Board, consisting of one-half of the Trustees and one-half of the Stewards, shall be elected to hold office until the end of the first full fiscal year after that date and the



remaining one-half shall hold office until the end of the second full fiscal year after that date, failing which all Elected Board members shall be elected annually.

**16. TERM OF OFFICE OF BOARD**

16.01 Subject to the provisions of Section 15.02, a Individual elected or appointed as a member of the Board shall hold office for a term of two (2) years.

**17. MAXIMUM TERM**

17.01 There shall be no limit on the number of terms of office which may be served by any member on the Board.

**18. AUTHORITY OF BOARD**

18.01 General Authority - The Board shall be responsible for the overall administrative and temporal affairs of the Church and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally the Board may exercise such other powers and do such other acts and things as the Church is by its Letters Patent/Articles of Incorporation, the Act, the Manual or otherwise authorized to do.

18.02 Specific Authority - Without limiting the generality of the foregoing, the Board shall be authorized to carry out the following duties and responsibilities:

- (a) unless the Full Members have voted specifically for Individuals to serve as Stewards and Trustees, the Board shall assign the duties of the Stewards and Trustees to such Board members at it determines and shall establish the number of Stewards and Trustees, provided the number so determined shall be in compliance with Section 15.01.
- (b) to exercise overall responsibility over the day-to-day administration and operations of the Church and to generally oversee the expenditure of Church funds in accordance with the approved annual budget;
- (c) to respect the authority of the Pastors to provide spiritual leadership for the Church and to assist in implementing such ministries and programmes as are determined appropriate in support of such spiritual leadership;
- (d) to ensure that all employed personnel of the Church are in full agreement with and subject to the authority of the Church pursuant to the Church Constitution and compliance with the provisions of the Manual;
- (e) to take such steps as are necessary 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/Purposes of the Church; and

- (f) to appoint, upon first consulting with the Pastor, such agents and engage such employees as it deems necessary from time to time and such Individuals shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

18.03 Remuneration of Employees - The reasonable remuneration for all Officers who are not elected members of the Board, employees and agents of the Church as determined appropriate by the Board shall be fixed by the Board by Resolution.

18.04 Board Report - The Board shall, through the Chair of the Board, report to the Membership at the annual Membership Meeting. At the said Meeting, the Chair of the Board shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board.

18.05 No Remuneration - The members of the Board shall serve as such without remuneration and no member of the Board shall directly or indirectly receive any profit from his or her position as such, nor shall any member of the Board receive any direct or indirect remuneration from the Church, provided that any member of the Board may be paid for reasonable expenses incurred by him or her in the performance of his or her duties.

18.06 Conflict of Interest - No member of the Board shall place himself or herself in a position where there is a conflict of interest between his or her duties as a Board member and his or her other interests. Every Board Member 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 Church or who otherwise has a conflict of interest by virtue of involvement with a member of his or her family (with "family" defined as spouse, father or mother, children, siblings) or by the involvement of his or her partner, business associate or Corporation that the Board Member is involved with as either a director, shareholder, officer, employer or agent, then such member of the Board shall declare his or her conflict of interest fully at a meeting of the Board and shall withdraw from any discussion or vote thereon.

## **19. RESIGNATION FROM BOARD**

19.01 If the personal circumstances of any member of the Board make it difficult for that member to devote the necessary time or energy to the work of the Board, then that member of the Board shall be free to resign from the Board and such of the Board of Stewards or the Board of Trustees of which he or she is a member without embarrassment or stigma regardless of the remainder of the term of that member.

19.02 If, for any reason, a member of the Board chooses to resign, then that member shall give thirty (30) days written notice, if possible, to the Chairperson of the Board who in turn shall call it to the attention of the Board who shall then have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation shall include the date of resignation and where appropriate set out the reasons for the departure of the member from the Board.

## **20. VACANCY ON BOARD**

20.01 The position of a member of the Board shall be automatically vacated if any of the following situations occur:

- (a) where such Individual resigns his or her position as a member on the Board of Stewards or Board of Trustees by delivery of the written resignation to the Chairperson of the appropriate Board and provides a copy of such resignation to the Chairman of the Board.
- (b) such Individual no longer fulfils all the qualifications of a Board member set out in section 14.01;
- (c) such Individual is found to be mentally incompetent or of unsound mind;
- (d) such Individual becomes an undischarged bankrupt;
- (e) such Individual ceases to be a Member of the Church;
- (f) such Individual, in the opinion of a two-thirds (2/3) majority vote of the Board and confirmed by Resolution passed by a two-thirds (2/3) majority of the Full Members present in person at a Meeting of Members called for that purpose, has evidenced conduct that he or she is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- (g) such Individual is determined by a two-thirds majority vote of the Full Members present in person at a Meeting called for that purpose to be unfit to hold office as a member of the Board for any reason; or
- (h) such Individual dies.

20.02 If any vacancies should occur for any reason as set out in section 20.01 above, the Board, by a majority vote, may by appointment, fill the vacancy until the next annual meeting of the Members of the Church. Upon the filling of such vacancy, the Board shall notify the Church Membership. At the next annual meeting of the Members, the Board shall nominate an Individual for election to the Board to fill the vacancy for the balance of the unexpired term caused by such vacancy.

20.03 If the number of Stewards or Trustees is increased during the year within the prescribed limits set out in Sections 12.01 and 15.01, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

## **21. BOARD MEETINGS**

21.01 Regular Meetings - Regular meetings of the Board shall be held at such time and place as shall be determined by the Chairperson of the Board but **not less than six (6) times a year**. The dates for the Regular Meetings shall be published in a schedule by the Chairperson of the Board and distributed to all members of the Board as soon as possible after each annual Meeting of Members.

21.02 Special Meetings - Special meetings of the Board may be called by the Chair of the Board upon written notice or upon written request of any three (3) members of the Board to the Chair who shall then give notice of a special meeting of the Board as soon as possible thereafter.

21.03 Notice of Meeting - All regular and special meetings of the Board shall be held on fourteen (14) days' notice either addressed and mailed, is emailed or delivered to each member of the Board or published in the Church Bulletin on two consecutive Sunday mornings prior to such meeting or at the call of the Chair of the Board upon twenty-four (24) hour telephone notice in the event of an emergency.

21.04 Waiver of Notice - A Board Member may waive notice of a meeting of the Board and attendance of any Board member at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

21.05 Omission of Notice - The accidental omission to give notice of any meeting of the Board to, or the non-receipt of any notice by, any Board member shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Board member objects to such omission or irregularity.

21.06 Chair - The Chair of the Board shall be appointed by the members of the Board from amongst their members at the first meeting of the Board in each fiscal year. The Chair shall serve for a term of one (1) year and shall be an Officer of the Church. The duties of Chair of the Board shall be those set out in section 29.01 herein.

21.07 Quorum - A quorum for a meeting of the Board shall be a majority of the members of the Board.

21.08 Voting Rights - With the exception of the Pastor who, when he serves as the Chair of the Board, shall not have the right to vote, all members of the Board shall have

one vote. There shall be no proxy votes. In the event the Pastor is not the Chair, the Chair shall be appointed by the Board and such person so appointed shall have the right to vote but shall not have a second vote in order to break a tie.

- 21.09 Minutes - The Board shall keep written minutes of each meeting. The Board shall appoint a Church member who need not be a member of the Board, to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the meetings of the Board, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Board.

#### **IV BOARD OF STEWARDS**

##### **22. BOARD OF STEWARDS**

- 22.01 The Board of Stewards shall consist of a minimum of three (3) and a maximum of thirteen (13), such number to be determined by the Board.
- 22.02 The Stewards of the Church shall be elected or appointed from among the Members of the Church in accordance with such provisions of Sections 15.01 and 15.02 as are applicable and have a term of office as set out therein.
- 22.03 The duties of the Board of Stewards are:
- (a) to serve as a Church growth committee, unless otherwise provided for, with the responsibilities of outreach, evangelism and extension, including sponsoring new churches and church-type missions and the Pastor shall be the ex-officio chairperson.
  - (b) To provide assistance and support for the needy and distressed. A biblical role of lay leaders is that of ministering in areas of practical service (Acts 6:1-3; Romans 12:6-8). Therefore, Stewards should offer their time and spiritual gifts in acts of service, administration, encouragement, mercy, visitation and other ministries;
  - (c) To serve, at the discretion of the Church Board, as the Evangelism and Church Membership Committee;
  - (d) To assist the Pastor in organizing the Church so that Christian service opportunities are available to all Members. Special attention should be given to the development of ministries toward those of other cultural and socio-economic backgrounds in the immediate and nearby communities.
  - (e) To serve as liaison to community Christian action and service organizations;

- (f) To give assistance to the Pastor in public worship and Christian nurture in the Church;
- (g) To provide the elements for the Lord's Supper and, when requested by the Pastor, to assist in the distribution of the same.

22.04 A vacancy in the office of Steward may be filled in accordance with the provisions of Section 20.02.

22.05 The Stewards shall constitute the Stewardship Committee, whose duty it shall be to promote the cause of Christian stewardship of life resources in the Church in cooperation with the Pastor and the Stewardship Ministries Office.

22.05 To be a Steward, an Individual must have the same qualifications as a Church Board member as set out in Section 14.01.

### **23. BOARD OF TRUSTEES**

23.01 The Board of Trustees of the Church shall be no fewer than three (3) or more than nine (9) in number. They shall be elected or appointed from among the Full Members of the Church in accordance with such provisions of Section 15.01 and 15.02 as are applicable and have a term of office as set out therein.

23.02 The duties of the Board of Trustees are:

- (a) to give guidance to the development of the physical facilities of the Church and to financial planning unless otherwise directed by the Board; and
- (b) to perform such other duties as directed by the Board.

23.03 To be a Trustee, an Individual must have the same qualification as a Board member as set out in Section 14.01.

23.04 A vacancy in the office of the Trustee may be filled in accordance with the provisions of Section 20.02.

### **24. MEETINGS**

24.01 The Board of Stewards and Board of Trustees shall meet at such time and place and upon such notice as the Pastor may determine necessary from time to time to fulfil their respective duties as provided for herein or as directed by the Board. A quorum of each Board shall be a majority of its members. At the discretion of the Board, minutes of meetings may be required to be kept but such Boards shall report to the Board and be responsible to it.

## V DEACONS AND ELDERS

### 25. DEACONS

- 25.01 In accordance with the provisions of the Manual, a Deacon is a minister whose call of God to Christian ministry, gifts and usefulness have been demonstrated and enhanced by proper training and experience, who has been separated to the service of Christ by a vote of the District Assembly and by the solemn act of ordination and who has been invested to perform certain functions of Christian ministry.
- 25.02 The role of the deacon is a ministry of coming alongside, encouragement, equipping, administration and practical ministry. The Church recognizes, on the basis of Scripture and experience that God calls individuals to lifetime ministry. The Church believes that individuals so called to such ministries should be recognized and confirmed by the Church and should meet requirements and be granted responsibilities established by the Church. This is a permanent order of ministry and is subject to the provisions of the Manual.

### 26. ELDERS

- 26.01 In accordance with the provisions of the Manual, an Elder is a minister whose call of God to preach, gifts and usefulness have been demonstrated and enhanced by proper training and experience, who has been separated to the service of Christ through His Church by the vote of the District Assembly and by the solemn act of ordination and who has been invested to perform certain functions of Christian ministry.
- 26.02 The Church recognizes but one order of preaching ministry – that of Elder. This is a permanent order in the Church. The Elder is to rule well in the Church, to preach the Word, to administer the sacraments of baptism and the Lord's Supper and to solemnize matrimony, all in the name of, and in subjection to, Jesus Christ, the great Head of the Church.
- 26.03 The Church expects that one called to this official ministry should be a steward of the Word and give full energy through a lifetime to its proclamation.

## VI PASTORAL RELATIONS

### 27. Pastoral Relations

- 27.01 An Elder or licensed minister may be called to pastor the Church pursuant to the procedures set out in the Manual. The manner in which a call is issued, including the nomination of a candidate to the Church by the Board, the consultation with the District Superintendent, the remuneration of the Pastor and the role of the General Superintendent having jurisdiction and of the Board of General Superintendents

between the Church and the District Superintendent, shall be as set out in the Manual.

27.02 The Manual shall also govern all relationships between the Church and the Pastor, including but not limited to:

- (a) termination of a Pastor;
- (b) resignation of a Pastor;
- (c) appointment of co-Pastors;
- (d) regular Church/Pastoral review;
- (e) special Church/Pastoral review;
- (f) annual planning sessions between the Pastor and the Board; and
- (g) dispute resolutions.

27.03 Senior Pastor. – The Pastor shall be the chief executive officer of the Church. He shall be responsible for the day-to-day operations of the Church and be accountable to the Board and report on a regular basis to it. Unless otherwise directed by the Board, he shall be entitled to attend all meetings of the Board and participate therein but shall not have the right to vote. The Pastor shall, at the discretion of the Board, be allowed to chair meetings of the Board, but not have a vote or a casting ballot to break a tie vote.

In circumstances where the Senior Pastor, as chair of the Board, declares a conflict of interest, the Secretary of the Church shall, unless otherwise determined by the Board, chair the meeting of the Board at which the matter creating the conflict of interest is being considered.

27.04 Save and except as provided in Section 27.03, the Pastor shall be a member of all Committees and boards of the Church and be entitled to attend and fully participate thereon.

## **VII OFFICERS**

### **28. NAMES OF OFFICERS**

28.01 The Officers of the Church shall be:

- (a) Chair of the Board;
- (b) President;



- (c) Secretary; and
- (d) Treasurer.

**29. DEFINITION OF OFFICERS**

29.01 Chair- The duties of the Chair of the Board shall be as follows:

- (a) to call all meetings of the Board and the Membership provided nothing herein shall prevent the Pastor from calling such meetings;
- (b) to preside at all such meetings of the Board when the President is unable to chair a meeting at the direction of the Board;
- (c) to ensure the fairness, objectivity and completeness occurring at such meetings;
- (d) to prayerfully seek the guidance of Jesus Christ in all matters of the Church;
- (e) to be permitted to express an opinion on any matter discussed at the meetings of the Board;
- (f) to vote only when a deciding vote is necessary at any meeting of the Board, unless the Pastor is the chairperson of the Board;
- (g) to ensure that all directives and Resolutions of the Board are carried into effect; and
- (h) to carry out such other duties as are directed from time to time by the Membership of the Church or by the Board.
- (i) to vote on the calling of a question at all Board meetings but shall not have a second or casting ballot to break a tie.

29.02 President – The duties of the President unless otherwise directed by the Board shall be as follows:

- (a) to chair all meetings of the Board unless the Senior Pastor has a conflict of interest or is otherwise directed by the Board to not act as Chair. The President shall not have the right to vote on any matter coming before the Board.

29.03 Secretary - The duties of the Secretary shall be as follows:

- (a) to oversee the faithful noting and recording of all of the business of Board Meetings and Members Meetings;
- (b) to conduct all correspondence on behalf of the Church arising out of such meetings;
- (c) to publish the time and place for all Members Meetings with due notice;
- (d) to be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Board to do so and to such Individual or Individuals as may be named in the said Resolution;
- (e) to be the custodian of all papers and documents of the Church;
- (f) to call all meetings of the Membership in accordance with the provisions and procedures set out in the Constitution;
- (g) In the event that the Chair of the Board is not able to function in his or her position, then the Chair shall be replaced by the Secretary of the Board who shall exercise the duties and responsibilities of the Chair.
- (h) to carry out such other duties as directed from time to time by the Board or by the Membership; and
- (i) in his or her absence, the duties of the Secretary shall be performed by such other Member who is temporarily acceptable to the Board upon a Resolution of the Board.

29.04 Treasurer - The duties of the Treasurer shall be as follows:

- (a) to receive all moneys not otherwise provided for and disburse the same only on order of the Church Board;
- (b) to make monthly remittances of all District Funds to the District Treasurer and of all general funds to the General Treasurer through the appropriate office, except as otherwise provided;
- (c) to keep a correct book record of all funds received and disbursed;

- (d) to present a detailed monthly financial report for distribution to the Church Board;
- (e) to present an annual financial report to the Annual Meeting of the Members;
- (f) to deliver to the Church Board the complete Treasurer's records at such time as the Treasurer shall cease to hold the office;
- (g) to invest funds belonging to the Church as directed by the Church Board; and
- (h) to carry out such other duties as directed from time to time by the Church Board or the Membership.

29.04 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 duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Church. The duties of all other officers of the Church appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes. The Officers who are members of the Board shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

### **30. QUALIFICATIONS FOR OFFICERS**

30.01 An Individual may be considered for election as an Officer of the Church if he or she fulfils all of the following qualifications:

- (a) the Individual must be a Member in good standing;
- (b) the Individual must have an active involvement within the Church;
- (c) the Individual must be in full agreement with the Church Constitution;
- (d) the Individual professes the experience of the entire sanctification and whose life bears public witness to the grace of God that call one to a holy life, who is in harmony with the doctrines, practices and policy of the Church of the Nazarene; and
- (e) the Individual supports the Church with tithes and offerings.

**31. ELECTION AND APPOINTMENT OF OFFICERS**

31.01 All Officers shall be appointed by the members of the Board from amongst their members at the first meeting of the Board following their election at the annual meeting save and except the Pastor.

**32. TERM AND MAXIMUM TERM OF OFFICERS**

32.01 All Officers shall serve for a one (1) year term of office and there shall be no restriction on the number of terms they may serve provided they are otherwise qualified.

**33. RESIGNATION OF OFFICERS**

33.01 If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation shall be directed to the Board at least thirty (30) days prior to the effective date of such resignation and the Board shall then have the power to accept such resignation on behalf of the Church.

**34. VACANCY**

34.01 The position of an Officer shall be automatically vacated if any of the following situations occur:

- (a) such Individual resigns his or her office by delivery of a written resignation to the Board;
- (b) such Individual no longer fulfils all the qualifications of an Officer as set out in section 30.01;
- (c) such Individual is found to be mentally incompetent or of unsound mind;
- (d) such Individual becomes bankrupt;
- (e) such Individual ceases to be a Full Member of the Church;
- (f) such Individual, in the opinion of a two-thirds (2/3) majority vote of the Board, has evidenced conduct that he or she is no longer willing to comply with, adhere to or submit to the Scriptural authority and procedures set out in the Church Constitution;
- (g) such Individual is determined by a two-thirds (2/3) majority vote of the Members present in person or represented by proxy at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or

(h) such Individual dies.

34.02 If any vacancies should occur for any reason as set out in section 34.01 above, the Board, by Resolution, may by appointment, fill the vacancy during the remaining term.

## VIII PROTECTION AND INDEMNITY

### 35. PROTECTION AND INDEMNITY TO PASTOR AND OFFICERS

35.01 Protection of Board Members, Trustees, Stewards, Officers, and Others Except as otherwise provided in the Act, no Board member, Trustee, Steward, Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Board Member, Trustee, Steward, Pastor, Associate Pastor, Officer or employee or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any Individual including any Individual with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Board member, Trustee, Steward, Pastor, or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Individual's wilful neglect or default. The Board member, Trustee, Steward, Pastor, and Officers of the Church 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 or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board.

35.02 Indemnity to Board member, Trustee, Steward, Officers, and Others - Every Board member, Trustee, Steward, Pastor, Officer or any Member or Individual (with "Individual" in this section to include corporations, partnership, joint ventures, sole proprietorships, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Church, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

(a) all costs, charges and expenses which such Board member, Trustee, Steward, Officer or any other Member of the Church or Individual sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of his or her office or in respect of any such liability,

except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default;

- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own negligence, neglect or default.

The Church shall also indemnify any such Individuals as described above in such other circumstances as the Act or other legislation then in effect permits or requires. Nothing in this By-law shall limit the right of any Individual entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or other legislation then in effect.

## **X STANDING COMMITTEES**

### **36. DEFINITION OF STANDING COMMITTEES**

- 36.01 The Board, by Resolution, may establish such Standing Committees as it determines necessary from time to time and discontinue any Standing Committee as it determines appropriate.
- 36.02 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 unless otherwise provided in the Manual.
- 36.03 Membership on each Standing Committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

### **37. QUALIFICATION FOR MEMBERSHIP - STANDING COMMITTEE**

- 37.01 An Individual may be considered for appointment to a Standing Committee if he or she is a Member in good standing, has an active involvement within the body of the Church and is in full agreement with the Constitution.

### **38. SPECIFIC DUTIES OF STANDING COMMITTEES**

- 38.01 The specific duties of each Standing Committee shall:
  - (a) be as provided in the Manual;
  - (b) include the keeping of minutes of each meeting;
  - (c) include the preparation of an annual budget for presentation to the Board;

- (d) be task oriented;
- (e) require that a report be made to the annual meeting of Members through the Board; and
- (f) require that membership on such committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

### **39. MEETINGS OF STANDING COMMITTEES**

39.01 Standing Committees shall meet at such times as are determined by the Chairperson of each Standing Committee.

### **40. PROCEDURES FOR MEETINGS OF STANDING COMMITTEES**

40.01 The procedures to be adopted during meetings of each Standing Committee shall be the same as those set out herein for the Board with modifications as necessary.

### **41. REMOVAL OF MEMBERS FROM STANDING COMMITTEES**

41.01 Either the Board or the Membership of the Church may remove any member from any Standing Committee for any reason upon a majority vote of either the Board or the Membership of the Church present at a meeting duly called for that purpose, in which event the Board may fill such vacancy.

## **IX SPECIAL COMMITTEES**

### **42. DEFINITION AND OPERATION OF SPECIAL COMMITTEES**

42.01 Either the Board or the Members are authorized to appoint such Special Committees as are deemed necessary from time to time and to empower such committee or committees with such authority or directives as is deemed appropriate.

42.02 The members of such Special Committee or Committees shall be appointed by the Board or where the Special Committee has been established by the Members, the members of such Special Committee shall be appointed by the Board subject to ratification by the Membership at a Membership Meeting to be held as soon as possible thereafter, with the appointment to become effective upon ratification by the Members.

42.03 The term of office and the duties of such Special Committee as well as the appointment of a Chairperson of such Special Committee shall be determined by the Board unless specifically directed otherwise by the Members. Members of such Special Committees shall serve without remuneration, provided that

committee members may be paid reasonable expenses incurred by them in the performance of their duties.

- 42.04 The number and time of meetings of such Special Committee shall be determined by the Chairperson of such Special Committee subject to the approval of the Board.
- 42.05 All Special Committees shall report to the Board who shall report to the Members.
- 42.06 The procedures to be adopted during meetings of such Special Committee shall be the same as those set out herein for the Board with modifications as necessary.
- 42.07 Either the Board or the Membership of the Church may remove any member from a Special Committee for any reason upon a majority vote of either the Board or the Membership present at a meeting duly called for that purpose, in which event the Board may fill such vacancy unless the members have been appointed by the Membership, whereupon the Membership shall fill such vacancy at a Members Meeting to be held as soon as possible thereafter.

## **XI POLICY STATEMENTS**

### **43. POLICY STATEMENTS FOR THE CHURCH**

- 43.01 Policies adopted by the General Assembly of the Church of the Nazarene from time to time and those policies as set out in the Manual shall be the policies of the Church and shall be deemed to be a part of the Constitution.

## **XII GENERAL PROVISIONS**

### **44. EXECUTION OF DOCUMENTS AND CHEQUES**

- 44.01 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Church without further authorization or formality. The Board shall have the 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 directors 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.
- 44.02 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or Individual or Individuals, whether or not an Officer of the Church and in such manner as the Board may from time to time designate by Resolution.





**45. FINANCIAL YEAR END**

45.01 Unless otherwise ordered by the Board and agreed to by the District Advisory Board, the fiscal year end of the Church shall be April 30<sup>th</sup> of each year. In addition to the requirement that the District Advisory Board must approve any change in the fiscal year end, such change must also be approved by Canada Revenue Agency.

**46 HEAD OFFICE**

46.01 The head office of the Church shall be in the (insert Town/City) in the Province of Ontario.

**47. BOOKS AND RECORDS**

47.01 The Board 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.

**48 FINANCIAL STATEMENTS**

48.01 The Board shall prepare each year prior to the annual Meeting of Members financial statements for the preceding year prepared by an institute or association of accountants within the province in which the Church is located which has the qualifications to conduct an audit engagement or review engagement as may be in place from time to time;

**49. RULES, REGULATIONS AND GUIDELINES**

49.01 The Board may prescribe such rules, regulations and guidelines not inconsistent with this By-law or the Constitution relating to the management and operation of the Church as the Board 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, shall cease to have any force and effect.

**50. AMENDMENTS**

50.01 Notwithstanding the Act, the Letters Patent/Articles of Incorporation of the Church may be amended by a sixty-six and two-thirds percent (66 2/3%) vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of the Members of the Church voting in person at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given in accordance with the provisions set out in section 11.03 of this Bylaw and such notice shall state the proposed amendment and the purpose thereof.



50.02 The By-laws of the Church not embodied in the Letters Patent/Articles of Incorporation may be repealed or amended by By-law and enacted by a sixty-six and two-thirds percent (66 2/3%) vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of the Full Members of the Church voting in person at a meeting duly called for the purpose of considering the said By-law, provided that notice of such Members Meeting shall be given in accordance with the provisions set out in section 11.03 of this Bylaw and such notice shall state the proposed amendment and the purpose thereof.