



Adopted February 2017

## **GENERAL OPERATING BY-LAW NUMBER 1**

A By-Law relating generally to the transaction of the affairs of Gentle Shepherd Community Church – Grey County Inc. (a Federal Corporation)

BE IT ENACTED as a By-Law of Gentle Shepherd Community Church – Grey County Inc. (hereinafter referred to as "GSCC-GC", or "the Church" or "the Corporation") as follows:

### **1. DEFINITIONS**

- 1.01 In this General Operating By-Law and all other by-laws and resolutions of GSCC-GC, Inc, unless the context otherwise requires, the following definitions shall apply:
- (a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
  - (b) "Administrative Staff" mean the persons serving in an administrative role whether they are paid, unpaid, part-time, or full-time with regard to compensation.
  - (c) "Articles" mean the Articles incorporating GSCC-GC, as from time to time amended or supplemented by Supplementary Articles.
  - (d) "Associate Pastors" mean those called to specific pastoral responsibilities under the Lead Pastor's leadership and oversight.
  - (e) "Church Officers" means the Chair, the Corporate Secretary and Treasurer of the Church elected at the Annual Meeting who will serve for one concurrent year. They shall not have voting privileges at Council Meetings.
  - (f) "Council of Elders" means the elected Elders of the Church who are the Board of Directors of the Corporation (also called "The Board") pursuant to the Act.
  - (g) "Corporate Secretary" means the Member responsible for preparing minutes of all Board of Directors Meetings, church Membership Meetings, and insuring an accurate Membership Roll and carrying on correspondence relative to the Membership and the Corporation.
  - (h) "Constitution" means the General Operating By-Law, the Articles of incorporations adopted September 28, 2016, and any Policy Statement adopted by the Membership of the Church from time to time.
  - (i) "Corporation" means Gentle Shepherd Community Church.
  - (j) "Elders" mean those elected as the Elders of GSCC-GC Inc. Elders are responsible for the overall spiritual health and direction of the Church and who are elected from the Membership of the Church. Elders will include Pastors (Lead and Associate(s)) who are non-voting. Only elected Elders shall be entitled to exercise the rights and be responsible for the duties of Directors as set out in the Act or established by law.
  - (k) "GSCC-GC" (also referred to as "the Church") means the legal entity incorporated as a corporation without share capital under Articles dated September 28, 2015 and named Gentle Shepherd Community Church –Grey County.
  - (l) "Treasurer" means a Member of the church, accountable to the Council of Elders or their designate and responsible for keeping an accurate account of all monies received and disbursed, for carrying on the banking business in the name of the church, for paying all the current accounts according to the budget of the church and for the preparation of the budget.
  - (m) "General Operating By-Law Number 1" means this by-law and any other by-laws of GSCC-GC intended to amend or replace the General Operating By-Law herein.

- (n) ‘Immediate Family’ means the spouse or child, if that child ordinarily resides with a Member.
- (o) ‘Lead Pastor’ means the one elected by the Members of the Church to be the primary spiritual leader of the Church, responsible for preaching and teaching the Word of God, for spiritual health and guidance, in cooperation with the other members of the Council of Elders.
- (p) "Member" means a member of GSCC-GC.
- (q) "Members" or "Membership" means the collective membership of GSCC-GC.
- (r) ‘Ministry Director’ means a person who is responsible under a pastor’s oversight for a specific area of ministry whether they are paid, unpaid, part-time, or full-time with regard to compensation.
- (s) ‘Ministry Staff’ means Associate Pastors and Ministry Directors appointed for a ministry management purpose, whether they are paid, unpaid, part-time, or full-time with regard to compensation.
- (t) ‘Ministry Team’ means a group of believers organized to carry out specific tasks of ministry. Each team’s existence, specific purpose, job description, and life span are determined by the Pastors and affirmed by the Elders.
- (u) "Policy Statements" means the Policy Statements adopted as part of the Constitution from time to time concerning practical applications of Biblical principles and Christian conduct and as outlined in the Policies and Procedures Manual adopted in accordance with the provisions of this Bylaw.
- (v) ‘Statement of Faith' means the statement that outlines the foundational beliefs for faith and practice and can be found in the Policies and Procedures Manual.

## **2. INTERPRETATION**

- 2.01 In this General Operating By-Law and all other by-laws and resolutions of GSCC-GC unless the context otherwise requires, the following interpretation shall apply:
  - (a) Singular words include the plural and vice versa.
  - (b) Words using the masculine gender include the feminine unless the context would indicate otherwise.
  - (c) Words referring to person or persons do not include corporations, partnerships, trusts and unincorporated organizations.
- 2.02 Headings used in the by-laws of GSCC-GC are for convenience of reference only and shall not affect the construction or interpretation thereof.
- 2.03 If any of the provisions contained in this General Operating By-Law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **3. MISSION**

- 3.01 The mission of GSCC-GC is to glorify God by making disciples of Jesus Christ by obeying the commandment of Jesus in Matthew 28:19-20a: “... go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you...”. A more detailed mission/purpose statement can be found in the Church’s Policies and Procedures Manual.

#### **4. AFFILIATION**

- 4.01 GSCC-GC is affiliated with Vision Ministries Canada. As such, this Church, should participate in equipping and support programs, give from its income to Vision Ministries Canada, and help promote the work VMC. This affiliation shall be a voluntary, covenant relationship among likeminded congregations that remain legally autonomous while interdependent in mission.

#### **5. MEMBERSHIP**

##### 5.01 Definition of Membership

GSCC-GC is comprised of persons who profess a personal faith in Jesus Christ as their Lord and Saviour, and follow the Lord Jesus Christ as a disciple, adhere in writing to the Constitution of the Church, and desire to further the ministry of the Church for the glory of God.

##### 5.02 Qualification for Membership

Members of the unincorporated Church will become Members upon the incorporation of GSCC-GC unless any Member of the unincorporated church indicates in writing that he or she does not want to continue to be a Member. Other individuals may qualify to be a Member according to the procedures outlined in 5.03 below and further discussed in the Privileges and Responsibilities of Membership (5.04 below).

##### 5.03 Requirements of Membership

Following participation in a Church Membership information session(s), and the candidate receiving a copy of the Church's Constitution, candidates for Membership will complete the Church's Application for Membership Form and be interviewed by an Elder(s) and the Lead Pastor to ensure the following criteria have been met:

- (a) There is a clear understanding of the Gospel and profession of faith in the Lord Jesus Christ.
- (b) There is evidence of salvation in the life of the candidate (Galatians 5:6-25).
- (c) The person applying for Membership agrees with the Constitution, Statement of Faith and Privileges and Responsibilities of Church Membership (5.04 below).
- (d) Given the scriptural instructions of Ephesians 5:8-14, Luke 12: 1-3, Acts 4:10-12 and John 8: 31-32, the candidate shall renounce Membership in any secret societies, and renounce oaths that were made during Membership in that society (Matthew 5:33-37, Leviticus 5:4 and James 5:12).
- (e) There are no unresolved issues with another church.

Following the fulfillment of the Requirements for Membership and the approval of the Lead Pastor and the Elder(s) conducting the interview set out in 5.03 above, the names of persons desiring to join as Members of GSCC-GC will then be submitted to the Council of Elders for ratification and, if so ratified, then be brought before the Membership for approval by majority vote at the next duly called meeting of Members of GSCC-GC.

GSCC-GC does not accept transfer of Membership from other churches nor does GSCC-GC transfer Members.

##### 5.04 Privileges and Responsibilities of Membership

Church Membership shall carry the following privileges and responsibilities:

- (a) To attend public worship services of the Church.
- (b) To participate in the ordinances administered by the Church.
- (c) To minister to one another's spiritual needs as part of the Body of Christ.

- (d) To participate in Church activities and ministries as the Lord directs and personal circumstances permit.
- (e) To financially support the work of the Church as the Lord directs and personal circumstances permit.
- (f) To respect and submit to the spiritual authority and procedures of the Church as expressed in the Church By-laws and Policies and Procedures Manual.
- (g) To attend, speak and participate at all Meeting of Members; and have the right to a single vote in person at all Meetings of Members or by proxy in accordance with section 5.07 (h).

#### 5.05 Membership Record

A record of Members of the Church shall be kept by the Corporate Secretary or their designate.

### **A. Specific Secretarial Duties:**

1. Maintain Congregational records in the church digital data base including:
  - I. Membership records
  - II. Address file for members and adherents
  - III. Update Elder Care Lists, at the beginning of each year, when new elders are elected.

#### By-Law

#### 5.06 Exclusion of Members

- (a) Members who are not able to be in attendance and to participate with the church body by reason of poor health or infirmity, or extended absence from the immediate area (for Missionary work, studies, personal or business travels, etc.) shall maintain communication with GSCC-GC. If possible, Members who are away from the area shall attach themselves to a church of like faith and practice in the place of their stay. Such Members are not to be excluded in any way from the communications of or participation in the life of the body.

Would this include Seniors who move to a Seniors home?

- (b) Members who, for any other reason, exclude themselves from the life of the body for a period of more than six consecutive months, or have been excluded as a measure of church discipline, shall not have the privilege, of voting upon matters brought before the body in regular or specially called meetings. The Member shall be notified either in person or in writing by the Corporate Secretary to inform them of their status and of the meeting at which this shall be determined and be entitled to attend. In the event that the decision is made to withdraw these privileges the Member shall be so notified in person or by mail. . No person shall be removed from the Membership list without determined, loving effort on the part of the Pastors, Elders and Members of the church to resolve any issues with that person, in direct personal communication to the extent that is possible. If, after a reasonable period of time, issues cannot be resolved and the Member continues to exclude themselves from the church, the Members of GSCC-GC may remove that person from Membership by majority vote. The Member will be notified of the time and place of this meeting and shall be entitled to attend. Once a decision has been made the Member shall then be notified in writing of this decision.
- (c) Any person withdrawing as a Member may do so at any time by notification to the Council of Elders together with an explanation of the reasons for their withdrawal. Upon receipt of such a

request the Member's name shall be presented to the next regular meeting of Members of GSCC-GC and removed from Membership by a resolution of the Members present by majority vote.

#### 5.07 Meetings of the Church and its Membership

- (a) **Sunday Services.** The church will meet regularly each Sunday for worship, preaching, teaching evangelism, and fellowship, and additionally, may meet on other days as the Elders so determine. These particular meetings are open to everyone and shall be conducted under the direction of the Pastor or his appointee.
- (b) **Annual Meeting.** An Annual Meeting shall be held at a time approved by the Council of Elders within four months of the end of the fiscal year and with adequate notice given to the congregation. At this meeting: reports from the Board shall be given; Financial Reports shall be presented and approved; an Eldership Nomination Committee elected; the Corporate Secretary shall be elected; the Treasure shall be elected; and any other business as determined by the Council of Elders.
- (c) **Other Business Meetings.** Other business meetings may be called at any time by the Council of Elders giving due notice to the Members.
- (d) **Members Calling a Members' Meeting.** The Council of Elders shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Council of Elders does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.
- (e) **Notice of Meetings.** Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting, no later than 21 days or not more than 35 days before the day on which the meeting is to be held:
  - i) by posting on a notice board on which information respecting the church's activities is regularly posted and that is located in the main facilities of the Corporation;
  - ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting and by notice at the main worship services on at least two Sundays previous to such meetings, and/or by electronic means of communication.
- (f) **Change the Manner of Giving Notice.** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the church to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- (g) **Quorum.** At all meetings, whether regular, special or adjourned, fifteen percent (15%) of the current Members in good standing shall constitute a quorum for the transaction of business.
- (h) **Voting.** The Members shall vote according to the following:
  - i.) A Member has the right to a single vote either in person or by proxy (if aged 18 or over), unless the Member is under discipline or inactive.
  - ii) Votes may be by proxy, provided that the proxy appointed is a Member and represents no more than one other Member. A proxy shall be executed by the appointed Member or the

Member's attorney authorized in writing. A proxy may be in the following form or some similar form:

"The undersigned Member of GENTLE SHEPHERD COMMUNITY CHURCH-GREY COUNTY hereby appoints \_\_\_\_\_, or failing the Person appointed above, \_\_\_\_\_ as the proxy of the undersigned to attend and act at a Meeting or vote of the Members of the said Church to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Signature of Member"

iii) Votes may be cast by visual, written, and/or electronic sign.

iv) No abstentions shall be counted in the vote tally.

v) When ballot votes have been counted and the result has been communicated to the Members, the ballots are to be destroyed.

#### 5.08 Amending this Section

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the by-laws if those amendments affect Membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### 6. **ELDERS**

#### 6.01 Definition

The Council of Elders of the Church or Board of Directors is a commissioned body consisting of no more than twenty-one and no fewer than three Members. The number of Elders will be determined annually by resolution of the Membership at the Annual Meeting of Members. Upon the invitation of the Council of Elders, any Pastor(s) serving the congregation from time to time on a salaried or a volunteer basis, shall have full right to be present at and to fully participate in all meetings of the Council of Elders; but they shall not be voting Members of the Council. The Council of Elders is invested with the authority to recommend and implement policy decisions on behalf of the congregation and to oversee the total spiritual life of the congregation.

#### 6.02 Elder Role

Elders (including Pastors) are responsible for the overall spiritual health, direction, and governance of the Church. We believe that the pattern of a plurality of elders given in the New Testament provides the best model for leadership in Christ's church. More detailed discussion of the practice of Eldership of GSCC-GC, including qualifications for elders, is found in the Policies and Procedures Manual.

#### 6.03 The Criteria

All members of the Council of Elders shall be required, from the time of becoming a member of the Council of Elders and on a continuous basis thereafter during their term in office, to fulfill all of the following qualification requirements:

(a) The person must be a Member in good standing.

(b) The person may be either male or female but must be over the age of twenty-one (21).

- (c) The person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof.
- (d) The person must accept the Bible as the inspired, infallible, authoritative Word of God.
- (e) The person must seek to depend upon the Holy Spirit in the carrying out of their ministries
- (f) The person must have spiritual gifts in keeping with required duties.
- (g) The person must have an active involvement within the Church.
- (h) The person must fulfil the spiritual qualifications of an Elder listed in I Timothy 3:1-12, Titus 1:6-9& 1 Peter 5:1-5.
- (i) The person must be in full agreement with the Church Constitution.
- (j) The person must recognize that membership on the Council of Elders is a commitment to humble service worthy of honour, not a position of status, nor a reward for past service.
- (k) The person must recognize that membership on the Council of Elders is not only an administrative role but shall involve active participation in, and leadership of, the ministries of the Church as they are needed.
- (l) May not be immediate family of an existing member of the Council of Elders.

#### 6.04 Elder Selection

- (a) The office of Elder is restricted to mature Christian men and women. The Elders will be chosen from among the Members of the Church. They need to meet the Biblical qualifications for the office of Elder, as well as meet the criteria for Elder selection outlined in our Policies and Procedures Manual. Elders need also have giftings that are suited to the needs of the Body, with internal and external “calls” to the office.
- (b) An Eldership Nominating Committee will be established each year by a resolution at the Annual Membership Meeting. Those Members qualified and willing to serve as Elders may be referred to the Nominating Committee by the candidate personally, by any Member of the congregation, or by invitation of the Nominating Committee. Prospective candidates for the position of Elder will be interviewed by the Lead Pastor and the Nominating Committee to ensure they meet the criteria for elders. The Nominating Committee will then present the candidates to the Council of Elders for approval prior to presenting the candidates to the Membership for approval.
- (c) The Nominating Committee will present the list of approved candidates prior to the to the Annual Meeting of Members or meeting called for the purpose of electing Elders, and no later than 21 days prior to the Annual Meeting of Members. The names presented will include newly approved candidates as well as existing Elders seeking a second consecutive three-year term. Nominations of other candidates from Members in attendance at the meeting may also be made. Each candidate submitted will be presented individually and each candidate will be elected or defeated by a resolution of the Members. Elders will be elected by secret ballot, with all approved candidates listed on the ballot and the Membership directed to cast one vote for each Elder vacancy (e.g., four vacancies and five candidates on the ballot, Members may each choose four names). To be elected candidates must receive 75% of the vote of the Members in attendance. The Candidate shall be apprised of the percentage of the vote, and shall be free to accept or reject a call as the Lord leads. In the event there are more candidates than vacancies, the vacancies will be filled by those candidates who received the highest number of votes cast.
- (d) Following the election of the candidates for Elder, as outlined in (c) above, the Membership shall pass a second resolution authorizing the number of Elders which will constitute the approved Council of Elders for the immediately following term of office being from January 1 to December 31. The number so authorized shall be the number of Elders who are continuing their three-year



term, the newly elected Elders, and the Elders who were elected to a second consecutive three-year term as authorized by section (a) above. The number so authorized shall be not more than twenty-one and not less than three.

- (e) The nomination and election procedure outlined above will also be used to replace any vacancies during the term of office of the approved Council of Elders, as constituted under (d). The nominating committee shall initiate this action as soon as a vacancy occurs and will present their report to the next following Membership Meeting. Elders elected under these circumstances shall serve the remainder of the current three-year term. They may submit their name as a candidate for Elder for the ensuing term of office and, if elected, would begin a complete new three-year term, at the end of which term a sabbatical of a least one year would be required.

#### 6.05 Elder Terms of Service

The following outlines the practice of GSCC-GC with respect to the service of Elders:

- (a) The term of office for an Elder shall extend from January 1 to December 31 and shall be for three consecutive years. An elder may not serve more than two consecutive terms and following a second three-year term must take a sabbatical of at least one year.
- (b) An Elder serves in that office with the consent of the Members of the Body. No accusation against an Elder will be entertained except that it be brought to the attention of the Elder and the Council of Elders by two or three witnesses (1 Tim 5:17-20). The Elder shall be examined by the Council of Elders as appropriate, and if the accusation is found to have merit, the Council of Elders shall determine the appropriate, Biblically correct course of action. Depending upon the nature of the offence, its impact upon the Body, and whether or not the Elder repents and takes the appropriate corrective action, the offending Elder may need to be removed from office (1 Tim 5:19-20; Matt 18:15-20).

#### 6.06 Elder Removal

- (a) If the personal circumstances of any member of the Council of Elders makes it difficult for that member to devote the necessary time or energy to the work of the Council of Elders or their office as an Elder, then that member of the Council shall be free to resign from the Council of Elders and as an Elder, as applicable, without embarrassment or stigma regardless of the remainder of the term of that member.
- (b) If for any reason a member of the Council of Elders chooses to resign from the Council and as an Elder, then that member shall give thirty (30) days written notice, if possible, to the Chairperson of the Council of Elders who in turn shall call it to the attention of the Council of Elders who shall then have the power to accept such resignation. Such letter of resignation shall set out the reasons for the departure of the member from the Council of Elders and as an Elder.
- (c) If upon a review by the Council of Elders, it is recommended that an Elder be removed from his position, with the reasons for the recommendation, and if the Council of Elders approves the recommendation by a simple majority of the Elders present at such meeting, then the Elder in question will be notified of the recommendation, and the recommendation shall be forwarded to the next Membership Meeting or at a special meeting called for that purpose. Upon approval by a majority of Members present at that meeting, the Elder will be given notice of his or her removal.

In the event that the recommendation does not receive approval by a simple majority resolution of the Members present at the Members Meeting or a special Members Meeting, then the national office of Vision Ministries Canada will be approached and asked to mediate the situation.

## **7 COUNCIL OF ELDERS/BOARD**

### **7.01 Board Role**

The Council of Elders is responsible to the Church for governance, operating and financial decisions. The Board shall maintain the spiritual leadership of the Church as Elders and shall leave the day to day management of the Church to the Church Staff. Board action shall be by simple majority of all Board Members, whether or not present and voting. A majority of the Board Members present, which includes participation by electronic or written means, shall constitute a quorum for action. Board meetings shall occur regularly and at other special times as needed when called by the Chair or a majority of the Board Members. The Board shall be sent at least 24-hours' notice of every meeting by electronic, verbal, or written means. Such notice may be waived by unanimous consent.

7.02 Each year the Board shall elect a Chair and a Vice-Chair. The Chair shall lead the Board in all discussions except where there might be a conflict of interest. The chair shall also chair all Membership Meetings, The Vice-chair will serve in the absence of the Chair. The roles of the Chair and Vice-Chair are listed in the Policies and procedures Manual of GSCC-GC Inc.

## **8. LEAD AND ASSOCIATE PASTORS**

### **8.01 Pastoral Call and Selection**

In the event of a vacancy in the position of Lead Pastor, or any Associate Pastor, the Council of Elders/Board or Directors shall nominate a Pastoral Search Committee, constituted of selected Elders, and Church Members. The Members of the Search Committee shall be approved by a vote of the Congregation. The Board may fill the role of the Pastor with an appropriate interim until a permanent Pastor is in place. The Pastoral Search Committee and the Board shall propose the candidate to the Members, who will vote to approve the call of the candidate in accordance with the procedures described in the Policy and Procedures Manual.

### **8.02 Pastor Role**

The role of the Lead Pastor and any Associate Pastor(s) is to lead the Church to accomplish its mission. Pastor(s) shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Lead Pastor shall lead all Ministry Staff (including all Associate Pastors) by directing them in their management of all Church operations. The Lead Pastor shall be accountable to the Church through the Council of Elders/ Board of Directors. All or any Associate Pastor(s) shall be responsible and accountable to the Lead Pastor.

### **8.03 Dismissal of a Pastor**

Dismissing the Lead Pastor or any Associate Pastor shall require the Board, or a quorum of the Members, to propose the action. This action must receive the affirmative vote of not less than 75% of voting Members present at a meeting duly called for this purpose in accordance with the procedures described in the Policy and Procedures Manual.

## **9. CHURCH STAFF**

### **9.01 Ministry Staff Role**

A ministry staff person (paid or volunteer) shall manage each area of Church operation assigned to them. Staff positions (excluding any or all associate pastors) shall be created, filled, vacated, or discontinued based on ministry needs. The hiring, directing, compensating, and dismissing of any and all Church Staff shall be the responsibility of the Lead Pastor under the authority and direction of the Council of Elders/ Board of Directors.

## **10. POLICIES AND PROCEDURES**

### **10.01 Policies**

When policies are written and approved by the Council of Elders and affirmed by the Membership, they will immediately become part of the operating policy of the church. All policies shall be included in what is identified as the Policies and Procedures Manual.

### **10.02 Procedures**

Procedures for this church may be written documents or generally understood operating procedures. Should they be written, they shall be kept on file in the church office and accessible to all church Members on proper notice. All procedures shall be included in what is identified as the Policies and Procedures Manual. However, since they may be construed to be generally understood operating procedures, should a question or dispute arise concerning a directive that cannot be resolved, the Board will be responsible for clarifying the procedure and preparing a notice to be communicated to the church at a meeting of Members.

## **11. AMENDMENTS**

11.01 The Articles and General Operating By-Law may be amended or added by a vote of the Members provided that:

- (a) Such proposed additions or amendments are recommended by the Board.
- (b) Notice of the proposed additions or amendments is given to the Members in the notice calling the meeting to consider the proposed changes.
- (c) At least two-thirds of the Members voting must approve such changes.
- (d) Any repeal or amendment of the General Operating By-Law shall not be enforced or acted upon until submitted to Corporations Canada.

## **12. FISCAL YEAR**

12.01 The fiscal year-end of GSCC-GC shall be determined by the Board.

## **13. INDEMNITY**

13.01 Except such costs, charges or expenses as are occasioned by his own wrongful act or willful neglect or default, every Elder, Pastor, Associate Pastor or other person who has undertaken or is about to undertake any liability on behalf of the Church or any affiliated organization and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless, from and against:

- (a) All costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in carrying out the duties of his office or in respect of any such liability.
- (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof.

## **14. GENERAL PROVISIONS**

### **14.01 Head Office**

The head office of the Corporation shall be in the Municipality of Grey Highlands, in the County of Grey and the Province of Ontario.

### **14.02 Execution of Documents**

Properly approved contracts, documents or any instruments in writing requiring the signature of GSCC-GC shall be signed by any two members of the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.

### **14.04 Lands and/or Buildings**

The purchase, sale, transfer, mortgage, hypothecation or pledge of lands and/or buildings shall not occur except in accordance with a resolution recommended by the Board and passed by at least a two-thirds majority vote of the Members which vote was called for this purpose.

### **14.05 Banking**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued, accepted or endorsed in the name of GSCC-GC shall be signed by such officer or officers, agent or agents of GSCC-GC and in such manner as shall from time to time be determined by resolution of the Board.

All funds of GSCC-GC shall be deposited from time to time to the credit of GSCC-OGC in such bank or banks or trust companies or with such bankers as the Board may approve.

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

**15. EFFECTIVE DATE**

15.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when passed by the Council of Elders and the Members.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Council of Elders of the Corporation by resolution on the 15 day of February, 2017 and confirmed by the Members of the Corporation by special resolution on the 26 day of February, 2017.

Dated as of the 26 day of February, 2017.

\_\_\_\_\_  
Joel Dawson

\_\_\_\_\_  
Shirley Ferris

\_\_\_\_\_  
Bob Gillies

\_\_\_\_\_  
Ruth Johnston (Chair)

\_\_\_\_\_  
Phillip Lucas

\_\_\_\_\_  
Dave McIntyre

\_\_\_\_\_  
Lynne Whitton

\_\_\_\_\_  
Tom Pillisch

\_\_\_\_\_  
Jan Vandergrift