

**Society Limited by Guarantee and Not Having a Share Capital**

**CONSTITUTION**

**OF**

**PEACE EVANGELICAL CHURCH**

1. The name of the Society is PEACE EVANGELICAL CHURCH (hereinafter called “the Church”)
2. The purposes for which the Church is established are:
  - (1) To preach the Word of God and to worship Him with faith in God the Father, the Son and the Holy Spirit; faith in the Holy Scriptures of the Old and New Testaments as the inerrant Word of God; faith in the virgin birth through the Holy Spirit and the incarnation of our Lord Jesus; faith in His Crucifixion on the cross; faith in His bodily resurrection after three days; faith in His ascension and His second coming again; faith in salvation and eternal life for those who believe and accept Jesus Christ as the Savior and in judgment and eternal fire for those who are lost.
  - (2) To establish, conduct and maintain churches, chapels, schools, colleges or other institutions to provide religious and general education services. Where it does not conflict with the principals of the Bible, to provide spiritual and material care for the populace, as needed, in order to demonstrate the true faith and testimony of Christianity.
  - (3) To print and publish any books, newspapers, periodicals and other literature.
  - (4) To raise money in any manner for the purposes of the Church whether for capital or for recurrent running expenses of the maintenance and activities of the Church.
  - (5) To solicit, obtain, take and accept any donation, contribution, gift, endowment, subvention by any means including but not limited to personal and public appeals for donations and subscriptions.
  - (6) To borrow and raise money in such manner and on such securities and terms as the Church may from time to time think fit.
  - (7) To invest any moneys of the Church not immediately required for any of its objects, in such manner as may from time to time be determined.
  - (8) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any interest therein which may be deemed necessary or convenient for any of the purposes of the Church.

- (9) To construct, maintain, alter, demolish and reconstruct any houses, buildings, works or property belonging to the Church and necessary or convenient for the purposes of the Church.
- (10) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, charge, further charge, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares or other property whatsoever description which are for the time being vested in or belonging to the Church upon such terms as the Church may deem fit.
- (11) To subscribe to any local or other charities and to grant donation for any charitable purpose and to provide a superannuation fund for the staff of the Church or otherwise to assist any such staff, their widows, children and other dependents.
- (12) To aid any other churches, organizations or institutions which have objects altogether or in part similar to those of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Church.
- (13) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Church.
- (14) In furtherance of its objects but not otherwise, to guarantee or otherwise support or secure either with or without the Church receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights (present and future) of the Church or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities ) by any person, firm or company whatsoever or is otherwise associated with the Church, and to act as agents for the collection, receipt or payment of money, and to enter into any contract of indemnity or suretyship.
- (15) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

**BYLAWS  
OF  
PEACE EVANGELICAL CHURCH**

**CHAPTER I**

**Preliminary**

1. The Society has been incorporated under the Societies Act of British Columbia, Canada.
2. In these Articles unless there be something in the subject or context inconsistent therewith:-

“The Act” shall mean the Societies Act of B.C. or any statutory amendment, re-enactment or modification thereof for the time being in force, and reference to any Section or Provision of the Act shall include a reference to any statutory amendment, re-enactment or modification of such Section or Provision for the time being in force.

“The Church” or “This Church” shall mean “Peace Evangelical Church”

“These Bylaws” or “These Presents” shall mean the present Bylaws of the Church as originally framed or as from time to time altered by Special Resolution.

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Act.

“The Council” shall mean the Elders Council of the Church as constituted under Article 62 of these Articles.

“Accountant” shall mean the person for the time being performing the duties of a certified accountant for and on behalf of the Church.

“The Office” shall mean the Registered Office for the time being of the Church.

“Members” shall mean the persons for the time being registered as Members of the Church.

“The Register” shall mean the Register of Members to be kept as required by the Act.

“The Seal” shall mean the Common Seal of the Church, if any.

“The Board” shall mean the Board of Directors of the Church.

"General Meeting" shall mean a meeting whether annual or monthly, ordinary or extraordinary of the Members of the Church, duly called and constituted, or any adjourned meeting thereof.

"The Chairman" shall mean the Chairman presiding at any meeting of members or of the Church Council.

"Secretary" shall mean any person appointed to perform the duties of the secretary of the Church.

"in Writing" and "Written" includes printing, typewriting, lithograph or partly one and partly another and other modes of representing or reproducing words in a visible form.

"Printed" or "Printing" shall also mean stenciled, stenciling, stencil-plate or produced by copier.

Words importing the masculine gender include the feminine. Words importing the singular include the plural, and words in the plural include the singular.

3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Church and its members.

4. The name of the Church is "Peace Evangelical Church".

5. The registered office of the Church will be situated in the city of Richmond, British Columbia.

6. All the assets of the Church shall not be disposed of without the authority of the Board of Directors.

7. The Church is established for the purposes expressed in the Constitution.

## **CHAPTER II**

### **Membership**

8. The number of members with which the Church propose to be registered is unlimited, but the Council may from time to time impose a limit on the maximum number of members.

9. The original applicants for incorporation of the society, and such other persons (being individuals) the Board shall from time to time admit to membership shall be members of the Church.

10. All members shall subscribe to and acknowledge as their firm belief such Statement of Belief or Statement of Faith as is written in Clause 95 of these Articles or as may from time to time be

determined by the Council. All members confirm and acknowledge that a repudiation of such Statement whether in words or deeds shall be sufficient grounds for the Church to remove the person from the register of members.

11. A member shall:

- (a) be at least 16 years of age; and
- (b) have been baptized by immersion in the Church or in another Protestant Christian Church of Evangelical faith.

12. A person who has been baptized in another Church, and seeks to transfer his membership to the Church shall make available to the Council a letter of good standing from the church of which he is a member at the time when he applies for transfer of membership, provided that the Council may waive this requirement if it is satisfied that:

- (a) the applicant is unable to produce such letter of good standing for causes beyond his control and
- (b) he is of good standing.

13. Every person shall be eligible for membership of the Church who:

- (a) shall have been baptized by the Church or
- (b) shall have been baptized by a Christian Church and accepted by the Council in accordance with the rules and by-laws from time to time of the Church on such behalf.

14. Every application for membership shall be in such form as the Board shall from time to time prescribe. Such application may be considered by the Council who shall determine upon the same in their monthly meeting. No reason need be assigned by the Council for admission or rejection of the application. Admission to membership shall be entirely free of charges.

15. A person shall be removed from the register of members or suspended from membership for a period or periods as the Board deems fit if:

- (a) whilst a member he has been convicted by a court of law of an offence which in the opinion of the Council renders him not worthy of being a Christian or
- (b) he is leading a life which in the reasonable opinion of the Council renders him no longer able to bear testimony as a Christian or

(c) he is unable to abide by the faith of the Church in the reasonable opinion of the Council, provided that before any person shall be removed from the Register or suspended from membership as aforesaid, he shall be given an opportunity to attend before the Council in order to show cause why he should not be removed from the Register, and shall be given advice calling for repentance; and he shall either have failed to give a satisfactory reason to why he should not be removed from the Register, or shall have rejected or disobeyed the advice tendered, provided further that no member may be expelled or suspended without the approval of three quarters of the members for the time being of the Board.

16. The members of the Church shall be entitled:

(a) to attend all general meetings of the members of the Church;

(b) to the privilege of electing officials and being elected at the general meetings;

(c) to advance suggestions regarding any divine work; and

(d) to enjoy all privileges and benefits provided by the regulations of the Church.

17. Any member of the Church desirous of transfer to a church in another district may apply to the Church for a letter of recommendation. And any member may withdraw from the Church by giving one month's notice in writing to the Chairman of the Council of his intention so to do, and upon the expiration of the notice and after payment of any outstanding dues and liabilities due from such member to the Church, he shall cease to be a member.

18. Any member who is found guilty of blaspheming against God and of contravening the regulations of the Church, and has not corrected himself after having been advised to do, may be deprived of his membership by a meeting of the Council.

19. The liability of the members is limited.

### **CHAPTER III**

#### **General Meetings**

20. The Church shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices thereof, and not more than 15 months shall elapse between the date of the annual general meeting of the Church and that of the next, provided that so long as the Church holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

21. All general meetings other than annual general meetings shall be called extraordinary general meetings.

22. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition as provided for by the Act. If at any time there are not within British Columbia sufficient members of the Board capable of acting to form a quorum, any members of the Board or any twenty members of the Church may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

### **Notice of General Meeting**

23. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Church other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter indicated in section 90 or in such other manner, if any, as may be prescribed by the Church in general meeting to such persons as are, under the Bylaws of the Church, entitled to receive such notices from the Church.

Provided that a meeting of the Church shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority of the members having a right to attend and vote thereat, being a majority altogether representing not less than 90 percent of the total voting rights of all the members entitled to attend and vote at that meeting.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meetings**

25. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of the accountants and auditors.

26. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, save as herein otherwise provided, one-half of all the members having a right to attend and vote at the meeting being present in person or by proxy shall be a quorum.

27. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

28. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Church. or if there is no such Chairman, or if he shall not be present at the time appointed for the holding of the meeting or is unwilling to act or is absent from Richmond or has given notice to the Church of his intention not to attend the meeting, the Board members present shall elect one of their members to be Chairman of the meeting.

29. If at any meeting no Council member is willing to act as Chairman or if no Board member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

30. The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

31. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands or by paper ballot unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman; or
- (b) by at least 10 members present in person; or
- (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.



Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands or by paper ballot been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Church shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

32. Except as provided in Article 33, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. In the case of an equality of votes, whether on a show of hands, by paper ballot or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

34. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **Votes of Members**

35. Every member shall have one (1) vote.

36. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction as to the mental capacity of a respondent, may have his vote rescinded by order of the Chairman.

37. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Church in his capacity as member, and which have been outstanding for more than one month after they fell due for payment have been paid.

38. Votes may be given either personally or by proxy provided that the use of proxy may be regulated from time to time by the Board as the Board deems fit notwithstanding any provision in these Articles.

39. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Church.

40. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Church not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case

of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

41. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

**Peace Evangelical Church**

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the above named Church, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the annual general meeting of the Church to be held on the first day of September, 2019 , and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ .

42. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

**Peace Evangelical Church**

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the above named Church, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the annual general meeting of the Church to be held on the first day of September, 2019 , and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ .

This form is to be used \*in favour/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.

43. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Church at the office before the commencement of the meeting or adjourned meeting at which proxy is used.

**CHAPTER IV**

**Organization**

## **Elders**

45. There shall be not less than three (3) Elders of the Church who shall also be members of the Church. The Elders for the time being shall together form the Council, which shall also be known as the Elders Council. The Elders shall be responsible for the spiritual direction and guidance of the Church, and the spiritual nurturing of the Members.

46. An Elder shall:

- (a) be at least 30 years of age;
- (b) have been baptized for at least seven years; and
- (c) shall not be present or vote at meetings concerning contract or arrangement or proposed contract or arrangement in which he is interested.

47. The first Elders shall be nominated in writing by the original applicants to the incorporation of the society.

48. The office of an Elder shall be vacated if he:

- (a) becomes of unsound mind; or
- (b) resigns his office by notice in writing to the Church given in accordance with the Bylaws; or
- (c) is directly or indirectly interested in any contract (being a contract of significance in relation to the affairs of the Church) with the Church and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by the Act, or
- (d) dies; or
- (e) ceases to be a member of the Church; or
- (f) is absent from British Columbia for more than one year, or
- (g) in the reasonable opinion of at least three-quarters of the Elders other than himself:
  - (i) no more subscribes to the Statement of Belief or Statement of Faith of the Church; or
  - (ii) leads a life rendering him unable to bear testimony as a Christian or otherwise unworthy to remain an Elder of the Church.

49. The Council may nominate a person to be a new Elder. The person nominated (hereinafter called "an Elder Designate") shall discharge such duties of an Elder as the Council shall delegate to him. The Elder Designate shall be confirmed to the office of Elder by resolution of the Council not less than one year after his being nominated as aforesaid and the confirmation shall be communicated to all of the members.

50. At every annual general meeting, the office of every Elder shall be further confirmed by a resolution of confirmation of the members. Every resolution of confirmation shall be deemed to confirm the office of the Elder in question unless it is opposed by three-quarters of the Church members present and voting at the meeting.

### **Deacons**

51. There shall be not less than three (3) Deacons of the Church who shall also be members of the Church. The Deacons shall assist the Council in its spiritual responsibilities. The Council may from time to time increase or reduce the number of Deacons.

52. A Deacon shall:-

- (a) be at least 21 years of age;
- (b) have been baptized for at least three years; and
- (c) shall not be present or vote at meetings concerning contract or arrangement or proposed contract or arrangement in which he is interested.

53. The first Deacons shall be nominated in writing by the original applicants to the incorporation of the society.

54. The office of a Deacon shall be vacated if he:-

- (a) becomes of unsound mind; or
- (b) resigns his office by notice in writing to the Church given in accordance with the Act; or
- (c) is directly or indirectly interested in any contract (being a contract of significance in relation to the affairs of the Church) with the Church and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by the Act, or
- (d) dies; or
- (e) ceases to be a member of the Church; or

- (f) is absent from British Columbia for more than one year; or
- (g) in the reasonable opinion of at least three-quarters of the Elders:-
  - (i) no more subscribes to the Statement of Belief or Statement of Faith of the Church; or
  - (ii) leads a life rendering him unable to bear testimony as a Christian or otherwise unworthy of a Deacon of the Church.

55. The Council may nominate a person to be a new Deacon. The person nominated (hereinafter called "a Deacon Designate") shall discharge such duties of a Deacon as the Council shall delegate to him. The Deacon Designate shall be confirmed to the office of Deacon by resolution of the Council not less than one year after his being nominated as aforesaid and the confirmation shall be communicated to all of the members.

56. At every annual general meeting, the office of every Deacon shall be further confirmed by a resolution of confirmation by the members. Every resolution of confirmation shall be deemed to confirm the office of the Deacon in question unless it is opposed by three-quarters of the Church members present and voting at the meeting.

### **Directors**

57. There shall be not less than three (3) and not more than nine (9) Directors of the Church who shall also be members of the Church and Elders of the Church. The Directors for the time being shall together form a Board of Directors.

58. The first directors of the society incorporated under this Act are the individuals who are designated as the society's directors on the first statement of directors and registered office filed with the registrar under this Act in respect of the society.

59. The Board of Directors may designate, elect or appoint a person to be a new Director in accordance with section 57. A designation, election or appointment of an individual as a director is invalid unless:

- (a) The individual consents in writing to be a director of the society, or
- (b) The designation, election or appointment is made at a meeting of the Board of Directors at which the individual is present and the individual does not refuse at the meeting to be a director.

60. An individual is not qualified to be a director of a society if the individual is:

- (a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs, or
- (b) an undischarged bankrupt, or
- (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.

61. A Director ceases to hold office when:

- (a) the Director's term of office, if any, expires, or
- (b) the Director resigns or dies, or
- (c) the Director is removed from office by a vote of the Board of Directors representing a simple majority of all of the Directors for the time being.

Unless the bylaws provide otherwise, a Director's term of office expires at the close of the second annual general meeting after the Director's designation, election or appointment. The Director may again stand for office after the expiration of his term.

### **Council**

62. There shall be a Council of the Church. The Council shall consist of all the Elders for the time being of the Church. The Directors of the Church shall all be elected from the members of the Council.

63. There may be elected from amongst members of the Council a Chairman of the Council, as well as a Secretary, a Treasurer, and an Accountant of the Church as necessary. These offices shall be honorary.

### **Powers and Duties of Council**

64. All businesses and affairs of the Church shall be managed by the Council. The Board of Directors concurrently adopts all of the resolutions and decisions made by the Council as its own, and such resolutions and decisions shall be deemed to have been passed at an equivalent meeting

of the Board of Directors. The Council may pay all expenses incurred by all activities promoting the Church, and may exercise all such powers of the Church as are not by the Act or by these bylaws required to be exercised by the Church in general meeting, subject nevertheless to (i) any regulation of these Bylaws; (ii) the provisions of the Act; and (iii) such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Church in general meeting; but no regulation made by the Church in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

65. The Council may exercise all the powers of the Church to borrow money and to mortgage or charge its undertaking and property or any part thereto, and to issue debenture stock and other securities, whether outright or security for any debt, liability or obligation of the Church or of any third party.

66. (a) The Council may from time to time and at any time by power of attorney appoint any association, firm or person or body of persons whether nominated directly or indirectly by the Council to be the attorney or attorneys of the Church for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Bylaws) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

(b) All salaried staff of the Church shall be selected and approved by the Council:

(i) The Church shall appoint a preacher or a number of preachers to undertake the duties of continuous preaching of the Gospel and dissemination of pastoral theology and spiritual indoctrination, and to officiate at all Holy rituals and supervise all special activities of the Church under the instruction of the Council.

(ii) The Church shall appoint an administrator and a number of assistants to aid the preachers in supervising the spiritual work of the Church, and to attend to the routine operation of the office and the maintenance of the infrastructure of the Church.

(iii) In the event of any department of the Church requiring a specialist to administer a particular type of work, such specialist shall be appointed by the Board.

67. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Church shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Council shall from time to time by resolution determine.

68. The Council shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the Church, and of the Council, the Board, and committees thereof;

and every Council member present at any meeting of Council or committee of Council shall sign his name in a book to be kept for that purpose.

### **Proceedings of the Council**

69. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings as its members think fit, provided that it shall meet at least four times in every calendar year. Questions arising at any meeting shall be decided by a simple majority of those present and voting, provided that an unanimous vote of all the Elders of the Church present at the Council meeting are required to carry a resolution or decision made at such meeting of the Council in respect of leasing, sale, purchase, charge or mortgage, release or reassign or otherwise dispose of the landed properties of the Church. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Council member may at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Council member for the time being absent from Canada. A member of the Council who holds a salaried position in the Church shall not vote in any resolution in relation to his employment or proposed employment in the Church.

70. The Council may delegate any matters it deems fit to a committee consisting of at least one Elder and any number of Church members, with powers as may be authorized by the Council. A committee may elect a Chairman of its meetings; if no such Chairman is elected or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

71. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.

72. All acts done by any meeting of the Council or of a committee, or by a person acting as Council member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member or committee member.



73. A resolution in writing, signed by all the Council members for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

### **Secretary**

74. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Council member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council member and as, or in place of, the Secretary.

### **The Seal**

75. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of Council or of a committee of the Council authorized by Council on that behalf and every instrument to which the seal shall be affixed shall be signed by a Council member and shall be countersigned by the Secretary or by a second Council member or by some other person or persons appointed by the Council for that purpose.

## **CHAPTER V**

### **Assembly**

76. All members of the Church shall attend Sunday Service and other services conducted by the Church.

77. In an endeavour to inculcate spiritual teaching to members and to prepare the proactive members, the Church shall be at liberty to conduct sermons, prayer meetings, members' training classes, ladies and youth assemblies, Bible studies, Biblical queries discussion groups etc., under the leadership of the departmental heads concerned with the consent of the Council.

78. For the purpose of propagating the Gospel, the Church may conduct ordinary evangelistic meetings, extraordinary evangelistic meetings, spiritual indoctrination meetings and community outreach programs etc., directed by the Council as and when required.

### **Register of Absent Church Members**

79. All members of the Church shall not without reasonable excuse fail to attend Sunday services or other services conducted by the Church for a continuous period of six months.

80. A recommendation may be brought to the Church that the names of the members who fail to attend without reasonable cause as mentioned in Clause 79 hereinabove be either removed from the register of members or transferred to an absent members' register. Members from the absent roll shall not be eligible to vote until reverted back to the membership register by the decision of a

Council membership meeting. No members' name shall be transferred or removed from the register except by the decision of a three-quarters majority of the members for the time being of the Council.

## CHAPTER VI

### Finance and Accounts

81. The Church may refuse to accept any contribution either offered by non-Christian bodies or which may otherwise be unacceptable on scriptural grounds.

82. The income and property of the Church, whencesoever derived, shall wholly, exclusively and necessarily be expended for the furtherance of ecclesiastical activities within the objects of the Church as set forth in the Constitution; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Church.

Provided that nothing shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Church, or to any member of the Church, in return for any service actually rendered to the Church, nor prevent the payment of reasonable interest on money lent or reasonable and proper rent for premises demised or let by any member to the Church; but so that no member of the council of management or governing body of the Church (unless holding a pastoral position in the Church) shall be appointed to any salaried office of the Church, or any office of the Church paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Church to any member of such council or governing body except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Church provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or governing body may be a member and in which such member shall not hold more than one-hundredth of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

83. Every member of the Church undertakes to contribute to the assets of the Church, in the event of its being wound up while he is a member, or within one year after he ceases to be a member for payment of debts and liabilities of the Church contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding fifty dollars.

84 (a) Once at least in every year, the accounts of the Church shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly authorized Accountant or Accountants. Accountants shall be appointed and their duties regulated in accordance with the Act; the members of the Council who are concurrently Directors shall be represented as the Directors mentioned in the relevant sections.

(b) At each annual general meeting, the Board shall lay before the members a proper Income and Expenditure Account for the past fiscal year together with a proper Balance Sheet

made up to such date. Every such Balance Sheet and accounts shall be accompanied by a proper report of the Board and, where required by the Act and deemed necessary by the Council, an Accountants' Report, The Balance Sheet and reports and of any other documents annexed or attached thereto or to accompany the same shall be displayed not less than fourteen days before the date of the meeting in a conspicuous position in the Church premises. The Accountants' Report, if available, shall be open to inspection and be read before the meeting.

### **Accounts**

85. The Council shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Church and the matters in respect of which the receipt and expenditure took place;
- (b) all business transactions of the Church; and
- (c) the assets and liabilities of the Church.

Proper books shall not be deemed to be kept if there are not kept such books of accounts that are necessary to give a true and fair view of the state of the Church's affairs and to explain its transactions. Once at least in every fiscal year, the accounts of the Church shall be examined, and the correctness of the balance sheet ascertained by one or more authorized Accountant or Accountants.

86. The books of accounts shall be kept at the registered office of the Church, or, subject to the Act, at such other place or places the Council thinks fit, and shall always be open to the inspection of any Council member.

87. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Church or any of them shall be open to the inspection of members not being Council members, and no member (not being a Council member) shall have any right of inspecting any account or book or document of the Church except as conferred to by statute or authorized by the Council or by the Church in general meeting.

88. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Church in general meeting, together with a copy of the Board's report and a copy of the Accountants' Report, if available, shall not less than 14 days before the date of the meeting be sent to every member of the Church as per section 90 herein, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Church is not aware.

### **Accountants**

89. Accountants shall be appointed and their duties regulated in accordance with the Act. The names and remunerations of the Accountants to be appointed for the fiscal year subsequent to each annual general meeting shall be proposed by Board and approved by a ballot of the members of the Church during such annual general meeting. Where notified by a communication from Revenue Canada and deemed necessary by the Board, the Accountants may be further instructed to act as Auditors for the fiscal year and to perform an audit of the books and accounts of the Church and issue an Audit Report.

## **CHAPTER VII**

### **Notices**

90. A notice may be given by the Church to any member either personally or by sending it electronically to the email address supplied by him to the Church for the sending of notices to him. The responsibility of providing to the Church a correct email address and any changes thereto lies with the member. The Church is not obligated to give a notice by any other means to any member who has not provided an accurate email address to the Church. Where a notice is sent electronically, the notice shall be deemed to be effected by properly addressing the email containing the notice with or without attachments, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the email containing the same is sent. Notice of an annual general meeting or extraordinary general meeting shall also be published in the Church's weekly bulletins at least two weeks prior to the date of the meeting.

91. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-

(a) every member except those members who have not supplied to the Church a correct email address for the giving of notices to them; and

(b) the Auditors, if any, for the time being of the Church.

No other person shall be entitled to receive notices of general meetings.

## **CHAPTER VIII**

### **Winding-up & Miscellaneous**

#### **Regulations**

92. The Council shall have full power at any time to make, alter or rescind any regulations which they may think fit with reference on all or any of the matters aforesaid to which any duties or power are vested in them.

#### **Alteration of Constitution**

93. No addition, alteration or amendment shall be made to or in the Constitution of the Church for the time being in force unless the same shall have previously been submitted to and approved by the Registrar General in writing, and a resolution to such effect is passed at a general meeting and carried by a two-thirds majority of the members present and voting.

### **Dissolution**

94. If upon the winding up or dissolution of the Church there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Church, but shall be given or transferred to some other church or churches, institution or institutions, having objects similar to the objects of the church and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Church, under or by virtue of Clause 4 of the Constitution, such church or churches or institution or institutions to be determined by the members of the Church at or before the time of dissolution and in default thereof by a judge of the Supreme Court of British Columbia having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

## **CHAPTER IX**

### **Statement of Faith**

95. (i) The original manuscript of the Bible being the inerrant Word of God is the absolute, the only, and the highest authority of this Church in all matters concerning the faith, the ordinances, the organization, the living, the morals, the concept of life, the concept of society, values, apology, work, family, ethics, education, social activities, the wisdom of life, etc.

(ii) God created ex nihilo all that there is, including all that exists in the physical world and the spiritual world, thence every human being has a physical body and a non-physical spirit. The sins of man are offences against the Creator who is also the Lord and the omnipotent God. They will bring about the first death which is the death of the body, and the second death which is the eternal damnation of the spirit and the body in Hell and these are the recompenses given to each and every person for his sins.

(iii) The three-in-one God is the only God. Owing to His love, God sent the Second Person of the Holy Trinity, the Son who then took on human form in the virgin birth to come to the world in the person of Jesus Christ to act as the only mediator between God and man. Jesus Christ died on the cross for the sins of man but He rose on the third day and subsequently ascended to Heaven to prepare a place for all those who believe in Him, and He will return one day to take all believers into Heaven where they will enjoy the eternal glory and blessings of the Sons of God.

(iv) All the believers who are saved by the Lord Jesus Christ must have the experience of regeneration. The Holy Spirit eternally dwells in them, confirms the security of their eternal salvation, and acts a seal to show that they eternally belong to God. The Holy Spirit also acts as the

Comforter of the believers, to guide them, comfort them, protect them, teach them, strengthen them and even fill them so that they are able to have more profound knowledge of Christ, to live and to die for Him and to exhibit the glorious riches of Him in their lives.

(v) All the local churches on earth which are of pure faith, and their saints should have fellowship with each other, love each other, and help each other. All the saints who are saved are united to compose the unique, pure and spiritual church, and such unity is in life and faith but not necessarily in organization. The local churches have the responsibility to spread the gospel, to hold meetings for worshipping God, to study the Bible and teachings related to it, to render charitable services to the community in whatever ways fit the teachings of the Bible and to follow the work, living and mission of Christ while He was in the world to achieve the Great Commission of rescuing people into the Heavenly Kingdom.

(vi) This Church believes in the truth of the biblical prophecy that the world will be destroyed one day when the sins of its people have reached their full measure. We have the responsibility to spare no effort to save the people of the world from sin, and to guide them to pay the greatest attention to the heavenly hope of the life to come. In the present life we will strive to build up the society with love and goodness, to encourage the people of the world to live enthusiastically and to influence them with the Gospel to turn from wickedness to goodness unto salvation. We are firmly convinced that we will rise again in our lives to come to be with the Lord and enjoy eternally the heavenly glory and blessings; therefore it is our opinion that the sinful life arising from the lack of hope for the life to come is negative and destructive to the world, while in the opposite, the holy life arising from the hope for the life to come is positive and can save the world.