

LEMC
General Operating BY-LAW # 1

Amended
by the Members
on
Sunday, June 23, 2024

Amended by the Members On
Sunday, January 29, 2023
Amended by the Members On
Thursday, November 20, 2008
Amended by the Members On
Sunday, June 11, 2023

Originally Passed
Thursday, September 29, 2005
7:30 pm

**GENERAL OPERATING
BY-LAW NUMBER 1**

A By-Law relating generally to the transaction of the affairs of
Listowel Evangelical Missionary Church
(An Ontario Corporation)

PREAMBLE

The purpose of this by-law is to provide a setting within which the articles, ordinances and ministries contained in the Old and New Testaments of the Bible can be carried out. An attempt has been made to formulate all policies and procedures after biblical principles and with relevance to our local community. A prime objective is that Listowel Evangelical Missionary Church can function in unity and peace, and in an orderly fashion.

It is our prayer that we may live up to our name and be thoroughly evangelical marked by missionary zeal to carry the good news of Christ to Listowel, our hinterlands, and even to the ends of the earth until He comes.

May God help us.

BE IT ENACTED as a By-Law of **Listowel Evangelical Missionary Church (LEMC)** (hereinafter referred to as the “Church”) as follows:

Article I. DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

1.1. 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 Corporations Act (Ontario) _____ as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-Law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- b) **“Adherent”** means an adherent of the church as described in Article;
- c) **“Annual Meeting Booklet”** means the booklet distributed before the annual meeting that includes reports from the Council, Core Ministry Leaders and Pastors, as well as all financial reports;
- d) **“Articles of Faith”** and **“Articles of Faith and Practice”** means the Articles of Faith and Articles of Faith and Practice of the Church as set out in Article II of this General Operating By-Law;
- e) **“Board”** means the Council of the Church, which shall be deemed to be the Board of Directors of the Corporation pursuant to the Act;
- f) **“Board Member”** or **“Council Member”** means a member of the Council of the church who shall be deemed to be a Director pursuant to the Act;
- g) **“Email”** means the regular Sunday communiqué with the congregation;
- h) **“By-Law”** or **“By-Laws”** means any By-Law of the Corporation from time to time in force and effect, including the General Operating By-Law;
- i) **“Church”** means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated the _____ day of _____, 2004, and named Listowel Evangelical Missionary Church (LEMC) through which its Members may fellowship together as a New Testament Church;
- j) **“Church Constitution”** or **“Constitution”** means the Letters Patent, General Operating By-Law all other By-Laws, all Policy Statements and all Guidelines adopted by the Church from time to time;

- k) **“Council”** means the governing body of the church, composed of Council members elected pursuant to this General Operating By-Law;
- l) **“Council Chairperson” or “Council Moderator”** means the person chairing the Council, who shall be deemed to be the Chair of the Board of Directors;
- m) **“Council Member”** means a member of the Council as defined in Article VIII who shall be deemed to be a Director pursuant to the Act;
- n) **“Committee”** means a Committee of the Church;
- o) **“Committee member”** means a member of a Committee of the Church;
- p) **“Core Ministry”** means one of the areas of ministry in the church, composed of related programs and responsibilities, and defined as such by Council;
- q) **“Core Ministry Leader”** means the person designated with responsibility for a Core Ministry;
- r) **“Corporation”** means the Church as defined herein;
- s) **“Director”** means a member of the Council who shall be a Director pursuant to the Act;
- t) **“Discipline”** means seeking to reconcile Individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and the Church;
- u) **“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;
- v) **“Evangelical Missionary Church of Canada (EMCC)”** means the denomination, a federally incorporated organization to which Listowel Evangelical Missionary Church is a full member;
- w) **“Finance Committee”** means the sub-committee of Council headed by the Treasurer responsible for the monetary affairs of the church;

- x) **“General Operating By-Law”** means this By-law, any amendments thereto, any other By-Laws of the Church intended to amend or replace the General Operating By-Law herein;
- y) **“Individual”** means both Members as defined herein and persons who attend the Church but are not Members;
- z) **“Lead Pastor”** The highest-ranking pastor, also known as senior pastor. This pastor is in charge of the rest of the pastoral team;
- aa) **“Letters Patent”** means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- bb) **“Meeting of Members”** or **“Membership Meetings”** means any Annual or Special Meeting of Members;
- cc) **“Member”** means a Member of the Church as described Article V;
- dd) **“Members”** or **“Membership”**, unless the context herein otherwise requires, means the collective Membership of the Church of those Members having the right to vote and as listed on the roll of Church Membership;
- ee) **“Ministry Staff”** means people employed to do ministry by LEMC
- ff) **“Nominating Committee”** means the group responsible for nominations in the church as described Article XVI;
- gg) **“Objects”** means the charitable Objects of the Corporation as contained in the Letters Patent;
- hh) **“Officer”** means an Officer of the Church as described in Article XIII of this General Operating By-Law;
- ii) **“Pastoral Care Core Ministry”** means the area of ministry in LEMC charged with the pastoral care of members and adherents;
- jj) **“Pastoral Staff”** means people recognized as pastors that work for LEMC;
- kk) **“Person”** means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- ll) **“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;

- mm) **“Resolution”** means a Resolution passed by either the Council or Members by a fifty-one percent (51%) majority vote of those voting who are present or are represented by proxy, unless the Act or this By-Law otherwise require;
- nn) **“Secretary”** refers to the Secretary of the Council, who is also Secretary of the Board;
- oo) **“Special Resolution”** means a Resolution that is submitted to a special meeting of the Members of the Church duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast;

1.2. In this bylaw the following fundamental terms and interpretation shall apply:

1.2.1. **Objects** – 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 Objects contained in the Letters Patent of the Corporation, which for purposes of this General Operating By-Law as incorporated by reference and made part hereof. If any of the provisions contained in this General Operating By-Law are inconsistent with those contained in the Letters Patent of the Act, the provisions contained in the Letters Patent or the Act, as the case may be shall prevail;

1.2.2. **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:

- 1.2.2.1. Words importing the singular number include the plural and vice versa;
- 1.2.2.2. Words importing the masculine gender include the feminine and neutered genders unless this By-law otherwise specifically provides; and
- 1.2.2.3. Words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trust and unincorporated organizations.

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

Article II. ARTICLES OF FAITH and PRACTICE

Condensing what we believe into a few brief words, complete with Bible references is possible, but difficult, considering many things we believe ‘go without saying’. An example of this is including a heterosexual reference when defining marriage – something that twenty (20) years ago we would have taken as a given, and now isn’t. What else are we taking for granted? Will we be mindful to correct our constitution as issues come to light? It is for this reason that we define our faith and practice by using reference to the constitution of the Evangelical Missionary Church of Canada, trusting in our denomination’s attention to detail in defining our articles of faith and practice.

2.1 ARTICLES OF FAITH Listowel Evangelical Missionary Church shares and endorses the articles of faith of the Evangelical Missionary Church of Canada.

2.2 ARTICLES OF PRACTICE Listowel Evangelical Missionary Church shares and endorses the articles of practice of the Evangelical Missionary Church of Canada.

Article III. DENOMINATIONAL MEMBERSHIP

In the Constitution of the Evangelical Missionary Church of Canada local churches have the following objectives: to maintain the public worship of Almighty God through the exaltation of his son Jesus Christ by the aid of the Holy Spirit; to edify and build up the church through Bible teaching, celebration of the ordinances, and Christian fellowship/discipline; to carry on an active program of local evangelization; to work towards establishment of a daughter congregation; and, to support the propagation of the gospel throughout the world. LEMC is a member of this denomination and we acknowledge our desire and responsibility to fulfill these goals.

- 3.1 Listowel Evangelical Missionary Church acknowledges that it is a full member church of the Evangelical Missionary Church of Canada and shall continue to be so until such relationship is amended by an eighty percent (80%) affirmative vote of the Council voting at a meeting duly called for the purpose and subsequently approved by an affirmative vote of at least seventy-five percent (75%) of the Members voting who are present in person or represented by proxy at a Membership Meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given in the Church Bulletin on four (4) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the reasons therefore.
 - 3.1.1 Notification of the vote shall be delivered to the EMCC Head Office; and
 - 3.1.2 Next steps shall be negotiated with the EMCC president.

- 3.2 Listowel Evangelical Missionary Church shall maintain Articles of Faith and Practice and maintain other doctrinal positions which shall be theologically consistent with the Articles of Faith and doctrinal positions of the Evangelical Missionary Church of Canada.

Article IV. MEMBERSHIP IN THE CHURCH

The New Testament teaches that the Church is the body of Christ, and that all who have put their faith in Christ are members of His Church (Ephesians 4:25; 5:30; Colossians 3:15). Church Membership is not status in an organization, it is a living and personal relationship with Jesus Christ and His Church. There are various local churches within His Church and each local church has an express mission and vision to carry out the general New Testament mission to “go into all the world and preach the gospel” (Mark 16:15). Individual members of the Body of Christ will desire to associate with our congregation and be recognized as Members of Listowel Evangelical Missionary Church. This section outlines the conditions, limitations and covenants for such Membership.

- 4.1 Membership in the Church is the personal commitment to actively support the ministry of the Church and such commitment shall be professed publicly. It is this personal and public covenant to be an active part of this living body (I Corinthians 12) which is fundamental to Church Membership.
- 4.2 Upon Resolution of the Council, existing members on the active list of membership of the unincorporated church from which this Church has been formed shall become members of the incorporated Church. Any person who does not withdraw this membership has the rights and duties of membership.
- 4.3 The initial incorporators of the Corporation shall be the initial Members of the Corporation. Thereafter, Membership in the Church shall consist only of those Persons who:
 - 4.3.1 Attend Listowel Evangelical Missionary Church regularly;
 - 4.3.2 Give clear testimony to saving faith in Jesus Christ as their Saviour and Lord;
 - 4.3.3 Have, upon profession of faith, covenanted to actively participate in the life of the Church;
 - 4.3.4 Give evidence of that faith in discipleship and obedience;
 - 4.3.5 Have evidence of agreement, in writing, with the Church’s Articles of Faith and Practice as set out in Article II;
 - 4.3.6 Have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church as expressed in the Church Constitution; and
 - 4.3.7 Have been admitted into Membership in accordance with the Bylaws.
- 4.4 A Person shall qualify to be a Member of the Church if in the unanimous opinion of the Council such Person meets all of the following qualifications:
 - 4.4.1 The Person must be at least eighteen (18) years of age;
 - 4.4.2 The Person fulfills the definition of Membership as set out in Section 4.3.1 to Section 4.3.6 herein;
 - 4.4.3 The Person is not under the Discipline of the Church as set out in Section 6.3 herein; and

- 4.4.4 The Person has completed the procedure for admission into Membership as set out in Section 4.6.
- 4.5 Once Council is satisfied by Resolution that the applicant fulfills all the qualifications for Membership in the Church as set out in Section 4.4 herein, the Council shall approve such Person for Membership and thereafter such Member shall have full privileges, rights and duties of Membership;
 - 4.5.1 Council shall select the earliest convenient worship service for presentation of the new Member to the Membership.
- 4.6 Application for Membership in the Listowel Evangelical Missionary Church may be initiated by either a verbal or written request to the Pastoral Care Core Ministry. The Pastoral Care Core Ministry shall pursue the following procedure for admission into Membership:
 - 4.6.1 The Pastoral Care Core Ministry shall have the responsibility to ensure that each applicant for membership receives sufficient information and has the opportunity to gain an understanding of the meaning and application of the Listowel Evangelical Missionary bylaws, and any other pertinent policies. Each applicant will receive a complete copy of the bylaws and any other pertinent policy documents;
 - 4.6.2 The Pastoral Care Core Ministry shall conduct a Membership class for all applicants, either individually or as a group, wherein, at a minimum, the applicants' testimony, the Church's Policies and the Church Constitution are discussed;
 - 4.6.3 If the applicant understands and agrees with the Church Constitution and understands the fundamental tenets of the Christian faith, the applicant, as a condition of Membership in the Church, shall be required to sign the following "Church Covenant of Membership:"

**Covenant of Membership
Between**

_____ **and LEMC**

The covenant of Membership at LEMC is an agreement between two (2) parties: the individual member themselves, and all the other members of the Church, who are represented by the Council. Both parties walk together in Christian love; join in mutual labours for the kingdom of Christ; strive loyally for the advancement of his Church in holiness, knowledge, and love; and promote her prosperity and spirituality.

Both parties agree to:

- ❖ give clear testimony to saving faith in Jesus Christ as their Saviour and Lord;
- ❖ give evidence of that faith in discipleship and obedience;
- ❖ agree with the Articles of Faith of EMCC;
- ❖ live in obedience to Scripture; and
- ❖ abide by the Constitution of LEMC.

Membership carries the following rights and responsibilities:

- ❖ to minister to other's spiritual needs as part of the body of Christ;
- ❖ to participate actively in the life of LEMC;
- ❖ to financially support the work of LEMC;
- ❖ to respect and submit to the spiritual authority and procedures of LEMC as expressed in its Constitution;
- ❖ to attend, speak and participate at Meetings of Members; and
- ❖ to a single vote in person at all Meetings of Members.

I _____ declare my profession of faith in Jesus Christ as Saviour and Lord and commit to be subject to the rights and responsibilities of membership as listed above;

I _____ verify that the candidate has given appropriate testimony, and has been appropriately instructed in the LEMC Constitution by the Pastoral Care Core Ministry;

I _____ warmly welcome the candidate as a member of LEMC on behalf the Council of LEMC.

Dated _____

4.6.4

If the applicant does not fully understand the fundamental tenets of the Christian faith, then the Pastoral Care Core Ministry shall meet with the Person for further discussion before proceeding further with the application for Membership in the Church.

4.7 Once the Pastoral Care Core Ministry is satisfied that such applicant has fulfilled the qualifications of Membership set out in Section 4.4 herein, the application and declaration set out in Section 4.6 herein shall be forwarded to the Council for approval together with a confirmation in prescribed form signed by a Pastoral Care Core Ministry member stating that the requirements in Section 4.6 have been carried out.

4.8 A Person transferring from another member church of the Evangelical Missionary Church of Canada or any other church may apply for membership in the Church but must satisfy the requirements for admission into membership as set out in Section 4.4 and 4.6 herein.

4.9 Membership shall carry the following rights and responsibilities:

- 4.9.1 To minister to another's spiritual needs as part of the body of Christ;
- 4.9.2 To participate actively in the life of the Church;
- 4.9.3 To financially support the work of the Church;
- 4.9.4 To have audited statements of the Church;
- 4.9.5 To respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
- 4.9.6 To have readily available access to current copies of all parts of the constitution;
- 4.9.7 To attend, speak and participate at all Meetings of Members;
- 4.9.8 To have a single vote in person at all Meetings of Members; and
- 4.9.9 To have an up-to-date membership list, for the purposes of calling a special meeting.

4.10 A Member may withdraw as a Member of the Church at any time. Every Person withdrawing as a Member must do so by notification in writing to the Secretary of the Council.

- 4.10.1 The Secretary of the Council shall forward the request to the Council;
- 4.10.2 Upon receipt by the Council of such request for withdrawal as a Member, such Person shall be removed from the Membership roll of the Church and shall be deemed to have also resigned from any position within the Church held by such Member, where membership in the Church is a prerequisite for holding such position;
- 4.10.3 Upon request by a Member to Council, such Member shall be given a letter of transfer addressed to the Church to which the Member is relocating. However, if the Council confirms that such Person is under Discipline of the Church, a positive letter of transfer shall not be granted;
- 4.10.4

A Member who does not fulfill the covenant responsibilities to the Church as set out in Section 4.3 for a period of one (1) year, without just cause, places his or her Membership in jeopardy. After due consideration and prayer and appropriate contact with the Member, the Council may, at its discretion remove the Person from Membership. If such a change is made, the Council must notify the Member in written form of the change; and

- 4.10.5 The PCCM shall review membership annually and inform Council of lapsing members.
- 4.10.6 After due consideration and prayer and appropriate contact with the Member, the Council may, at its discretion, remove the Person from Membership. If such a change is made, the Council must notify the Member in written form giving fifteen (15) days' notice of the change; and
- 4.10.7 A record of Members of the Church shall be kept by the Council Secretary.
- 4.10.8 There shall be no fee associated with membership.

Article V. ADHERENTS IN THE CHURCH

Listowel Evangelical Missionary Church realizes that not everyone who attends the church will become a member for a variety of reasons. However, many of these people identify strongly with the church, and consider Listowel Evangelical Missionary Church their church home. In recognition of the valuable part of the church family that these individuals play, the church recognizes them as adherents.

- 5.1 An adherent is a person who regularly attends public worship services of the church, but who has not made formal application for membership in the church.
- 5.2 The determination of whether a person is, or continues to be, an adherent shall be made from time to time in the sole direction of the Council in consultation with the person.
- 5.3 An adherent shall have the following duties and privileges:
 - 5.3.1 To attend all worship services of the church;
 - 5.3.2 To participate in church ministries as the Lord directs and personal circumstances permit to the extent that the appropriate Core Ministry Leaders determine is appropriate, but not to hold the position of Council Member or be appointed Core Ministry Leader or serve on the PCCM;
 - 5.3.3 To participate in the ordinances of the church;
 - 5.3.4 To attend, but not vote, at Meetings of Members, and may, at the direction of the chair of the meeting, be permitted to speak. If so requested by the chair of the meeting, such person shall leave the meeting;
 - 5.3.5 To respect and submit to the spiritual authority and procedures of the church as outlined in the Church Constitution;
 - 5.3.6 To financially support the work of the church as the Lord directs and personal finances permit.

Article VI. DISCIPLINE OF MEMBERS

Discipline in the Church is not intended for the purpose of punishment and will not be administered as such. Nor is discipline in the church meant to be an alternative to our legal system. The purpose of discipline, as well as the prayer and motive of the leaders of the Church, is that discipline and correction will result first in the restoration of the one in error; second, the purifying of the Church either by restoration or separation; and finally, the edification of the Church and the exhortation to unity and purity by the example of discipline when it is necessary. The purpose of discipline at Listowel Evangelical Missionary Church is never to humiliate or embarrass; however, one who forces the Church to take disciplinary action may, in the process, experience embarrassment or humiliation. (Matthew 18:21 and Luke 17:3)

- 6.1 All Members are expected to conduct their lives according to the standards set forth in the Articles of Faith and agreed upon in the Covenant of Membership. When a member fails to do so, the Pastoral Care Core Ministry shall meet with the member and:
 - 6.1.1 Make sure the sin is identified clearly to the member.
 - 6.1.2 Make sure there are clear steps offered to the member to correct their actions.
 - 6.1.3 Keep the situation as contained and small as the law allows, using incremental next steps to privately, transparently and corporately correct the issue.
 - 6.1.4 Make sure to protect the vulnerable.
 - 6.1.5 Recommend the person's removal from membership and/or removal from the Church to Council if the member cannot be corrected.

- 6.2 Council shall give the member fifteen (15) clear-days' notice, with reasons, prior to the date set for the termination of membership. The member wanting to challenge the termination will be heard by Council up to five (5) days prior to the date of termination, either orally or in writing.

- 6.3 If the member is dissatisfied with the outcome of the discipline process, the denomination will be contacted to determine next steps.

Article VII. MEMBERS MEETINGS

Members meetings are a vital part of church governance, as they hold the Council accountable for its actions. Although the reasons for meetings vary, these gatherings have a set structure in order that the affairs of the church may be handled in an orderly fashion. There are two (2) types of members meeting, including the Annual Business Meeting (ABM) which is normally held the last Thursday in March, and Special Meetings of Members, which are convened as required.

- 7.1 The Annual Business Meeting (ABM) of Members is to be held at such time and place in North Perth as determined by the members and is to be no later than June 30th of each year. The purpose of the ABM will be to do the following:
 - 7.1.1 Hear necessary reports from the Nominating Committee, the Finance Committee, Auditor, Council, Core Ministry Leaders, and the Pastors;
 - 7.1.2 Act on the report received from the Nominating Committee, thereby electing all positions as required until the next ABM,
 - 7.1.3 Review and approve the financial statements for the immediately preceding year, including the auditor's report thereon;
 - 7.1.4 Approve the budget for the coming year;
 - 7.1.5 Ratify the appointment of Auditors for the upcoming year; and
 - 7.1.6 Transact any other necessary business.

- 7.2 At the request of the Moderator of Council, a majority of the members of the Council, or upon the request of fifteen (15) members or ten percent (10%) of the membership list, whichever is less, other Special Meetings of the Members shall be called and convened by the Moderator of the Council at the earliest convenience.
 - 7.2.1 Notice of all Membership Meetings shall be given to Members orally from the pulpit and in the Church bulletin ten (10) to fifty (50) days 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 judgment on the decision to be taken.
 - 7.2.2 A Member may waive notice of a Meeting of Members and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person 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.
 - 7.2.3 A quorum for an ABM or other Special Meetings of Members shall be twenty percent (20%) of the Members of the Church.
 - 7.2.3.1 Quorum must be present when voting on all resolutions.

 - 7.2.4

Voting members have the right to submit a proposal to be discussed at a members' meetings, and the board must include it in the notice of meeting unless:

- 7.2.4.1 It is sent to them less than sixty (60) days before the meeting;
- 7.2.4.2 It does not significantly relate to the business of the nonprofit;
- 7.2.4.3 It appears the member is abusing their right to submit a proposal for publicity; or
- 7.2.4.4 For any other exceptional situation listed in the ONCA.

- 7.3 The Moderator of the Council (or, at the moderator's direction, the Vice Moderator) shall act as Chairperson of all Members Meetings and shall be entitled to an initial vote, but not a second or casting ballot.
- 7.4 At all Annual Business and Special Meetings of Members, every question shall be determined by Resolution, being a fifty-one percent (51%) majority of votes of Members voting who are present, unless otherwise provided for elsewhere in the General Operating Bylaw.
 - 7.4.1 Every resolution submitted to any Meeting of Members shall be decided by a show of hands, except where a ballot vote is provided for or requested as stated below;
 - 7.4.2 At any Meeting unless a ballot vote is provided, a declaration by the Moderator 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;
 - 7.4.3 A ballot vote may be held either upon the decision of the Moderator or upon request of any Member and shall be taken in such manner as the Moderator directs;
 - 7.4.4 The result of a ballot vote shall be deemed to be the decision of the meeting at which the ballot vote was held. A request for a ballot vote may be withdrawn;
 - 7.4.5 In the case of an equality of votes, the Moderator of the Meeting has no second or casting ballot in addition to his or her initial vote.
- 7.5 Votes at Meetings of Members shall be given personally. At every meeting at which a Member is entitled to vote, every Member present shall have a vote.
- 7.6 At all Annual Business and Special Meetings of Members, the Secretary shall keep written minutes of the proceedings. The minutes shall be made available for review by Members within fifteen (15) days of the meeting.
- 7.7 The rules of procedure for Members Meetings shall follow the current edition Robert's Rules of Order.

Article VIII. COUNCIL

The leadership and government of Listowel Evangelical Missionary Church shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His Body. All those in positions of leadership and authority shall continually seek His mind and will in all actions and decisions, through the guidance of the Word of God and the Holy Spirit. Jesus Christ is the head of the Church.

In the history of Listowel Evangelical Missionary church there was a time when the governing body of the church was not clearly defined. The Council/ Core Ministry governance model was developed to alleviate the tensions caused by this lack of definition. The Council/Core Ministry model clearly makes the Council the governing body.

- 8.1 Council is a body of qualified persons who is charged with the governance of the church, and as such is the governing body of Listowel Evangelical Missionary Church.
- 8.2 Council consists of six (6) Members of the Church who are elected to the position of Council by the Members at the ABM held in accordance with the provisions of Article VII. For purposes of the Act, the Council shall be deemed to be the Directors of the Corporation.
- 8.3 The Lead Pastor shall be entitled to attend all Council meetings as an advisor. Any additional Person(s), at the invitation of Council may serve as Advisor(s) at a meeting of Council as specified by Council from time to time. Advisors do not have voting privileges and are not members of Council but, when in attendance shall otherwise be able to fully participate in the meeting.
- 8.4 A Person may be considered for election as Council member if the Person fulfills all of the following qualifications:
- 8.4.1 The Person must be at least twenty-one (21) years of age;
 - 8.4.2 The Person must be in full agreement with, uphold and be subject to the Church Constitution;
 - 8.4.3 The Person must be a Member in good standing of the Church, and baptized as a believer;
 - 8.4.4 The Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence of a growing spiritual walk;
 - 8.4.5 The Person must meet the spiritual requirements of Timothy 3:3-13; Titus 1 5-9; 1 Peter 5:1-11 by being:
 - i. Highly respected in both the church and community;
 - ii. Morally upright;
 - iii. Experienced in church ministry at LEMC;
 - iv. In a growing relationship with Christ;
 - v. Generous in giving resources;
 - vi. Generous with leadership gifts, talents and skills;
 - vii. Consistently trustworthy in relationships with both in family and with others.

- 8.4.6 The Person must desire to work towards the fulfilment of the Purposes of the church and comply with the Church's Articles of Faith;
 - 8.4.7 The Person must recognize that membership on Council is a commitment to humble service, not a position of honour or status, nor a reward for past service;
 - 8.4.8 The Person must have a servant spirit which enables submission to the authority of God in the loving exercise of overseeing the administration of the total Church and its ministries (John 13:1-17; I Corinthians 4:1-2; Philippians 2:1-11);
 - 8.4.9 The Person must recognize that membership on Council is not only an administrative role but shall involve active participation in, and leadership of, various ministries of the Church as they are needed;
 - 8.4.10 The Person must desire to serve with faithfulness and effectiveness;
 - 8.4.11 The Person must accept training and opportunities to develop leadership depth;
 - 8.4.12 The Person must be willing to be accountable to his or her fellow members of Council;
 - 8.4.13 The Person must not be related to another member of Council. Related is defined as any of the following: spouse, parent, child, grandparent, grandchild, sibling, or spouse of such; and
 - 8.4.14 The Person must not receive any monetary benefit either directly or indirectly from Listowel Evangelical Missionary Church.
- 8.5 Council Members, as Council of Directors of the church, are an elected body.
- 8.5.1 Two (2) weeks prior to the Annual Meeting, the Nominating Committee shall prepare a slate of candidates for Council which shall consist of not less than one (1) candidate for each Council Member whose term of office expires at the next Annual Meeting. Such nominee shall have the qualifications for Council Members as set out in Section 8.5. Any member of the Church may nominate a candidate(s) for Council. Such nomination shall be in writing and be submitted to the nominating committee thirty (30) days before the Annual Meeting. The Nominating Committee shall verify that those so nominated are duly qualified to fill the position of Council Member pursuant to Section 8.5. If so qualified and such qualification has been approved by the Nominating Committee, the Person(s) shall be asked to confirm they will stand for the position. The slate of nominees is to be presented in the annual booklet available two (2) Sundays before the annual meeting;
 - 8.5.2 Members of Council are elected to three (3) year terms, with two (2) Council members' terms expiring annually immediately after the adjournment of the ABM. Council members' terms begin at the adjournment of the ABM.
 - 8.5.3 A Council member, to be duly elected by the Members, must receive a plurality of votes.
 - 8.5.4 Council Members may serve no more than six (6) consecutive years;
 - 8.5.5 There is no maximum number of terms for Individuals serving as advisors to Council.
- 8.6 Directors must sign a consent form agreeing to be a director on the date they become directors.

- 8.7 Directors must sign a declaration that they are not ineligible to be directors in order to be directors.
- 8.8 Council Members failing to attend three (3) consecutive meetings or fewer than seven (7) meetings annually will be considered to have vacated their position on Council.
- 8.9 Council shall be legally responsible for the Church and shall make any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is authorized to do, providing:
- 8.9.1 Selling assets in excess of \$5,000 shall require Members approval;
 - 8.9.2 Borrowing shall require Members approval.
- 8.10 Without limiting the generality of the foregoing, Council shall be authorized to carry out the following duties and responsibilities:
- 8.1.1 To delegate the responsibility over the day-to-day administration and operations of the Church to the lead pastor;
 - 8.1.2 To oversee the expenditure of Church funds in general accordance with the approved annual budget;
 - 8.1.2.1 General accordance includes but is not limited to:
 - 8.1.2.1.1 Ensuring approved budgeted projects are carried out by appropriate ministries;
 - 8.1.2.1.2 Ensuring approved budgeted expense lines are not exceeded by more than ten percent (10%) or \$5000, whichever is less.
 - 8.1.3 To seek members approval for expenses that exceed general accordance;
 - 8.1.4 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 Purposes of the Church;
 - 8.1.5 To delegate the management of church funds to the Finance Committee;
 - 8.1.6 To formulate, implement and review policies needed to maintain good governance practices; and
 - 8.1.6.1 to ensure all policies are complied with.
 - 8.1.7 To approve all hires;
 - 8.1.7.1 The Lead Pastor shall also require membership approval as outlined in Article X.
 - 8.1.8 To ensure that all employees have their performance reviewed annually on the basis of their existing job description;
 - 8.1.9 To set a reasonable remuneration for all Officers, employees and agents of the Church Council by Resolution;
 - 8.1.10 To respect the governance model of the church and the role of Core Ministry Leaders play in providing leadership;
 - 8.1.11 To collaborate with Core Ministry Leaders to implement ministries and programs;
 - 8.1.12 To provide long term goals and vision for the Church, in consultation with the Core Ministries and for approval by the members;

- 8.1.13 To oversee the Discipline of Members in accordance with the provisions of Article VI;
 - 8.1.14 To oversee Membership in accordance with the provisions of Article IV and Article V;
 - 8.1.15 To ensure that the Pastoral and Ministry Staff of the Church, are accountable to the Lead Pastor and are followers of the Christian Faith, confessing Jesus Christ as their personal Saviour and Lord and are in full agreement with and subject to the authority of the Church pursuant to the Church Constitution;
 - 8.1.16 To examine annually the need to staff ministry and administrative positions with volunteers or employees;
 - 8.1.17 To ensure all policies are complied with.
 - 8.1.18 To ensure adequate insurance coverage is obtained for all assets and against general and other liability.
- 8.11 Council shall, through its Moderator, report to the Membership at the ABM. At the said Meeting, the Moderator of Council shall be available to answer any questions concerning the report and proceedings of Council.
- 8.12 The members of Council shall serve as such without remuneration and no member of Council shall directly or indirectly receive any profit from his or her position as such, nor shall any member of Council receive any direct or indirect remuneration from the Church, provided that such member of Council may be paid for reasonable expenses incurred by him or her in the performance of his or her duties.
- 8.12.1 No connected person to the director may receive payment from the church. Connected persons include family members including spouse, child, parent, grandparent or sibling.
- 8.13 No member of Council shall place himself or herself in a position where there is a conflict of interest between his or her duties as a member of Council and his or her other interests. Every member of Council 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, parent or child or spouse of such) or by the involvement of his or her business partner, business associate or corporation that the member of Council is involved with as either a director, shareholder, officer, employer or agent, then such member of Council shall declare his or her conflict of interest fully at a meeting of Council and shall withdraw from any discussion or vote thereon.
- 8.14 If the personal circumstances of any member of Council make it difficult for that member to devote the necessary time or energy to the work of Council, then that member of Council shall be free to resign from Council without embarrassment or stigma regardless of the remainder of the term of that member.

8.15 If for any reason a member of Council chooses to resign from Council, then that member shall give thirty (30) days written notice to the Moderator of Council who in turn shall call it to the attention of Council who shall then have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation shall set out the reasons for the departure of the member from Council.

8.15.1 Such resignation shall be reported to the members within twenty-four (24) hours of when Council accepts the resignation.

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

8.16.1 Such member of Council resigns his or her position as a member on Council by delivery of the written resignation to the Moderator of Council pursuant to Section 8.13 and Section 8.14;

8.16.2 Such member of Council no longer fulfills all the qualifications of a Council member as set out in Section 8.5 herein;

8.16.3 Such member of Council is found to be mentally incompetent or of unsound mind;

8.16.4 Such member of Council becomes bankrupt and is not discharged from such bankruptcy;

8.16.5 Such member of Council ceases to be a Member of the Church;

8.16.6 Such member of Council is removed by the members by a simple majority of members voting at a duly called members meeting for that purpose;

8.16.7 Such member of Council fails to attend three (3) consecutive Council meetings or fewer than seven (7) meetings annually;

8.16.8 Such member of Council dies.

8.17 If any vacancies should occur for any reason set out herein, provided there remains a quorum of Council members, Council by a majority vote may by appointment fill the vacancy with any such qualified Member until the next ABM. Upon filling any type of vacancy, Council shall notify the Church Membership within twenty-four (24) hours and announcement made from the platform on Sunday.

8.17.1 The appointment is valid until the next Annual Meeting of Members;

8.17.2 The Nominating Committee will include on the nomination slate prepared for that Annual Meeting of Members the above Council position and the final year of the term must match that of the position vacated.

Article IX. COUNCIL MEETINGS

- 9.1 Inaugural Meetings shall be held within one (1) week of the ABM.
- 9.2 Regular meetings of Council shall be held at such time and place in Ontario as determined by Council but not less than nine (9) times a year. The dates for the regular meetings shall be published in a schedule by the Council Secretary and distributed to all Council members of the as soon as possible after each Inaugural Meeting of Council.
- 9.3 Special meetings of Council may be called by the Moderator of Council upon written notice or upon written request of any two (2) members of Council to the Moderator who shall then give notice of a special meeting of Council as soon as possible thereafter.
- 9.4 All regular and special meetings of Council shall have fourteen (14) days' notice.
- 9.4.1 A member of Council may waive notice of a meeting of Council and attendance of any member of Council 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.
- 9.4.2 The accidental omission to give notice of any meeting of Council to, or any irregularity in the notice of any such meetings, the non-receipt of any notice by, any member of Council shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Council member objects to such omission or irregularity.
- 9.5 The Moderator and Vice Moderator of Council shall be appointed by Council members from amongst their members at the first Council meeting following the ABM, and called the Inaugural Meeting. Both the Moderator and Vice Moderator shall serve for a term of one (1) year and shall be an Officer of the Church. The duties of the Moderator and Vice Moderator of Council shall be those as hereinafter set out.
- 9.6 The standard agenda for the inaugural meeting shall be:

**Standard Agenda
Inaugural Meeting**

- 1.0 Call to Order by Lead Pastor:
- 1.1 The Lead Pastor will call the roll;
 - 1.2 Declarations of not being ineligible shall be signed and filed in Book of Incorporation
 - 1.3 Consent to serve as a director shall be signed and filed in the Book of Incorporation.
- 2.0 Election of Moderator, Vice Moderator,
- 2.1 Review of Election Procedure by Lead Pastor:

Election Procedure

The Lead Pastor and another staff member shall act as scrutineers. Nominations shall be by ballot and each ballot shall be valid if it contains the name of one (1) nominee. The Lead Pastor shall announce the name of the nominees. The members shall be asked in alphabetical order to declare their willingness to stand. Those standing shall be allowed up to two (2) minutes to speak prior to the election. Members shall vote by ballot. The Lead Pastor and another staff member will collect the ballots and count them. The member receiving a clear majority of the votes cast shall be declared elected. The Lead Pastor shall declare the result of the ballot by declaring the name of the member who has received a clear majority of the votes cast. On all occasions when the result of a ballot is disclosed, there shall be no declaration of the count.

Should no member receive a clear majority of the votes cast, the name of the member receiving the smallest number of votes shall be dropped. In the event that the balloting results in a tie vote between the two (2) members receiving the smallest number of votes, these two (2) members shall draw lots to decide whose name shall continue on the slate of nominees. The Board shall proceed to vote anew and so continue until one (1) member receives a clear majority of the votes cast, and such member shall be declared elected.

2.3 Election of Moderator of Council shall be conducted as above.

2.4 Election of Vice-Moderator of Council shall be as above.

2.5 Moderator and Vice Moderator are now considered in a position to conduct the business of Council.

3.0 Appointment of Treasurer and Secretary:

3.1 In article XIV the constitution allows for these people to be appointed outside of Council members. As such, this role needn't be filled by election, but appointed by Resolution.

4.0 Appointment of Finance Committee for the year.

5.0 Assignment of Signing Authority for the year.

6. 0 Appointment of Abuse Prevention Committee for the year.

7.0 Appointment of Constitutional Review Committee for the year.

8.0 Appointment of Visioning Committee for the year.

8.0 Setting of suitable Regular Meeting Dates, Retreat Dates and locations for the term. This will also include setting dates for the Core/Council and Visioning Meetings.

9.0 Adjournment (Reconvene into Regular Council Meeting).

9.7 A quorum for a meeting of Council shall be four (4) members of Council.

9.8 All members of Council, including the Moderator, shall each have one (1) vote. The Moderator shall not have a second or casting ballot and shall vote in the first instance when the question being considered is voted upon by Council.

9.9 Council shall keep written minutes of each meeting. The Secretary shall prepare and maintain such minutes. Brief written reports following the meetings shall be issued at the discretion of Council. Approved Council minutes are to be accessible by members.

9.10 A Resolution in writing, signed by all of the members of Council entitled to vote on the Resolution at a meeting of Council, is as valid as if it had been passed at a meeting of Council.

Article X. PASTORS AND PASTORAL STAFF

God has selected from within the body women and men to give spiritual vocational leadership to the church. The Biblical and historical accounts of the church testified to use of such chosen individuals in the work of his kingdom. Their equipping is as varied as the functions for which they are gifted, and include pastors, evangelists, missionaries, educators, musicians, chaplains, and administrators. The church is responsible for identifying, encouraging, training and challenging these individuals for the greater glory of God.

- 10.1 The Lead Pastor shall be credentialed by the Evangelical Missionary Church of Canada.
 - 10.1.1 The Lead Pastor shall be the spiritual overseer and visionary leader of the Church and shall be deemed by virtue of the position to be a Member of the Church and an advisor to the Council.
 - 10.1.1.1 The lead pastor shall receive membership and governance training as part of orientation.
 - 10.1.2 The duties and rights of the Lead Pastor shall be as follows:
 - 10.1.2.1 The duty to provide leadership in the Church by working with Council and to comply with its standards listed in Section 8.5 as well as the standards set for Pastoral Staff in Section 10.4;
 - 10.1.2.2 The duty to work in conjunction with the Council in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
 - 10.1.2.3 The duty to be in full agreement with, uphold and be subject to the Constitution of the Church;
 - 10.1.2.4 The duty to manage the pastoral staff of the Church, provided that the hiring or removal of other Pastoral Staff shall require the approval of the Council;
 - 10.1.2.5 The duty to review all pastoral staff annually;
 - 10.1.2.6 The duty to supervise and empower Core Ministry Leaders providing their appointment require the approval of Council.
 - 10.1.2.7 The right to be an ex-officio member with power to vote or appoint a designate without power to vote on all committees of the Church with the exception of the Council and the Finance Committee;
 - 10.1.2.8 The right to receive notification and minutes of all meetings of the Council and the Finance Committee, to be present and fully participate at all such meetings (provided that the Lead Pastor shall only be an advisory member to the Council and Finance Committee and without a vote thereon), and shall not be present when the Council or Finance Committee is discussing the Lead Pastor's position, salary or benefits, but may in the discretion of the Council be present

when the Council is discussing aspects of this position; and such other duties as assigned from time to time by the Council;

10.1.2.9 The duty to provide pastoral care for the congregation by working as part of the Pastoral Care Core Ministry for the Church; and

10.1.2.10 The duty to fulfill any job description as established by the Council.

10.2 Other Pastoral Staff of the Church shall be subject to the authority and direction of the Lead Pastor. The duties of other Pastoral Staff shall be as follows:

10.2.1 The duty to comply with the qualifications of Council Members in Section 8.5 herein as well as the standards set for Pastoral Staff in Section 10.4;

10.2.2 The duty to fulfill any job description as established by the Lead Pastor and Council; and

10.2.3 Such other duties as assigned from time to time by the Lead Pastor.

10.3 All Pastoral Staff shall:

10.3.1 Be credentialed by the Evangelical Missionary church of Canada

10.3.2 Be members of LEMC, be in full agreement with, uphold and be subject to the Church Constitution;

10.3.3 Receive membership and governance training as part of their orientation.

10.4 Resignation or termination of a pastor shall be done with respect, humility and concern for the wellbeing of all members of the church:

10.4.1 If a Pastor wishes to resign, he shall first notify the Council in writing together with an explanation and shall provide no less than thirty (30) days written notice prior to the effective date of his resignation. Such resignation will be deemed to include a resignation by the Pastor as a Member of the Church and where applicable, as an Ex-officio Member on all committees;

10.4.2 Where the Pastor fails to maintain EMCC credentials in good standing and the EMCC has informed Council of wither the termination of suspension of credentials, Council shall move to suspend or terminate the pastor as the situation may require;

10.4.3 Council shall involve EMCC immediately if Council is not satisfied with a Pastor's performance for any reason. Since the Lead Pastor is crucial to the church, EMCC will guide Council and the Lead Pastor to ensure the best outcome for the church;

10.4.4 Once a termination is determined by special resolution of Council, both staff and members will be made aware of such within twenty-four (24) hours by email. The termination shall be announced from the pulpit the following Sunday;

10.4.5 Once a resignation is determined by special resolution of Council, both staff and members will be made aware of such within seventy-two (72) hours. The resignation shall be announced from the pulpit the following Sunday;

10.4.6 The removal of the Pastor from his role shall be deemed to constitute his removal as a Member of the Church, and where applicable, as an ex-officio Member on all Committees;

10.4.7

Nothing contained in the said procedure shall preclude the Lead Pastor or other member of the Pastoral Staff from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Lead Pastor 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 Evangelical Missionary Church of Canada to resolve such dispute through mediation;

- 10.4.8 Following any such resignation or termination appropriate counseling will be considered for all members and adherents of the church, as well as the pastor by the Pastoral Care Core Ministry.

- 10.5 Whenever a vacancy in the position of Lead Pastor occurs, a Pastoral Search Committee shall be established by Council.
 - 10.5.1 The members will be informed within twenty-four (24) hours of the establishment of a pastoral search committee, and an announcement made from the pulpit on the following Sunday;
 - 10.5.2 Lead Pastors may not serve on a Pastoral Search committee for a Lead Pastor;
 - 10.5.3 All members of the Pastoral Search Committee shall be Members;
 - 10.5.4 Council will supply the committee with the Lead Pastor's job description;
 - 10.5.5 Council will employ a consultant approved by the denomination to help guide the committee through the process; and
 - 10.5.6 The Finance committee will provide a range of suitable salary packages.

- 10.6 The duties of the Pastoral Search Committee shall be as follows:
 - 10.6.1 The duty to understand the needs of the church as a whole;
 - 10.6.2 The duty to find, screen and interview Lead Pastor candidates;
 - 10.6.3 The duty and responsibility to recommend to Council a candidate approved by the denomination for Lead Pastor;
 - 10.6.4 The duty to present only one (1) name for the position of Lead Pastor to the Council at any one (1) time;
 - 10.6.5 The duty to make their recommendation to the Council with at least seventy-five (75%) of the Pastoral Search Committee supporting the recommendation; and
 - 10.6.6 The duty to be accountable to the Council.

- 10.7 The Pastoral Search Committee shall remain in effect until such time that the Council determines that its useful purpose has ended. Any appointed member of the Pastoral Search Committee may be removed from such Committee by resolution of Council.

- 10.8
- 10.9

The Pastoral Search Committee will recommend a candidate to the Council for approval. If the members of the Council present at such meeting unanimously approve the recommendation, then the recommendation shall be placed before the Membership at a Special Meeting called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.

- 10.10 Only one (1) name for the position of Lead Pastor shall be presented to the Membership at any one (1) time for consideration. Upon approval of seventy-five percent (75%) of Members voting who are present at the Meeting of Members duly called for that purpose, a formal call will then be extended to the Lead Pastor candidate. In the event that the recommended name does not receive the approval of the Members voting who are present at the said Meeting of Members, or in the event that the prospective Lead Pastor does not accept the call, then the Pastoral Search Committee shall resume its function until such time that an acceptable Lead Pastor is found.
- 10.11 Once the Lead Pastor has accepted the call and the employment offer has been accepted members shall be notified within twenty-four (24) hours, and the announcement made from the pulpit the following Sunday.
- 10.12 The new pastor shall be introduced to the congregation from the pulpit on his first Sunday by the Council Moderator.

Article XI. DISCIPLINE OF PASTORAL STAFF

All Members are expected to conduct their lives according to the standards set forth in Scripture. Those who hold positions of ministerial leadership are held to an even stricter accountability (I Timothy 3:1-7). Such conduct includes moral purity, personal honesty, and biblical fidelity (II Timothy 3:14-17). Pastors are to be consistent examples of authentic Christianity as they seek to emulate the character of Christ through the power of the Holy Spirit (Galatians 5:22-23) and they shall promote the unity of the Church rather than seeking to divide it.

11.1 Any allegations against a pastor will immediately be referred to the denomination for investigation.

11.2 Council shall cooperate with the denomination and abide by their rulings and findings.

Article XII. TERMS OF EMPLOYMENT

Employing people is required when a ministry becomes impracticable to staff with volunteer or lay help. The very nature of the Church means that the various roles staff play is diverse, and that employees help in areas other than they were hired for. As their roles change it is important to recognize shifting dynamics in the church.

- 12.1 In recognition of the integral part that all employees are to the overall ministry of the Church, all employees shall review and sign an engagement agreement with the Church 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 Church requires to them to accept and abide by the Constitution of the Church.
- 12.2 Whenever ministry or administrative positions are to be filled, Council will establish a hiring committee. The hiring committee will include representation from appropriate Core Ministries and the Lead Pastor. These committees will be considered a committee of Council. Where such a committee is established, the provisions for a Pastoral Search Committee will not apply, but will assist the committee.
- 12.3 Members shall be made aware of any changes of employee status within twenty-four (24) hours. An announcement of the change shall also be made from the pulpit on the following Sunday.
- 12.4 All staff will be made aware of what their job entails by way of a written job description supplied by Council.
- 12.5 All staff will have their performance reviewed annually on the basis of the existing job description.
- 12.6 Job Descriptions will be reviewed annually by the Council.
- 12.7 Salaries will be reviewed by the Finance Committee in consultation with the employee and their supervisor, and then brought to Council for consideration in preparing the annual budget.

Article XIII. CHURCH OFFICERS

There are various positions of leadership in the church, however Article XIII deals with those who are charged with the business of the church, specifically the Council Moderator, the Council Vice Moderator, the Secretary and the Treasurer. These church officers fulfill their function as part of the board of directors of Listowel Evangelical Missionary Church, even though the secretary and the treasurer need not be elected to Council

13.1 The Officers of the Church shall be:

- 13.1.1 Moderator of the Council, who is also the chair;
- 13.1.2 Vice-Moderator of the Council, who is also the vice chair;
- 13.1.3 Secretary;
- 13.1.4 Treasurer.

13.2 The duties of the Moderator of the Council shall be as follows:

- 13.2.1 Prayerfully seek the guidance of Jesus Christ in all matters of the Church;
- 13.2.2 To preside at all Meetings of Members as the Chairperson and to ensure the fairness, objectivity and completeness of matters occurring at such meeting;
- 13.2.3 At any Meeting of Members, to have an initial vote, but not a second or casting ballot;
- 13.2.4 To call all meetings of the Council in accordance with procedures set out in the Constitution;
- 13.2.5 To ensure there is an agenda for all Meetings of Council;
- 13.2.6 To preside at all meetings of the Council as the Chairperson and to ensure the fairness, objectivity and completeness of matters occurring at such meeting;
- 13.2.7 To be permitted to express an opinion on any matter discussed at the Council;
- 13.2.8 At any Council meeting, to have an initial vote, but not a second or casting ballot;
- 13.2.9 To ensure that all directives and Resolutions of the Council are carried into effect;
- 13.2.10 To carry out such other duties as are directed from time to time by the Membership of the Church or by the Council; and
- 13.2.11 To be accountable to the Council.

13.3 In the event that the Moderator of the Council is not able to function in his position, then the Moderator shall be replaced by the Vice-Moderator of the Council who shall exercise all of the authority and comply with all of the obligations of the Moderator. The Vice-Moderator shall be accountable to the Council.

13.4

The duties of the Secretary shall be as follows:

- 13.4.1 To faithfully note and record all of the business of Members Meetings and present the minutes of previous Membership Meetings when called upon to do so;
- 13.4.2 To maintain the Book of Incorporation, ensuring it is available to members upon their request;
- 13.4.3 The book of incorporation shall include permanent files of:
 - 13.4.3.1 Letters of Patent/Articles;
 - 13.4.3.2 Bylaws;
 - 13.4.3.3 Record of Directors;
 - 13.4.3.4 Director's Agreements to Serve:
 - 13.4.4 Consent;
 - 13.4.5 Annual Declaration of Not Being Ineligible.
 - 13.4.5.1 Record of Officers;
 - 13.4.5.2 Officers Agreements to Serve;
 - 13.4.5.3 Record of Members;
 - 13.4.5.4 Minutes of Annual Meetings;
 - 13.4.5.5 Minutes of Members Meetings;
 - 13.4.5.6 A list of land ownership in Ontario.
- 13.4.6 To faithfully file updates of directors and officers with the province;
- 13.4.7 To cause to be published the time and place and reasons for all Members Meetings with due notice;
- 13.4.8 To cause to be published the time and place and reasons for all Meetings of Council with due notice;
- 13.4.9 To be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Council to do so and to such Person or Persons as may be named in the said Resolution;
- 13.4.10 To be the custodian of all papers and documents of the Church;
- 13.4.11 To carry out all detailed duties as contained within the ministry description for Secretary which shall be updated from time to time by the Council upon a Resolution of the Council;
- 13.4.12 To be accountable to the Council; and
- 13.4.13 In their absence, the duties of the Secretary shall be performed by such other Member who is acceptable to the Council upon a Resolution of the Council.

13.5

The duties of the Treasurer shall be as follows:

- 13.5.1 To oversee the financial matters of the Church including but not limited to:
 - 13.5.1.1 The budget;
 - 13.5.1.2 Audited statements;
 - 13.5.1.3 The Finance Committee, provided members are appointed by Council.
- 13.5.2 And to report on such to the members at the Annual Business Meeting.
- 13.5.3 To ensure that no voting member of the Council receives any remuneration from the Church unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
- 13.5.4 To ensure suitable accounting records are available to members at all times;
- 13.5.5 To file the T3010;
- 13.5.6 To carry out all detailed duties as contained within the ministry description for Church Treasurer which shall be updated from time to time by the Council upon a Resolution of the Council; and
- 13.5.7 To be accountable to the Council as chair of the Finance Committee.

A Person may be considered for appointment as an Officer of the Church if the Person fulfills all of the qualifications of Article XIV.

Article XIV. APPOINTMENT OF CHURCH OFFICERS

Not all the officers of the church need to be elected members of Council. The Secretary and Treasurer may be appointed to their jobs by Council. It is important that Council choose wisely and they are encouraged to review the qualifications of overseers and officials in I Timothy before doing so.

14.1 A Person may be considered for appointment as an Officer of the Church if the Person fulfills all of the following qualifications:

14.1.1 The Person must be a Member in good standing;

14.1.2 The Person must be at least twenty-one (21) years of age;

14.1.3 The Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;

14.1.4 The Person must have an active involvement within the Church;

14.1.5 The Person must be in full agreement with, uphold and be subject to the Church Constitution;

14.1.6 The Person must desire to consistently work towards the fulfillment of the Purposes of the Church and comply with the Church's Articles of Faith;

14.1.7 The Person must recognize that appointment as Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services; and

14.1.8 The Person must desire to serve with faithfulness and effectiveness.

14.2 The Chair of the board shall be known as the Moderator, and the Vice Chair of the board shall be known as the Vice Moderator.

14.2.1 The Moderator and the Vice-Moderator shall be appointed by the members of Council from amongst their members at the inaugural meeting of Council.

14.3 The Secretary and Treasurer shall also be appointed by the members of the Council at the inaugural meeting of Council. The Secretary and Treasurer may, but need not be, an elected member of Council.

14.3.1 The Secretary and Treasurer only have a vote on Council when they are an elected member of the Council.

14.3.2 The Treasurer and Secretary may be employees of the Church if they are not an elected member of Council.

14.4 The election and appointment of church officers shall be announced to the members within twenty-four (24) hours, and from the pulpit on the following Sunday.

14.5 Church Officers shall serve for a one (1) year term of office.

14.6 There shall be no limit on the number of consecutive terms of office that may be served by an officer.

14.7 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 Council and, if possible, shall be so directed at least thirty (30) days prior to the effective date of such resignation. The Council shall then have the power to accept such resignation on behalf of the Church.

14.8 A Person's resignation from his or her position of Church Officer shall not be deemed to be a resignation from any other Council membership or Committee membership, if any.

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

14.9.1 Such Officer resigns his or her office by delivery of a written resignation to the Council;

14.9.2 Such Officer no longer fulfills all the qualifications of an Officer as set out in Section 14.1 herein;

14.9.3 Such Officer is found to be mentally incompetent or of unsound mind;

14.9.4 Such Officer becomes bankrupt;

14.9.5 Such Officer ceases to be a Member of the Church;

14.9.6 Such Officer is determined by a seventy-five percent (75%) majority vote of the Council to be unfit to hold office as an Officer of the Church for any reason; or

14.9.7 Such Officer dies.

14.10 If a vacancy should occur for any reason, the Council may by Resolution appoint a qualified Individual to fill the vacancy during the remaining term.

14.11 Upon the existence and/or filling of any type of vacancy, the Church Membership shall be notified by email within twenty-four (24) hours and an announcement made from the pulpit the following Sunday.

Article XV. PROTECTION AND INDEMNITY

15.1 Except as otherwise provided in the Act:

15.1.1 No Council member, Lead Pastor, other Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Council member, Lead Pastor, other 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 monies 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 Person including any Person with whom or which any monies, 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 monies, 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 Council member, Lead Pastor, other Pastor or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Person's willful neglect or default. The Council member, Lead Pastor, other 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 Council.

15.2 Every Council member, Lead Pastor, other Pastor, Officer or any other Member, Adherent or Person (with "Person" 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:

15.2.1 All costs, charges and expenses which such Council member, Lead Pastor, other Pastor, Officer or any other Member, Adherent of the Church or Person 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 their own willful neglect or default;

15.2.2 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 willful neglect or default.

15.3 The Church shall also indemnify any such persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this Bylaw to the extent permitted by the Act or Law.

Article XVI. COMMITTEES

The intention behind defining committees of the church and laying out their roles is to facilitate their ability to function. The committees listed here play an on-going role at LEMC, and accordingly their purpose and structure must be defined in order to give credence to the jobs the committees perform.

16.1 Nine (9) members of the Nominating Committee shall be elected at the ABM, including three (3) Core Ministry Leaders and six (6) other Members. The Lead Pastor shall also serve as an ex-officio member of the committee.

16.1.1 The Lead Pastor shall convene the first meeting of the Nominating Committee. In the absence of a Lead Pastor, the Chair from the previous Nominating Committee shall convene the first meeting.

16.1.2 The Committee shall elect its own chair from the members of the Committee.

16.1.3 The slate of nominations shall include nominations for Council, the nominating committee, and the conference delegate when required; and

16.1.4 Such other positions within the Church for which Member elections are required.

16.1.5 Upon receipt of Nomination forms from the Members, the Nominating Committee shall determine that the Persons so nominated are duly qualified to fill the positions for which such Persons have been nominated. The Nominating Committee shall obtain the consent of all nominees before presenting their names to the congregation.

16.1.6 The Nominating Committee shall present a slate of candidates for the consideration of the Members at least ten (10) days prior to the ABM in the Annual Meeting Booklet:

16.1.6.1 The Nominating Committee shall perform such other duties as assigned from time to time by the Council;

16.1.6.2 Members on the Nominating Committee shall serve 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.

16.2 Standing Committees shall be Finance, Risk Abuse Prevention, Constitutional Review and Vision Review.

16.2.1 Standing Committees shall be accountable to Council;

16.2.2 Members and chairs of Standing Committees shall be appointed by Council for a one (1) year term provided there shall be no limit on the number of consecutive terms a Person can be reappointed to the said committee;

16.2.3 Members of Standing Committees shall be members of the church;

16.2.4 Changes to the membership of Standing Committees shall be communicated to members by email and from the pulpit within seven (7) days;

16.2.5 Members of Standing Committees shall serve 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;

- 16.2.6 Standing Committees shall meet at such time and place and upon such notice as the Chairperson may determine necessary from time to time to fulfill their duty as provided for herein. At a minimum, Standing Committees shall meet quarterly;
 - 16.2.7 The procedure to be adopted during the meetings of Standing Committees shall be the same as those set out herein for the Council with modifications as necessary;
 - 16.2.8 Annual Reports for the Standing Committee shall be included in the Annual Meeting Booklet;
 - 16.2.9 In the event the Chairperson feels it is necessary to remove a member from the committee, he shall seek the approval of the Council.
- 16.3 The Finance Committee shall have of a minimum of three (3) Members:
- 16.3.1 The Chairperson of such Committee shall be the Treasurer appointed by Council;
 - 16.3.2 Upon the formation of the Finance Committee, the Church Membership shall be notified of its composition through email at the earliest convenience;
 - 16.3.3 The Finance Committee shall be responsible for overseeing the financial operations of the Church and the preparation of the financial statements and annual budget for consideration by the Council:
 - 16.3.3.1 The annual budget shall be subject to review and approval by the Council in accordance with 8.9.1, followed by final approval by membership in accordance with 7.1.3.
- 16.4 The Abuse Prevention Committee shall have a minimum of three (3) members The Chairperson of such Committee shall be the Abuse Prevention Coordinator.
- 16.4.1 The Abuse Prevention Committee shall be responsible for overseeing the policies and practices that prevent abuse of children, youth and vulnerable adults taking part in activities sponsored by the Church.
 - 16.4.2 The policies and practices determined by the Abuse Prevention Committee must be approved by Council.
- 16.5 The Constitutional Review Committee shall have a minimum of three (3) members.
- 16.5.1 Council shall annually provide the committee with a mandate of which policies and or bylaw sections to review.
 - 16.5.2 The Constitutional Review Committee shall review the assigned work noting areas where practices and policy do not align with each other or current legislation and consider how best to bring policy, practices and legislation into alignment to Council.
 - 16.5.3 The Constitutional Review Committee shall make any recommendations for change to Council.

16.6

The Vision Committee shall have ex-officio members and may have supplementary members. Membership in such committees shall include the Lead Pastor, Council and all CMLs. Other key members of LEMC may be included in the committee by resolution of Council.

- 16.6.1 The Visioning Committee shall strategically contribute to the advancement of the purposes LEMC as filed with the CRA and the Province of Ontario by overseeing vision statements and evolving long-rang goals to advance these purposes.
- 16.6.2 The Visioning Committee's process for evaluating vision statements and evolving long-rang goals shall include annual consultations and feedback on the suitability of existing visions and goals from members of LEMC.
- 16.6.3 The Visioning Committee's process for revising vision statements and evolving long-range goals shall include wide consultation and feedback throughout the church on proposed changes. Changes to Vision statements and goals must be approved by Council before being included in Annual Report of the Visioning Committee in the Annual Meeting Booklet.

Article XVII. CORE MINISTRIES

In 2002 the decision was made by the leaders of the unincorporated church, and ratified by the congregation to consider the programs, services and outreaches of the church as parts of various core ministries. To that end, several core ministries were established and the decision was that each needed to be given its own leader.

- 17.1 Core ministries are groupings of similar ministries, programs, services, and out-reaches that complement each other, and are the responsibility of a particular Core Ministry Leader:
- 17.1.1 The Council by Resolution may establish and dissolve such Core Ministries as it determines necessary from time to time;
 - 17.1.2 Upon the creation or dissolution of any Core Ministry, the Church Membership shall forthwith be notified through a notice by email at the earliest convenience;
 - 17.1.3 The appointed leaders of all Core Ministries shall be known as Core Ministry Leaders;
 - 17.1.4 Core Ministry Leaders must be Members;
 - 17.1.5 Core Ministry Leaders shall first be nominated by the Council in consultation with the existing members, if any, of such Core Ministry. Upon approval by the Council, the nominated appointees shall become leaders of the Core Ministry, and such appointments need not be ratified by the Membership;
 - 16.6.3.1 Core Ministry Leader vacancies shall be deemed to be filled by the Lead Pastor to whom the Core Ministry Leader normally reports until another Core Ministry leader can be appointed by Council.
 - 17.1.6 The appointment of new Core Ministry Leaders shall be announced to the church Membership from the pulpit and through email at the earliest convenience;
 - 17.1.7 All Core Ministries shall be accountable to the Lead Pastor through the Core Ministry Leader;
 - 16.6.3.2 In the absence of a Lead Pastor, the Core Ministry shall be responsible to Council through the Core Ministry Leader.
 - 17.1.8 The maximum term for appointment of a Core Ministry Leader shall be three (3) years;
 - 17.1.9 Upon the completion of three (3) years, as determined by the Council, the Core Ministry Leader is eligible for re-appointment to the same Core Ministry.
- 17.2 Specific duties of each Core Ministry shall be established in writing and approved by the Council, additionally:
- 17.2.1 Each Core Ministry shall prepare an annual budget for presentation to the Finance Committee and subsequent approval by the Council and the Membership;
 - 17.2.2 Each Core Ministry shall report to the Members in the Annual Report Booklet;
 - 17.2.3 Each Core Ministry shall keep minutes of each meeting; and
 - 17.2.4 The members of each Core Ministry shall serve 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.

Article XVIII. SPECIAL COMMITTEES

Council will occasionally recognize needs in the church that are not being met by Council or Core Ministries. At these times council may appoint a special committee to fulfill needs that the existing Core ministries or Council do not cover as a matter of their normal role. When this happens, the following rules have been determined to help special committees function.

- 18.1 The Council is authorized to appoint (or dissolve) 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:
 - 18.1.1 Upon the creation or dissolution of a Special Committee, the Church Membership shall be notified of its creation and its purpose or its dissolution through by email within seven days;
 - 18.1.2 The members of such Special Committee or Committees shall be appointed by the Council;
 - 18.1.3 The duties of such Special Committee and the appointment of its Chairperson and secretary shall be determined by the Council;
 - 18.1.4 All Special Committees are accountable to the Council;
 - 18.1.5 All Special Committees shall submit Minutes to Council;
 - 18.1.6 The members of such Special Committees shall serve without remuneration provided that such committee members may be paid reasonable expenses incurred by them in the performance of their duties;
 - 18.1.7 The number and time of meetings of such Special Committee shall be determined by the Chairperson of such Special Committee;
 - 18.1.8 A member on a Special Committee may be removed from his or her position on such Committee for any reason by a Resolution of the Council. If any vacancy should occur for any reason within a Special Committee, the Council may fill such vacancy.

- 18.2 In order to be considered for election or appointment to any committee, a Person must fulfill all of the following qualifications:
 - 18.2.1 The Person must have an active involvement within the Church, and must maintain an active involvement within the committee to which he or she is elected or appointed;
 - 18.2.1.1 Active Involvement shall be determined by Council.
 - 18.2.2 The Person must have the necessary qualifications to meet the requirements of the committee to which the Person is to be elected or appointed.

Article XIX. POLICY STATEMENTS AND GUIDELINES

Although this constitution is the main framework for decision-making in how Listowel Evangelical Missionary Church operates as a church, from time to time it will be necessary to determine additional policies and guidelines. This article of the bylaw explains how policies and guidelines are developed, written and ratified.

- 19.1 In consideration of the ongoing need for the Church to provide guidelines and policies, Council may adopt Policies and Guidelines on such matters as are deemed necessary from time to time by the Council and such statements upon adoption as set out below shall be deemed to be a part of the Constitution:
- 19.1.1 Existing Policies shall be reviewed at least every three (3) years;
 - 19.1.2 The Constitutional Review Committee will advise on policy implementation and review;
 - 19.1.3 Policy Statements may be enacted, rescinded or amended by the Council;
 - 19.1.4 Council must consider the policy at two (2) consecutive Council Meetings before the decision to enact, rescind or amend policies is passed by resolution;
 - 19.1.5 Relevant Core Ministry Leaders are to be made aware of policies that the Council is considering enacting, rescinding or amending, and their input taken into consideration before the policy is passed by resolution; and
 - 19.1.6 Such policies are considered an integral part of the constitution and bylaws of the church.
- 19.2 In consideration of the ongoing need for the Church to provide directions to its Members on practical applications, Core Ministry Leaders as well as the Council may enact, rescind and amend guidelines for their ministries:
- 19.2.1 Guidelines are to be considered as an integral part of the constitution and bylaws of the church.

Article XX. FINANCIAL MATTERS AND AUDITORS

It is expected that the members and adherents will be cheerful and generous givers to the church. To that end it is important that the Listowel Evangelical Missionary Church be a good steward of the monies entrusted to it. Standard accounting practices, accountability and common sense are paramount in good stewardship. Here the reporting of money spent and taken to the congregation is formalized.

- 20.1 The fiscal year end of the Corporation shall be December 31st of each year.
- 20.2 The Finance Committee shall prepare each year prior to the ABM of Members the financial statements for the preceding year:
- 20.2.1 The financial statements shall be forwarded to the Council for approval at least two (2) weeks prior to the ABM of Members and shall thereafter be made available to the Members for review at least two (2) Sundays prior to such ABM of Members;
 - 20.2.2 The financial statements shall be presented at the ABM of Members for approval by the Members by Resolution.
- 20.3 The Finance Committee shall prepare each year prior to the Annual Meeting of Members an annual budget for the upcoming year prepared in consultation with the Council and Core Ministry Leaders, and the expenditures of at least the previous year:
- 20.3.1 The annual budget shall be forwarded to the Council for approval at least two (2) weeks prior to the Annual Election Meeting of Members and shall thereafter be made available to the Members for review at least two (2) Sundays prior to such Meeting of Members;
 - 20.3.2 The annual budget shall be presented at the ABM of Members for approval by the Members by Resolution.
- 20.4 The Members shall at each ABM appoint the auditors (who shall not be a director, officer or employee of the Corporation) to audit the accounts of the Church for report to the Members at the ABM; and
- 20.4.1 The auditor shall hold office until the next annual meeting, provided that Council may fill any casual vacancy in the office of the auditor.

Article XXI. GENERAL PROVISIONS

The following points include information fundamental to the orderly administration of LEMC.

- 21.1 The corporate seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Board of Directors from time to time, shall be the seal of the Church:
- 21.1.1 The Corporate Seal is to be kept by the Secretary of the Board;
 - 21.1.2 The Corporate Seal, when required may be affixed to contracts, documents, and instruments.
- 21.2 Council shall have responsibility for all contracts but will normally delegate the day to day signing authority to the office administrator and or Lead Pastor. Even in such cases the contract should be signed under the name of the corporation per the designated signing officer. Such contracts should never be solely signed in the name of the person signing.
- 21.2.1 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Church without further authorization or formality.
- 21.3 Council shall have the 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.
- 21.4 Council 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.
- 21.5 The Council shall see that all necessary books and records of the Church required by the Bylaws of the Church or by any applicable statute or law are regularly and properly kept.
- 21.6 In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.
- 21.7 The accidental omission to give notice of any meeting or any adjourned meeting of the Council or members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

Article XXII. AMENDMENTS

Although much time and effort has been put into developing these bylaws, it is expected that the constitution will have to change to keep pace with the times. It is important to have in place not only a way to change the constitution, but a way that encourages a thoughtful and careful revision process.

- 22.1 Notwithstanding the Act, the Letters Patent of the Church may be amended at a Membership Meeting duly called for the purpose of considering the said amendment:
 - 22.1.1 By an eighty percent (80%) vote of the Council voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Members voting who are present in person or; and
 - 22.1.2 Provided that notice of such Members Meeting shall be given via email on three (3) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

- 22.2 The Bylaws of the Church not embodied in the Letters Patent may be repealed or amended at a Membership Meeting duly called for the purpose of considering the said Bylaw:
 - 22.2.1 By an eighty percent (80%) vote of the Council voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least seventy-five (75%) of the Members voting who are present; and
 - 22.2.2 Provided that notice of such Members Meeting shall be given via email on three (3) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

IN WITNESS WHEREOF, we the Provisional Members of the Board of the Church have hereunto set our hands the _____ **day of** _____ **20**_____

_____	_____
<name>	<name>
_____	_____
<name>	<name>
_____	_____
<name>	<name>
_____	_____
<name>	<name>

CONFIRMED by the Members of the Church on the _____ **day of** <month>, <year>.

Per: _____
<name> - Church Secretary