
CANADIAN BAPTISTS OF ONTARIO AND QUEBEC

GENERAL OPERATING BY-LAW NO. 7

Adopted on June 9, 2023

GENERAL OPERATING BY-LAW NO. 7

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

CANADIAN BAPTISTS OF ONTARIO AND QUEBEC (a federal Corporation)

hereinafter referred to as the “CBOQ”.

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

CANADIAN BAPTISTS OF ONTARIO AND QUEBEC

(a federal Corporation)

hereinafter referred to as the “CBOQ”.

WHEREAS:

1. The CBOQ was incorporated in 1963 by federal special legislation, “*An Act to Incorporate Baptist Convention of Ontario and Quebec*”, 12 Elizabeth II, Chapter 61, under the name, “Baptist Convention of Ontario and Quebec”;
2. The CBOQ was continued as a federal non-share capital corporation under the *Canada Corporations Act* by Letters Patent of Continuance issued by the federal Government of Canada on October 18, 2005;
3. The CBOQ’s corporate name was changed to the “Canadian Baptists of Ontario and Quebec” by Supplementary Letters patent issued by the federal Government of Canada on July 21, 2010;
4. The CBOQ was issued a certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* on July 29, 2014;
5. The current General Operating By-law No. 3 was enacted on June 12, 2014, and then subsequently amended by By-law No.4 adopted on June 7, 2018, By-law No. 5 on September 30, 2020 and By-law No. 6 on June 12, 2021; and
6. It is intended for this General Operating By-law No. 7 to replace General Operating By-law No. 3, as amended by By-laws 4, 5 and 6;

BE IT ENACTED as a General Operating By-law of the CBOQ as follows:

PREAMBLE

Baptists are a covenant people. Having received salvation and reconciliation with God through our Lord Jesus Christ, we respond as His followers with a commitment to love each other and unite joyfully with His Church in whatever locality we find ourselves. This union is a voluntary one: not one coerced by the state, an ecclesiastical organization, or its clergy. We gather together as equals, all under the Lordship of Jesus Christ.

We believe it is our Lord’s intent that the local expression of His Church should be our primary spiritual home. For over 400 years, groups of Baptists have joined together as local churches and have engaged in mutual worship, Bible study, prayer, fellowship and mission.

We recognize also that for the joy of larger fellowship, for the better use of resources, and the more effective spread of the Gospel, it has pleased the Lord to lead us into cooperative groups of churches; variously called associations, conferences, conventions, unions and alliances. In every case, these have been initiated by local churches, who retain their complete autonomy while entering into rewarding relationship with each other. These organizations, operating regionally, nationally and even internationally must operate within the larger sphere of society, and must relate honourably and respectfully within the world.

So it is that our convention of churches and associations has chosen, we believe by Divine direction, to conduct its business openly and in sight of all, as a good witness to our Lord; and has accordingly used the best of the laws and standards of our country to facilitate our work. We freely and sincerely embrace our rights and duties as residents of Canada as we pursue God's overarching call to live consistently as citizens of the Kingdom of God and as followers of Jesus Christ in accordance with the Holy Scriptures.

This document, the General Operating By-law of the Canadian Baptists of Ontario and Quebec, and the other components of the CBOQ Constitution, are our attempt to express the eternal values of the Church of Jesus Christ within the framework of law and order necessary to fulfill our call as individual Christians, and as churches and associations who have entered into covenant with each other for His glory and honour. The term 'covenant' has come to have a rich resonance among Baptists, because it represents our commitment to each other, bound by our love, and honour of our word. In covenanting together, we agree to and celebrate the things that make us Baptists and, in particular, CBOQ Baptists.

Throughout our history, even within our diversity and freedom to dissent, Baptists have shaped our unique Christian identity, solidarity and witness through the following Baptist distinctives:

1. Jesus is Lord;
2. The Word of God is the Authoritative Rule of Faith and Practice;
3. The Priesthood of All Believers;
4. A Believers' Church;
5. Local Church Autonomy, Association and Governance;
6. Mission and Evangelism;
7. Freedom and Equality.

These distinctives are described more fully in our CBOQ Baptist Distinctives document. By no means are these distinctives individually or collectively a complete definition of our Baptist identity of faithfulness to Jesus Christ, but together they are seen as key elements in the formation and development of our witness and discipleship.

The member churches and associations of CBOQ covenant to pray for, work with, and support each other on our mission from God in our community to advance the Kingdom of God, while respecting the richness of our diversity. We covenant to advance the mission of CBOQ, furthering its Purposes and Core Values in the following ways:

- praying for one another, encouraging one another, and supporting one another;
- supporting the work of the Board and Executive staff, including in prayer,
- working respectfully and collaboratively with each other,
- respecting and honouring each other's freedom to make decisions and to discern our respective God given purpose and mission,
- participating in the governance of CBOQ and the Associations, whenever possible sending Delegates to Member Meetings and ensuring Delegates are well informed
- supporting CBOQ and its Partners in Mission with volunteer expertise and sacrifice, human experience and financial resources,
- reporting annually on the activities undertaken to advance the mission of CBOQ, and
- strongly encouraging ministry leaders to seek accreditation with CBOQ.

SECTION I

DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATION

1.01 Definitions

In this General Operating By-law and in all other By-laws and Resolutions of the CBOQ, unless the context otherwise requires, the following definitions shall apply, with the defined words and phrases being capitalized (excluding the Recitals and the Preamble) in this General Operating By-law for ease of reference:

“Acclamation” means the election of a Person to a position without opposition, thereby not requiring the casting of a vote by ballot or show of hands.

“Accreditation” means the process and designation through which CBOQ ensures that individuals have suitable qualifications, experience, competencies and character to fulfil their calling as Ministry Leaders.

“Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.

“Active Members” means members of a Local Church whose names appear on the Local Church’s active membership role however the Local Church chooses to define that.

“Advisory Team” means an advisory team of the CBOQ, which is a body appointed by the Board of Directors or a Committee in accordance with this General Operating By-law for the purpose of providing observations and recommendations concerning specific operations, programs or other applicable issues of the CBOQ.

“Agent” means any Person, corporation, partnership, joint venture, sole proprietorship, unincorporated entities, or other form of business organization who performs services on behalf of the CBOQ and receives remuneration for such services.

“Annual Assembly” means the annual assembly of the CBOQ during which the annual Meeting of Members takes place.

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CBOQ.

“Association” means a voluntary grouping of Local Churches in good standing that has fulfilled the membership qualifications to be an association in accordance with this General Operating By-law, and has all of the rights and duties associated therewith.

“Appointed Director” means the appointed director of the CBOQ appointed in accordance with this General Operating By-law, who has all of the rights and duties associated therewith.

“Board” or **“Board of Directors”** shall mean the board of directors of the CBOQ.

“By-law” or **“By-laws”** means this by-law and all other by-laws of the CBOQ, as amended from time to time, and which are in force and effect.

“CBOQ” means the legal entity incorporated as a corporation under the Act by Articles of Continuance dated the 29th day of July, 2014, and named “Canadian Baptists of Ontario and Quebec”, or by whatever name the said corporation is known in the future, and any successor to such corporation, as amended and supplemented by subsequent Articles.

“Chair” means the chair of the Meeting of Members, who shall be the President of the CBOQ or as otherwise provided for in this General Operating By-law.

“Chair of the Board” means the chair of the Board of Directors, who shall be the President of the CBOQ or as otherwise provided for in this General Operating By-law.

“Committee” means a committee of the CBOQ.

“Committee Member” means a member of a Committee.

“Constitution” means the (1) Articles (including the Purposes and Core Values), the (2) General Operating By-law (including the preamble), (3) any other By-laws, any (4) Policies and Procedures and any (5) Standards adopted by the CBOQ from time to time.

“Co-opted Committee Member” means a co-opted member of a Committee.

“Core Values” means the core values of the CBOQ as referenced in the Articles and set out in schedule “A” attached hereto, as amended from time to time by the Members.

“Delegates” means the delegates who represent and vote, with a single vote each, on behalf of Local Churches or Associations in person, by telephonic and/or other electronic means at a Meeting of Members in accordance with this General Operating By-law, and have all of the rights and duties associated therewith.

“Director” means a member of the Board of Directors, including Elected Directors, Officer-Directors and the Appointed Director.

“Elected Director” means an elected director of the CBOQ elected in accordance with this General Operating By-law, who has all of the rights and duties associated therewith.

“Employees” or **“Employees of the CBOQ”** means all full-time and part-time employees of the CBOQ and all contract-for-service providers who are deemed to be employees for purposes of the *Income Tax Act* (Canada), where applicable.

“Executive Minister” means the executive minister of the CBOQ, who is an Employee hired by the Board of Directors to oversee the overall mission of the CBOQ in accordance with this General Operating By-law, and has all of the rights and duties associated therewith.

“Executive Staff” means those Employees of the CBOQ who, by virtue of their job responsibilities, are designated as executive staff within the Employee structure of the CBOQ.

“Family Members” means related people, including a Person’s Spouse, children, parents, siblings, or the Spouses of such children, parents or siblings, or the children or parents of such Person’s Spouse(s), who are living with and/or are financially supporting or supported by the Person.

“General Operating By-law” means this By-law and any other By-laws of the CBOQ intended to amend or replace the general operating by-law herein.

“Licensed Marks” means the marks licensed by the CBOQ to the Local Churches and Associations in accordance with the General Operating By-law.

“Lifestyle Policy” refers to a CBOQ Policy which sets out standards and principles that express loving faithfulness and service to Christ as a condition of service with CBOQ.

“Local Church” means a Baptist church in Ontario or Quebec that has fulfilled the membership qualifications of an Association and of the CBOQ in accordance with this General Operating By-law, and has all of the rights and duties associated therewith.

“Meeting” means a Session or series of connected Sessions to consider a specified agenda or a single order of business.

“Meeting of Members” or **“Membership Meeting”** includes any Meeting at which Members are represented by Delegates.

“Member” means a Local Church or Association of the CBOQ.

“Members” or **“Membership”** means the collective membership of the CBOQ made up of Local Churches and Associations.

“Membership Date” means the month-end date that is more than thirty-five (35) days prior to the start of a Meeting of Members.

“Membership Review Process” refers to a CBOQ Procedure that sets out the process for reviewing the membership of Members in conjunction with this General Operating By-law, as well as aids in the resolution of conflicts between Members.

“Ministry Leaders” means ordained ministers, commissioned workers, chaplains and others who are accredited by the CBOQ from time to time.

“Missional Team” means a missional team of the CBOQ, which is a body appointed by the Board of Directors or a Committee in accordance with this General Operating By-law for the purpose of carrying out specific tasks to meet certain defined objectives.

“Non-Voting Representatives” means the non-voting representatives who represent Partners in Mission in person, by telephonic and/or other electronic means at a Meeting of Members in accordance with this General Operating By-law, but do not have a vote thereat.

“Officer” means an officer of the CBOQ.

“Official Membership” means either the total number of Active Members of a Local Church as of the Membership Date to be utilized for the purposes of appointing Delegates for Meetings of Members of the CBOQ or, alternatively and as applicable, the total number of Local Churches belonging to an Association as of the Membership Date to be utilized for the purposes of appointing Delegates for Meetings of Members of the CBOQ.

“Officer-Director” means an officer-director of the CBOQ elected in accordance with this General Operating By-law, who has all of the rights and duties associated therewith.

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.

“Partner in Mission” means a partner in mission of the CBOQ.

“Past President” means the past president of the CBOQ appointed in accordance with this General Operating By-law, who has all of the rights and duties associated therewith.

“Person” means an individual person, but does not include corporations, partnerships, joint ventures, sole proprietorships, unincorporated entities or any other form of business organization.

“Policies and Procedures” or “Policy” or “Procedure” means any policies and procedures of the CBOQ adopted in accordance with this General Operating By-law from time to time concerning the means of pursuing the Purposes of the CBOQ.

“President” means the president of the CBOQ appointed in accordance with this General Operating By-law, who has all of the rights and duties associated therewith.

“Public Accountant” means the public accountant appointed by the Membership to audit the financial statements of the CBOQ in accordance with the Act and this General Operating By-law.

“Purposes” means the charitable purposes of the CBOQ set out in the Articles, to which all Directors, Officers and Members are required to adhere.

“Reasonable Expenses” means those out-of-pocket expenses determined by Policy by the Board by Ordinary Resolution to be reasonable in the circumstances.

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.

“Resolutions” means any Ordinary Resolutions, Special Resolutions or other resolutions, as applicable, passed at a Meeting of Members or by the Board in accordance with the Act and this General Operating By-law.

“Rules and Guidelines” means any rules and guidelines adopted pursuant to this General Operating By-law from time to time concerning the management and operations of the CBOQ.

“Rules of Order” means the rules of order of the CBOQ set out in its Procedure Document on Assembly Business, as amended or replaced from time to time.

“Section” means a section of this General Operating By-law.

“Session” means a gathering to transact business, without interruption other than possibly brief recesses. Typically, a session will extend over a morning or an afternoon.

“Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.

“Spouse” means a Person’s spouse of the opposite sex who has been joined together by marriage with the Person.

“Staff Search Advisory Team” means the staff search advisory team of the CBOQ established to recruit, screen and make recommendations regarding Executive Staff appointments.

“Standards” means the mandatory requirements of the CBOQ in relation to doctrine, theological distinctives, teachings, practices and risk management procedures which are established as standards for Local Churches and/or Ministry Leaders in accordance with this General Operating By-law from time to time.

“Standing Committee” means a standing committee of the CBOQ, which is established for the purpose of dealing with a specified subject or subjects.

“Sub-committee” means a sub-committee of the CBOQ.

“Treasurer” means the treasurer of the CBOQ, who is an Employee hired by the Board of Directors to oversee the financial affairs and business management of the CBOQ in accordance with this General Operating By-law, and has all of the rights and duties associated therewith.

“Volunteer” means any Person, corporation, partnership, joint venture, sole proprietorship, unincorporated association or other form of business organization who performs services on behalf of the CBOQ without receiving remuneration other than repayment of Reasonable Expenses.

“1st Vice-President” means the 1st vice-president of the CBOQ appointed in accordance with this General Operating By-law, who has all of the rights and duties associated therewith.

“2nd Vice-President” means the 2nd vice-president of the CBOQ elected in accordance with this General Operating By-law, who has all of the rights and duties associated therewith.

1.02 Fundamental Terms and Interpretations

(a) Purposes and Core Values

This General Operating By-law and any other By-laws of the CBOQ shall be strictly interpreted at all times in accordance with and subject to the Purposes and Core Values referenced in the Articles of the CBOQ and set out in schedule “A” attached to this General Operating By-law, which Purposes and Core Values for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

(b) Interpretation

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

- (i) words importing the singular number include the plural and vice versa;
- (ii) words importing the masculine gender include the feminine and neuter genders; and

- (iii) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

(c) Headings

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

SECTION II **MEMBERSHIP**

2.01 Classes and Sub-Categories of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the CBOQ consisting of the following two (2) sub-categories: Local Churches and Associations. Membership in the CBOQ shall consist only of those Local Churches and Associations recorded as Members of the CBOQ as of the date of passing this General Operating By-law. Thereafter, Membership in the CBOQ shall consist of Local Churches and Associations which meet the qualification requirements set out below.

2.02 Local Churches

A Local Church is a congregation which is a member of an Association that is also a Member of the CBOQ.

2.03 Associations

Associations are established by Local Churches, in consultation with the CBOQ Board and other Associations, as the primary means of strengthening fellowship and mission among Local Churches. Each Local Church shall be a member of an Association. The parameters of each Association and the establishment of new Associations shall be determined, in consultation with the other Associations, by the Board of Directors by Ordinary Resolution, subject to ratification by the Members.

2.04 Qualification Requirements for Membership

- (a) A prospective Local Church or Association is eligible to be a Member of the CBOQ if, in the opinion of the Board of Directors, it meets and maintains all of the following qualifications:
 - (i) it is either:
 - (1) an Association, as defined in in section 2.03 of this By-law, or
 - (2) a Local Church as defined in Section 2.02 of this By- law;
 - (ii) it endeavours to further the Purposes and Core Values of the CBOQ;
 - (iii) its constating documents are not contradictory to the Constitution of the CBOQ; and
 - (iv) it agrees to respect and uphold the Constitution of the CBOQ.
- (b) The following documentation shall accompany the application for Membership, as applicable:

- (i) for a prospective Local Church: a letter from an Association indicating that the prospective Local Church is a member in good standing of that Association;
- (ii) a copy, certified by the clerk of the prospective Local Church or Association, of an official motion passed at a duly called meeting directing the leadership of the Church or the Association to apply for Membership in the CBOQ;
- (iii) a copy of a letter from Canada Revenue Agency granting charitable status to the prospective Local Church or Association or, as applicable, indicating that Canada Revenue Agency is currently in the process of reviewing its application for charitable status, provided that, in this latter situation, charitable status must be granted by Canada Revenue Agency within one (1) year of the date of admission to Membership, failing which Membership shall automatically terminate upon the expiry of the said one (1) year date;
- (iv) a copy of the constating documents (e.g. articles, constitution, by-laws) duly approved by the congregation of the prospective Local Church or Association; and
- (v) a list of the current directors, officers, or, if applicable, trustees of the prospective Local Church or Association.

2.05 Admission to Membership

(a) Approval by Board of Directors

An application for Membership shall be submitted to the Board of Directors. If the Board of Directors is satisfied that the Membership application of a prospective Local Church or Association satisfies the qualification requirements as set out in Section 2.04 above, then, as determined by Ordinary Resolution of the Board of Directors, such applicant Local Church or Association shall thereafter immediately become a Member of the CBOQ with all of the applicable rights of Membership as set out below. Each Local Church or Association shall promptly thereafter be informed in writing by the Executive Minister of the CBOQ of their admission into Membership, subject to ratification at the next annual Meeting of Members by Ordinary Resolution.

(b) Ratification by Members

The Board of Directors will report to the annual Meeting of Members, for ratification by the Members by Ordinary Resolution, the names of each Local Church and Association admitted to Membership during the year.

2.06 Responsibilities and Rights of Members

- (a) Members of the CBOQ shall have the following responsibilities and rights:
 - (i) the responsibility to encourage their ministry leaders to seek Accreditation with the CBOQ;
 - (ii) the responsibility to enrol eligible employees in the group benefit and pension plans provided through the CBOQ;

- (iii) the responsibility to refer cases of moral or ethical failure of accredited ministry leaders to the Ministerial Resources Committee or their designate;
 - (iv) the responsibility to provide a written annual report to the CBOQ in a form provided to the Local Church by the CBOQ;
 - (v) the responsibility and right to voluntarily contribute their time, talent and treasure to the work of the CBOQ, to the best of their ability;
 - (vi) the right to receive notice of, attend, speak and participate at all Meetings of Members through its Delegates entitled to vote;
 - (vii) the right to vote at all Meetings of Members through Delegates appointed in accordance with the General Operating By-law;
 - (viii) the right to use the name, Licensed Marks, copyrighted materials and other intellectual property of the CBOQ to further the Purposes and Core Values of the CBOQ, as well as to describe itself as being affiliated with the CBOQ; and
 - (ix) the responsibility to ensure that the Licensed Marks, copyrighted materials and other intellectual property of the CBOQ are only used to advance the mission of CBOQ, and further its Purposes and Core Values.
- (b) Notwithstanding Section 2.06 (a) above, in faithfulness to God, under the Lordship of Jesus Christ and led by the Holy Spirit, Local Churches may: define their own affirmations of faith and covenant; enjoy the freedom of doctrinal statements; organize and govern their church life under autonomous constitutions and by-laws; develop their ministries, mission and service; call or dismiss their own pastor and other staff; choose their own officers; and own and control their property without the permission or approval of the CBOQ or an Association.

2.07 Membership Non-Transferable

Membership in the CBOQ is non-transferable.

2.08 No Membership Fees or Dues

There shall be no Membership fees or dues unless otherwise recommended by the Board of Directors and approved by the Members by Ordinary Resolution.

2.09 Membership Record

A record of Members of the CBOQ shall be kept by the Treasurer of the CBOQ.

2.10 Membership Review

- (a) Disputes or controversies amongst Members of the CBOQ are as much as possible to be resolved in accordance with the Biblical principles displayed in passages such as Matthew 5:23-24, Matthew 18:15-20, Luke 17:3, Acts 15, First Corinthians 6:1-8, and Galatians 6:1-2.

- (b) The Membership Review Process has been developed as a separate Procedure to aid in the resolution of such disputes or controversies amongst Members through prayer, discernment, conversation and facilitation. The goals of the Membership Review Process are for discernment, conversation, and reconciliation amongst its Members, with the possibility of correction, restoration, resignation or termination of Membership in accordance with Section 2.11 below.
- (c) The Board is responsible for review and revision of the Membership Review Process.
- (d) As described therein, the Membership Review Process may be formally initiated by
 - (i) An Association or group of Local Churches who register a formal complaint in the form prescribed by the Membership Review Process; or
 - (ii) The CBOQ Board, by Ordinary Resolution.
- (e) The Membership Review Process may result in the resignation or termination of Membership of one or more parties as described in Section 2.11. A Member that is subject to the Membership Review Process retains its standing as a Member at all times save and except where the said Member resigns in accordance with Section 2.11(a) or a Resolution is passed to remove them as a Member in accordance with Section 2.11(b).

2.11 Necessary Resignation and Termination of Membership

(a) Resignation of Membership

A Member may resign at any time from Membership in the CBOQ for any reason, provided that such Member has provided the CBOQ with ninety (90) days' written notice of its intention to resign by delivering written notification of such to the Executive Minister of the CBOQ. The resignation of a Member shall be deemed to have been accepted as of the effective date stated in the resignation or ninety (90) days after the date of receipt of the resignation by the Executive Minister, whichever is later. The CBOQ shall thereafter promptly send written notification to the Member of the effective date of its resignation. Receipt of such resignation will be acknowledged in the next minutes of the Board of Directors.

(b) Termination of Membership

Membership in the CBOQ shall terminate upon occurrence of any of the following:

- (i) if, following completion of the Membership Review Process, at a Meeting of Members of the CBOQ called for that purpose, and upon recommendation by the Board, the Members, through Delegates, determine by Ordinary Resolution that a Member is to be removed as a Member of the CBOQ with cause for failure to maintain all of the qualifications to be a Member set out in Section 2.04, provided that such Member is first offered an opportunity to be heard;
- (ii) if, following completion of the Membership Review Process, at a Meeting of Members of the CBOQ called for that purpose, and upon recommendation by the Board, the Members, through Delegates, determine by a Special Resolution that a Member is to be removed as a Member of the CBOQ for any other reason, provided that such Member is first offered an opportunity to be heard; or

- (iii) on the dissolution or liquidation of the Member under the Act or applicable provincial legislation or, if unincorporated, by a decision of its own members, or in the event that the CBOQ is no longer able to contact or otherwise communicate with the Member for an extended time period as determined by the Board in its discretion.

(c) Written Notification of Termination of Membership

When a Member's Membership is deemed to have terminated in accordance with Section 2.11(b), the CBOQ shall not be required to take any further action other than the sending of written notification to the Member that it is no longer a Member effective as of a certain date as determined by the Board.

(d) Implications of Resignation or Termination of Membership

Upon any resignation or termination of Membership, the following shall occur:

- (i) all responsibilities and rights of the Member set out in the Constitution shall cease to exist;
- (ii) the license granted herein to the Member to use the name, Licensed Marks, copyrighted materials and other intellectual property of the CBOQ to further the Purposes and Core Values shall immediately terminate and the Member shall immediately cease all further use of the Licensed Marks, copyrighted materials and other intellectual property of the CBOQ and amend, delete or otherwise remove the Licensed Marks and any other trademark confusingly similar to the Licensed Marks on any electronic or paper materials;
- (iii) the Member shall cease to describe itself as being "Affiliated with the Canadian Baptists of Ontario and Quebec" and cease operating or doing business under any name that might tend to give the general public the direct or indirect impression that it has been affiliated or in any way associated with CBOQ, and immediately change of all of its printed and electronic documents to remove any references to the said affiliation relationship;
- (iv) if applicable, the Member shall transfer to the CBOQ, after paying all debts and liabilities, any of its property which is subject to a reversionary interest in favour of the CBOQ; and
- (v) if applicable, the Member shall immediately repay any outstanding monies that it owes to the CBOQ arising from any loans made or mortgages granted to the Member by the CBOQ;

2.12 Delegates

(a) Voting by Delegates

A Member shall vote at all Meetings of Members by means of individual Delegates appointed on behalf of each Member.

(b) Number of Delegates

Each Member shall be entitled to appoint two (2) Delegates. Each Delegate shall be entitled to one (1) vote. A Member shall be entitled to appoint additional Delegates in the following situations, as applicable:

- (i) A Local Church will be entitled to one (1) additional Delegate for each additional fifty (50) Active Members over and above the first one hundred (100) Active Members or part thereof, with the number of Active Members of the Local Church being determined in accordance with its Official Membership as of the Membership Date.
- (ii) A Local Church will be entitled to one (1) additional Delegate provided that this additional Delegate is between the ages of eighteen (18) and twenty-five (25) years of age at the time of the appointment.
- (iii) An Association will be entitled to one (1) additional Delegate for each additional fifty (50) Local Churches belonging to the Association over and above the first one hundred (100) Local Churches or part thereof, with the number of Local Churches being determined in accordance with its Official Membership as of the Membership Date.

Neither Directors nor Employees of the CBOQ shall be appointed as Delegates by a Member.

(c) Term of Office of Delegates

The term of office for any Delegate shall commence when the Delegate is appointed by the Local Church or Association, as applicable, and terminate at the conclusion of the Meeting of Members for which such Delegate was appointed.

(d) Certification of Delegates

The clerk of each Member shall certify to the CBOQ that the Delegates of the Member were duly appointed by the Member.

2.13 Membership Meetings

(a) Annual Assembly

The CBOQ shall hold an Annual Assembly each year at such time and place as determined by the Board of Directors.

(b) Annual Meeting of Members at Annual Assembly

The annual Meeting of Members shall take place at the Annual Assembly to be held at such time and place as determined by the Board of Directors, provided that the annual Meeting of Members shall be held not later than fifteen (15) months after the holding of the preceding annual Meeting of Members but no later than six (6) months after the end of the CBOQ's fiscal year.

(c) Business of Annual Meeting of Members

The annual Meeting of Members shall be held to transact such business as is required by the Act and as determined by the Board from time to time but, at a minimum, shall be held to do the following:

- (i) to affirm Canadian Baptist values and ministries of the CBOQ;
- (ii) to set the directorial initiatives resulting in priorities, objectives and goals for the CBOQ;

- (iii) to receive and consider any reports about the CBOQ from the Board which are required by the Act or this General Operating By-law to be presented at the Meeting of Members;
- (iv) to receive and consider the financial statements for the CBOQ, together with any Public Accountant's report thereon, required by the Act to be prepared for the Meeting of Members;
- (v) to approve the annual budget of the CBOQ for the next fiscal year and to appoint the Public Accountant for the current fiscal year and to fix or authorize the Board to fix remuneration for the Public Accountant;
- (vi) to approve any required changes to the Constitution;
- (vii) to elect Directors, the Officer to be elected by the Members and Committee Members, as required, from the slate of nominations presented by the Nominations Committee and any additional nominations by Delegates in accordance with Section 7.03(f), as applicable;
- (viii) to appoint or elect Persons to such other Committees, Advisory Teams or Missional Teams as it may deem advisable and to assign to any such group any of its powers or responsibilities;
- (ix) to ratify the appointment of the Executive Minister, as necessary from time to time;
- (x) to approve past actions of the Directors and Officers; and
- (xi) to transact any other business properly brought before the Meeting of Members.

(d) Special Meetings of Members

The Board may at any time call a special Meeting of Members for the transaction of any business which may be properly brought before the Members, the general nature of which is specified in the notice calling the Meeting of Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a Meeting of Members, the Board shall call a special Meeting of Members. If the Directors do not call a Meeting of Members within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Meeting of Members.

(e) Place of Meetings of Members

Meetings of Members may be held at any place within Ontario or Quebec as the Board may determine.

(f) Special Business

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members, except consideration of the financial statements, the Public Accountant's report, election of Directors and the Officer to be elected by the Members and the appointment of the Public Accountant, is special business.

(g) Notice of Meetings of Members

- (i) Notice of the time and place of any annual or special Meeting of Members shall be provided to each Member entitled to vote at the Meeting of Members by the following means:
 - (a) mail, courier or personal delivery to the address shown on the books of the CBOQ during a period of twenty-one (21) to sixty (60) days before the date on which the Meeting of Members is to take place; or
 - (b) by telephonic, electronic or other communication facility to the address (fax, email or other communication facility) during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Any notices of Meetings of Members should be directed to the authorized representative of the Member. Such notice shall include the date, time, place and purpose of the Meeting of Members and shall contain sufficient information to permit the Members to make a reasonable judgment on the decision to be taken.

- (ii) Where the CBOQ provides notice electronically referred to in Section 2.13(g)(i)(b) and if a Member requests that notice be given by non-electronic means, the CBOQ shall give notice of the Meeting to the Member so requested in the manner set out in Section 2.13(g)(i)(a).
- (iii) Notice of a Meeting of Members shall also be given to each Director and to the Public Accountant of the CBOQ during a period of twenty-one (21) to sixty (60) days before the day on which the Meeting of Members is to be held.
- (iv) Notice of a Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the Meeting of Members.

(h) Record Date

The Directors may fix a record date for determining Members for any purpose, provided that the record date for determining Members entitled to receive notice of a Meeting of Members and to vote at the Meeting of Members in accordance with the Act and the Regulations shall be the Membership Date.

(i) Waiver of Notice

A Member and any other Person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such Member or Person at a Meeting of Members shall constitute a waiver of notice of the Meeting of Members, except where such Member or Person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.

(j) Cancellation of Meetings of Members

Provided that the CBOQ is otherwise in compliance with the requirements of the Act, the Board may cancel any annual or special Meeting of Members in the case of a state of war or any emergency. Upon cancellation of an annual Meeting of Members, the terms of office of all Directors, Officers and Committee Members shall be extended for such a period of time until the annual Meeting of Members can be rescheduled and held to, among other things, elect new Directors, the Officer to be elected by the Members and Committee Members, as required.

(k) Persons Entitled to be Present

The only Persons entitled to be present at a Meeting of Members shall be those entitled to vote at the Meeting of Members, the Directors and the Public Accountant of the CBOQ and such other Persons who are entitled or required under any provision of the Act, Articles or By-laws of the CBOQ to be present at the Meeting of Members. Any other Person may be admitted only on the invitation of the Chair of the Meeting of Members or by Ordinary Resolution of the Members.

(l) Quorum

(i) A quorum for any Meeting of Members shall be constituted by the attendance of Delegates satisfying both of the following requirements:

- (1) the number of Delegates shall be equal to or exceed the number which constitutes sixty-seven percent (67%) of the total number of Members as of the Membership Date; and
- (2) these Delegates shall represent a minimum of thirty percent (30%) of the Local Churches.

(ii) All Delegates must have been duly appointed by their respective Members and entitled to vote at the Meeting of Members. Only those Delegates present in person, by telephonic and/or by other electronic means shall be counted in determining whether a quorum is present.

(iii) If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting of Members even if a quorum is not present throughout the Meeting of Members.

(iv) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

(m) Participation at Meetings by Electronic Means

If the CBOQ chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such Meeting may participate in the Meeting by such means in the manner provided by the Act and the Regulations. A person participating in a Meeting by such means is deemed to be present at the Meeting.

(n) Meeting Held by Electronic Means

Notwithstanding Section 2.13(m), if the Directors or Members of the CBOQ call a Meeting of Members, those Directors or Members, as the case may be, may determine that the Meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting.

(o) Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility at Members' Meetings, including those referred to in Sections 2.12(m) and (n), is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the CBOQ without it being possible for the CBOQ to identify how each Member voted.

(p) Chair of Meetings of Members

The Chair of Meetings of Members shall be the President. In the absence of the President, where the President is unable to act, or at the President's discretion, a Vice-President shall perform these duties. In the absence of both the President and the Vice-Presidents, or in the event of their failure to act for any reason, then a Director appointed by the Members by Ordinary Resolution shall act as the Chair.

(q) Voting Rights of Members

Each Delegate shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members. Unless otherwise required by the provisions of the Act, the Articles or this General Operating By-law, all questions proposed for consideration at a Meeting of Members shall be determined by an Ordinary Resolution of the votes cast of the Delegates in person, by telephonic and/or by other electronic means. In the case of equality of votes, the question shall be determined in the negative.

(r) Voting Procedure

Subject to the Act, and except in the case of a Meeting held entirely by electronic means or a Meeting held in person at which one or more persons participate by a telephonic, electronic or other communication facility, at all Meetings of Members, every question shall be decided by a show of hands, with the exception of the election of Directors, the Officer to be elected by the Members and Committee Members, as required, which shall be done by secret ballot unless there is an Acclamation for any particular position. However, a secret ballot on any question may be required by the Chair or requested by any Delegate. Whenever a vote by a show of hands has been taken upon a question, a declaration by the Chair that a resolution has been carried or lost by a particular majority is determinative, unless a Delegate requests a count, whereupon the Chair will order the scrutineers to count the Delegates' voting cards.

Notwithstanding the foregoing, any vote may be held entirely or in part by means of a telephonic, an electronic or other communication facility, if the CBOQ makes available such a communication facility, in accordance with Sections 2.13(m), (n) and (o).

(s) Secret Ballot

If, at any Meeting of Members, a secret ballot is requested, it shall be taken in the manner as the Chair directs. The result of a secret ballot shall be deemed to be the resolution of the Meeting of Members on the matter for which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking. If secret ballots are utilized at any Meeting of Members, such secret ballots are to be destroyed following the completion of the Meeting of Members.

(t) Scrutineers

To assist in overseeing the voting procedure at any Meeting of Members, the President shall appoint a minimum of twenty-five (25) scrutineers from among the registered Delegates at least two (2) days prior to the said Meeting of Members; provided that if a Meeting of Members is held entirely or in part by telephonic, electronic means or other communication facility, the President may, but is not required to, reduce the number of scrutineers to such number as is deemed appropriate, but in no event shall the number be reduced to fewer than five (5) scrutineers.

(u) Minutes

Minutes shall be kept at all Meetings of Members and signed by the Chair of the Board and one other Director. Minutes of each Meeting of Members shall be provided to each Director and submitted to all Local Churches and Associations prior to the next Meeting of Members for their approval through their Delegates.

(v) Procedural Code

The rules for Meetings of Members, as well as Board meetings and all Committee meetings shall follow the Rules of Order of the CBOQ, except where varied by this General Operating By-law.

(w) Registration Fee

Each Delegate registered at a Session of the Annual Assembly shall pay a registration fee in an amount to be determined by the Board of Directors from time to time. The Board may also fix a registration fee for visitors to a Session of the Annual Assembly.

(x) Money Appeals

No appeals for money from a Person or organization shall be made at any Session of the Annual Assembly, except as have been previously approved by the Board of Directors. An Ordinary Resolution of the Members, through Delegates, at the Annual Assembly authorizing an appropriation of funds or involving the expenditure of monies shall be referred to the Board for consideration.

(y) Adjournments

The Chair of any Meeting of Members may, by an Ordinary Resolution of the Members, adjourn any Meeting of Members to a fixed time and place and no notice of such adjournment need be given to the Members provided that the said Meeting of Members is adjourned for less than thirty-one (31) days. If a Meeting of Members is adjourned by one or more adjournments for an aggregate number of days that is more than thirty (30) days, notice of the adjourned Meeting of

Members shall be in the manner as if it is an original Meeting of Members. Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original Meeting of Members in accordance with the notice calling the same.

SECTION III **BOARD OF DIRECTORS**

3.01 Establishment of the Board of Directors

(a) Number of Directors

The spiritual, temporal and administrative affairs, business and property of the CBOQ shall be managed between Membership Meetings by a Board of sixteen (16) Directors, which shall consist of twelve (12) Elected Directors, three (3) Officer-Directors and one (1) Appointed Director. All Directors shall fulfil all of the qualifications set out in Section 3.01(f).

(b) Elected Directors

In accordance with Section 3.04(b), the Elected Directors shall be elected at the annual Meeting of Members by the Members, through Delegates, and shall take office at the close of business at such annual Meeting of Members.

(c) Officer-Directors

There shall be three (3) Officer-Directors elected at the annual Meeting of Members by the Members, through Delegates, who shall take office at the close of business at such annual Meeting of Members. In addition to the general qualification requirements for a Director set out in Section 3.01(f), the Officer-Directors shall be those Persons who meet the following additional qualification requirements:

- (i) the President, being the Person who last held the Officer position of 1st Vice-President in the year immediately prior to the annual Meeting of Members, failing which a Person who is elected to this position by the Members, through Delegates, at the annual Meeting of Members to be held each year at the Annual Assembly from the slate of nominations presented by the Nominations Committee and any additional nominations by Delegates in accordance with Section 7.03(f);
- (ii) the 1st Vice-President, being the Person who last held the Officer position of 2nd Vice-President in the year immediately prior to the annual Meeting of Members, failing which a Person who is elected to this position by the Members, through Delegates, at the annual Meeting of Members to be held each year at the Annual Assembly from the slate of nominations presented by the Nominations Committee and any additional nominations by Delegates in accordance with Section 7.03(f); and
- (iii) the Past President, being the Person who last held the Officer position of President in the year immediately prior to the annual Meeting of Members, failing which a Person who is elected to this position by the Members, through Delegates, at the annual Meeting of Members from the slate of nominations presented by the Nominations Committee and any additional nominations by Delegates in accordance with Section 7.03(f), provided that such

nominations are restricted to those Persons who have previously held the position of Past President of the CBOQ.

For greater certainty, following their election as Officer-Directors, each of the three (3) Officer-Directors shall be deemed to be automatically appointed to the Officer position which corresponds to their particular Director position.

(d) Appointed Director

One (1) Appointed Director is to be appointed by the Board of Directors each year in accordance with Section 3.03. In addition to meeting the general qualification requirements for a Director set out in Section 3.01(f), the Appointed Director shall be the Person who meets the additional qualification requirement of holding the Officer position of 2nd Vice-President at the time of the Board meeting at which the Appointed Director is to be appointed.

(e) Composition of Board of Directors

The Board of Directors shall consist of not less than sixty-seven percent (67%) of Persons who are residents of Canada and not more than forty-nine percent (49%) of Persons who deal with each other in a non-arm's length relationship as defined in the *Income Tax Act* (Canada) from time to time.

(f) Qualifications for Directors

A Person shall, at the time of election or appointment as a Director and at all times when holding office as a Director, fulfil the following qualification requirements:

- (i) the Person shall be an Active Member in good standing of a Local Church,;
- (ii) the Person must be eighteen (18) years of age or older, and have power under law to contract;
- (iii) the Person must agree to respect and uphold the Constitution;
- (iv) save and except where permitted by law, the Person and any of their Family Members must not be an Employee, Agent or contractor who is receiving remuneration, either directly or indirectly, from the CBOQ, or an employee of a Partner in Mission;
- (v) unless otherwise provided in this General Operating By-law, the Person must not be a Committee Member or a director of a Partner in Mission;
- (vi) the Person must not have the status of a bankrupt;
- (vii) the Person must not have been found by a court in Canada or elsewhere to be mentally incompetent;
- (viii) the Person is not an ineligible individual as defined in the *Income Tax Act* (Canada);
- (ix) the Person must not be in contravention of the disclosure of interest provisions set out in Section 3.14(a) of this By-law;

- (x) the Person must not be in contravention of the confidentiality provisions established by the Board of Directors, as set out in Section 3.15(s), as amended from time to time; and
- (xi) the Person must voluntarily comply with the Lifestyle Policy of the CBOQ, as amended from time to time.

3.02 Election of Elected Directors and Officer-Directors

(a) Nomination of Elected Directors

Nomination of qualified Persons to be elected as Elected Directors shall be made by the Nominations Committee and any additional nominations by the Delegates in accordance with Section 7.03(f).

(b) Election of Elected Directors

The Elected Directors shall be elected at the annual Meeting of Members by the Members, through Delegates, from the slate of nominations presented by the Nominations Committee and any additional nominations by Delegates.

(c) Election of Officer-Directors

The Officer-Directors shall be elected at the annual Meeting of Members by the Members, through Delegates in accordance with Section 3.01(c).

3.03 Appointment of Appointed Director

The Board of Directors are to appoint one (1) Appointed Director each year at a Board meeting to be held on the same day as and immediately following the annual Meeting of Members each year, with the Appointed Director to take office at the close of business of such Board meeting.

3.04 Term, Rotating Term and Maximum Term

(a) Term for Elected Director

Each Elected Director shall be elected for a term of three (3) years.

(b) Rotating Term for Elected Directors

The Elected Directors shall be elected and shall retire in rotation every three (3) years. At the first Meeting of Members immediately after passage of this By-Law, four (4) of the Elected Directors shall be elected to hold office until the conclusion of the third annual Meeting of Members after that date, four (4) to hold office until the conclusion of the second annual Meeting of Members after that date, and four (4) to hold office until the conclusion of the annual Meeting of Members after that date; and subsequently Elected Directors shall be elected to fill the position of those Elected Directors whose term of office has expired and each Elected Director so elected shall hold office until the conclusion of the third annual Meeting of Members after that election.

(c) Maximum Term for Elected Directors

The maximum number of terms for each Elected Director is two (2) terms of three (3) years. An Elected Director is eligible for re-election to the Board at the end of their first term for one (1) additional term, provided that such Elected Director continues to meet the qualification requirements to be a Director in Section 3.01(f).

(d) Term for Officer-Directors

The term of office for Officer-Directors shall be one (1) year that expires at the conclusion of the annual Meeting of Members in the year immediately following the year in which the Officer-Director was elected.

(e) Term for Appointed Director

The term of office of the Appointed Director shall be one (1) year that expires at the conclusion of the annual Meeting of Members in the year immediately following the year in which the Appointed Director was appointed.

3.05 Consent

A Person who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the Person was present at the meeting when the election or appointment took place and did not refuse to hold office when the election or appointment takes place;
- (b) the Person was not present at the meeting when the election or appointment took place and consented to hold office either in writing before the election or appointment or within ten (10) days after the said meeting; or
- (c) the Person was not present at the meeting when the election or appointment took place but has commenced acting as a Director pursuant to the election or appointment.

3.06 Resignation and Removal of Director(a) Resignation of Director

If, for any reason, a Director chooses to resign, a letter of resignation shall be directed to the Executive Minister, who in turn shall call it to the attention of the Board of Directors. The Board shall then have the power to accept such resignation between Meetings of Members. Such letter of resignation shall, as much as possible, set out the reasons for the departure of the Director from the Board. A resignation of a Director becomes effective at the time the said written resignation is received by the Executive Minister or at the time specified in the resignation, whichever is later. The CBOQ shall thereafter promptly send written notification to the Director of the effective date of the resignation. Receipt of such resignation will be acknowledged in the next minutes of the Board of Directors.

(b) Removal of Directors

The position of a Director shall be automatically vacated if any of the following occurs:

- (i) a Director resigns in accordance with Section 3.06(a);
- (ii) a Director no longer fulfils all of the qualifications to be a Director in Section 3.01(f), the qualification requirements to be an Officer-Director in Section 3.01(c) and/or the qualification requirements to be the Appointed Director in Section 3.01(d), as applicable, as determined in the sole discretion of the Board by Ordinary Resolution;
- (iii) at a Meeting of Members of the CBOQ called for that purpose, the Members determine by an Ordinary Resolution that an Elected Director or an Officer-Director be removed from office before the expiration of their term;
- (iv) an Appointed Director no longer holds the applicable office required to be the Appointed Director in accordance with Section 3.01(d) herein; or
- (v) a Director dies.

(c) Written Notification of Removal of a Director

When the position of a Director is automatically vacated in accordance with Section 3.06(b), the CBOQ shall not be required to take any further action other than the sending of written notification to the Director that the individual is no longer a Director effective as of a certain date as determined by the Board.

(d) Deemed Co-ordinated Resignation

Where a Director resigns pursuant to Section 3.06(a) or where a Director's position is automatically vacated pursuant to Section 3.06(b), as applicable, then such Person shall be deemed to have also automatically resigned as an Officer and/or a Committee Member, as applicable, provided that the Board or Members may, in their discretion, subsequently re-appoint such Person as a Committee Member if the Board or Members deems it appropriate in the circumstances.

3.07 Filling Vacancies of Directors

- (a) Where a vacancy has occurred as a result of the removal of an Elected Director by the Members in accordance with Section 3.06(b)(iii), then the Members shall elect by Ordinary Resolution a qualified Person to serve the remainder of the term of office of the removed Elected Director, provided that such Person fulfils all the qualifications to be a Director as set out in Section 3.01(f).
- (b) Where a vacancy has occurred as a result of the removal of an Officer-Director by the Members in accordance with Section 3.06(b)(iii), then the Members shall elect by Ordinary Resolution a qualified Person to serve the remainder of the term of office of the removed Officer-Director, provided that such Person fulfils all the qualifications to be a Director as set out in Section 3.01(f). For greater certainty, in this situation of a vacancy in the position of Officer-Director, it shall not be required for the Person elected to fill the said vacancy to have to fulfil the additional qualifications to be an Officer-Director set out in Section 3.01(c), as applicable.
- (c) Subject to the Act and the Articles, a quorum of the Board may fill any other vacancy in the Board, except a vacancy resulting from a failure of the Members to elect the number of Directors required to be elected at any Meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected

at any Meeting of Members, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such special Meeting of Members or if there are no Directors then in office, any Member may call the special Meeting of Members. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

- (d) If the vacancy is that of the Appointed Director, then the vacancy shall be filled by the Board appointing a qualified Person to serve the remainder of the term of the removed Appointed Director, provided that such Person fulfils the qualifications to be a Director set out in Section 3.01(f) and the additional qualification of having been appointed by the Board or elected by the Members, as applicable in accordance with Section 4.08(e), to fill the vacancy in the Officer position of 2nd Vice-President.
- (e) Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. If no quorum of Directors remains in office, the remaining Directors shall forthwith call a special Meeting of Members to fill the vacancy for the unexpired terms.

3.08 Authority of the Board of Directors

(a) General Authority

The Board shall manage or supervise the management of the spiritual, temporal and administrative activities and affairs of the CBOQ.

(b) Specific Authority

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

- (i) to provide direction and leadership for the CBOQ in pursuing its Purposes and Core Values;
- (ii) to exercise overall responsibility over the day-to-day administration and operations of the CBOQ, either on its own or through the Executive Minister, as applicable, or through other Persons as may be designated from time to time, and to authorize expenditures on behalf of the CBOQ from time to time in the furtherance of its Purposes;
- (iii) to delegate responsibility and concomitant authority to the Executive Minister, where applicable, or such Officers or Persons as may be designated from time to time by the Board, for the management and operation of the CBOQ;
- (iv) to establish procedures for monitoring compliance with the Act, the Articles, the By-laws herein and applicable legislation;
- (v) to establish the selection process for the appointment of the Executive Minister and Treasurer, as well as any other Employees, as applicable, to appoint the Executive Minister and Treasurer in accordance with such process, subject to ratification of the Executive Minister by the Members by Ordinary Resolution in accordance with Section 4.04(e) and 5.03(c), and to ensure the ongoing evaluation of the Executive Minister and Treasurer;

- (vi) to work on a collaborative basis with other entities in the community for purposes of furthering the Purposes and Core Values of the CBOQ;
- (vii) to establish and realign the areas and Associations of the CBOQ as required by identified needs and resources, in consultation with the applicable Associations and Local Churches;
- (viii) to appoint such Agents and engage such Employees, either on its own or as delegated to the Executive Minister and Treasurer, as it deems necessary, and such Agents and Employees shall have the authority and shall perform such duties as shall be prescribed by the Board on their behalf at the time of such appointment;
- (ix) to establish other offices and/or agencies as deemed necessary by the Board from time to time;
- (x) to take such steps as may be deemed requisite to enable the CBOQ to acquire, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the Purposes of the CBOQ;
- (xi) to actively participate in fundraising programs on behalf of the CBOQ, either personally or by recruiting others to become involved therein and to approve campaigns for funds in support of projects of the CBOQ or its Partners in Mission;
- (xii) to make or cause to be made for the CBOQ in its name any kind of contract which the CBOQ may lawfully enter into;
- (xiii) to approve the annual financial statements of the CBOQ and the annual budget presented by the Treasurer, for recommendation to the Members at the annual Meeting of Members each year;
- (xiv) to make recommendations to the Members about the Public Accountant to be appointed by the Members at the annual Meeting of Members each year;
- (xv) to invest funds for the benefit of the CBOQ in accordance with such terms as the Board may prescribe in an investment Policy pursuant to the investment powers contained in the Articles;
- (xvi) to acquire, sell, lease or mortgage any real property as required for the management and operations of the CBOQ;
- (xvii) to regularly review the functioning of the CBOQ, including its organization, structure, processes, programs and funding, in relation to the Resolutions, the Constitution and any Rules and Guidelines, and to demonstrate accountability for its responsibility to the annual Meeting of Members;
- (xviii) to prescribe such Policies and Procedures not inconsistent with this General Operating By-law relating to substantive matters of policies and procedures concerning the programs and activities undertaken by the CBOQ, and to keep an up-to-date record of all Policies and Procedures;

- (xix) to prescribe such Rules and Guidelines, as well as Rules of Order, not inconsistent with this General Operating By-law relating to the efficient management and operations of the CBOQ; and
- (xx) to generally exercise such power and to do such other acts and things as the CBOQ, by its Articles, the Act or otherwise is authorized to exercise and do by law.

3.09 Delegation of Duties of the Board

Subject to the Act, the Board may appoint from their number a managing Director or a committee of Directors (which is referred to as the Executive Committee) and delegate to the managing Director or Executive Committee any of its duties and powers except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act.

3.10 Committees, Missional Teams and Advisory Teams

The Board of Directors may establish by Ordinary Resolution one or more Committees, Missional Teams or Advisory Teams as it may deem advisable, appoint Persons as members of such Committees, Missional Teams or Advisory Teams in accordance with Section 7.01(c) and delegate any of its duties and powers to such Committee(s), Missional Team(s) and Advisory Team(s) except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Each Committee, Missional Team and Advisory Team shall be accountable to the Board of Directors.

3.11 Board Report

The Board shall, through the President, report to the Membership at the annual Membership Meeting on various matters including, but not limited to, financial matters; policy decisions; and the activities of Board Committees, Missional Teams, and Advisory Teams. At the said Meeting of Members, the President shall be available to answer any questions by Members. To maintain impartiality, the President will relinquish the chair and the Meeting will be chaired by a Vice President for the presentation of the report and for dealing with questions and any allowable motions arising from the floor concerning the work of the Board.

3.12 No Remuneration of Directors

As legally required and set out in the Articles, Directors shall serve as such without remuneration and, subject to Section 3.14(a), Directors shall not directly or indirectly receive any profit from their position as such, provided that Directors may be reimbursed for Reasonable Expenses incurred in the performance of their duties.

3.13 Remuneration of Officers, Committee Members or Employees

The Board of Directors may fix the reasonable remuneration of the Officers, Committee Members and Employees of the CBOQ and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, Committee Member or Employee of the CBOQ may receive reimbursement for their Reasonable Expenses incurred on behalf of the CBOQ in their respective capacity as an Officer, Committee Member or Employee, subject to any Policy in this regard that may be adopted by the Board from time to time.

3.14 Disclosure of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, no Director or a Family Member of a Director shall enter into a contract, business transaction, financial arrangement or other matter with the CBOQ in which the Director or a Family Member has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the Act, a Director of the CBOQ shall disclose, at the time and in the manner required by the Act, in writing to the CBOQ or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the CBOQ if the Director:

- (1) is a party to the contract or transaction;
- (2) is a director or officer, or a Person acting in a similar capacity, of a party to the contract or transaction; or
- (3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under Section 3.14(b)(i), any Director who has any material direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the CBOQ as described in Section 3.14(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain or some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The Chair of the Board shall request any Director who has declared a direct or indirect (i.e. through a Family Member) disclosure referred to in Section 3.14(b) to withdraw from the meeting during the discussion of and vote upon the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by an Ordinary Resolution of the Board, such Director shall be required to immediately resign from the Board, failing which the Director shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

3.15 Board of Directors Meetings

(a) Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined by the President or approved by the Board, but not less than three (3) times a year.

(b) Meeting to Appoint Appointed Director

The Board shall hold a meeting on the day of and immediately following the annual Meeting of Members for the purpose of appointing the Appointed Director in accordance with Section 3.03 and the transaction of any other business that may be necessary.

(c) Annual Election Meeting

The Board shall hold a meeting within thirty (30) days following the annual Meeting of Members for purposes of the division of duties for Directors and assignments to Committees, as well as the transaction of any other business that may be necessary.

(d) Special Meetings

Special meetings of the Board may be called by the President, or upon written request of any five (5) Directors to the President or the Executive Minister who will then give notice of a special meeting of the Board to each Director.

(e) Notice of Meetings

Notice of any regular or special meetings of the Board shall be provided to Directors by any of the following means:

- (i) by mail sent to each Director not less than fourteen (14) days before the Board meeting is to take place;
- (ii) by electronic notice, including facsimile transfer or e-mail, sent to each Director not less than seven (7) days before the Board meeting is to take place;
- (iii) by personal service to each Director not less than four (4) days before the Board meeting is to take place; or
- (iv) in the event of an emergency, as determined by the President, by telephone notice to each Director not less than forty-eight (48) hours before the Board meeting is to take place.

The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour to be named, and with regard to such meeting, no notice needs to be given, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting. A Board of Directors meeting may be held without notice immediately before or following the annual Meeting of Members. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

(f) Waiver of Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(g) Omission of Notice

The accidental omission to give notice of any Board meeting or any irregularity in the notice of any such meeting of the Board or the non-receipt of any notice by any Director shall not invalidate any resolution passed or any proceedings taken at any Board meeting, provided that no Director objects in writing to the President of such omission or irregularity within thirty (30) days of the publication of the minutes of the relevant meeting.

(h) Place of Meetings

Meetings of the Board shall be held at the head office of the CBOQ or at any other place as designated by the President in the notice calling the meeting.

(i) Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office in accordance with Section 3.01(a) but not fewer than seven (7) Directors, provided that vacancies on the Board of Directors shall not be counted towards establishing quorum. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

(j) Chair of the Board

The Chair of the Board of Directors shall be the President. If the President is absent or unable to act, a Vice-President shall perform these duties. In the absence of both the President and the Vice-Presidents, or in the event of their failure to act for any reason, then a Director appointed by the Board by Ordinary Resolution shall act as the Chair of the Board.

(k) Voting Rights

All Directors shall have one (1) vote on every question put to the meeting. All questions arising at any meeting of Directors shall be decided by an Ordinary Resolution of the Directors present and voting, unless the Act or the By-laws otherwise provide. A Director shall be considered to be present at a meeting of Directors if such Director attends the meeting of Directors either in person, by telephone conference call or by electronic means. In the case of an equality of votes, the Chair of the Board shall have, in addition to an original vote, the second or deciding vote. The Executive Minister and Treasurer shall have the right to attend, but not the right to vote, at any meeting of the Board of Directors.

(l) Voting Procedure

Unless otherwise required by the Act or the By-laws otherwise provide, at all meetings of the Board, every question shall be decided by a show of hands unless a recorded vote or secret ballot on the question is required by the Chair of the Board or requested by any Director. When a

recorded vote on the question is required by the Chair of the Board or requested by any Director, the recording secretary shall record the names of the Directors and whether they voted in support or opposition. A declaration by the Chair of the Board that a resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the resolution.

(m) No Alternate Directors

No Person shall act for an absent Director at a Board meeting.

(n) Participation at Meetings by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.

(o) Minutes

Minutes shall be kept at all meetings of the Board and signed by the Chair of the Board and the recording secretary. Minutes of each Board meeting shall be submitted to all Board members prior to the next Board meeting for their approval. If amended, copies of the corrected minutes shall be made available to each Director.

(p) Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of the Executive Committee is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (i) the Director requests a dissent to be entered in the minutes of the meeting;
- (ii) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (iii) the Director sends a dissent by registered mail or delivers it to the registered office of the CBOQ immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

(q) Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (i) causes a dissent to be placed with the minutes of the meeting; or
- (ii) sends a dissent by registered mail or delivers it to the registered office of the CBOQ.

(r) Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board or an Executive Committee meeting, shall be as valid as if it had been passed at a Board or Executive Committee meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or the Executive Committee.

(s) Confidentiality

Every Director, as well as every Officer, Committee Member, Employee or Volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such Person in the activities of the CBOQ.

(t) Attendance of Other Persons

Meetings of the Board shall be open to the Executive Minister, the Treasurer and to such other Persons as the Board from time to time determines, by Ordinary Resolution, can be present, with such other Persons to include Employees, representatives of Committees and Partners in Mission and other outside consultants, provided that no one other than a Director, the Executive Minister and the Treasurer shall have the right to participate in discussions at any Board meeting, save and except where approved by the Board.

(u) Meetings In Camera

Where matters confidential to the CBOQ are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a Person may be considered at a meeting of the Board, the part of the meeting concerning the Person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such Person.

SECTION IV **OFFICERS**

4.01 Officer Positions

(a) Mandatory Officers

The Officers of the CBOQ shall include:

- (i) a President;
- (ii) a 1st Vice-President;
- (iii) a 2nd Vice-President;
- (iv) a Past President;
- (v) an Executive Minister; and

(vi) a Treasurer.

(b) Other Officers

The Board may appoint such other Officers as the Board determines is appropriate and the duties of such Officer shall be determined at the discretion of the Board.

4.02 Definition of Officers

(a) President

The duties of the President shall be as follows:

- (i) to call meetings of the Board;
- (ii) to preside at all meetings of the Board as Chair of the Board;
- (iii) to preside at all Meetings of Members as chair;
- (iv) to preside at all Meetings of the Executive Committee as chair;
- (v) to report at each annual Meeting of Members concerning the operations of the CBOQ;
- (vi) to ensure the fairness, objectivity and completeness of matters occurring at such meetings;
- (vii) to be an ex-officio member of the Executive Committee, the Strategic Planning Committee and all other Committees, who shall be included in the calculation of the authorized number of Committee Members and be provided with the right to vote on all such Committees;
- (viii) in conjunction with the Executive Minister, to oversee the operations and management of the CBOQ;
- (ix) to sign all By-laws of the CBOQ with the Treasurer or other Officers as designated by the Board;
- (x) to serve as the ceremonial head of the CBOQ and to represent the CBOQ at public or official functions, as much as possible; and
- (xi) to perform such other duties as may from time to time be determined by the Board.

(b) 1st and 2nd Vice-Presidents

The duties of the 1st and 2nd Vice-President shall be as follows:

- (i) in the event that the President is absent or otherwise not able to function in such position, then the President may be temporarily replaced by a Vice-President, who shall exercise all the authority and comply with all the obligations of the President;
- (ii) to be an ex-officio member of Executive Committee and the Strategic Planning Committee who shall be included in the calculation of the authorized number of Committee Members and be provided with the right to vote on all such Committees; and

- (iii) to perform such other duties as may from time to time be determined by the President or the Board.

(c) Past President

The duties of the Past President shall be as follows:

- (i) to be an ex-officio member of the Executive Committee, the Strategic Planning Committee and the Nominations Committee who shall be included in the calculation of the authorized number of Committee Members and be provided with the right to vote on all such Committees;
- (ii) to serve as chair of the Nominations Committee; and
- (iii) to perform such other duties as may from time to time be determined by the President or the Board.

(d) Executive Minister

The duties of the Executive Minister shall be as follows:

- (i) to promote and facilitate the overall mission of the CBOQ;
- (ii) to serve as the chief executive officer of the CBOQ;
- (iii) to be responsible and accountable to the Board for the organization, management and day-to-day activities of the CBOQ in accordance with the Resolutions, any Rules and Guidelines and the Constitution;
- (iv) in consultation with the Board and other Officers, to ensure that appropriate systems and structures are in place for the effective management and control of the CBOQ and its resources, including the employment, development, control, direction and discharge of all Employees of the CBOQ, if applicable;
- (v) to ensure structures and systems are in place for the development, review and recommendation of new programs and program expenses;
- (vi) to ensure effective human resources, if applicable, for the needs of the CBOQ;
- (vii) to establish an organizational structure to ensure accountability of all departments and staff for fulfilling the Constitution as well as Resolutions of the Board;
- (viii) to provide leadership and support of the Board's responsibility to develop and periodically review the Constitution;
- (ix) to develop and provide leadership as necessary for furthering the Constitution;
- (x) to be an Officer of the CBOQ;
- (xi) to receive notification of and to attend all meetings of the Board, the Executive Committee and the Members as a non-member thereof without the right to vote, provided that the

Executive Minister shall have the right to be present and fully participate at all meetings of the Board, the Executive Committee and the Members, save and except when the Board, the Executive Committee and/or the Members are discussing the position, salary or benefits of the Executive Minister;

- (xii) to be an ex officio member of all Committees of the CBOQ, save and except the Executive Committee, who shall be included in the calculation of the authorized number of Committee Members, provided that the Executive Minister shall not have the right to vote at, but may otherwise participate in, all meetings of such Committees;
- (xiii) to assign and oversee one or more suitably qualified staff members to keep minutes of all Board, Executive Committee and Membership Meetings, and present the minutes of previous Membership Meetings when called upon to do so;
- (xiv) to assign and oversee a suitably qualified staff member to publish the time and place for all Membership Meetings with due notice;
- (xv) to ensure that arrangements are made for the calling of the first meeting of each Committee of the CBOQ following the annual Meeting of Members;
- (xvi) to report at each annual Meeting of Members concerning the operations of the CBOQ;
- (xvii) to conduct all correspondence on behalf of the CBOQ arising out of all meetings of the Board, Executive Committee and Members, unless otherwise assigned by the Board;
- (xviii) to perform such other duties as may from time to time be determined by the Board; and
- (xix) in the absence of the Executive Minister, the duties of the Executive Minister shall be performed by a Director or Executive Staff Person who is temporarily appointed by Ordinary Resolution of the Board.

(e) Treasurer

The duties of the Treasurer shall be as follows:

- (i) to administer the financial affairs of the CBOQ;
- (ii) to oversee the business management functions of the CBOQ;
- (iii) to be the custodian of the books of account and accounting records of the CBOQ required to be kept by the provisions of the Act or otherwise by law;
- (iv) to deposit all monies, securities and other valuable effects in the name and to the credit of the CBOQ at such chartered bank or trust company or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- (v) to disburse the funds of the CBOQ as may be directed by proper authority taking proper vouchers for such disbursements;
- (vi) to submit on a timely basis, at least four times a year, a report to the Board indicating the financial position of the CBOQ;

- (vii) to submit an annual budget for the CBOQ to the Board and to the Members;
- (viii) to submit an annual audited financial report to the Board and to the Members of the financial operations of the CBOQ;
- (ix) to be an Officer of the CBOQ;
- (x) to receive notification of and to attend all meetings of the Board, the Executive Committee and the Members as a non-member thereof without the right to vote, provided that the Treasurer shall have the right to be present and fully participate at all meetings of the Board, the Executive Committee and the Members, save and except when the Board, the Executive Committee and/or the Members are discussing the position, salary or benefits of the Treasurer;
- (xi) to be an ex-officio member of the Financial Oversight Committee, the Strategic Planning Committee, the Grants Committee and the Investment Committee, who shall be included in the calculation of the authorized number of Committee Members, provided that the Treasurer shall not have the right to vote at, but may otherwise participate in, all meetings of such Committees;
- (xii) to be the custodian of the seal of the CBOQ, which the Treasurer shall deliver only when authorized by an Ordinary Resolution of the Board to do so and to such Person as has been named in the said resolution;
- (xiii) to be the custodian of all papers and documents of the CBOQ;
- (xiv) to keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the CBOQ;
- (xv) to ensure that each Director is in compliance with the no remuneration provisions set out in Section 3.12;
- (xvi) to perform such other duties as directed from time to time by the Board; and
- (xvii) in the absence of the Treasurer, the duties of the Treasurer shall be performed by a Director or Executive Staff Person who is temporarily appointed by Ordinary Resolution of the Board.

4.03 Qualifications for Officers

A Person shall, at the time of election or appointment as an Officer and at all times while serving as an Officer, fulfil the following qualifications:

- (a) the Person shall be an Active Member of a Local Church in good standing;
- (b) the Person must be eighteen (18) years of age or older, and have power under law to contract;
- (c) the Person must agree to respect and uphold the Constitution;
- (d) save and except where permitted by law, and save and except for the Executive Minister and Treasurer, neither the Person nor any of that Person's Family Members may be an Employee,

Agent or contractor who is receiving remuneration, either directly or indirectly, from the CBOQ, or an employee of a Partner in Mission;

- (e) the Person must not have the status of a bankrupt;
- (f) the Person must not have been found by a court in Canada or elsewhere to be mentally incompetent;
- (g) the Person is not an ineligible individual as defined in the Income Tax Act (Canada);
- (h) the Person must not be in contravention of the disclosure of interest provisions set out in Section 3.14 of this By-law;
- (i) the Person must not be in contravention of the confidentiality provisions established by the Board of Directors as set out in Section 3.15(s), as amended from time to time; and
- (j) the Person must voluntarily comply with the Lifestyle Policy of the CBOQ, as amended from time to time.

4.04 Election and Appointment of Officers

(a) Election of 2nd Vice-President

The 2nd Vice-President shall be elected by the Members at the annual Meeting of Members to be held each year at the Annual Assembly from the slate of nominations presented by the Nominations Committee and any additional nominations by the Delegates in accordance with Section 7.03(f), and shall take office at the close of business at that annual Meeting of Members.

(b) Appointment of 1st Vice-President

The Person who was elected by the Members at the annual Meeting of Members to the Officer-Director position which directly corresponds to the Officer position of 1st Vice-President shall automatically fill the office of the 1st Vice-President, and shall take office at the close of business at that annual Meeting of Members.

(c) Appointment of President

The Person who was elected by the Members at the annual Meeting of Members to the Officer-Director position which directly corresponds to the Officer position of President shall automatically fill the office of the President, and shall take office at the close of business at that annual Meeting of Members.

(d) Appointment of Past President

The Person who was elected by the Members at the annual Meeting of Members to the Officer-Director position which directly corresponds to the Officer position of Past President shall automatically fill the office of the Past President, and shall take office at the end of that annual Meeting of Members.

(e) Appointment of Executive Minister

The Executive Minister shall be appointed, when deemed necessary, by the Board of Directors in accordance with its approved selection process as outlined in Section 5.03, subject to ratification by the Members by Ordinary Resolution. The Board may at any time revoke or suspend the appointment of the Executive Minister by a Special Resolution of the Board, provided that the exercise of such discretion does not derogate from the obligation imposed upon the CBOQ at law to deal with the Executive Minister as an Employee, if applicable, in a fair and equitable manner.

(f) Appointment of Treasurer

The Treasurer shall be appointed, when deemed necessary, by the Board of Directors in accordance with its approved selection process. The Board may at any time revoke or suspend the appointment of the Treasurer by a Special Resolution of the Board, provided that the exercise of such discretion does not derogate from the obligation imposed upon the CBOQ at law to deal with the Treasurer as an Employee, if applicable, in a fair and equitable manner.

(g) Multiple Offices

A Person shall not hold more than one Officer position at any one time.

4.05 Term of Officers

With the exception of the Executive Minister and the Treasurer, the term of office of all Officers is one (1) year that expires at the conclusion of the annual Meeting of Members in the year immediately following the year in which such Officer was elected or appointed. The Executive Minister and the Treasurer shall have no set term of office and shall hold office at the discretion of the Board of Directors.

4.06 No Remuneration of Officers

With the exception of the Executive Minister and the Treasurer, the Officers shall serve as such without remuneration and Officers shall not, subject to Section 4.09, directly or indirectly receive any profit from their position as such, provided that Officers may be reimbursed for Reasonable Expenses incurred by them in the performance of their duties.

4.07 Delegation of Duties of Officers

Unless otherwise provided for by the Board of Directors, the Officers of the CBOQ shall be responsible for the duties set forth in this By-law but are not necessarily required to perform such duties personally, and as such may delegate to other Persons the performance of any or all of such duties, provided that such Officer remains accountable to the Board in relation to the duties that have been so delegated.

4.08 Resignation and Removal of Officers(a) Resignation of Officers

If, for any reason, any Officer chooses to resign the position, a letter of resignation shall be directed to the Executive Minister, who in turn shall call it to the attention of the Board of Directors, save and except for the Executive Minister who shall direct the letter of resignation to the President, who in turn shall call it to the attention of the Board of Directors. The Board shall then have the power to accept such resignation between Meetings of Members. Such letter of

resignation shall, as much as possible, set out the reasons for the departure of the Officer. A resignation of an Officer becomes effective at the time the said written resignation is received by the Executive Minister or President or at the time specified in the resignation, whichever is later. The CBOQ shall thereafter promptly send written notification to the Officer of the effective date of the resignation. Receipt of such resignation will be acknowledged in the next minutes of the Board of Directors.

(b) Removal of Officers

The position of an Officer shall be deemed to have been automatically vacated if any of the following occur:

- (i) the Officer resigns in accordance with Section 4.08(a);
- (ii) the Officer no longer fills all the qualification requirements to be an Officer in Section 4.03 as determined in the sole discretion of the Board by Ordinary Resolution;
- (iii) with the exception of the Executive Minister and the Treasurer, at a Meeting of Members of the CBOQ called for that purpose, the Members determine by an Ordinary Resolution that an Officer be removed from office, provided that the Officer is first given an opportunity to be heard; or
- (iv) an Officer dies.

(c) Written Notification of Removal of an Officer

When the position of an Officer is automatically vacated in accordance with Section 4.08(b), the CBOQ shall not be required to take any further action other than the sending of written notification to the Officer that the individual is no longer an Officer effective as of a certain date as determined by the Board.

(d) Deemed Co-ordinated Resignation

Where an Officer resigns pursuant to Section 4.08(a) or where an Officer's position is automatically vacated pursuant to Section 4.08(b), as applicable, then such Person shall be deemed to have also automatically resigned as a Director and/or a Committee Member, as applicable, provided that the Board or Members may, in their discretion, subsequently re-appoint such Person as a Committee Member if the Board or Members deems it appropriate in the circumstances.

(e) Filling Vacancy of Officers

Where a vacancy has occurred as a result of the removal of an Officer in accordance with Section 4.08(b), save and except for the removal of an Officer in accordance with Section 4.08(b)(iii), then the Board may appoint by Ordinary Resolution a qualified Person to serve the remainder of the term of office of the removed Officer, provided that such Person fulfils all the qualifications to hold the said Officer position as set out in Section 4.03. However, where a vacancy has occurred as a removal of an Officer in accordance with Section 4.08(b)(iii), then, subject to Section 3.07(b) or 3.07(d) as applicable, the Members shall elect by Ordinary Resolution a qualified Person to serve the remainder of the term of office of the removed Officer, provided that such Person fulfils all the qualifications to be an Officer as set out in Section 4.03.

4.09 Disclosure of Interest

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the CBOQ, as is imposed upon Directors pursuant to the provisions of the Act and this By-law as set out in Section 3.14.
- (b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the CBOQ, as is imposed upon Directors pursuant to the provisions of the Act and this By-law as set out in Section 3.14(b)(i), Section 3.14(c) and Section 3.14(d).
- (c) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the CBOQ's affairs would not require approval by the Board or Members.

SECTION V EMPLOYEES AND VOLUNTEERS

5.01 Terms of Engagement for Employees and Volunteers

All Employees of the CBOQ (which shall be deemed to include all full-time and part-time Employees, and all contract for service providers who are deemed to be Employees for purposes of the *Income Tax Act* (Canada), where applicable), and all Volunteers who perform services on behalf of the CBOQ, shall be required to be subject to the authority of the CBOQ as expressed in its Constitution and to be committed to furthering the Purposes and Core Values of the CBOQ, with such requirements to be reflected in any engagement agreement that may be utilized from time to time with such Employees or Volunteers and any applicable Policies and Procedures of the CBOQ.

5.02 Responsibilities of Executive Staff

The Board shall determine the duties and responsibilities of Executive Staff, who are to be accountable to the Executive Minister. The Executive Minister shall be responsible to the Board and the Members.

5.03 Executive Minister Hiring

- (a) Staff Search Advisory Team for Executive Minister

Upon the resignation or termination of the Executive Minister, the Board will appoint a Staff Search Advisory Team to recruit, screen and make recommendations to the Board on an appropriate candidate to fill the Executive Minister position. The Staff Search Advisory Team for the Executive Minister shall be comprised of the following Persons:

- (i) the President
- (ii) two (2) Directors who are appointed by the Board by Ordinary Resolution, one of whom will be appointed by the Board by Ordinary Resolution to act as chair.
- (iii) four (4) Persons chosen to represent the Members who are appointed by the Board by Ordinary Resolution; and

- (iv) one (1) CBOQ Executive Staff member provided that they shall not have the right to vote at, but may otherwise participate in, all meetings of the Staff Search Advisory Team Committee.

(b) Search Process

The Staff Search Advisory Team will advertise the Executive Minister position broadly among the Local Churches and in other venues as deemed appropriate. They may actively seek out their own candidates to fill the position. In addition, professional hiring consultation or advice may be sought by the Staff Search Advisory Team.

Candidates will be chosen based on competency, character, and compatibility with the CBOQ. Candidates will hold or be willing to hold membership in a Local Church and be in agreement with the Constitution and with Baptist faith and polity.

(c) Board Appointment

The Staff Search Advisory Team will recommend a candidate for the Executive Minister position to the Board and, in doing so, will provide sufficient information for the Board to make an informed decision.

To be appointed to the position of Executive Minister, the candidate recommended by the Staff Search Advisory Team must be approved by a majority of not less than seventy-five percent (75%) of the votes cast by the Directors, subject to ratification by the Members, through Delegates, by an Ordinary Resolution at the next Meeting of Members.

All decisions of the Board on recommendations concerning the appointment of the Executive Minister shall be conducted by ballot.

5.04 CBOQ Executive Staff Hiring

(a) Staff Search Advisory Team for Executive Staff

Upon the resignation, or termination of a member of the Executive Staff, or where the Board determines for any reason that an Executive Staff person should be hired, the Board will appoint a Staff Search Advisory Team to recruit, screen and make recommendations to the Board on an appropriate candidate to fill the Executive Staff position. The Staff Search Advisory Team for Executive Staff shall be comprised of a minimum of the following Persons:

- (i) the Executive Minister
- (ii) two (2) Directors who are appointed by the Board by Ordinary Resolution, one of whom will be appointed by the Board by Ordinary Resolution to act as chair; and
- (iii) one (1) Person chosen to represent the Members who is appointed by the Board by Ordinary Resolution.

(b) Search Process

The Staff Search Advisory Team will advertise the Executive Staff position to be filled broadly among the Local Churches and in other venues as feasible. The Executive Minister and the Staff

Search Advisory Team may actively seek out their own candidates to fill the said position. In addition, professional hiring consultation or advice may be sought by the Staff Search Advisory Team.

Candidates will be chosen based on competency, character and compatibility with the CBOQ. Candidates will hold or be willing to hold membership in a Local Church and be in agreement with the Constitution and with Baptist faith and polity.

(c) **Board Appointment**

In order to be appointed to an Executive Staff position, the candidate recommended by the Staff Search Advisory Team must be approved by a majority of not less than seventy-five percent (75%) of the votes cast by the Directors.

All decisions of the Board on recommendations concerning the appointment of Executive Staff shall be conducted by ballot.

5.05 Remuneration of Executive Director, Employees and Agents

The reasonable salary band remuneration range of the Executive Minister, Treasurer, Employees or Agents of the CBOQ shall be determined or fixed by the Board by Ordinary Resolution, or by a Committee thereof with the approval of the Board by Ordinary Resolution.

5.06 Employment Policies

The Board shall develop and maintain a set of human resource Policies and Procedures that provide for job descriptions, performance assessments, a salary scale, employment benefits, staff development and such other Policies and Procedures as the Board may, from time to time, deem appropriate.

**SECTION VI
PARTNERS IN MISSION**

6.01 Definition of Partners in Mission

In order to further its Purposes and Core Values, the CBOQ may associate with entities which have similar or complementary purposes to those of the CBOQ, which entities shall be known as Partners in Mission. All Partners in Mission shall fulfil all of the qualification requirements set out in Section 6.03. For greater certainty, the inclusion of a “Partner in Mission” in this By-law is only intended to recognize these types of entities which work with the CBOQ, and it is not the intention of the CBOQ to include “Partners in Mission” as a membership category for the purposes of the Act and this By-law.

6.02 Confirmation of Existing Partners in Mission

Subject to the above, the CBOQ shall have the following Partners in Mission: Canadian Baptist Ministries, Canadian Baptist Women of Ontario and Quebec, McMaster Divinity College, the Canadian Baptists of Ontario and Quebec Foundation, the Corporation of Convention Baptist Non-Profit Residences of Ontario and Quebec, the Convention of Atlantic Baptist Churches, Canadian Baptists of Western Canada, and l’Union d’Églises Baptistes Francophones du Canada.

6.03 Qualifications of Partners in Mission

A prospective Partner in Mission may qualify for admission as a Partner in Mission of the CBOQ if such prospective Partner in Mission meets and maintains all of the following qualifications:

- (a) the prospective Partner in Mission indicates in writing that it is in agreement and will continue in agreement with the Constitution of the CBOQ; and
- (b) the constitution, statement of faith and by-laws of the Partner in Mission are not in conflict with the Constitution of the CBOQ.

6.04 Admission of Partners in Mission

A Partner in Mission may be admitted from time to time by the Board of Directors by Ordinary Resolution, subject to ratification by the Members by Ordinary Resolution at the next regular Membership Meeting.

6.05 Duties and Rights of Partners in Mission

All Partners in Mission shall have the following duties and rights:

- (a) the duty to further the Purposes and Core Values of the CBOQ;
- (b) the right to apply for and potentially receive financial support from the CBOQ as determined in the sole discretion of the Board of Directors, provided that where a Partner in Mission has received financial support from the CBOQ in the preceding fiscal year, the said Partner in Mission shall be required to provide a report to the Members at the next annual Meeting of Members on its use of such financial support; and
- (c) the right to receive notice of, attend, speak and participate at all Meetings of Members through its authorized Non-Voting Representatives, who shall not be entitled to vote. Each Partner in Mission will be able to appoint the number of Non-Voting Representatives determined to be appropriate by the Executive Committee from time to time.

6.06 Removal of Partners in Mission

A Partner in Mission may be removed by the Members by a Special Resolution at a Membership Meeting duly called for that purpose, providing that the Partner in Mission is first given an opportunity to be heard.

6.07 Representation by CBOQ

In accordance with the terms of the constating documents of each Partner in Mission, the CBOQ may be entitled to send appointees to such Partners in Missions.

SECTION VII **COMMITTEES**

7.01 Standard Terms of Reference

(a) **Application**

These standard terms of reference shall apply to all Committees of the CBOQ unless specifically stated otherwise in the Sections of this General Operating By-law regarding each specific Committee.

(b) **Qualification for Membership on Committees**

In accordance with the terms of this By-law, both Directors and other Persons who are Active Members in good standing of Local Churches of the CBOQ, with the exception of Employees of the CBOQ and employees of any Partner in Mission, may be considered for appointment to any Committee. Where a Committee Member is not a Director of the CBOQ, then such Committee Member will be deemed to be a Volunteer of the CBOQ and will be subject to the requirements outlined in Section 5.01. In order to be a Committee Member, a Person must also be eighteen (18) years of age or older, have power under law to contract, be in agreement with the Constitution, not be bankrupt or mentally incompetent when elected or appointed, and not become bankrupt or mentally incompetent while serving as a Committee Member.

(c) **Appointment of Members to Committees**

With the exception of those Committee Members to be elected by the Members in accordance with this By-law, the Board may, in its sole discretion, appoint Persons to be members of a Committee.

(d) **President and Executive Minister as Ex Officio Members**

The President shall be an ex officio member of all Committees, and the Executive Minister shall be an ex officio member of all Committees save and except the Executive Committee subject to the rights provided to the Executive Minister in Section 4.02(d)(xi), subject to the following terms:

- (i) the President shall be included in the calculation of the authorized number of Committee Members and shall have the right to vote at and participate in all meetings of a Committee; and
- (ii) the Executive Minister shall not have the right to vote at any meetings of a Committee, but shall be included in the calculation of the authorized number of Committee Members and may otherwise participate in all such meetings.

(e) **Treasurer as Ex Officio Member**

The Treasurer shall be an ex officio member of the Financial Oversight Committee, the Strategic Planning Committee, the Grants Committee, and the Investment Committee. The Treasurer shall not have the right to vote at any meetings of such Committees, but shall be included in the calculation of the authorized number of Committee Members of these Committees and may

otherwise participate in all of their meetings. In relation to the Executive Committee, the Treasurer shall have the rights set out in Section 4.02(e)(x).

(f) Term of Office of Committee Members

The term of office for any elected Committee Member is three (3) years to expire at the close of business at the annual Meeting of Members that takes place three (3) years following the election as a Committee Member. The term of office for any appointed Committee Member is three (3) years to expire at the close of business at the Board meeting that takes place three (3) years following the appointment as a Committee Member.

(g) Maximum Term of Committee Members

The maximum number of terms for each Committee Member is two (2) terms of three (3) years. A Committee Member is eligible for re-appointment to the same Committee at the end of their first term for one (1) additional term, provided that such Committee Member continues to meet the qualification requirements to be a Committee Member in Section 7.01(b).

(h) Removal of Committee Members

The Board may remove any member of a Committee by Ordinary Resolution save and except for those Committee Members who are elected by the Members. Where the Members elect Committee Members, then such Committee Members may only be removed by the Members by Ordinary Resolution at a Meeting of Members called for such purpose.

(i) Vacancies

In the event of a vacancy on a Committee resulting from a resignation by a Committee Member during the term of office, the Board may fill such a vacancy by Ordinary Resolution, save and except for a Committee Member who is elected by the Members. If a Committee Member, who was elected by the Members, resigns during the term of office, then the Board may by Ordinary Resolution appoint a new Committee Member on a temporary basis until the next Meeting of Members. However, where a vacancy has occurred as a result of the removal of such a Committee Member by the Members, then the Members shall elect by Ordinary Resolution a qualified Person to serve the remainder of the term of office of the removed Committee Member, provided that such Person fulfils all the qualifications to be a Committee Member as set out in Section 7.01(b).

(j) Quorum

A majority of the members of the Committee, but not less than (2) members, constitutes a quorum for the transaction of business at any meeting of such Committee. Only those Committee Members present in person (and where permitted by Section 7.01(p) by telephone or electronically) shall be counted in determining whether or not a quorum is present.

(k) Chair

The Committee shall by Ordinary Resolution appoint a chair from amongst the Committee Members, other than ex officio Committee Members, if any.

(l) Notice of Meeting

Meetings of the Committee shall be held at such times as determined by the chair, but not less than once a year and provided that twenty-four (24) hours written, telephone or electronic, including facsimile transfer and e-mail, notice of such meeting shall be given, other than by mail, to each Committee Member. Notice by mail shall be sent at least ten (10) days prior to the meeting.

(m) Waiver of Notice

Whenever any notice of a Committee meeting is required to be given under the provisions of the Act, or in accordance with this General Operating By-law, a waiver thereof in writing signed by the Person or Persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a Committee meeting by a Person entitled to notice shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(n) Omission of Notice

The accidental omission to give notice of any Committee meeting or any irregularity in the notice of any such meeting of the Committee or the non-receipt of any notice by any Committee Member shall not invalidate any resolution passed or any proceedings taken at any Committee meeting, provided that no Committee Member objects in writing to the President or the Committee chair of such omission or irregularity within thirty (30) days of the publication of the minutes of the relevant meeting.

(o) Place of Meetings

Meetings of the Committee shall be held at the head office of the CBOQ or at any other place as designated by the chair in the notice calling the meeting.

(p) Meetings by Telephone or Electronic Means

If all of the Committee Members consent, a Committee Member may, in accordance with the Regulations, participate in a Committee meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Committee Member participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of Committees.

(q) Voting Rights and Procedures

All Committee Members shall have one (1) vote on every question put to a Committee meeting. Questions arising at any meeting of a Committee shall be decided by a majority of the members of the Committee present and voting. At all meetings of Committees, every question shall be decided by a show of hands of the Committee Members, unless a secret ballot on the question is required by the chair or requested by any Committee Member. Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair that a resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Committee is conclusive evidence of the fact without proof of the number or proportion of votes

recorded in favour of or against the motion, except in such cases where a secret ballot is conducted. A Committee Member shall be considered to be present at a meeting of a Committee if such Person attends the meeting either in person, by telephone conference call or by other electronic means. In the event of an equality of votes, the chair of the Committee shall have, in addition to an original vote, the second or deciding vote.

(r) Disclosure of Interest

Every Committee Member shall be subject to the same disclosure of interest requirements that govern Directors as set out in Section 3.14.

(s) Confidentiality

Every Committee Member shall respect the confidentiality of matters brought before the Committee.

(t) Reporting

Each Committee shall report to and be accountable to the Board, with the exception of:

- (i) the Credentials Committee, which shall report to and be accountable to the Ministerial Resources Committee; and
- (ii) the Nominations Committee, which shall report to and be accountable to the annual Meeting of Members.

(u) Co-opted Committee Members

Any Committee may, within the limits prescribed by the Board of Directors from time to time, co-opt Persons with expertise that may be required by the Committee. The role of any Co-opted Committee Member is to be advisory in nature and to provide observations and recommendations concerning the mandate of that Committee. A Co-opted Committee Member is not to be provided with the right to vote on a Committee. A Co-opted Committee Member shall serve without remuneration, provided that Reasonable Expenses incurred in the performance of the duties of a Co-Opted Committee Member may be reimbursed.

(v) Open Committee Meeting

Meetings of any Committee shall be open to such other Persons as the Committee from time to time determines can be present by Ordinary Resolution, provided that no one other than a Committee Member shall have the right to participate in discussions at any Committee meeting.

(w) Meetings in Camera

Where matters confidential to the CBOQ are to be considered at a Committee meeting, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a Person may be considered at a Committee meeting, the part of the meeting concerning such Person shall be held in camera, unless there is mutual agreement to the contrary by the Committee and such Person.

(x) Secretary of the Committee

The recording secretary of the Committee shall be determined by Ordinary Resolution of the Committee Members.

(y) Minutes of Meeting

Minutes shall be kept of all Committee meetings and shall be presented to the Board at the next meeting of the Board. Each Committee shall make a written report to the Members at the annual Meeting of Members each year.

(z) Sub-committees, Missional Teams and Advisory Teams

Any Committee may, within the limits prescribed by the Board of Directors from time to time, establish by Ordinary Resolution one or more Sub-committees, Missional Teams or Advisory Teams as it may deem advisable, appoint Persons as members of such Sub-committee(s), Missional Team(s) or Advisory Team(s) in accordance with this Section and then delegate any of its duties and powers to such Sub-committee(s), Missional Team(s) or Advisory Team(s). Each Sub-committee, Missional Team and Advisory Team shall be accountable to the Committee that established it. A member of a Sub-committee, Missional Team or Advisory Team shall serve without remuneration, provided that the member may be paid Reasonable Expenses incurred in the performance of such duties.

7.02 Executive Committee(a) Establishment of Executive Committee

The Executive Committee, which shall be a Standing Committee attached to the Board, shall be composed of the President, the 1st Vice-President, the 2nd Vice-President and the Past President. The Executive Minister and the Treasurer shall attend and participate at meetings of the Executive Committee, but shall not be members of the Executive Committee or have a vote thereat. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Executive Committee except as modified by this Section.

(b) Duties of the Executive Committee

The Executive Committee shall have the following duties:

- (i) to exercise the full powers of the Board in respect of the management and affairs of the CBOQ in between meetings of the Board (save and except only such acts which by the Act or otherwise by law must be performed by the Directors themselves) in all cases in which specific direction has not been given by the Board of Directors;
- (ii) to serve as a resource and counsel to the Executive Minister and the Treasurer;
- (iii) to serve as a forum to assess and deal with sensitive matters requiring confidentiality;
- (iv) to report all actions and expenditures authorized by the Executive Committee to the Board of Directors at the next meeting of the Board by the provision of the minutes of the Executive Committee meetings, with acceptance of the Executive Committee minutes by the Board constituting ratification of any actions or decisions by the Executive Committee;

- (v) to study, advise and make recommendations to the Board on any matter directed by the Board;
- (vi) to require that membership on such Executive Committee shall be served without remuneration, provided that an Executive Committee Member may be paid Reasonable Expenses incurred in the performance of the duties as an Executive Committee Member; and
- (vii) to perform such other duties as may be determined by the Board from time to time.

(c) Term of Membership on Executive Committee

The term of office for members of the Executive Committee shall be the same as their respective terms as Officers.

(d) Chair

The President for the CBOQ shall be the chair of the Executive Committee or, in the President's absence, a Vice-President shall serve as the chair.

(e) Minute-keeping for the Executive Committee

The Executive Minister shall assign and oversee a staff member to keep the minutes of the Executive Committee, as specified in Section 4.02(d)(xiii).

(f) Dissent at Meeting

Subject to the Act, an Executive Committee Member who is present at a meeting of the Executive Committee is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (i) the Executive Committee Member requests a dissent to be entered in the minutes of the meeting;
- (ii) the Executive Committee Member sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (iii) the Executive Committee Member sends a dissent by registered mail or delivers it to the registered office of the CBOQ immediately after the meeting is adjourned;

provided that an Executive Committee Member who votes for or consents to a resolution may not dissent.

(g) Dissent of Executive Committee Member

An Executive Committee Member who was not present at a meeting of the Executive Committee at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Executive Committee Member:

- (i) causes a dissent to be placed with the minutes of the meeting; or

- (ii) sends a dissent by registered mail or delivers it to the registered office of the CBOQ.

(h) Resolutions in Writing

A resolution in writing, signed by all the Executive Committee Members entitled to vote on that resolution at an Executive Committee meeting, shall be as valid as if it had been passed at an Executive Committee meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Executive Committee.

7.03 Nominations Committee

(a) Establishment of the Nominations Committee

The CBOQ shall establish a Nominations Committee, which shall be a Standing Committee attached to the Members, comprised of the following Persons:

- (i) three (3) Persons elected by the Members by Ordinary Resolution at the annual Meeting of Members;
- (ii) one (1) representative appointed each year by each Association in good standing, provided that each representative of an Association is a member of a Local Church in good standing; and
- (iii) the Past President.

The President shall be an ex officio voting member of the Nominations Committee. The Executive Minister shall also be an ex officio member of the Nominations Committee, without the right to vote at, but otherwise able to participate in, all meetings of such Committee. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Nominations Committee except as modified in this Section.

(b) Duties of the Nominations Committee

The Nominations Committee shall have the following duties:

- (i) to prepare and submit a slate of nominations of qualified Persons to be considered for positions within the CBOQ in accordance with this General Operating By-law, including members of the Board of Directors, the Officer to be elected by the Members, the Committee Members to be elected by the Members and the CBOQ's representatives to all Partners in Mission for which the CBOQ has the responsibility of electing representatives who are to be elected by the Members;
- (ii) to ensure that all Persons being nominated for a position in the CBOQ are qualified and to obtain the consent of all nominees before presenting their names for election by the Members at the annual Meeting of Members; and
- (iii) to require that membership on the Nominations Committee shall be served without remuneration, provided that a Nominations Committee Member may be paid Reasonable Expenses incurred in the performance of the duties as a Nominations Committee Member.

(c) Chair

The Past President for the CBOQ shall be the chair of the Nominations Committee or, in the Past President's absence, the members of the Nominations Committee may appoint another Nominations Committee Member to serve as the interim chair.

(d) Term of Office

The term of office of those Nominations Committee Members who are representatives appointed by each Association is one (1) year.

(e) Balanced Representation of Nominations

In carrying out its duties in preparing a slate of nominations, the Nominations Committee should be concerned to seek a balance of representation with respect to gender, age, geographical location, clergy, laity, cultural background, appropriate skills and experience.

(f) Nominations by Delegates

Nominations, other than those submitted by the Nominations Committee, may be submitted by any Delegate at the annual Meeting of Members as follows:

- (i) all such nominations shall be in writing;
- (ii) all such nominations shall include the names of two supporting Delegates and the consent of the nominee, and a brief résumé of the nominee's background;
- (iii) the nominee shall meet the eligibility requirements for the position to which the nominee is nominated, as determined in the sole discretion of the chair of the Nominations Committee;
- (iv) all such nominations shall be in the hands of the chair of the Nominations Committee, or the Executive Minister, no later than one (1) hour prior to the beginning of that Session of the annual Meeting of Members in which the report of the Nominations Committee is scheduled on the agenda.

7.04 Financial Oversight Committee(a) Establishment of the Financial Oversight Committee

The Board shall appoint a Financial Oversight Committee, which shall be deemed, for greater certainty to be an audit committee for the purposes of the Act. The Financial Oversight Committee shall be a Standing Committee attached to the Board, comprised of the following Persons:

- (i) three (3) Directors appointed by the Board by Ordinary Resolution each year, a majority of whom are not Officers; and
- (ii) three (3) Persons who are not Directors and are appointed by the Board by Ordinary Resolution.

The President shall be an ex officio voting member of the Financial Oversight Committee. The Executive Minister and Treasurer shall also be ex officio members of the Financial Oversight Committee, provided that each of them shall not have the right to vote at, but may otherwise participate in, all meetings of such Committee. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Financial Oversight Committee except as modified in this Section and required by the Act.

(b) Duties of the Financial Oversight Committee

The Financial Oversight Committee shall have the following duties:

- (i) to review the Public Accountant's plan to review the system of internal controls and to receive a report from the Public Accountant on the results of such review;
- (ii) to review the annual financial statements of the CBOQ, together with the Public Accountant's report thereon, before they are approved by the Board of Directors in accordance with the Act, and to discuss those financial statements and the Public Accountant's report with the Treasurer;
- (iii) to make recommendations to the Board with respect to the financial statements of the CBOQ and the Public Accountant's report thereon, the Public Accountant to be appointed by the Members at the annual Meeting of Members each year and the fees, if any, to be paid for audit services;
- (iv) to ensure compliance with accounting principles, presentation and disclosure standards;
- (v) to develop and recommend accounting policies for the approval of the Board;
- (vi) to act as a resource to the Treasurer; and
- (vii) to require that membership on the Financial Oversight Committee shall be served without remuneration, provided that a Financial Oversight Committee Member may be paid Reasonable Expenses incurred in the performance of the duties as a Financial Oversight Committee Member.

(c) Term of Office

The term of office of those Financial Oversight Committee Members who are Directors is one (1) year, which term of office may be renewed by the Board in accordance with Section 7.04(a)(i).

(d) Chair

The chair of the Financial Oversight Committee shall be determined by the Board by Ordinary Resolution.

(e) Notice of Meeting

Notice of the time and place of any meeting of the Financial Oversight Committee shall be sent to Public Accountant in accordance with the Act. The Public Accountant shall be entitled to attend the meeting at the expense of the CBOQ and be heard, and shall attend every meeting of the Financial Oversight Committee if requested to do so by one of its Committee Members.

(f) Calling Meetings

The Public Accountant or a Financial Oversight Committee Member may call a meeting of the Financial Oversight Committee.

7.05 Strategic Planning Committee(a) Establishment of the Strategic Planning Committee

The Board shall appoint a Strategic Planning Committee, which shall be a Standing Committee attached to the Board, comprised of the following Persons:

- (i) the President;
- (ii) the 1st Vice-President;
- (iii) the 2nd Vice-President;
- (iv) the Past President;
- (v) one (1) Director appointed by the Board by Ordinary Resolution each year; and
- (vi) three (3) Persons who are not Directors and are elected by the Members by Ordinary Resolution.

The Executive Minister and Treasurer shall also be ex officio members of the Strategic Planning Committee, provided that each of them shall not have the right to vote at, but may otherwise participate in, all meetings of such Committee. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Strategic Planning Committee except as modified in this Section.

(b) Duties of the Strategic Planning Committee

The Strategic Planning Committee shall have the following duties:

- (i) to advise and assist the Board in the development of a strategic plan for the CBOQ;
- (ii) to be responsible for a comprehensive review and updating of the strategic plan on an annual basis; and
- (iii) to require that membership on the Strategic Planning Committee shall be served without remuneration, provided that a Strategic Planning Committee Member may be paid Reasonable Expenses incurred in the performance of the duties as a Strategic Planning Committee Member.

(c) Term of Office

The term of office of those Strategic Planning Committee Members who are either Officers or Directors is one (1) year, which term of office for Directors may be renewed by the Board in accordance with Section 7.05(a)(v).

(d) Chair

The chair of the Strategic Planning Committee shall be determined by the Board by Ordinary Resolution.

7.06 Investment Committee(a) Establishment of the Investment Committee

The Board shall appoint an Investment Committee, which shall be a Standing Committee attached to the Board, comprised of the following Persons:

- (i) one (1) Director appointed by the Board by Ordinary Resolution each year; and
- (ii) three (3) Persons who are not Directors and are appointed by the Board by Ordinary Resolution.

The President shall be an ex officio voting member of the Investment Committee. The Executive Minister and Treasurer shall also be ex officio members of the Investment Committee, provided that each of them shall not have the right to vote at, but may otherwise participate in, all meetings of such Committee. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Investment Committee except as modified in this Section.

(b) Duties of the Investment Committee

The Investment Committee shall have the following duties:

- (i) to advise and assist the Board in the investment of the funds of the CBOQ in accordance with any investment Policy of the CBOQ in place from time to time;
- (ii) to advise and assist the Board in the development of an investment Policy and investment strategy and the review of both on an annual basis; and
- (iii) to require that membership on the Investment Committee shall be served without remuneration, provided that an Investment Committee Member may be paid Reasonable Expenses incurred in the performance of the duties as an Investment Committee Member.

(c) Term of Office

The term of office of the Investment Committee Member who is a Director is one (1) year, which term of office may be renewed by the Board in accordance with Section 7.06(a)(i).

7.07 Grants Committee(a) Establishment of the Grants Committee

The Board shall appoint a Grants Committee, which shall be a Standing Committee attached to the Board, comprised of the following Persons:

- (i) two (2) Directors appointed by the Board by Ordinary Resolution each year; and

- (ii) one (1) Person who is not a Director and is appointed by the Board by Ordinary Resolution.

The President shall be an ex officio voting member of the Grants Committee. The Executive Minister and Treasurer shall also be ex officio members of the Grants Committee, provided that each of them shall not have the right to vote at, but may otherwise participate in, all meetings of such Committee. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Grants Committee except as modified in this Section.

(b) Duties of the Grants Committee

The Grants Committee shall have the following duties:

- (i) to advise and assist the Board in overseeing the grants applications and the approval of funds designated for local mission granting purposes in accordance with the grant application and approval guidelines of the CBOQ in place from time to time;
- (ii) to advise and assist the Board in the development of grant application and approval guidelines and strategy, together with the review of such guidelines on an annual basis; and
- (iii) to require that membership on the Grants Committee shall be served without remuneration, provided that a Grants Committee Member may be paid Reasonable Expenses incurred in the performance of the duties as a Grants Committee Member.

(c) Term of Office

The term of office of the Grants Committee Members who are Directors is one (1) year, which term of office may be renewed by the Board in accordance with Section 7.07(a)(i).

7.08 Ministerial Resources Committee

(a) Establishment of the Ministerial Resources Committee

The Board shall appoint a Ministerial Resources Committee, which shall be a Standing Committee attached to the Board, comprised of the following Persons:

- (i) one (1) Director appointed by the Board by Ordinary Resolution each year; and
- (ii) six (6) Persons who are not Directors and are appointed by the Board by Ordinary Resolution.

The President shall be an ex officio voting member of the Ministerial Resources Committee. The Executive Minister and the Employee with responsibility for Ministry Leaders' relations shall also be ex officio members of the Ministerial Relations Committee, provided that each of them shall not have the right to vote at, but may otherwise participate in, all meetings of such Committee. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Ministerial Resources Committee except as modified in this Section.

(b) Duties of the Ministerial Resources Committee

The Ministerial Resources Committee shall have the following duties:

- (i) to advise and assist the Board in the development of Policies and Procedures for the CBOQ related to ordination, accreditation, pastoral benefits and maintenance of Ministry Leaders' records and files;
- (ii) to review the credentials of Ministry Leaders, where necessary, for disciplinary or other reasons in accordance with the Policies and Procedures of the CBOQ in place from time to time;
- (iii) to initiate and monitor restorative processes for any Ministry Leader whose credentials have been suspended, withdrawn or terminated in accordance with the Policies and Procedures of the CBOQ in place from time to time; and
- (iv) to require that membership on the Ministerial Resources Committee shall be served without remuneration, provided that a Ministerial Resources Committee Member may be paid Reasonable Expenses incurred in the performance of the duties as a Ministerial Resources Committee Member.

(c) Term of Office

The term of office of the Ministerial Resources Committee Member who is a Director is one (1) year, which term of office for the Director may be renewed by the Board in accordance with Section 7.07(a)(i).

(d) Chair

The chair of the Ministerial Resources Committee shall be the Director who is appointed to the said Committee by the Board.

7.09 Credentials Committee

(a) Establishment of the Credentials Committee

The CBOQ shall establish a Credentials Committee, which shall be a Standing Committee attached to the Ministerial Resources Committee, comprised of twelve (12) Persons who are not Directors and are elected by the Members by Ordinary Resolution at the annual Meeting of Members, as required.

The President shall be an ex officio voting member of the Credentials Committee. The Executive Minister and the Employee with responsibility for pastoral relations, as well as a representative of McMaster Divinity College which is appointed by it each year, shall also be ex officio members of the Credentials Committee, provided that each of them shall not have the right to vote at, but may otherwise participate in, all meetings of such Committee. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Credentials Committee except as modified in this Section.

(b) Duties of the Credentials Committee

The Credentials Committee shall have the following duties:

- (i) to advise and assist the Ministerial Resources Committee regarding the Standards and Policies and Procedures for ordination and accreditation;

- (ii) to review and examine the spiritual, moral and academic qualifications, and ministry experience of all Persons applying for accreditation and ordination by the CBOQ for professional ministry and grant appropriate standing in accordance with the Standards and Policies and Procedures of the CBOQ in place from time to time;
- (iii) to grant final approval for candidates to proceed to an ordination examining council at the call of a Local Church in accordance with the Standards and Policies and Procedures of the CBOQ in place and as amended from time to time; and
- (iv) to require that membership on the Credentials Committee shall be served without remuneration, provided that a Credentials Committee Member may be paid Reasonable Expenses incurred in the performance of the duties as a Credentials Committee Member.

(c) Reporting

The Credentials Committee shall report to and be accountable to the Ministerial Resources Committee.

(d) Minutes

Minutes shall be kept of all Committee meetings. Rather than providing minutes to the Board, a summary report of such minutes shall be provided to the Ministerial Resources Committee at the next meeting of the Ministerial Resources Committee.

7.10 Standing Committees

(a) Establishment of Standing Committees

The Board of Directors may by Ordinary Resolution establish such other Standing Committees as it determines necessary from time to time. The number of members on each Standing Committee and the mandate of such Standing Committee may be determined by Ordinary Resolution of the Board of Directors from time to time. The Standing Committees are expected to have a continuing existence from year to year but the Board of Directors shall review on an annual basis the continuing need for each Standing Committee. The Board of Directors shall determine which of the standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Standing Committees.

(b) Duties of Standing Committees

The specific duties of each Standing Committee arising from the mandate given by the Board shall:

- (i) be determined by such Standing Committee in writing and approved by the Board;
- (ii) include the keeping of minutes of each meeting;
- (iii) be task orientated;
- (iv) be to report and make recommendations to the Board as requested by the Board;

- (v) require that the chair of each Committee is to submit a report on that Committee's activities over the past year at the annual Meeting of Members; and
- (vi) require that membership on such Committee shall be served without remuneration, provided that a Committee Member may be paid Reasonable Expenses incurred in the performance of the duties of a Committee Member.

7.11 Missional Teams

(a) Establishment of Missional Teams

The Board of Directors by Ordinary Resolution may establish such Missional Teams as it determines necessary from time to time. The mandate, term and numbers of members on each Missional Team shall be determined by the Board of Directors from time to time, provided that a majority of the members of each Missional Team shall be Active Members of Local Churches in good standing. Missional Teams are formed for the purpose of carrying out specific tasks to meet certain defined objectives and are automatically dissolved once they have completed their task and submitted their final report to the Board of Directors. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Missional Teams except as modified by this Section.

(b) Specific Duties of Missional Teams

The specific duties of each Missional Team arising from the mandate given by the Board shall:

- (i) be determined by such Missional Team in writing and approved by the Board;
- (ii) include the keeping of minutes of each meeting;
- (iii) be task orientated;
- (iv) be to meet certain defined objectives as requested by the Board; and
- (v) be to require that membership on such Missional Team shall be served without remuneration, provided that a Missional Team member may be paid Reasonable Expenses incurred in the performance of the duties of a Missional Team member.

7.12 Advisory Teams

(a) Establishment of Advisory Teams

The Board of Directors by Ordinary Resolution may establish such Advisory Teams as it determines necessary from time to time. The mandate, term and numbers of members on each Advisory Team shall be determined by the Board of Directors from time to time, provided that a majority of the members of each Advisory Team shall be Active Members of Local Churches in good standing. Advisory Teams are formed for the purpose of providing observations and recommendations concerning specific operations, programs or other applicable issues of the CBOQ and are automatically dissolved once they have completed their task and submitted their final report to the Board of Directors. The standard terms of reference for Committees as detailed in Section 7.01 shall apply to the Advisory Teams except as modified by this Section.

(b) Specific Duties of Advisory Teams

The specific duties of each Advisory Team arising from the mandate given by the Board shall:

- (i) be determined by such Advisory Team in writing and approved by the Board;
- (ii) include the keeping of minutes of each meeting;
- (iii) be task orientated;
- (iv) be to provide observations and recommendations concerning specific operations, programs or other applicable issues of the CBOQ as requested by the Board; and
- (v) be to require that membership on such Advisory Team shall be served without remuneration, provided that an Advisory Team member may be paid Reasonable Expenses incurred in the performance of the duties of an Advisory Team member.

SECTION VIII **DUTIES, PROTECTION AND INDEMNITY**

8.01 Duties, Protection and Indemnity to Directors, Officers and Others

(a) Duties of Directors and Officers

Every Director and Officer in exercising such Person's powers and discharging such Person's duties shall act honestly and in good faith with a view to the best interests of the CBOQ and shall exercise the care, diligence and skill that a reasonably prudent Person would exercise in comparable circumstances. Every Director and Officer of the CBOQ shall comply with the Act, the Regulations, and the Constitution.

(b) Limitation of Liability

No Director, Officer, Member, Committee Member, Employee or Volunteer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Member, Committee Member, Employee or Volunteer of the CBOQ, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the CBOQ through the insufficiency or deficiency of title to any property acquired by the CBOQ for or on behalf of the CBOQ or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of or belonging to the CBOQ shall be placed 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 moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the CBOQ or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's, Officer's, Committee Member's, Employee's or Volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such Person's wilful neglect or default or otherwise result from the Director's, Officer's, Committee Member's, Employee's or Volunteer's failure to act in accordance with the Act and the Regulations.

(c) Indemnity to Directors, Officers and Others

Subject to the Act, the CBOQ may indemnify a Director or Officer of the CBOQ, a former Director or Officer of the CBOQ or another Person who acts or acted at the CBOQ's request as a Director or Officer or in a similar capacity of another entity, and such Person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such Person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the Person is involved because of that association with the CBOQ or other entity if,

- (i) the Person acted honestly and in good faith with a view to the best interests of the CBOQ or, as the case may be, to the best interests of the other entity for which the Person acted as Director or Officer or in a similar capacity at the CBOQ's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Person had reasonable grounds for believing that the conduct was lawful.

The CBOQ may indemnify such Person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

(d) Indemnity to Others

The CBOQ may also indemnify such other Persons (with "Person" in this Section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated entities and all other forms of business organizations) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provision of this General Operating By-law to the extent permitted by the Act or the law.

(e) Insurance

Subject to the Act, the CBOQ may purchase and maintain insurance for the benefit of any Person entitled to be indemnified by the CBOQ pursuant to Sections 8.01(c) and 8.01(d) as the Board may determine from time to time against any liability incurred by the Person:

- (i) in the Person's capacity as a Director or an Officer of the CBOQ; or
- (ii) in the Person's capacity as a Director or an Officer, or in a similar capacity of another entity, if the Person acts or acted in that capacity at the CBOQ's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

(f) Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the CBOQ is liable to indemnify a Director or Officer pursuant to this By-law, the CBOQ may advance to the Director or Officer such funds as may be

reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the CBOQ disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION IX **POLICIES AND PROCEDURES**

9.01 Policies and Procedures

- (a) The Board may adopt, amend or repeal by Special Resolution any Policies and Procedures that are not inconsistent with the Act or the Constitution, as deemed necessary from time to time. Adoption, amendment, or repeal of any Policies and Procedures by the Board of Directors will be reported annually to Assembly in the Board report.
- (b) A Policy or Procedure shall take priority over any conflicting Rule or Guideline.
- (c) The Board shall be responsible for maintaining an up-to-date file of all Policies and Procedures approved in accordance with this Section.

SECTION X **RULES AND GUIDELINES**

10.01 Rules and Guidelines

- (a) The Board may adopt, amend or repeal by Ordinary Resolution any Rules and Guidelines that are not inconsistent with the Act or the Constitution, on matters relating to the management and operation of the CBOQ, as deemed necessary from time to time. Adoption, amendment, or repeal of any Rules and Guidelines by the Board of Directors will be reported annually to Assembly in the Board report.
- (b) The Board shall be responsible for maintaining an up-to-date file of all Rules and Guidelines approved in accordance with this Section.

SECTION XI **STANDARDS**

11.01 Standards

- (a) The Members may adopt, amend or repeal by Special Resolution any Standards that are not inconsistent with the Act or the Constitution relating to the mandatory requirements of the CBOQ for Local Churches and/or Ministry Leaders in relation to doctrine, theological distinctives, teachings, practices and risk management procedures, as the Members may deem appropriate from time to time.
- (b) Any Standards adopted by the Members shall continue to have force and effect until amended, repealed, or replaced by a subsequent Special Resolution of the Members.

- (c) The Board shall be responsible for maintaining an up-to-date file of all Standards approved in accordance with this Section.

SECTION XII

WAIVER AND DISPUTE RESOLUTION

12.01 Waiver

Notwithstanding anything else contained herein, and without prejudice to or in any other way derogating from the rights of such Persons as set out in the Act, Regulations, and Constitution of the CBOQ; Directorship, Officer status, Committee Membership, or Volunteer status in the CBOQ is given upon the strict understanding that removal of such Person as Director, Officer, Committee Member, or Volunteer in accordance with the General Operating By-law or any other proceedings contained therein, shall not give such Person any cause for legal action against either the CBOQ, its Members, the Board of Directors, any Officer, Committee Member, Employee or Volunteer and the acceptance of Directorship, Officer status, Committee Membership, or Volunteer status shall constitute conclusive evidence of a waiver by the Director, Officer, Committee Member, or Volunteer of all rights of action, causes of action, and all claims and demands against the CBOQ, its Members, the Board of Directors, Officers, Committee Members, Employees or Volunteers of the CBOQ in relation to any actions or proceedings or matters arising out of the General Operating By-law or involving the General Operating By-law in any manner whatsoever, and this provision may be pleaded as a complete estoppel in the event that such an action is commenced in violation thereof.

12.02 Dispute Resolution

- (a) Disputes or controversies amongst Directors, Officers, Committee Members, or Volunteers of the CBOQ are as much as possible to be resolved in accordance with the Biblical principles stated in Matthew 5:23-24, Matthew 18:15-20, Luke 17:3, Galatians 6:1, and First Corinthians 6:1-8 and in accordance with mediation and/or arbitration as provided in Section 12.03 of this By-law.
- (b) Disputes or controversies amongst Members are as much as possible to be resolved in accordance with those same Biblical principles. The Membership Review Process described in Section 2.10 may be used as a dispute resolution process as necessary.

12.03 Mediation and Arbitration

In the event that a dispute or controversy amongst Directors, Officers, Committee Members or Volunteers of the CBOQ arising out of or related to the Constitution or out of any aspect of the operations of the CBOQ, is not resolved in private meetings between the parties pursuant to Section 12.02, then without prejudice to or in any other way derogating from the rights of the Directors, Officers, Committee Members or Volunteers of the CBOQ as set out in the Act, the Regulations, or the Constitution, and as an alternative to such Person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:

- (a) the dispute or controversy shall first be submitted to a panel of Christian mediators whereby one (1) party to the dispute appoints one (1) mediator, the other party, (or if applicable the Board of the CBOQ), appoints another mediator, and the two (2) mediators so appointed jointly appoint a third mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties;

- (b) if the matter is not resolved through mediation, then the said mediators shall arbitrate and decide all issues in accordance with the provisions of the *Arbitration Act* (Ontario) and the award of the mediators in their role as arbitrators shall be final and binding upon the parties and the judgment once given may be entered by any court having jurisdiction;
- (c) the number of mediators can be reduced from three (3) to one (1) upon the agreement of all parties; and
- (d) all costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy.

SECTION XIII **FINANCIAL MATTERS**

13.01 Financial Year End

Unless otherwise changed by Ordinary Resolution of the Board, the fiscal year end of the CBOQ shall be the 31st day of December in each year.

13.02 Banking Arrangements

The banking business of the CBOQ shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the CBOQ and/or other Persons as the Board may from time to time designate, direct or authorize.

13.03 Financial Statements and Annual Budget

- (a) The Treasurer shall prepare prior to the annual Meeting of Members each year, the following:
 - (i) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time; and
 - (ii) an annual balanced budget for the upcoming year prepared in consultation with the chair of each Committee, with such budget presenting for comparative purposes the budget and expenditures of at least the previous year.
- (b) The financial statements and the annual budget shall be forwarded to the Board for approval at least six (6) weeks prior to the annual Meeting of Members.
- (c) After being approved by the Board, the financial statements shall be presented at the annual Meeting of Members for approval by the Members by Ordinary Resolution. The CBOQ shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between twenty-one (21) and sixty (60) days before the day on which an annual Meeting of Members is held, unless a Member declines to receive them. Alternatively, the CBOQ may publish a notice to the Members stating that such documents are available at the registered office of the CBOQ and any Member may request a copy free of charge at the registered office or by prepaid mail.

13.04 Public Accountant and Financial Review

- (a) The Members shall, by Ordinary Resolution at each annual Meeting of Members, appoint a Public Accountant to hold office until the next following annual Meeting of Members. If the CBOQ meets the requirements for a “designated corporation” under the Act (by having \$50,000 or less in gross annual revenues for its last completed financial year), the Members may resolve not to appoint a Public Accountant upon unanimous approval of the Members.
- (b) The Public Accountant must conduct an audit of the CBOQ’s financial statements. However, if the CBOQ’s gross annual revenues for its last completed financial year are equal to or less than \$250,000, the Members may, by a Special Resolution, require a review engagement conducted instead.
- (c) The Public Accountant must meet the qualifications in the Act, including being independent of the CBOQ and its affiliates, as well as the Directors and Officers of the CBOQ and its affiliates. The Directors may fill any casual vacancy in the office of the Public Accountant to hold office until the next following annual Meeting of Members. The remuneration of the Public Accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

13.05 Borrowing

- (a) Borrowing Authority

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

- (i) borrow money on the credit of the CBOQ;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue debentures or other securities of the CBOQ;
- (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (v) secure any such debentures, or other securities, or any other present or future borrowing or liability of the CBOQ, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the CBOQ, and the undertaking and rights of the CBOQ.

- (b) Authorization

From time to time, the Board may authorize any Director or Officer or other Persons of the CBOQ to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the CBOQ.

13.06 Dealings in Real Property

Any decision of the Board affecting the acquisition, sale, lease or mortgage of real property on which is situate the CBOQ's headquarters shall require a majority of not less than seventy-five percent (75%) of the votes cast by the Directors present at a Board meeting for which proper notice has been given in accordance with this By-law, which notice shall specifically advise that the acquisition, sale, lease or mortgage of the said property is to be considered.

SECTION XIV GENERAL PROVISIONS

14.01 Corporate Seal

The CBOQ may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Treasurer of the CBOQ shall be the custodian of the corporate seal.

14.02 Execution of Documents and Cheques

(a) Contracts, Documents and Instruments in Writing

Contracts, deeds, transfers, assignments, obligations or any instruments in writing requiring the signature of the CBOQ shall be signed by any two (2) Officers, Directors or other Persons designated by Ordinary Resolution of the Board whether or not a Director or Officer of the CBOQ, and all such contracts, documents and instruments in writing so signed shall be binding upon the CBOQ without further authorization or formality. The Board shall have the power from time to time by Ordinary Resolution to appoint any two (2) Directors, Officers or other Persons on behalf of the CBOQ to specifically sign particular contracts, documents and instruments in writing. The Board may give the CBOQ'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 CBOQ. The seal of the CBOQ when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any Officer or Officers appointed.

(b) Cheques

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two (2) Officers or Directors, or other Persons whether or not an Officer or Director whom, and in such manner as, the Board may from time to time determine by Ordinary Resolution.

14.03 Securities for Safekeeping

The securities of the CBOQ shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the CBOQ signed by such Officer or Agent of the CBOQ, and in such manner, as shall from time to time be determined by Ordinary Resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

14.04 Registered Office

The registered office of the CBOQ shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

14.05 Books and Records

The Board shall see that all necessary books and records of the CBOQ required by the By-laws of the CBOQ or by any applicable statute or law are regularly and properly kept.

14.06 Notice

(a) Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, Committee Member or the Public Accountant shall be sufficiently given:

- (i) if delivered personally to the Person to whom it is to be given or if delivered to such Person's address as shown in the records of the CBOQ or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the CBOQ in accordance with the Act and received by Corporations Canada;
- (ii) if mailed to such Person at such Person's recorded address by prepaid ordinary or air mail;
- (iii) if sent to such Person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (iv) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the CBOQ to any notice or other document to be given by the CBOQ may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

(b) Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

(c) Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the CBOQ shall not be required to give any further notices to such Member until such Member informs the CBOQ in writing of its new address.

(d) Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Committee Member or the Public Accountant, or the non-receipt of any notice by any such Person where the CBOQ has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

(e) Waiver of Notice

Any Member, Director, Officer, Committee Member or the Public Accountant may waive or abridge the time for any notice required to be given to such Person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or meetings of the Board or a Committee, which may be given in any manner.

SECTION XV

AMENDMENT OF ARTICLES AND BY-LAWS

15.01 Amendment of Articles and By-laws

(a) The Articles and the By-laws of CBOQ may only be amended by:

- (i) a proposal approved by Special Resolution of the Board at a meeting called for the purpose of enacting that amendment; or
- (ii) a member proposal prepared and submitted by any Member in accordance with the provisions of the Act and taking into account any CBOQ Guidelines then in place regarding member proposals;

which is thereafter sanctioned by a Special Resolution of the Members at a Meeting of Members duly called for the purpose of considering the proposed amendment(s).

- (b) Notice of any Meeting of Members described in Section 15.01(a) shall be given by CBOQ at least sixty (60) days prior to such Meeting of Members, with the said notice stating the proposed amendment(s) and the purpose thereof.
- (c) Any amendment to the Articles is effective on the date shown in the certificate of amendment. Any amendment to the By-law shall be effective on the date of the Meeting of Members at which it was sanctioned in accordance with Section 15.01(a).

SECTION XVI
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

16.01 Repeal of Former By-laws

- (a) General Operating By-law No. 3 (as amended by By-laws No. 4-6) is hereby repealed and replaced by this General Operating By-law No. 7, effective immediately.
- (b) The said repeal of all previous By-laws shall not affect the previous operations of such By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to its repeal. All Directors, Officers and Persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Resolutions, with continuing effect, passed under such repealed By-laws, shall continue to be valid, except to the extent that they are inconsistent with this By-law, and until amended or repealed.

General Operating By-law No. 7, (Adopted on June 9, 2023)

SCHEDULE A

CHARITABLE PURPOSES AND CORE VALUES

The charitable purposes of the CBOQ are:

1. To preach, teach, promote, disseminate, advance, demonstrate, encourage, and implement the Gospel of Jesus Christ and related truths of the Holy Bible, and thus fulfil the command of our Lord and Saviour that His Gospel be preached in all the world as a witness for all nations, all in accordance with the Core Values of the CBOQ, as amended from time to time
2. Provided that these charitable purposes shall include only those which are, at law, exclusively charitable and without limiting the generality of the foregoing, and to accomplish the aforesaid charitable purposes:
 - (a) to uphold and further the Core Values of the CBOQ, as amended from time to time;
 - (b) to bring forth the knowledge of the gift of salvation through Jesus Christ, head of the Church, to the local community, to the country of Canada and to the world at large as may be directed by our Lord and Saviour;
 - (c) to establish, maintain and/or operate churches and/or one or more places of worship of Almighty God;
 - (d) to coordinate and facilitate the operation of a convention of Baptist churches in Canada on behalf of its member churches;
 - (e) to accredit and/or license ordained ministers, commissioned workers, chaplains and others ("Ministers") to full-time and/or part-time Christian service, as well as to superintend, regulate and/or guide their activities in furtherance of the charitable purposes herein;
 - (f) to establish, resource, co-ordinate and/or guide the activities of member churches and or Ministers to accomplish the charitable purposes herein;
 - (g) to help, promote and strengthen the spiritual welfare of member churches and Ministers in adherence to the Christian faith and discipleship of believers to accomplish the charitable purposes herein;
 - (h) to receive, maintain, manage and invest a fund or funds and to apply, from time to time, all or part thereof and the net income earned therefrom to provide loans or grants to member churches for operational and/or capital purposes;
 - (i) to deepen and extend fellowship amongst member churches, Ministers, Christian churches, organizations and individuals;
 - (j) to promote, maintain, enforce, superintend and/or carry on, in accordance with the constitution, acts and rulings of the CBOQ, any and all of the work of the body;
 - (k) to establish, promote and/or engage in Christian counselling of Ministers and others, as necessary;

- (l) to give expression to, communicate and/or present the understanding and opinions of its member churches and Ministers on moral, religious, social concern and ecclesiastical matters;
- (m) to give expression to, communicate, present and/or enforce the standards of the CBOQ established for its member churches and Ministers in relation to doctrine, theological distinctives, teachings, practices and risk management procedures in accordance with the understanding and opinions of its member churches and Ministers;
- (n) to promote, organize, establish, maintain and/or carry on a ministry of Christian worship and education in the knowledge of God and the guidance of all life as revealed in the Holy Scriptures of both the Old and New Testament;
- (o) to develop, organize and/or conduct classes, meetings, tutorials, discussions, activities, programs, courses, seminars, conferences, workshops and/or symposiums for individuals, groups and/or organizations to further the charitable purposes of the CBOQ;
- (p) to establish, maintain and/or operate one or more Christian camps, retreat centres or conference centres;
- (q) to support and encourage unity in the body of Christ within the CBOQ and everywhere;
- (r) to train, send forth, support and/or maintain missions and/or missionaries to preach and teach the Gospel of Jesus Christ for both national and international missions;
- (s) to establish and/or maintain programs and/or agencies to alleviate human suffering and/or meet the physical and emotional needs of persons in need in the local community, the country of Canada and the world at large in order to demonstrate and disseminate the message of Christ's love and offer of salvation;
- (t) to establish, maintain and/or operate bible colleges, theological seminaries or other similar institutions of religious instruction to train men and women in the Christian faith as lay people, Christian workers, ministers, missionaries and evangelists;
- (u) to establish, operate and/or maintain residential housing, incidental facilities and/or other programs and services for seniors over the age of fifty-five who have needs and conditions associated with old age, including but not limited to loneliness, isolation, poor health, and difficulty in mobility, in order to relieve and alleviate their needs and conditions and to ease the effects of aging as demonstration and implementation of the message of Christ's love and offer of salvation;
- (v) to establish, maintain and/or operate residences for religious leaders;
- (w) to establish, maintain and/or operate burial grounds and/or cemeteries;
- (x) to give donations, scholarships and/or bursaries for charitable, educational or religious purposes in accordance with the charitable purposes of the CBOQ;
- (y) to establish, own and/or operate one or more libraries, publishing offices, printing plants, distribution centres or retail facilities for the publication, printing, distribution and sale of

all types of literature and publications directly related to the charitable purposes of the CBOQ;

- (z) to produce programs and/or materials directly related to the charitable purposes of the CBOQ for presentation, broadcast and distribution on any means of audio, visual, computer, internet, electronic or other forms of communication as may become available from time to time;
- (aa) to acquire, lease and/or hold land, in whole or in part, in furtherance of the charitable purposes of the CBOQ;
- (bb) to associate and affiliate with any association or organization, incorporated or unincorporated, with exclusively charitable purposes similar or complementary to those of the CBOQ herein;
- (cc) to dispose of or transfer any property of the CBOQ to charitable organizations that are also “qualified donees” as defined in the *Income Tax Act* (Canada), as amended from time to time, to further the charitable purposes of the CBOQ; and
- (dd) to carry on “related businesses” within the meaning of the *Income Tax Act* (Canada) as amended from time to time in furtherance of the purposes stated herein.

CORE VALUES

The Core Values of the CBOQ are:

Faith

We cherish a personal and growing experience of Jesus Christ as Saviour and Lord as the heart of our faith.

Community

We value our sense of community in Christ in our CBOQ, in Associations and other groups, in local churches and with other Christians, recognizing our accountability to each other.

Mission

We purpose to glorify God through reaching individuals for Christ through our witness to Christ's presence, love and saving power.

Churches

We place importance on the local congregation as the body of believers established for worship, spiritual growth, fellowship and mission.

Cooperation

We promote voluntary partnerships with others to do things which individual churches can accomplish more effectively together.

Leadership

We recognize the need for development, training and support of pastoral and lay leaders.

Learning

We put special importance on each individual learning to be a disciple of Christ, a lifelong process that involves studying scripture, reflecting on and practicing faith, engaging in personal and corporate mission, and discerning and using spiritual gifts.

Prayer

We are convinced that effectiveness in ministry is dependant upon prayer. Therefore, the dreaming, planning and execution of ministry will be saturated in prayer.