

# Grant Memorial Baptist Church

Semi-Annual Meeting of the Members

June 21, 2021



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# 1. Meeting Logistics

## 1.1 Meeting Agenda

The proposed agenda for the June 2021 semi-annual meeting of the members of Grant Memorial Church is as follows:

- Welcome & Prayer
- Approval of Agenda
- Approval of Minutes from the Members Meeting held October 28, 2020
- Approval of Minutes from the Special Members meeting held May 31, 2021
- CEO Report & Ministry Plan
- Budget & Budget Approval
- Deacon Candidate Presentation & Vote
- Deacon Board Activity Update
- Elder Activity Update
- Proposed Organizational Structure Presentation & Vote
- Proposed By-Law Revisions Presentation & Vote
- Continuance of Deacons to Trustees of GMBC Vote
- Affirmation of Senior Leadership Candidates Vote
- Closing Prayer & Adjournment

## 1.2 Meeting Participation

The Meeting will be held virtually, via video or audio, due to current Coronavirus pandemic.

### **Members**

Members are invited to attend and participate in the meeting via ZOOM video call or via audio call. Members are eligible to actively participate in all proceedings during the meeting including discussions, motions, resolutions and voting.

### **Non-Members**

Non-members may attend the meeting via a video livestream. According to our by-laws, Non-members shall not participate in any manner whatsoever including any discussions, motions and resolutions arising and are not entitled to any voting rights. Despite those stated restrictions, the Chairman of the meeting may authorize Non-members to participate in discussions, motions and resolutions arising at the meeting.

Further clarification regarding Member and Non-Member rights are found in Articles IV and V of the By-Laws of Grant Memorial Baptist Church Inc. By-Laws enacted on October 28, 2020.

## 2. CEO Report

### 2.1 Year in Review

It has been 20 months since I joined Grant on an interim basis as CEO. While initially anticipating that “interim” was maybe six or nine months, it has turned out quite differently. Five months in COVID-19 arrived in Winnipeg with its public health concerns, and resulting gathering restrictions. It is truly unlike anything we have ever experienced. Looking back to early 2020, who could have envisioned what the world has experienced over the 15 months.

As a church we are accustomed to, and take for granted, gathering on a regular basis for worship. Suddenly we went from familiar worship and ministry activities, to an environment in which we were asked to mask up, stay six feet apart, constantly be washing or sanitizing our hands, close our doors and not to meet in person, or at least not in large groups. Over the past 15 months, staying on top of which activities are allowed and which are not has been a moving target, as the pandemic, and its public health restrictions, surged and then receded, only to surge again in another wave. The ministry planning horizon moved from years and months to weeks and days. Watching government news conferences, right to the end of the Q&A session, became routine and pouring over public health orders, light reading.

After an initial adjustment period, the staff team has learned to be flexible and the word of the year has been “pivot”. I recall a number of occasions when an opinion was sought regarding the feasibility of a proposed ministry activity. And if it was a go, then what section of the current public health order was applicable. A public health inspector did visit us on a Sunday last December, during the height of Operation Christmas Child. Other than some encouraging words for what was being done for children around the world, all was fine and she carried on with her day.

While the past 15 months have only provided limited opportunities to gather in person, we have learned to lean heavily on technology to continue to worship, minister and connect with you. Our existing technology infrastructure provided the immediate ability to stay in touch and over the last year we have invested in additional technology, and welcomed additional technical expertise, as we anticipate that on-line ministry opportunities will continue, even after we can once again all gather in person.

### 2.2 Our Staff

Other than during the early days of the pandemic, when we were forced to lay-off a small number of mostly part time staff, over the past 11 months our staff compliment has remained relatively constant. During this time we have experienced three departures of regular staff members, two related to maternity and one moved on to a larger role at a local independent Christian school. While we were saddened at the departures, we are grateful the way our God has led others to join us to fill the vacant roles.

Staff departures during the year included:

- Victoria Siemens (although we anticipate she will rejoin us)
- Nic Neustaedter – Youth Ministry
- Judson Rempel – Communications

Staff additions and returning during the year included:

- Becca Job – Youth Ministry
- Italo Mata – Communications
- Collin Nickel – Technical Production
- Melody Riddell – Reception
- Riley Braun – Summer Intern

Internal staff movement during the year included:

- Grace Penner – from Property to Reception
- Fernanda Girardi – from Children’s Ministry to Adult Small Groups

We are also in the process of adding a Children’s Ministry Associate and a Communications Manager, and are in discussions with two excellent candidates.

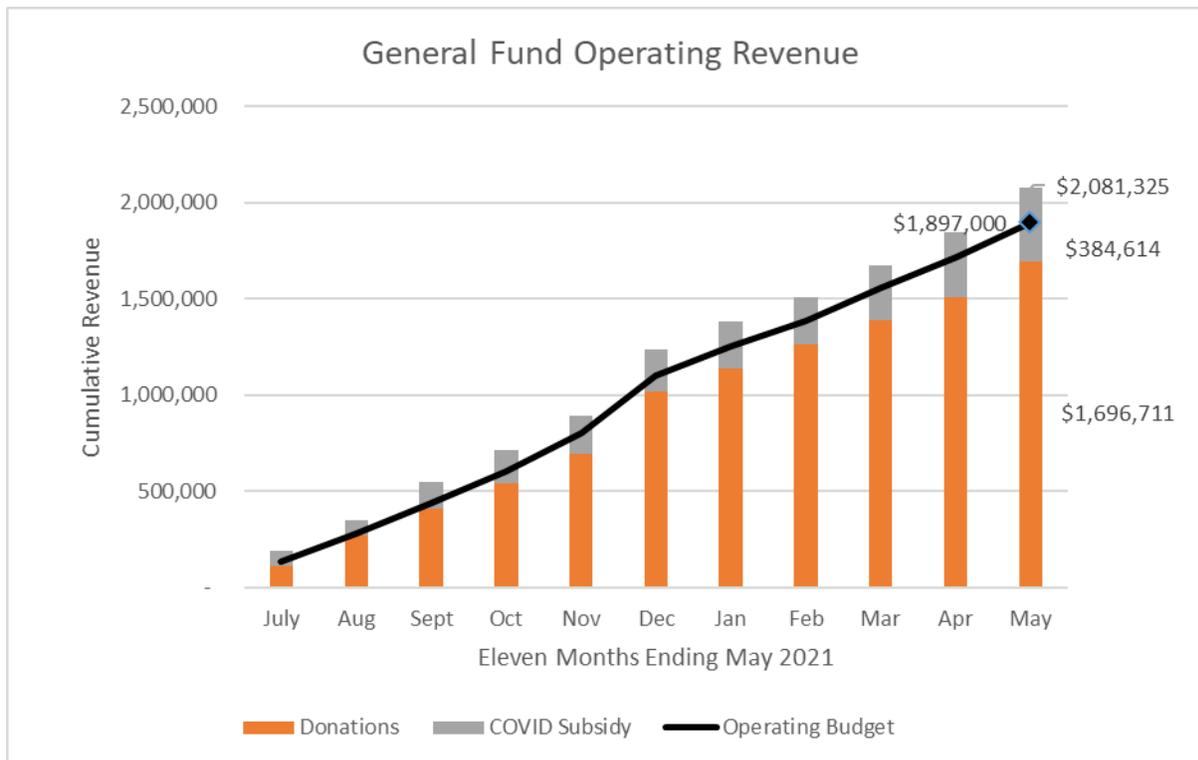
For our staff team, the past year has not been without its frustrations, given the ever changing environment, sometimes resulting in worship events planned but then cancelled. We have been blessed as we witnessed the creativity and resourcefulness of staff team members, as they dream up new ways to connect and encourage the church during this time. While it has been a season of frustration at times, it has been encouraging witnessing the coming together of the staff as a team, crossing assigned ministry area boundaries to help in other areas.

What has also been encouraging and a blessing to the staff are all the letters, cards, notes, emails and phone calls from many of you, reminding us you are praying and expressing your appreciation for ministry initiatives.

We have been blessed with a staff team that loves the Lord and ministering to others. It has been a privilege to work with this team during these trying times. I know they all miss seeing you and are looking forward to when we can gather again, uninhibited by COVID related public health regulations.

While many churches and charities have struggled financially during the pandemic, we are thankful for how the Lord has continued to provide. While at no time over this past 11 months did we reach our year to date donation budget, your steady and faithful support, combined with COVID related subsidies from Government has allowed us to stay on track financially.

Following is a graphical depiction of our year to date cumulative general fund operating revenue over the past 11 months, versus our budget. In a typical year, general fund operating revenue is virtually entirely comprised of donations, however in the current year donation revenue has been supported by COVID related Government financial subsidies. So, while our donation revenue has been running approximately 89% of budget, resulting in a year to date donation shortfall of about \$200,000, COVID related Government subsidies of \$385,000 have more than offset the shortfall.



Throughout most of the 11 months we have remained at around 90% of our donation budget. While this still leaves us approximately \$220,000 under total budgeted revenue, we have realized substantial savings in expenses, both intentionally and due to the closure.

With respect to expenses, as of the end of May 2021 we are under budget by approximately \$171,000 or at 92% of budget. During this past eleven month we have continued to meet all our support commitments to our missionaries and missionary organizations.

In summary, despite the reduction in donation revenue throughout the 11 months, with the assistance of COVID related Government subsidies and through expense management and expense savings resulting from the numerous closures, we are projecting to run an operating surplus of just over \$300,000, versus the budget of a \$52,000 deficit, for year ending June 30, 2021.

This past February, we received a payment from the City of Winnipeg, of about \$300,000, for compensation related to a caveat they required on a narrow strip of land along the north border of our property. In April, when a mortgage came up for renewal, we made a lump sum payment in the amount of \$300,000, which we were able to spread across all three outstanding mortgages. This was in addition to making regular monthly debt service payments.

## 2.3 Looking Forward

Looking forward, there is definitely brighter sky on the horizon as vaccination activities are increasing and there appear to be positive effects of our prolonged restrictions. The staff team has been busy researching and planning for a reopening, hopefully permanently, in anticipation that gathering restrictions will loosen significantly over the summer months.

### 3. Ministry Plan

To say that this year has been abnormal would be an understatement. However, the creativity of our staff team has turned a potentially difficult year into a particularly memorable one, from a ministry standpoint. From ministry boxes and online events to drive-ins and car rallies, we can honestly look back at this past year with praise and thanksgiving to the One who was evident through it all. We serve a God who is not bound by any restrictions and He proved to be faithful each and every day.

Moving forward into a new ministry year, although we are still uncertain about what it may look like, we are confident that God will lead us into new and exciting ministry initiatives as well as reignite a passion within us for much of what we have done in the past. We are thrilled to continue to harness the ingenuity of our staff and volunteers as things open up over the next number of months.

While it is difficult to project what this year will look like, considering the unknowns surrounding Covid, as well as our structure moving forward, we are looking forward to leaning into what God has for us in 2021-22. There are some initiatives that were borne out of our Covid response - like our community drive through meals - which we hope to continue to lean into. There are also some ministries that we have missed and are eager to resume, like our in-person gatherings. And we are particularly excited about some new plans we have in the works to enhance our outreach and discipleship capacities moving forward. Some of those details will be revealed shortly, but we envision church-wide involvement and culture-making moments in the months and years ahead.

We are thankful for your prayers, and for the ways in which you – the people of Grant Memorial – have participated with us over this difficult season, and we are so excited to serve alongside you again as we move into a new (and hopefully a wide-open) year.

In the service of Christ,

The Ministry Directors – Cam, Sean, Sharalee, Steve

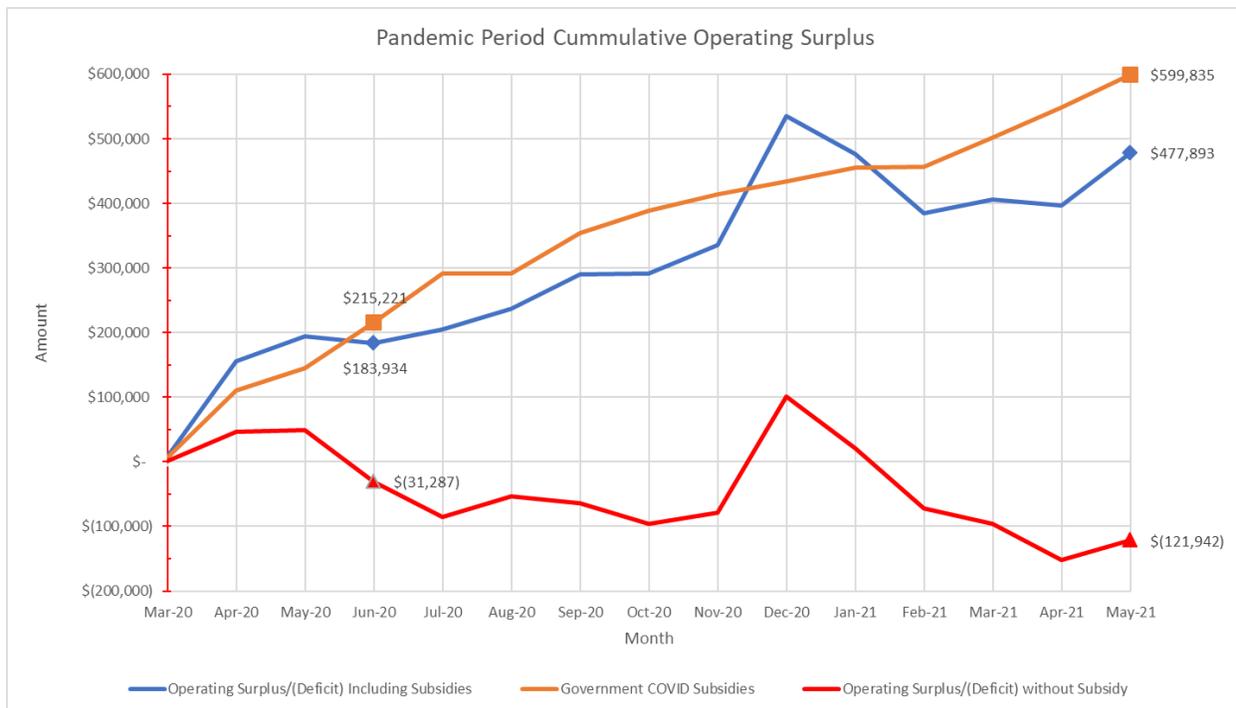
# 4. Proposed Budget

## 4.1 Budget Background

Preparing a budget for the upcoming year has again followed an unusual course, given the unknowns and seemingly ever changing state of the COVID pandemic, especially a month or two ago when we began this process. In addition, this year there is also the uncertainty associated with the proposed organizational restructuring, particularly when the possibility exists that two current directors will move into new positions. Should the restructuring be approved, then our staffing compliment would need to be re-examined and decisions made about what might need to be added to the ministry areas vacated by the directors, while still remaining within our financial constraints.

Donation revenues have declined for two years in a row, from \$2.51M in year ending June 30, 2019 to a projected \$1.85M in the year we are just completing. That represents a decline of \$660,000 or about 25% over two years. Since March of 2020 however, when the pandemic began, the availability of government wage subsidies has been instrumental in allowing us to maintain ministry activities, even if has been by phone, on-line, or via packages and boxes. So, in spite of the significant decline in donation revenues, government support and reductions in costs, due in part to not filling some vacant positions, have left us in a healthy financial position to begin the new year.

The diagram below covers the 15 months since the COVID pandemic began in March 2020.



Since March of 2020 we have received government subsidies of just under \$600,000, with approximately \$215,000 received in the prior fiscal year, and the remaining \$385,000 in the year we are just ending. During that same period, we accumulated an operating surplus which includes subsidies, of approximately \$478,000, with \$184,000 occurring in the prior fiscal year and the remaining \$294,000 in the year we are just ending. As you can see, had

we not received those subsidies, we would have incurred an approximate \$122,000 operating deficit. Which would have meant we would have had to cut expenses, which likely would have included staffing costs. Most of the subsidies were direct wage subsidies through the Canada Emergency Wage Subsidy program, so the program worked for us as it should and allowed us to keep our staff team. This subsidy program is however scheduled to wind down by September 2021.

As surpluses have been accumulating, we have purposely held the surpluses in cash, anticipating that once the pandemic subsidies and large scale reopening can occur there may be an initial ramp up period when our expenses will exceed revenues and we may need to draw on these surpluses. Even with these surpluses available, we are still budgeting for break even operations for the year ending June 30, 2022.

## 4.2 Key Assumptions

Given the significant level of uncertainty about the future due to the pandemic, and the post pandemic restart, we have made a number of significant assumptions about factors beyond our control in preparing the budget. Key assumptions are:

- COVID related gathering limit restrictions will decline over the next two to three months, so that reasonably sized gatherings will be allowed by September. It may take some additional time before all restrictions are lifted.
- We will be able to resume larger scale gatherings onsite by September, with gathering limits being eliminated entirely by the end of the calendar year.
- Current social distancing, enhanced hand hygiene and additional area sanitation requirements will continue through the summer months and perhaps well into the fall or even winter.
- Linden Christian School will resume full on-site classes in September.
- We will reopen the Café in either September or October.

## 4.3 Budgeted Operations

Since the pandemic began we have been preparing rolling monthly projections for several months ahead, in order to stay on top of our finances. This was due to uncertainties surrounding donation revenues, changing expense patterns due to changes in ministry methods and the potential for financial support opportunities provided by governments. Since we can now see a potential end to severe restrictions, we have developed a budget for the entire year. Attached as Schedule B is a copy of the proposed budget for the year ending June 30, 2022.

### Revenue

In order to just sustain our planned staffing, we are budgeting for a 9.3% increase in donation support, and are trusting God to provide. A 9.3% or \$170,000 increase would merely get us back to donations levels we experienced in the year ending June 30, 2020, a year that contained nine months post the departure of the former pastor and four of those months also included the COVID pandemic restrictions.

- We have budgeted \$46,000 in wage subsidies for early in the year, however the current program is scheduled to cease in September and is becoming progressively less generous.
- We have also budgeted \$8,000 in subsidies late in the year for financial support from the Province of Manitoba for a summer student position.

- Net auxiliary fund revenue of approximately \$175,00 is net rent revenue from LCS for utilizing church building space of \$183,000, which is offset somewhat by Café operating losses.

In total, budgeted revenue is just over \$2.25M which is a 9.2% decline from the current years projected revenue.

### **Expenses**

Total operating expenses are budgeted to be \$2.25M which is 3.7% increase over the current year projected expenses.

#### *Ministry*

Ministry expenses are our largest operating expense at about 57% of total operating expenses. Current year budget of \$1.3M represents a 3.9% increase over the current year projected amount.

Ministry Staff – Ministry staff compensation is our largest single expense and is budgeted with a 4.1% increase. The increase is largely due to filling staff positions which have been vacant during the pandemic.

Programming – Programming expenses are budgeted to be consistent with the current year projected.

Missions – Missions expenses are budgeted with a 6.7% increase over the current year projected amount. This is largely due to an initiative to adjust support levels for supported missionaries, which have not been adjusted in many years.

#### *Property*

Budgeted net property expense is budgeted to reflect a 10.2% increase. We know property expenses will increase over the current year, as during the current year we have experienced significant savings due to the reduced church usage and reduced school usage for parts of the year.

#### *Administration*

Administration expense is budgeted to increase 4.6% over the current year. This is partially driven by the potential addition of the Director of Operations position

#### *Finance*

Finance expense is budgeted to decline by 14.4% overall. This is driven by a decline in interest costs due to a decreased blended interest rate and the \$300,000 lump sum payment made in April 2021.

### **Operating Surplus (Deficit)**

Overall, we are budgeting for break even operations for the year ending June 30, 2022.

### **Free Cash flow**

Based on our scheduled debt retirement, which is currently being accelerated until January 2022, we anticipate negative cash flow of \$10,600.

## 5. Deacon Candidate Presentation and Election

Each year at the June Members Meeting, new Deacon candidates are introduced and an election takes place. If there are not enough candidates to make it a competitive election, a yes or not vote is still taken for each candidate.

Each Deacon's term of office is three years, beginning in September of the year elected and ending three years later in August. Deacons can be re-elected for an unlimited number of successive terms.

### 5.1 Current Deacons

The current list of Deacons is as follows:

	<b>Term Ending August 2021</b>	<b>Term Ending August 2022</b>	<b>Term Ending August 2023</b>
Gerry Bettig	1 <sup>st</sup> Term		
Stefan Dirks		2 <sup>nd</sup> Term	
Justin Fast	1 <sup>st</sup> Term		
Ron Meisner			2 <sup>nd</sup> Term
Danny Serhal		2 <sup>nd</sup> Term	
Dino Silvestri			3 <sup>rd</sup> Term
Jason Waldner			1 <sup>st</sup> Term

### 5.2 Deacon Candidates

The following four individuals have agreed to allow their name to stand for election or re-election for a three-year term. Profiles of each individual are provided in Appendix 2.

- Gerry Bettig – seeking re-election for a 2<sup>nd</sup> Term
- Brock Carson – seeking an inaugural Term
- Mark Dupuis – seeking an inaugural Term
- Justin Fast – seeking re-election for a 2<sup>nd</sup> Term

The election will consist of a yes or no vote for each candidate.

# Schedules and Appendices

## Schedule A – Year to Date Operating Statement – 11 Months Ending May 31, 2021

### Grant Memorial Baptist Church Operating Statement

	YTD May 31, 2021			% of Budget
	Actual	Budget	Variance	
<b>Revenue</b>				
General Donations	1,696,711	1,897,000	(200,289)	89%
Interest & Misc.	22,314	3,300	19,014	
Net Auxiliary Operations	131,958	160,247	(28,289)	
	<b>1,850,983</b>	<b>2,060,547</b>	<b>(209,564)</b>	90%
Gov't Grants & Subsidies	399,198	8,000	391,198	
<b>Total Revenue</b>	<b>\$ 2,250,182</b>	<b>\$ 2,068,547</b>	<b>\$ 181,635</b>	109%
<b>Expenses</b>				
<b>Ministry</b>				
Ministry Staff	826,320	874,322	(48,002)	
Programming	121,944	150,484	(28,540)	
Missions	164,820	170,622	(5,802)	
	<b>1,113,084</b>	<b>1,195,428</b>	<b>(82,344)</b>	93%
<b>Property</b>				
Gross Property Expenses	753,000	895,200	(142,200)	
Recoveries from LCS	(479,234)	(592,026)	112,792	
<b>Net Property</b>	<b>273,766</b>	<b>303,174</b>	<b>(29,408)</b>	90%
<b>General Administration</b>				
Administrative Staff	254,669	283,180	(28,511)	
Office & IT	66,066	52,850	13,216	
Legal & Professional	2,936	4,500	(1,564)	
	<b>323,671</b>	<b>340,530</b>	<b>(16,859)</b>	95%
<b>Finance Charges</b>				
Financial Processing & Bank Fees	26,412	27,392	(980)	
Mortgage Interest	59,303	62,800	(3,497)	
	<b>85,715</b>	<b>90,192</b>	<b>(4,477)</b>	95%
Amortization	162,408	163,968	(1,560)	
<b>Total Operating Expenses</b>	<b>\$ 1,958,643</b>	<b>\$ 2,093,292</b>	<b>\$ (134,649)</b>	94%
<b>Operating Surplus (Deficit)</b>	<b>\$ 291,538</b>	<b>\$ (24,745)</b>	<b>\$ 316,283</b>	
<b>Unusual Revenue</b>				
Easement - Temporary	98,460	98,460	-	
Easement - Permanent	190,000	190,000	-	
LMI Recovery	92,802	-	92,802	
	<b>381,262</b>	<b>288,460</b>	<b>92,802</b>	
<b>Surplus (Deficit)</b>	<b>\$ 672,801</b>	<b>\$ 263,715</b>	<b>\$ 409,086</b>	
<b>Reconciliation to Cash</b>				
<b>Surplus (Deficit)</b>	672,801	263,715	409,086	
Amortization	162,408	163,968	(1,560)	
<b>Cash from Operations</b>	<b>835,208</b>	<b>427,683</b>	<b>407,525</b>	
Mortgage Principal Payment	(443,701)	(114,030)	(329,671)	
Capital Expenditures	(130,068)	(20,000)	(110,068)	
<b>Net Cashflow</b>	<b>\$ 261,440</b>	<b>\$ 293,653</b>	<b>\$ (32,213)</b>	

## Schedule B – Proposed Budget for the Year Ending June 30, 2022

### Grant Memorial Baptist Church 12 Months Ending June 30, 2022

	30-Jun-22	30-Jun-21	Yr over Yr Change	
	Budget	Projected	\$	%
<b>Revenue</b>				
General Donations	2,020,300	1,847,911	172,389	9.3%
Grants & Subsidies	54,000	431,198	(377,198)	(87.5%)
Miscellaneous	-	700	(700)	
Interest	3,600	21,914	(18,314)	
	<u>2,077,900</u>	<u>2,301,723</u>	<u>(223,823)</u>	<u>(9.7%)</u>
Net Auxiliary Operations				
Building Rent	183,000	189,448	(6,448)	(3.4%)
Café Operations	(7,683)	(9,705)	2,022	(20.8%)
	<u>175,317</u>	<u>179,743</u>	<u>(4,426)</u>	<u>(2.5%)</u>
<b>Total Revenue</b>	<b>2,253,217</b>	<b>2,481,466</b>	<b>(228,249)</b>	<b>(9.2%)</b>
<b>Expenses</b>				
<b>Ministry</b>				
Ministry Staff	964,445	926,753	37,691	4.1%
Programming	136,860	138,244	(1,384)	(1.0%)
Missions	181,551	170,136	11,415	6.7%
	<u>1,282,856</u>	<u>1,235,133</u>	<u>47,723</u>	<u>3.9%</u>
<b>Property</b>				
Utilities	298,200	249,019	49,181	19.7%
Property Staff	358,222	336,070	22,152	6.6%
Maintenance	285,165	207,242	77,923	37.6%
Insurance	20,448	19,740	708	3.6%
Property Tax	12,882	12,576	306	2.4%
<b>Gross Property Expenses</b>	<b>974,917</b>	<b>824,647</b>	<b>150,270</b>	<b>18.2%</b>
Recoveries from LCS	(651,676)	(531,442)	(120,234)	22.6%
<b>Net Property Expenses</b>	<b>323,241</b>	<b>293,205</b>	<b>30,037</b>	<b>10.2%</b>
<b>General Administration</b>				
Administrative Staff	315,123	283,128	31,995	11.3%
Information Technology	22,400	23,208	(808)	(3.5%)
Office	33,500	48,588	(15,088)	(31.1%)
Legal & Professional	20,000	18,936	1,064	5.6%
	<u>391,023</u>	<u>373,860</u>	<u>17,163</u>	<u>4.6%</u>
<b>Finance</b>				
Fin. Processing & Bank Fees	33,305	29,044	4,260	14.7%
Mortgage Interest	46,000	63,642	(17,642)	(27.7%)
	<u>79,305</u>	<u>92,686</u>	<u>(13,382)</u>	<u>(14.4%)</u>
<b>Amortization</b>	<b>176,400</b>	<b>177,172</b>	<b>(772)</b>	<b>(0.4%)</b>
<b>Total Operating Expenses</b>	<b>2,252,824</b>	<b>2,172,056</b>	<b>80,768</b>	<b>3.7%</b>
<b>Operating Surplus/(Deficit)</b>	<b>\$ 393</b>	<b>\$ 309,410</b>	<b>\$ (309,017)</b>	<b>(99.9%)</b>
<b>Cashflow</b>				
<b>Operating</b>				
Operating Surplus/(Deficit)	393	309,410	(309,017)	(99.9%)
Amortization	176,400	177,172	(772)	(0.4%)
<b>Cash from Operations</b>	<b>176,793</b>	<b>486,583</b>	<b>(309,790)</b>	<b>(63.7%)</b>
Mortgage Principal Payment	(187,400)	(460,260)	272,860	(59.3%)
<b>Free Cash Flow</b>	<b>(10,607)</b>	<b>26,323</b>	<b>(36,930)</b>	<b>(140.3%)</b>
<b>Capital</b>				
<b>Revenue</b>				
Parking Lot Special Appeal	300,000			
Christmas Lights Sponsorship	30,000			
	<u>330,000</u>			
<b>Capital Projects</b>				
Christmas Lights	42,500			
Sanctuary Lighting	280,000			
	<u>322,500</u>			
<b>Cash from/(used) for Capital</b>	<b>7,500</b>			
<b>Net Cashflow</b>	<b>(3,107)</b>			

## Appendix 1 – Draft Minutes from Members Meeting held October 28, 2020

**OCTOBER 28, 2020**

### **GMBC FALL MEMBERS MEETING**

#### WELCOME

Danny welcomed everyone on Zoom and reminded us how an online meeting will work.

#### OPENING PRAYER

Kevin Zink opened the meeting in prayer.

#### APPROVAL OF AGENDA

**Motion to approve the agenda for today's meeting. MOTION Sandra Hugill, SECONDED Paul Meisner.**

#### APPROVAL OF MINUTES FROM THE SPRING MEMBERS MEETING

**Motion to approve the Minutes of June Members Meeting. MOTION Del Duffield, SECONDED Justin Fast.**

**Motion to approve the Meeting Agenda and Previous Meeting Minutes were voted on. BOTH CARRIED.**

#### PRESENTATION OF MINISTRY REPORTS

Presentation from LCS was done by Rob Charach via video message highlighting activities and ongoings throughout the 2019/2020 school year.

Presentation from LMI was done by Doug Kliwer via video message. Doug highlighted the changes over the past year.

Sharalee Smith, Cam Stephens, Steve Bock, and Sean Sagert mentioned there is a detailed ministry report on the website. They highlighted some of the items from the past year. Steve Martens asked how the directors felt about the past 125 years and the upcoming future at Grant. Cam and Steve talked about the blessings at Grant but also the difficult season this year has been for many reasons. God has been so faithful and sustains us. The pandemic has provided an extremely unique time to lead a church. Continue to pray for the staff team as they continue to reach out and be creative in this time of strange and new ministry work.

#### ELDER UPDATE

Kevin Zink shared on behalf of the Elders. The elder report was attached in the member package. Some highlighted points: The Elders are currently discussing positions on women in ministry, theology of worship and racism in the church.

#### QUESTIONS/COMMENTS

Danny reminded that if a motion is to be brought to the meeting it needs to be included in the package with 21 days notice to the members and presented ahead of that to the board to be included.

## Appendix 1 – Draft Minutes from Members Meeting held October 28, 2020

### PRESENTATION OF THE 2019/2020 AUDITED FINANCIAL STATEMENTS

Steve Martens began with an address in regard to the email sent from a non-GMBC email address that appeared to come from GMBC. Steve gave an update on the steps that were taken to ensure the security of the data of our constituents. Steve then highlighted some of the changes this year with the adjustment to remote ministry. Steve also discussed the changes to the finances due to the pandemic. The year was able to break even with the help of the wage subsidies. Next Steve presented the attached audited financial statements that were in the member package. He highlighted some areas in the internally prepared financial documents and the audited financial statements.

### PRESENTATION OF THE BUDGET FOR THE EIGHT MONTHS ENDING JUNE 30, 2021

Steve highlighted the presented budget for the remainder of the year. The budget assumes there will be some type of restrictions for the remainder of the year in some capacity. The budget has a provision for a new senior leader salary beginning in March 2021. Overall budgeting for a decline in expenses from last year and a similar revenue amount based on the last 8 months of last year. Steve also noted the amount of money from the City of Winnipeg for loss of use and changes in property value from the underpass project.

### QUESTIONS/COMMENTS

Questions were asked about reducing expenses during Covid with lower revenues. Steve said it was considered but with the subsidies allowed us to continue as needed.

Steve requested 3 motions:

- 1. Motion to approve 19/20 Audited financial statements, MOTION Cameron Kerney, SECONDED Ron Meisner.**
- 2. Motion to approve budget till June 30, 2021 MOTION Lori Bettig, SECONDED Nadine Dulmage and Matt Penner.**
- 3. Motion to appoint Pricewaterhouse Coopers as the Auditors for 2020/2021 ministry year, MOTION Gerry Bettig, SECONDED Mark Dupuis.**

**Voting took place via zoom for the 3 motions. All 3 motions were CARRIED.**

Kevin came up to answer a few questions to the elders. One was in regards to the status on the women in ministry conversation. The other was in regards to the concerns around the anonymous email. Someone also mentioned that this year has been hard and challenging and they asked about consideration for further church wide healing.

Kevin invited further conversation with the Elders on these things.

### DEACON UPDATE

Danny shared what the deacons have been focused on. The main focus has been around future planning with LCS and LMI as an entire organization as well as the future of our senior leadership status at GMBC.

### QUESTIONS

Would the board accept a full review of the health of our church? Danny said that's a good idea we will take that suggestion and discuss.

Danny provided further information as rationale for the motion to change the bylaws based on our history and changes from having the senior pastor as the CEO of all three organizations.

## Appendix 1 – Draft Minutes from Members Meeting held October 28, 2020

### QUESTIONS

A number of questions came up regarding the by-law changes.

The motion to amend the By-Laws was voted on.

**The vote to amend the bylaw .... was passed with a 2/3 majority vote.**

NEXT MEMBERS MEETING IN JUNE 2021.

### CLOSING PRAYER

Kevin closed the meeting in prayer.

### ADJOURNMENT

**MAY 31, 2021 GMBC SPECIAL MEMBERS MEETING**

**7:30 PM – ZOOM MEETING**

AGENDA

Welcome and Prayer

Proposal of new organizational structure

Explanation of By-Law changes required

Proposal of new senior leadership candidates

Motions to affirm the new org structure, amend the By-Laws, and affirm senior leadership candidates

Questions

Adjournment and Prayer

Danny (Board Chair) opened the meeting with a welcome at 7:30

Ron M. (Deacon Board Member) Opening Prayer

Danny – the 2 main topics this evening will be the proposed organizational structure and the subsequent by-law revisions to reflect the proposed structure. Danny shared a timeline of the process from the town hall meetings in early 2020 to today. The process explored the why, the what, and the how of GMBC. We had a larger collaborative group comprised of the Leadership at GMBC, LCS, LMI and worked together to provide the organization chart provided in the info package for this meeting.

Danny walked through the organization chart in the info package.

Next Danny highlighted the major revisions in the by-laws included in the info package.

Danny mentioned we have some candidates for the 3 senior leadership positions in the proposed organizational structure.

5 Motions will be presented to be voted on at the next members meeting on June 21, 2021:

- 1. Motion for member acceptance of the revised org chart.**
- 2. Motion to accept the revisions to the Bylaws that resulted from the revised org chart.**
- 3. Motion to affirm Cam Stephens for the senior leadership role of Teaching Pastor.**
- 4. Motion to affirm Steve Bock for the senior leadership role of Ministry Pastor.**
- 5. Motion of continuance for the deacons to become the trustees of GMBC.**

## Appendix 2 – Draft Minutes from Special Members Meeting held May 31, 2021

**Danny made these 5 motions. Ron Meisner has seconded these 5 motions.** There will be 2 subsequent Q and A sessions in the next 2 weeks to discuss with the membership anything in these proposed changes prior to the vote on June 21.

### QUESTIONS

Rod Neustaedter (Member): Asked if we have quorum for this meeting. Danny – Yes, we have Quorum.

Rod Neustaedter (Member): The org chart in 7.02 is unclear with the reporting descriptions.

Michael Thiessen (Member): Is there any church organization with the same org chart as we have proposed?

Tim Bock (Member): Will the board of trustees include women?

Charlie & Debra Lucking (Members): Has the interim CEO been offered the DOO position?

Del Duffield (Member): Changes for the trustee language to be more positive in the description.

A few other questions were asked regarding the proposals in the information package. Further discussion will be available with members and constituents in the 2 town hall sessions June 7<sup>th</sup> and June 14<sup>th</sup>.

A summary and any resulting modifications that come out of those discussions will be brought up at the June 21<sup>st</sup> Spring Members Meeting.

Meeting was adjourned and closed in Prayer.

## Appendix 3 – Deacon Candidate Profiles

2021-2022

### CURRENT DEACON BOARD

Gerry Bettig \*

Stefan Dirks

Justin Fast \*

Ron Meisner

Danny Serhal

Dino Silvestri

Jason Waldner

\*Term is complete August 2021.

The Deacon Board Nominating Committee is pleased to present the following candidates for election at the 2021 Spring Members Meeting.



Gerry Bettig



Brock Carson



Mark Dupuis



Justin Fast

### DEACON CANDIDATES 2021-2022

## Appendix 3 – Deacon Candidate Profiles

### PRESENTING GERRY BETTIG

Lori agreed to marry me after a 7 year courtship, and we will be celebrating our 24th wedding anniversary later this year. Our three Canadian children all attended Linden Christian School (LCS) and will be going to three different educational institutions in the fall; Calahan to University of Winnipeg (Education), Capri to Red River College (Nursing), and Cayman to University of Manitoba (Criminology/Psychology). We also have four children we don't get to see much of with three currently living in India and one in Guatemala. We hope, once we are finished with Covid, that we will be able to visit them.

We started volunteering when our children were very young by helping in the nursery, which progressed to volunteering with the youth from time to time. As well, for close to 20 years, I've volunteered in the technical arts area. At first they only let me schlep cable and carry lights for Living Christmas Tree productions but I impressed and they soon let me turn on the lights for Sunday morning services. Other than that one Sunday of the accidental blackout I caused, I have been mostly error free. I have also been privileged to serve on the Boards of both Grant and LCS. We have encouraged our children to contribute to the Grant family and they have each volunteered in various areas according to their gifting.

I fell in love with Grant when I learned that Lori attended here. Since then, I have come to appreciate the ongoing quest to use creative and meaningful methods to tell the story of the gospel. Grant has a legacy of changing lives and I am excited about the future for Grant, this body of believers that call Grant home, and those that will find Jesus because of this church. I am also excited about the role Grant, because of our size, can play as a resource to other churches and individuals through training and mentorship programs.

My gifting is in the serving, hospitality, and giving areas.

The last few years have been incredibly busy both personally and with church and school board endeavors. I was able to scale back some of my day to day responsibilities at the office. That allowed me to spend additional time in various aspects of planning for the future of Grant. I've learned through these years, that God has a bigger imagination than anyone...things that could not be imagined have transpired and I've seen God's presence in the midst of it, and also felt his hand of peace on my shoulder through tough and challenging times.



### PRESENTING BROCK CARSON

My name is Brock Carson and I have been married to my wife Kara for 10 years. We have 2 children, Emmett (8) and Amelia (6). I'm a member of the RCMP and have been since 2002.

This is my first application to ministry at Grant Memorial.

I believe I am a strong leader with experience leading diverse personalities in a variety of time-sensitive and high-risk situations. I've had the opportunity to be mentored in training roles as well within various jobs I've had.

This last year I've mostly read fiction, but over the last several years I've read a number of leadership books and many of the ideas in those have coalesced into thought about God's desire for leadership in the church and the burden, responsibility and privilege that that is. It has also enabled me to answer difficult questions from believers and non-believers alike about God's desires regarding men in leadership positions.

Through readings, studies, and prayer I have found peace and comfort with my role in God's kingdom and what, I believe are, His wishes for me to serve. Also through study I have been able to lead a co-worker to God which has been a very rewarding experience.



## Appendix 3 – Deacon Candidate Profiles

### PRESENTING MARK DUPUIS

My name is Mark Dupuis, I have a beautiful wife, Erin and three lovely daughters, Eliya (15), Noa (12) and Shayla (10). My wife and I have been married for 20 years this September.

I work as a Senior Ministry Director at Youth For Christ Winnipeg in the downtown area. Previous to my current ministry position I was a pastor for 14 years in a few churches (The Salvation Army, one Church in Anola, MB, and one church in Saskatoon, SK

When I have not been in full time ministry I have considered GMBC my home church since coming to faith in 1992. In those early years I was a junior high youth sponsor and a small group leader. Currently, I lead a small group, work in the nursery and occasionally teach in grant kids.

God has used small groups in my life greatly. It was there, in those early years, that my faith was solidified. Even now I find that small group is very instrumental in helping me (and hopefully others) remember and apply the sermons I hear. While I know the sermons are great and meaningful I fully believe that people learn better in circles than in rows. Another by product of being in a small group is that these individuals are all very dear and close to my heart. The individuals in my small groups over the past 29 years are still my close friends to this day.

I am excited about the future and potential outreach of GMBC. I appreciate the focus on local missions as well as overseas missions. When I read the scriptures I see God's work revealing to us that we need to save souls of all kinds. So I appreciate the drive through meals, which feeds those in the Linden Woods area and beyond, I appreciate the focus on the less fortunate with Care Portal and I appreciate the renewed focus on the 10-40 window. What excites me about this is the renewed passion for following the Word of God as James says to "do what it says". This will not necessarily grow the church but will grow the kingdom of God. That is what excites me.

I believe my spiritual gifts are pastor/shepherd, discernment, encouragement and faith.

I am passionate about leader health. Helping leaders carry the weight of their job well so they can remain in ministry for a long time (especially for young leaders).

*The Ideal Team Player* by Patrick Lencioni. This book has been instrumental in my approach to hiring for YFC.

It helped me to see the characteristics of someone who we want working at YFC.

*Silos, Politics and Turf Wars* by Patrick Lencioni. Another great book that helps with how different ministries should work together for one common purpose. This book has helped shape the meeting time we have at YFC where we try to rally around a common goal.

*The 4 Disciplines of Execution* by Sean Covey. This book has shaped the way we do our goal setting at YFC. I use the principles in this book to lead my staff to create annual and quarterly goals.

This past year God has been working in me on being confident with my spiritual gifts and with my experience in my current position at YFC. Being on the leadership team at work I have had to overcome some insecurities. God has been working on those insecurities by reminding me that He is the one that has placed the gifts in me and the one has given me my experiences.



## Appendix 3 – Deacon Candidate Profiles

### PRESENTING JUSTIN FAST

My name is Justin Fast and I am honoured to apply to the Deacon Board for a second term. I have been married to my wife, Bobbie, for 13 years and we have two beautiful children together; Aria who is 10 and in grade 4 at LCS and Lincoln who is 6 and in grade 1 at LCS. I received my commerce degree from the Asper School of Business and my CA designation in 2008 and have been working as an accountant since the fall of 2008. In 2014 God opened up a new door for me and I was fortunate enough to begin my own accounting firm, Just Fast Chartered Professional Accountant Inc.

My wife and I have been attending GMBC since 2010 when we returned to Canada from Indiana. At the time, we were drawn to GMBC by its engaging worship and preaching of Tom Castor. We had family and friends that also attended, and saw the many different ministries Grant offered that we could get involved with. Since that time, we have both developed relationships within GMBC through our times volunteering and engaging in a small group. My wife and I have been involved with family ministries teaching Sunday School since we began attending Grant, and I served on the Deacon Board from 2018—present, as well as the Finance Committee from 2018—present. My wife serves on other special project committees at Grant, and has been a high school teacher at LCS since 2016. It has been a blessing to have been able to serve the church in multiple capacities, alongside my wife, and to be able to use the gifts that God has given me. My wife and I are excited to see what God is doing in the church, and are always thankful to give our time and energy to an organization that is so important.

With my accounting training, I have the ability to assist GMBC and its related organizations with their administrative requirements. I have some leadership abilities, but I am still learning through the strong Christian mentors I have encountered on the Deacon Board. I have the gift of compassion which I try to apply to my volunteer

experiences. I am praying that the Lord allows me to grow in spiritual wisdom and discernment so that I might remove my personal interests/biases and only be guided through His goals/plans.

I am currently reading “Forensic Faith” by J. Warner Wallace. He is a former atheist who set out to disprove Christianity, but ends up proving it through evidential analysis. I struggle to provide discipleship to my non-Christian friends/family and find myself ill-equipped to have successful discussions. I am hoping to equip myself to be able to better engage in those conversations and feel more comfortable in those situations.

At this time, I feel God imploring me to be still and allow Him to speak to me on His timeline. Through being self-employed, volunteering, having a family with young children, it is only too easy to spend the day running from task to task. My goal is to provide more periods to just be still and allow God's presence.



## Appendix 4 – Senior Leadership Position Descriptions



### **Teaching Pastor**

*The Teaching Pastor at Grant Memorial Baptist Church (GMBC) demonstrates the centrality of the gospel of Jesus Christ to all matters of life and faith by providing, or ensuring the provision of preaching, teaching, mentoring, and counselling, that endeavors to equip the congregation to make disciples and to minister to one another and represent Christ well in Winnipeg and beyond. In conjunction with church leadership, the Teaching Pastor ensures the church's mission is current, clearly communicated, and application is understood. The position is a collaborative position as part of an Executive Team.*

*The Teaching Pastor, Ministry Pastor and Director of Operations will comprise an Executive Team to ensure collaboration and the coordination of the successful implementation of activities under the auspices of GMBC. Together, the Teaching Pastor and Ministry Pastor will collaborate in the preparation of vision, strategy, ministry priorities, and organizational culture. The **Teaching Pastor** will communicate vision while championing a culture of leadership development, mentoring and discipleship. The **Ministry Pastor** will lead the design and the practical establishment of ministries, programs, and culture to achieve the vision. The **Director of Operations** will participate with the Teaching Pastor and Ministry Pastor to ensure the resources, systems, and facilities are in place to facilitate the ministries and activities.*

### **Responsibilities:**

- Preparation and preaching on Sunday mornings
- Provision for filling pulpit in weeks where not preaching himself
- Planning of sermon series
- Provide support materials from sermons to further learning
- Communicate vision, mission, and ministry goals
- Planning for Sunday morning services
- Planning of long term goals consistent with mission and vision
- Provide and model, mentorship and discipleship

## Appendix 4 – Senior Leadership Position Descriptions



### **Ministry Pastor**

*The Ministry Pastor will have oversight of all Ministry areas of GMBC and will implement leadership endorsed direction, vision, and the tone of ministry for the church as a whole. The Ministry Pastor will select, develop, prepare, lead and manage the team of Ministry Directors and staff in order to achieve the overall ministry related objectives. This position is a collaborative position as part of the Executive Team.*

*The Teaching Pastor, Ministry Pastor and Director of Operations will comprise an Executive Team to ensure collaboration and the coordination of the successful implementation of activities under the auspices of GMBC. Together, the Teaching Pastor and Ministry Pastor will collaborate in the preparation of vision, strategy, ministry priorities, and organizational culture. The **Teaching Pastor** will communicate vision while championing a culture of leadership development, mentoring and discipleship. The **Ministry Pastor** will lead the design and the practical establishment of ministries, programs, and culture to achieve the vision. The **Director of Operations** will participate with the Teaching Pastor and Ministry Pastor to ensure the resources, systems, and facilities are in place to facilitate the ministries and activities.*

### **Responsibilities:**

- Participate in preparation and communication of vision, mission, and ministry priorities
- Create a culture of leadership development, mentoring, and discipleship
- Ensure ministry plan accounts for the resources required to enable implementation
- Oversee, coach, and manage performance of direct reports
- Ensure annual plan is in place for each ministry area
- Ensure training/development programs are in place for ministry area
- Collaborate on budget and ensuring financial stability

## Appendix 5 – Senior Leadership Candidate Profiles

### SENIOR LEADERSHIP CANDIDATES

The Deacon Board is pleased to present the following candidates for affirmation at the 2021 Spring Members Meeting.



Cam Stephens  
Teaching Pastor



Steve Bock  
Ministry Pastor

## Appendix 5 – Senior Leadership Candidate Profiles

### PRESENTING CAM STEPHENS

My story to date is really a story of God's faithfulness. I do not have an incredible conversion story that changed my life around, but I can tell you that my decision to follow Christ has certainly changed what my life has become. I was blessed to be raised in a strong Christian home, with parents who loved each other and loved God with all they had. I literally started attending Grant Memorial Baptist Church the week I was born, and was fortunate enough to be exposed to Christ's love right from the start. Throughout my childhood and teenage years, the wonderful teachers, mentors and ministries at Grant, as well as the influence of my family, showed me what it looked like to follow Christ and to live a life for the sake of His kingdom.

While finishing my undergraduate degree at the University of Manitoba, I was informed of a last minute need at the church (a story for another time), and within 24 hours I was on staff as the Youth Ministry Coordinator at Grant Memorial. It was while serving in this capacity that my wife Bethany and I felt nudged by God to continue down this path and to pursue ministry full-time. Since then, we have served for the past 19 years in full-time pastoral ministry in Winnipeg as well as in British Columbia.

The calling has continued to be confirmed in us, through the Spirit's prompting, through the affirmation of others and in the opportunities for service that God has continued to place in front of us. It is an absolute privilege and blessing that God has and continues to use us in this capacity.

I am passionate about the Gospel, the Word of God, the Church, and the way that lives are transformed as a result of encountering the living Christ. My desire is to see intergenerational discipleship happen within the church, through which God would equip each generation of believers to be the hands and feet of Jesus in the world.

I love to read and study theology, play and watch all sports and spend time with my beautiful family – Bethany (married 18 years), McAllister (13) and Ellyngton (9).

#### **Ministry Experience:**

2017-2021—Director of Adult Communities, Grant Memorial Church (Winnipeg, MB)

2010-2017—Director of Spiritual Care & Campus Life, Linden Christian School (Winnipeg, MB)

2016-2017—Interim Preaching Pastor, Grant Memorial Church (Winnipeg, MB)

2004-2009—Associate Pastor, Blue Mountain Baptist Church (Coquitlam, BC)

2002-2003—Youth Ministries Coordinator, Grant Memorial Church (Winnipeg, MB)

#### **Education:**

Master of Arts: Theological Studies, Canadian Mennonite University (2014)

Bachelor of Arts: Psychology and Religious Studies, University of Manitoba (2003)

#### **Other:**

Baptized at Grant Memorial Church (1997)

Credentialed by the Baptist General Conference of Canada (2005)

Current Board Chair—Baptist General Conference-Central Canada



## Appendix 5 – Senior Leadership Candidate Profiles

### PRESENTING STEVE BOCK

Serving within Grant over the past two years has been such a source of joy. God is on the move, and my love for Jesus has increased in depth by witnessing God's transformative work throughout Grant, across Winnipeg and around the world!

As I reflect on the journey to arrive at this moment, my heart overflows with thankfulness for God's leading and provision. I am deeply thankful for the opportunity to receive Christ as Saviour and Lord early in my childhood. My parents modelled an active faith that helped me understand that I, too, had a role in ministry. This example has continued to shape my understanding that faith must make a practical difference in our lives.

Attending Grant throughout the first 18 years of my life provided significant moments of faith development and presented opportunities to discern a call into full-time ministry. After graduating from Linden Christian School, I followed the Lord into several relevant ministry positions, which allowed me to receive mentorship from a diverse group of gifted leaders.

I have a passion for seeing local church communities live out the reality of Christ's kingdom principles in obedience to God's Word. It's an honour to look into the eyes of those who have found freedom, hope, and delight in Christ. Each day, we have the incredible invitation to be an expression of God's presence in our world. Wow!

On weekends, I love to get into the forest or spend time learning new skills for the latest home renovation project. Each summer, I look forward to adventure racing. For me, this involves canoeing, orienteering and mountain biking. I think the world of my family and love spending time with my wife Karen (married 11 years) and sons: Andrew (9), Ethan (7), Joshua (4), Silas (1).

#### Ministry Experience:

2019-2021—Director of World Mission and Outreach, Grant Memorial Church (Winnipeg, MB)

2010-2019—Pastor to Students, La Salle Community Fellowship (La Salle, MB)

2007-2010—Volunteer Youth Ministry Director, Manitou Christian Fellowship (Manitou, MB)

2002-2007—Camp Ministry Leadership – Pembina Valley Bible Camp & Winkler Bible Camp

#### Education:

Bachelor of Arts: World Mission, Steinbach Bible College (2008)

#### Other:

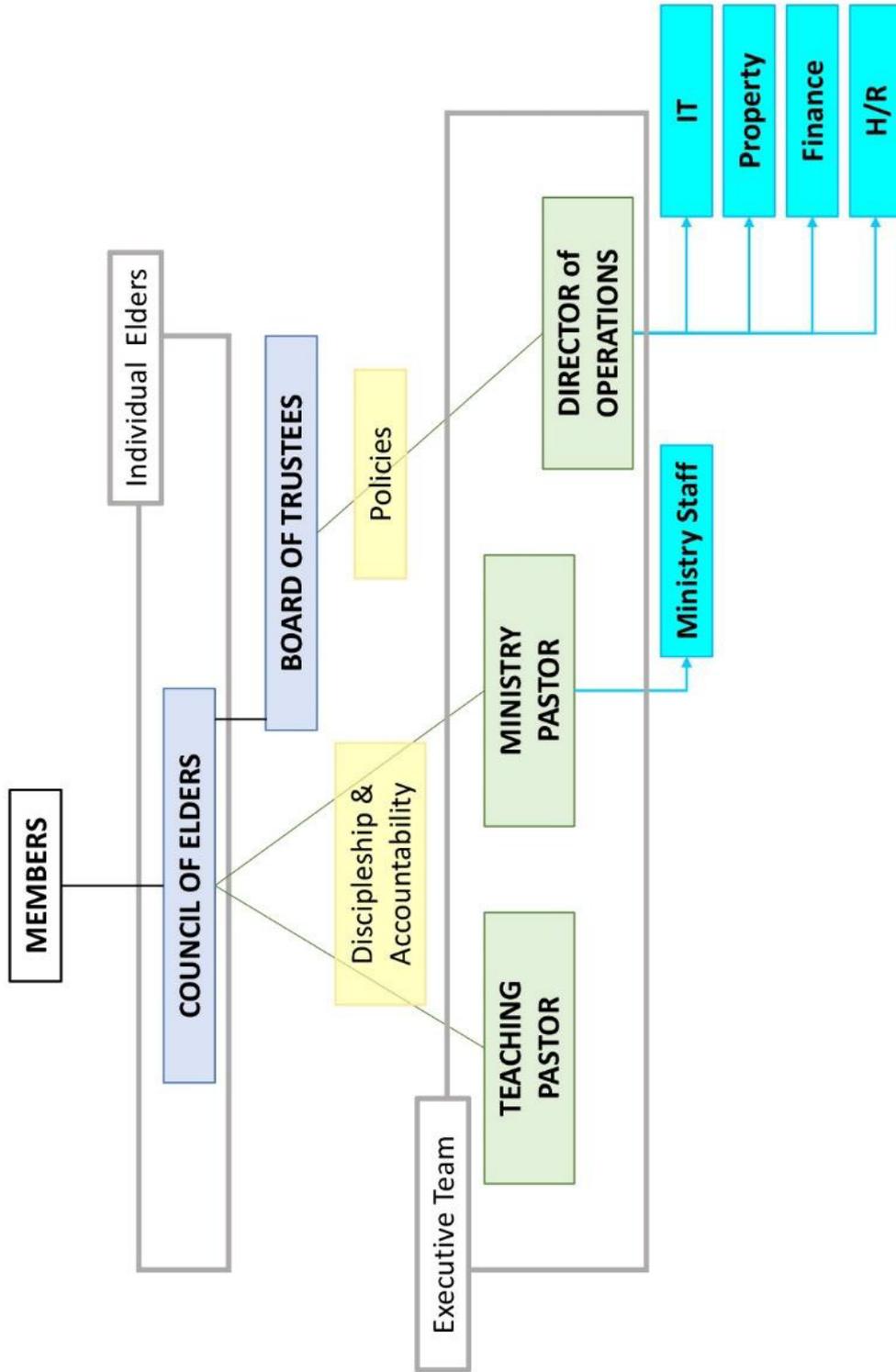
Baptized at Grant Memorial Church (1997)

Completed MBCM Pastoral Credentialing (2016)

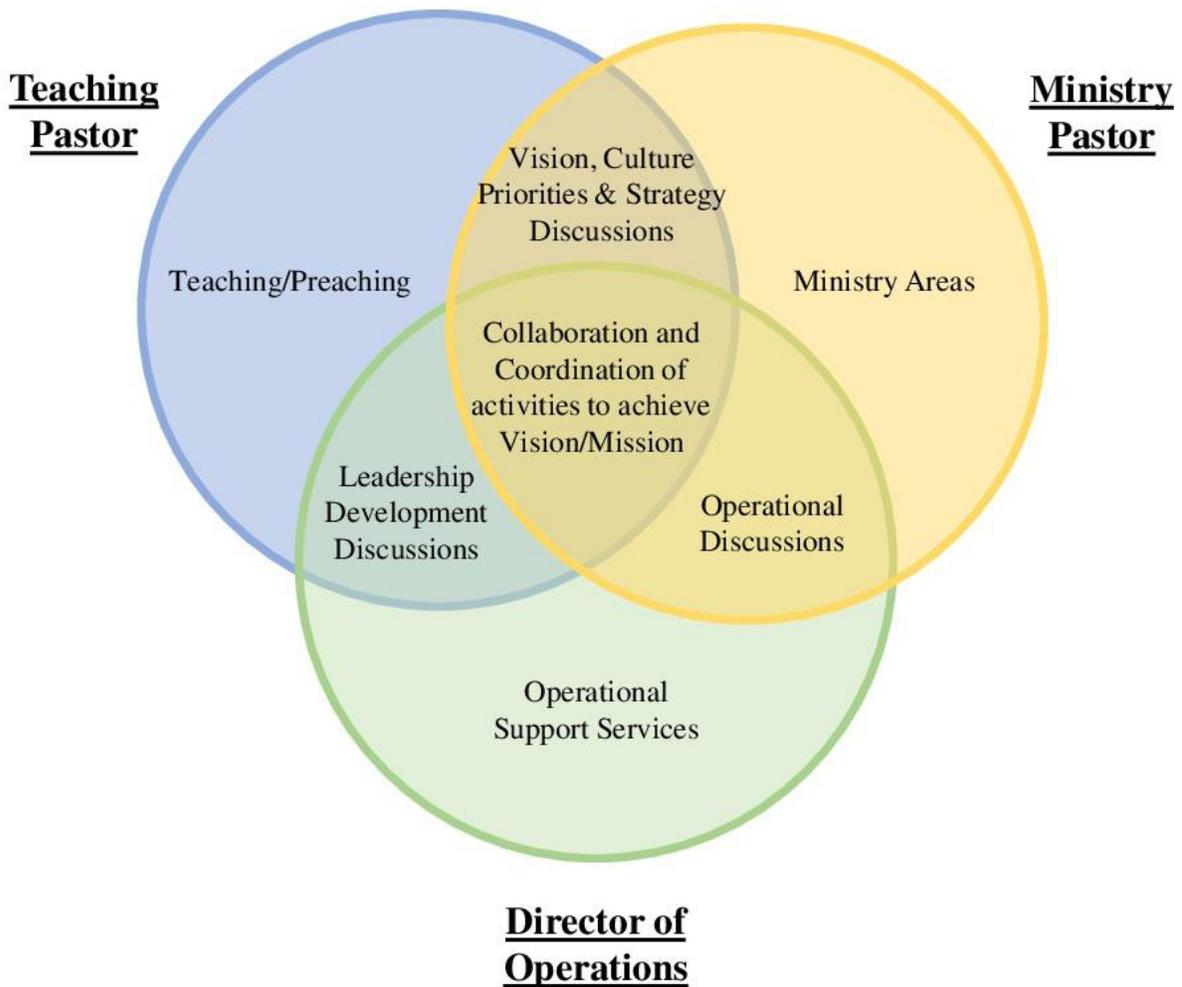
Fulfilled the requirements for MBCM Pastoral Ordination (2017)



## Appendix 6 – DRAFT New Organizational Chart



**Appendix 6 – DRAFT New Organizational Chart**



# Appendix 7 – DRAFT Mandate | Elders and Council of Elders

May 31, 2021

**DRAFT v.1.1**

**MANDATE**

**GRANT MEMORIAL BAPTIST CHURCH**

**ELDERS AND COUNCIL OF ELDERS**

## **Introduction**

Elders at GMBC are men who have been recognized by and affirmed by the congregation as being mature in their faith, living godly lives, are active in church ministry, and meet the biblical qualifications of eldership. Individually, they offer such service as prayer, teaching, encouragement, support, wise counsel, and conflict resolution to the church body. Some or all of the elders will comprise a Council of Elders to provide more formal spiritual oversight and guide the mission of the church. The Council of Elders has an integral and leadership role in governance and ministry. As overseers of the theological and missional activities at Grant, they work alongside the Trustees (managers of the GMBC corporation) to guide and support senior staff in leading the church in its vision and mission to advance God's Kingdom in Winnipeg and beyond.

Because the role of Elder is, in part, one of individual service to the body, and Elders are called by the congregation in large measure for their love for Christ, their character and their capacity to shepherd, their call is not bound by time, so much as by their continued capacity to perform their service. In their corporate role as a Council of Elders, however, their membership on the Council is by affirmation of the members of Grant for a term of three years, renewable by affirmation for an additional term, after which they must wait a year before serving on the Council again. As such, a man can be an Elder but choose not to be on the Council, be between Council appointments, or lacking Members' affirmation to be on Council.

## **Elders Qualifications**

To be appointed as an Elder at Grant, a man must:

- meet the primary biblical qualifications as outlined in 1Timothy 3:1-7 and Titus 1:5-9
- be long standing, active member of the Church
- be at least eighteen years of age; and
- show evidence consistency with the following attributes:
  - Be mature, respected within the congregation as a godly man who lives life well with a clear love for and desire to serve Christ and His people
  - Have a clear desire to reach those who do not yet know Christ, or have strayed from their relationship with Him
  - Manifest the fruit of the Spirit (Gal.5:22,23)
  - Be oriented toward evangelism and discipleship (Mt, 28:18-20)
  - Model spiritual maturity
  - Exercise sound judgment and discernment

## Appendix 7 – DRAFT Mandate | Elders and Council of Elders

May 31, 2021

- Have demonstrated leadership ability
- Be a team player with the potential to develop a good working relationship with the existing Elders
- Have the time and inclination to meet with the Elders as needed (1 Peter 5:2)
- Have an awareness of God's call (1 Timothy 3:1)
- Be committed to the Church's Statement of Faith, mission, values, and position statements
- Have a track record of using his spiritual gifts

### **Nomination and Appointment**

Annually in the month of March, Elders currently serving shall determine the number of additional Elders required to fulfill its mandate and submit that number to the Board, if any.

If it is necessary to appoint new Elders, the Council will initiate the following process:

A) They will provide the congregation with information regarding the biblical qualifications for Elders, their scriptural role, and the appointment process.

B) The Congregation will be provided the opportunity and means to recommend candidates to the Council for consideration as prospective Elders. The Council will share the list with the Board and senior leaders for consideration.

C) The Council will inform the men recommended as Elders, that they have been so recommended and that they should engage in prayerful self-appraisal and personal evaluation in light of the scriptural qualifications. Any person may withdraw their name at that point if they do not aspire to the position of Elder (1 Tim. 3:1) or if they do not believe they adequately meet the qualifications.

D) The names of the remaining candidates shall be brought before the Members of the Church, who will be given thirty days to show cause why any of the candidates would not be qualified to serve. Consistent with Matthew 18:15 and Matthew 5:24, any Member with such cause must first express his or her concern to the candidate. If the presenting issue is not resolved and the candidate does not subsequently remove himself from consideration, the participating Member must then express his or her concern to the Council for appropriate action.

E) Based on the number of Elders required and the prayerful assessment amongst themselves, the Trustees and the senior leaders regarding the respective qualifications and gifts of the candidates, the Council will choose who among them to call as Elders.

F) The newly appointed Elders will be presented to the Members of the Church for affirmation and dedication.

### **Term of Appointment/Termination**

## Appendix 7 – DRAFT Mandate | Elders and Council of Elders

May 31, 2021

An Elder, by virtue of his role, will be a permanent Elder as long as he meets the requirements and qualifications of an Elder as set out above and has not resigned or otherwise been terminated from his position as an Elder. During any period of active service, an individual's role as an Elder may be curtailed by his own decision, or for cause (i.e., moral, legal, ethical, or Biblical issues), by a three-fourths vote of the current elders. Curtailment does not preclude service as a future Elder, subject to the regular selection process. The gravity of a vote for curtailment is such that a decision of the full body of Elders is required, not just the Council.

During the time of transition between the adoption of this mandate, and appointment of Elders, current Elders (as at the date these By-Laws come into force and effect) shall continue to serve as Elders subject to their continued desire to serve. A vote of affirmation for them to continue to serve as elders will be taken at the next Meeting of Members.

### **The Council of Elders** (hereinafter referred to as "the Council")

In their role as overseers of the theological and missional activities at GMBC, some or all of the Elders will form a Council of Elders to:

- call and oversee the senior ministry leader(s) to be hired by the Board of Trustees, subject to a vote of affirmation by the Members
- support the senior leader(s) in the development and communication of vision and mission for the church
- support the senior leader(s) to design and implement the ministries required to achieve the mission and vision of the church
- collaborate with the Board of Trustees in their provision of the legal requirements of the church and the administrative and logistical support for the ministry areas
- establish appropriate theological positions to address our rapidly changing culture and to provide clarity of our theology, beliefs and practices
- anticipate cultural trends and prepare the church address them
- maintain and keep current Grant's Statement of Faith, amending it as required from time to time to address new situations or to ensure clarity
- assist church leadership by leading the development of policies or theological statements to assist or guide them in decision making
- establish a culture of leadership development within and for GMBC
- assist ministries in assuring their teachings and activities are theologically accurate and appropriate
- care for staff (individual and corporate) to encourage them in their walk with Christ, with each other and with the congregation
- initiate church discipline or conflict resolution where appropriate

# Appendix 8 – DRAFT Mandate | Board of Trustees

May 31, 2021

**DRAFT v.1.4**

**MANDATE**

**GRANT MEMORIAL BAPTIST CHURCH Inc ( "GMBC")**

**Board of Trustees**

## **Introduction**

Trustees at GMBC are Members who have been recognized by, and affirmed by, the Membership as being mature in their faith, living godly lives, are active in serving GMBC, and meet the biblical qualifications of Deacon. The Board of Trustees has an integral stewardship role in governance and ministry. As overseers of the corporate activities at GMBC, they work alongside the Council of Elders to govern the corporate affairs of the Church in order to fulfill its vision and mission to advance God's Kingdom in Winnipeg and beyond. In their capacity as Trustees, they serve as the Board of Directors of Grant Memorial Baptist Church Inc. In this role, they oversee the activities of GMBC specifically falling under the domain of the Corporation (and the legal and regulatory frameworks therein) while leaving the oversight of the broader, ministry focused activities to the Elders. These oversight duties currently include Property Management, Finances, Human Resources, and Information Technology.

Because the role of Trustee is one of service, Trustees are called by the Membership in large measure for their love for Christ, their desire to see GMBC achieve all it can for the glory of God and the building of His Kingdom, and their capacity to provide oversight and governance on behalf of the Membership. Their membership on the Board is by affirmation of the Members of GMBC for a term of three years, renewable by affirmation for additional terms of three years each.

## **Trustee Qualifications**

To be appointed as a Trustee of GMBC, a Member must:

- meet the primary biblical qualifications as outlined in 1Timothy 3:1-7 and Acts 6:1-6
- be a member of GMBC in good standing for a minimum of one (1) year
- be a resident of Canada
- not be an "Ineligible Individual" as defined in Section 149.1(1) of the Income Tax Act (Canada)
- not be of unsound mind, and/or not having been found so by a Court anywhere in Canada or elsewhere
- not bankrupt
- show evidence consistent with the following attributes:
  - Be mature, respected within the congregation as having godly character; and be one who lives life with a clear love for and desire to serve Christ and His people

## Appendix 8 – DRAFT Mandate | Board of Trustees

May 31, 2021

- Model spiritual maturity
- Manifest the fruit of the Spirit (Gal.5:22,23)
- Exercise sound judgment and discernment
- Have demonstrated leadership ability
- Be a team player with the potential to develop a good working relationship with the Council of Elders, staff, volunteers, and other GMBC Ministry areas
- Have the time for, and inclination to attend, meetings of the Board of Trustees as needed (1 Peter 5:2)

### **Nomination and Appointment**

The Nominating Committee will determine the number of additional Trustees required to fulfill its mandate and recommend additional Trustees to the membership of GMBC to be voted on and affirmed by the Membership at a Members' meeting.

### **Term of Appointment/Termination**

A Trustee will be elected by the Membership for a term of three years. There is no limitation on the number of terms, consecutive or otherwise, that a Trustee may serve on the Board of Trustees. However, each new term will be subject to a re-nomination by the Nominating Committee and a subsequent election by the Membership.

### **The Board of Trustees**

In their role as overseers of all corporate aspects of GMBC, they will act as the informed voice and agents of GMBC members to:

- support the Council of Elders in the development and communication of vision and mission for the church,
- ensure all legal requirements of the church are met,
- ensure financial solvency and long-term viability of GMBC is maintained,
- ensure the operational viability of GMBC to provide ongoing ministry is maintained,
- ensure a monitoring system is in place to provide adequate oversight of the legal, financial, and operational obligations and operations,
- ensure clarity of policies to assist or guide the Board, and those that report to the Board, in decision making,
- establish a culture of leadership development within and for GMBC

**GRANT MEMORIAL BAPTIST CHURCH INC.**

**BY-LAWS**

Grant Memorial Baptist Church Inc.  
877 Wilkes Avenue  
Winnipeg, MB, R3P 1B8

~~Passed and enacted on October 28<sup>th</sup>, 2020~~  
Draft for Presentation & Vote at June 21, 2021 Members' Meeting

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# **BY - LAWS**

## **ARTICLE I DEFINITIONS**

### **1.01 Definitions**

The following words and terms shall have the following meanings.

- (a) “*Act*” shall mean The Corporations Act, as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may be substituted therefore.
- (b) “*Articles*” shall mean the Articles of Continuance of Grant Memorial Baptist Church Inc. issued by the Manitoba Companies Office dated June 3, 2009, and any amendments thereto from time to time.
- (c) “*Church*” shall mean Grant Memorial Baptist Church Inc.
- (d) “*Consensus*” shall mean, with regard to Meetings of the Board of ~~Deacons~~Trustees, a decision arrived at as a result of a fair and open discussion where no ~~Deacon-Trustee~~ who is entitled to vote at the Meeting objects to the matter at issue.
- (e) “*Elders*” shall mean the spiritual leaders of the Church as affirmed by the Membership as defined in the most recent edition of the Elder Council Mandate, serving as the theological guardians and creating doctrinal position statements.
- (f) “*Majority*” shall mean more than fifty percent (50%).
- (g) “*Special Resolution*” shall mean a Resolution passed by a majority of not less than two- thirds (2/3) of the votes cast on that Resolution.

### **1.02 Interpretation**

Words and expressions not defined in these By-Laws shall have the same meaning as ascribed by the Act, unless required otherwise by the context. Words importing the singular number shall include the plural and vice versa and words importing gender shall include the masculine, feminine and neuter genders.

## **ARTICLE II STATEMENT OF FAITH**

### **2.01 The Word of God**

We believe that the Bible is the revealed Word of God, fully and verbally inspired, written under the direction of the Holy Spirit. We believe it is without error in the original manuscripts and is true and trustworthy in all that it asserts. It has supreme authority in all matters of faith and conduct.

Deut 29:29; 2 Tim 3:16-17; 2 Pet 1:20-21; 1 Sam 15:29; Ps 19:7-11, 119:130; Rom 15:4; Josh 1:8; Deut 6:6-7; John 8:31-32, 19:35, 20:31; Heb 4:12

### **2.02 The Trinity**

We believe that there is one living and true God, eternally existing in three persons—Father, Son, and Holy Spirit—that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence, and redemption.

Deut 6:4; Isa 44:6; Gen 1:1-2; Rom 1:20; John 1:1-3, 10:30; 1 Cor 8:6; 2 Cor 13:14; Col 1:15, 2:9; Luke 1:35; Matt 3:16-17, 28:19; 1 Pet 1:2; John 14:16-17, 16:13-15; Eph 4:4-6

**2.03 God the Father**

We believe in God, the Father, an infinite, personal spirit, perfect in holiness, wisdom, power, and love. We believe that He concerns Himself mercifully in the affairs of each person, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

Rom 11:33-36; 1 Tim 6:15-16; Isa 6:3; Dan 7:9-10; Matt 23:9; Eph 1:3,17-19; John 1:18, 4:24; 1 Pet 1:3; Rom 1:7; 1 Tim 1:1-2, 2:1-6; Jer 33:3; Phil 4:6-7; Luke 10:21-22; John 3:16, 6:40; Eph 2:4-6

**2.04 God the Son**

We believe in Jesus Christ, existing eternally as God's Son. In His incarnation, He was conceived by the Holy Spirit, born of a virgin, led a sinless life, performed miracles, and taught with authority. We believe in his substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth. We believe that he was fully God and fully human.

John 1:1, 14, 18, 8:58; Rev 1:4, 17-18, 22:13; Dan 7:13-14; Matt 1:18-25; Luke 1:26-38; Heb 4:25; 1 Pet 2:21-23; Acts 2:22; John 3:2, 20:30-31; Mark 1:27; Matt 7:28-29; Isa 53:5; 2 Cor 5:21; Matt 20:28; Rom 5:6-8; Mark 16:6; Matt 28:5-6; Rom 6:9-10; 1 Tim 3:16; Acts 1:9; Heb 1:3; Eph 1:20-21; 1 John 2:1; Rom 8:34; Heb 7:25, 9:28; Acts 1:11; Rev 1:5-7, 20:20; Rom 9:5; John 20:28; Phil 2:6-11; Heb 2:14-18

**2.05 God the Holy Spirit**

We believe in the Holy Spirit, who was sent by the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ and that He is an abiding helper, teacher, and guide.

John 14:16-17, 26, 15:26, 16:7-16; Matt 3:11; John 3:5, 6:63; Rom 8:2; Tit 3:5-6; 1 Cor 6:11; 1 Pet 1:2; 2 Thes 2:13; Rom 8:11-14, 26-27; Acts 1:8; Gal 5:22-25; 1 John 4:13; Rom 8:9; 1 Cor 2:10-16, 3:16, 6:19; John 14:26

**2.06 Angels**

We believe that angels are a distinct order of created spiritual beings; that they can appear in human form; that good angels minister to human beings and serve God as special messengers; that Satan, a fallen angel, and his evil angels (i.e. demons) whom he leads, exercise great but limited evil power in the world, and will suffer final defeat at the hands of the Lord Jesus Christ.

Ps 148:2; Isa 6:2-3; 2 Kings 6:15-17; Neh 9:6; Luke 1:11-13, 2:8-15; Dan 10:5-6, 12-14; Heb 1:14, 13:2; Gen 3:1-6, 15; Luke 10:18; 2 Pet 2:4; Jude 1:6; Eph 6:12; 1 John 4:4, 5:18-19; Rev 20:1-10; Matt 25:41

**2.07 Creation**

We believe the Triune God created everything—both physical and spiritual—out of nothing. We believe God created human beings, male and female, in His own image and likeness and therefore with unique, intrinsic worth from conception to natural death.

Gen 1; John 1:1-3; Col 1:16-17; Heb 1:2; Job 38-41; Ps 104; Acts 17:24-26; Heb 11:3; Rev 4:11; Rom 11:36; Gen 1:26-27, 5:1-2; Ps 139:13-16; Gen 9:6

**2.08 Humanity**

We believe Adam and Eve experienced perfect relationship with their Creator and were appointed stewards of God's good creation. We believe they sinned by choosing to disobey God. Adam's rebellion rendered all people sinful in every respect, incapable of achieving God's standard of good, and thereby brought death to the human race.

Gen 1:28-31, 2:8-9, 15-25, 3:1-24, 6:5; Rom 3:9-12, 5:12; 1 Cor 15:21-22; Rom 6:16; 2 Chron 6:36a; 1 John 1:8, 10; Mark 7:21-23; John 3:19; Ecc 9:3; Jer 13:23; Rom 8:7; Ps 51:5, 58:3; Gen 8:21; Col 1:21; Gal 6:7-8; Rom 6:23; James 1:15; Ezek 18:4; Rev 21:8

**2.09 Regeneration**

We believe that all people are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust Jesus Christ as Saviour are regenerated by the Holy Spirit, who enters each believer's life at the time of their salvation, makes them a new creation—although the old nature is not eradicated before death—and secures them until they arrive in Heaven.

Ps 14:1-3; James 1:14; Jer 17:9; Ecc 2:11; Rom 3:19, 23, 9:22; 2 Thes 1:9; Rev 20:10, 14-15; John 3:14, 5:24, 8:12, 10:26; Prov 28:13; Acts 2:38, 3:19, 11:18; 17:30-31; 20:21; Ps 51:7; Rom 3:23-24, 5:19; 1 John 1:9; Rom 8:1-2; 2 Cor 5:17; John 1:13, 3:16, 6:39; 1 Peter 1:4-5; Eph 1:13-14

**2.10 The Church**

We believe in the universal church, the living spiritual body of which Christ is the Head and all regenerated persons are members. We believe in the local church, consisting of a community of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, ministry, and fellowship. We believe that the mission of the church is to edify believers in order to bring the good news of Jesus Christ into our lost world.

1 Cor 12:12, 27; Eph 1:22-23, 2:19-22, 4:11-16, 5:19-21, 23, 25-27, 29-32; Acts 2:41-47; Heb 10:23-25; Acts 1:8; Matt 28:18-20

**2.11 Ordinances**

We believe that the Lord Jesus Christ has committed two ordinances to the local church: baptism and the Lord's Supper. We believe in Christian baptism as the immersion of a believer in water in the name of the triune God. Baptism is a public witness to the believer's spiritual baptism by which the Holy Spirit places him or her in union with Christ in His death, burial and resurrection. We believe that the Lord's Supper was instituted by Christ in order to remember His death. We believe that these two ordinances should be observed and celebrated until the return of the Lord Jesus Christ.

Matt 28:19; Acts 2:38, 8:12; 10:48; Gal 3:26-27; Rom 6:3-5; Matt 28:26-28; Mark 14:22-24; Luke 22:19-20; Jer 31:31; John 6:51, 53-54; 1 Cor 11:23-26

**2.12 Christian Conduct**

We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be a good testimony before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves and others the full stature of maturity in Christ.

1 Cor 10:31; 1 Pet 2:11-17, 3:8, 4:1-11; Rom 12:1-3; John 14:15, 23-24; 1 John 2:3-6; 2 Cor 9:6-9; 1 Cor 4:2; Col 1:9-11, 3:15-17; Heb 12:1-2; Rom 14:19; 1 Thes 5:11; Eph 4:15-16, 29

**2.13 Marriage & Family**

We believe the Bible teaches that marriage refers to the covenant relationship between one biological man and one biological woman, as instituted by God in the beginning, to the exclusion of all others. We affirm the family as the basic unit of society and seek to preserve the integrity of the family and its stability.

Gen 2:23-24; Matt 19:4-6; Mark 10:6-9; 1 Cor 7:2-6, 10-11; 1 Tim 3:2, 12; Tit 1:6; Rom 1:26-32; Lev 18:22; 1 Cor 6:9-10; Ps 127:3, 128:1-4; Prov 22:6; Deut 6:6-7; Col 3:18-21; Eph 5:33-6:4; Deut 5:16

**2.14 Religious Freedom**

We believe that every person is directly responsible to God. Believers should be free to covenant together in autonomous congregations without undue interference from any ecclesiastical or government authority. While respecting the authority of government, we affirm the responsibility of the church to speak into the public forum. In matters of disagreement between Scripture and government, we believe we must obey God.

Rom 3:19, 14:7-9, 12; 2 Cor 5:10; Matt 16:24-27; Rom 13:1-7; 1 Tim 2:1-3; Tit 3:1-2; 1 Pet 2:13-17; Jer 29:7; Phil 2:9-11, 3:20; Acts 4:19-20, 5:29, 17:11; 24:10-26; Ex 1:17; Dan 2:20-21, 3:1-30, 6:1-28; Rev 2:10

**2.15 Church Cooperation**

We believe that local churches can best promote the cause of Jesus Christ by cooperating with one another in an association of likeminded congregations. They may likewise cooperate with inter-denominational fellowships on a voluntary, independent basis, provided that the Gospel is not compromised.

Ps 133:1; Phil 1:5, 7, 27, 2:1-2; Rom 16:1-16; Acts 15:36, 41, 16:5; Rom 1:11-12, 12:13; 1 Cor 16:1; 2 Cor 8:1-4; Rev 1:4, 10-11; Gal 1:1-3; 1 Pet 1:1-2; Rom 14:1, 4, 10; 2 Cor 6:14-16

**2.16 Last Things**

We believe in the rapture of the Church, the personal and visible return of the Lord Jesus Christ to earth and the establishment of His kingdom. We believe in the resurrection of the body, the final judgment, the endless suffering of the unbeliever in Hell and the eternal joy of the believer in the presence of God.

Acts 1:11; Matt 16:27; Mark 14:62; Dan 7:13-14; Rev 1:7; Tit 2:13; Phil 3:20; Luke 1:33; Isa 9:6-7, 11:3-9, 52:13-15; 1 Thes 4:14-17; 2 Tim 4:1; 1 Cor 4:5, 15:23-28, 35-57; 2 Pet 3:7; Isa 66:15-16, 22-24; 2 Thes 1:7-10; Rev 20:4-6, 11-15; Matt 25:46; Dan 7:9-10; 2 Pet 3:7; Heb 12:22-28; Rom 8:21; 2 Pet 3:10-13; John 14:3; Rev 21:1-22:5

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**ARTICLE III  
PURPOSES AND PHILOSOPHY**

**3.01 Purposes**

The Church's purposes are as follows:

- (a) The worship of Almighty God as revealed through the Bible;
- (b) The fellowship of Christian believers;
- (c) The preaching of the Gospel of Jesus Christ unto salvation of the lost at home and abroad;
- (d) The teaching and training of Christian believers in the development of a consistent Christian character and personal ministry;
- (e) The equipping and supplying of Christian believers to assist them in their personal and joint ministries; and,
- (f) To do all such things as are incidental or conducive to the attainment of the above as the Church may deem necessary from time to time.

**3.02 Philosophy**

The Church's philosophy of ministry is to equip and edify believers to the end that they multiply, unite and mature in their Christian faith (Ephesians 4:11-13).

**ARTICLE IV  
MEMBERSHIP**

**4.01 Membership**

In order to qualify for Membership in the Church, a person shall:

- (a) Express faith in Jesus Christ as their personal Saviour and Lord;
- (b) Have been baptized by immersion upon the public confession of their faith in Jesus Christ as their personal Saviour and Lord;
- (c) Express full acceptance of the Statement of Faith as set forth in these By-Laws;
- (d) Express agreement to abide by these By-Laws; and,
- (e) Attend an orientation class designed to ensure their understanding of the Statement of Faith, these By-Laws and their responsibilities and privileges upon becoming a Member.

**4.02 Non-immersion Baptism**

Notwithstanding Section 4.01(b), a person who has been previously baptized as a professing believer in another recognized evangelical church by sprinkling or pouring may qualify for Membership in the Church upon the recommendation of the Board of ~~Deacons-Trustees~~ provided that the person agrees to:

- (a) Endorse the practice of immersion as the Biblical model of believers' baptism; and,
- (b) Teach immersion as the Biblical model of believers' baptism.

**4.03 Interview**

A person that meets the qualifications for Membership in the Church shall be interviewed by at least one (1) Elder, at least one (1) [Deacon-Trustee](#) and at least one (1) Member to confirm that the person meets the Membership qualifications.

**4.04 Board of Deacons-Trustees Approval**

Upon recommendation to the Board of [Deacons-Trustees](#) by those who conducted the interview, and upon Majority affirmative vote of the Board of [Deacons-Trustees](#), a person shall be admitted into the Membership of the Church

**4.05 Introduction**

As soon as reasonably practical after being granted Membership, new Members shall be introduced and welcomed into the membership of the Church at a worship service that includes the Lord's Supper or a baptism as part of the order of service.

**4.06 Not Transferable**

Membership in the Church shall not be transferrable, neither from one person to another, nor to or from the Church to another church.

**4.07 Privileges and Responsibilities**

- (a) Voting and Holding Office: Subject to the provisions of Section 6.01(a), all active Members who have reached their eighteenth (18th) birthday are eligible to vote and to hold elected or appointed offices of the Church.
- (b)
  - (i) Acknowledgement of the Headship of Jesus Christ: All Members, being members also of the universal Church, whose Head is Christ, shall recognize Jesus as Lord in all manner of life and conduct.
  - (ii) Acknowledgement of Church Authorities: All Members shall recognize the authority of the various officers of the Church as given by Scripture and/or these By-Laws.
  - (iii) Exercise of Spiritual Gifts: All Members shall seek to discover and use their spiritual gifts to further the work of the local and universal Church. They shall seek to avail themselves of the training and equipping ministries of the Church to that end.
  - (iv) Support of the Local Church: All Members shall seek to understand and support the ministry of the Church in accordance with the direction of the Holy Spirit in their personal life.

**4.08 Voluntary Withdrawal**

- (a) A Member who changes their belief so as to become opposed to the Statement of Faith as set forth in these By-Laws and of the Purposes and Philosophy of the Church is encouraged to voluntarily withdraw from Membership to minimize disruption to the Church.
- (b) A Member may also voluntarily withdraw from Membership for any other reason.
- (c) Notice of voluntary withdrawal should be given in writing to the Secretary of the Board of [Deacons-Trustees](#).

**4.09 Termination of Membership**

- (a) A Member may voluntarily terminate their Membership by providing their resignation in writing to the Secretary of the Board of [Deacons-Trustees](#).
- (b) A Member will be deemed to have terminated their Membership upon the Board of [Deacons-Trustees](#) receiving satisfactory verification that the Member has joined another church.

- (c) The Board of ~~Deacons~~ Trustees shall have authority to remove persons from Membership in instances where it has determined, in its sole and absolute discretion, that such persons have failed to adhere to the responsibilities of Membership.

#### **4.10 Restoration of Membership**

A person, who has had their Membership terminated, may have their Membership restored in accordance with the provisions of Section 4.01 through 4.04 inclusive herein.

#### **4.11 Transitional Provision**

A person that is a Member of the Church as at the date these By-Laws come into force and effect shall be a Member of the Church.

## **ARTICLE V MEMBERSHIP MEETINGS**

### **5.01 Annual Meetings**

- (a) The Membership of the Church shall meet at least twice annually:
- (i) Once prior to the end of each fiscal year to:
    - (1) elect ~~Deacons~~ Trustees;
    - (2) vote to affirm the Church ministry plan for the upcoming year; and,
    - (3) vote to affirm the Church budget for the upcoming year.
  - (ii) Once subsequent to the end of each fiscal year and on or before December 31st to:
    - (1) receive and approve the annual financial statement for the most recently completed fiscal year; and,
    - (2) appoint an independent auditor or auditing firm.
- (b) Other Membership Meetings may be held as required from time to time to conduct the affairs of the Membership.

### **5.02 Notice**

The Moderator shall be required to give notice of Membership Meetings.

- (a) Notice of Membership Meetings shall be given to the Membership at least twenty-one (21) days before the date appointed for the holding of the Meeting, with such notice being given by verbal notice provided during all regular Church services during that period, and also given by written notice in all regular Church written communications during that period.
- (b) The Agenda for a Membership Meeting, together with the Minutes of the immediately preceding Membership Meeting, shall be provided before the Membership Meeting to any Member upon their request.

### **5.03 Omission of Notice**

The accidental omission to give notice as required by Section 5.02 shall not invalidate any business transacted at any Membership Meeting, unless otherwise provided by the Members in attendance at the Membership Meeting.

### **5.04 Deemed Meeting of Full Membership**

All Membership Meetings shall be deemed to be Meetings of the full Membership.



**5.05 Quorum**

- (a) A quorum for the transaction of business at all Membership Meetings shall be constituted by the attendance in person of not less than twenty percent (20%) of the total number of Members as at date of that Membership Meeting.
- (b) In the event a quorum does not exist, the Membership Meeting shall be adjourned for one (1) week, at which time the Members present in person shall constitute a quorum.

**5.06 Chairman**

- (a) The Moderator shall act as Chairman of all Membership Meetings.
- (b) In the Moderator's absence, the Vice-Moderator or authorized delegate of the Board of [Deacons](#) [Trustees](#) shall act as Chairman of a Membership Meeting.

**5.07 Rules of Order**

The Moderator shall specify the Rules of Order by which Membership Meetings are to be conducted.

**5.08 Voting Rights**

At all Membership Meetings, each Member shall be entitled to one (1) vote on each motion or resolution.

**5.09 Voting**

- (a) Voting may be by show of hands, or, upon the request of any Member, shall be by way of secret ballot.
- (b) Unless otherwise required by the Act or these By-Laws, all motions and resolutions arising at any Membership Meeting shall be decided by a Majority of votes of the Members in attendance at the Membership Meeting.
- (c) In the event of a tie vote, the Moderator shall be entitled to a second or casting vote.

**5.10 Proxy Voting**

Voting by proxy shall be permitted at Membership Meetings by means of written proxy (in the form as approved from time to time by the Board of [Deacons](#)[Trustees](#) in their sole and absolute discretion) given to one (1) other Member, provided however there shall be no advance or absentee voting at Membership Meetings.

**5.11 Binding upon Membership**

The motions and resolutions adopted and approved by the Members in attendance at all Membership Meetings shall be binding upon the full Membership.

**5.12 Non-Members**

- (a) Non-Members may attend Membership Meetings, but shall not participate in Membership Meetings in any manner whatsoever including, without limitation, non-Members may not participate in any discussions, motions and resolutions arising at any Membership Meeting and are not entitled to any voting rights.
- (b) Notwithstanding Section 5.12(a), the Chairman of the Membership Meeting may authorize non-Members to participate in any discussions, motions and resolutions arising at the Membership

Meeting and may call upon non-Members to express their opinion on any motions and resolutions arising at the Membership Meeting by means of a vote of the non- Members, which vote however shall be non-binding and have no force or effect whatsoever upon the motions and resolutions being considered by the Membership.

### 5.13 Records and Minutes

A record of all Membership Meetings as to notice, dates announced, purpose, Chairman of the Membership Meeting, transpired business, resolutions and motions and voting results shall be maintained in permanent form by the Secretary of the Board of DeaconsTrustees.

## ARTICLE VI BOARD OF DEACONSTRUSTEES

### 6.01 Composition

- (a) The Board of DeaconsTrustees shall consist of a minimum of seven (7) and a maximum of fifteen (15) ~~men Members —one of whom is an Elder—~~ elected ~~from by~~ the Membership to represent them in accordance with these By- Laws ~~and shall also include one Elder as nominated by the Elders.~~
- (b) Subject to Section 6.01(a), the specific number of DeaconsTrustees comprising the Board of DeaconsTrustees from time to time shall be determined in the sole and absolute discretion of the Board of DeaconsTrustees.
- (c) The Board of DeaconsTrustees shall be composed such that more than fifty percent (50%) of the DeaconsTrustees are at "arm's length" with each other as defined in Section 251 of the Income Tax Act (Canada).

### 6.02 Responsibilities

With the exception of those matters stated in the Act and in these By-Laws to remain within the authority of the Members, the Board of DeaconsTrustees shall be responsible to govern The Church on behalf of the Membership from whom it has received its legal authority to govern. The Board of DeaconsTrustees shall be responsible to call and hire all those who report to the Board of DeaconsTrustees, who in turn require affirmation by the Members.

### 6.03 Qualifications

The DeaconsTrustees shall meet the following qualifications:

- (a) Member of the Church in good standing for a minimum of one (1) year;
- (b) At least eighteen (18) years of age;
- (c) Resident of Canada;
- (d) Not be an "ineligible individual" as defined in Section 149.1(1) of the Income Tax Act (Canada);
- (e) Not of unsound mind and/or not having been so found by a Court in Canada or elsewhere;
- (f) Not bankrupt; and
- (g) Meet the ~~character qualifications as found in~~ Biblical qualifications for a Deacon (I Timothy 3:8-13; Acts 6:1-6).

### 6.04 Nomination

- (a) The ~~Elders shall form a Nominating Committee to~~ Board of Deacons shall select three (3) Deacons and three (3) Members to form a committee to nominate (the "Deacon Nominating Committee") from the Membership persons to stand for election as DeaconsTrustees as required from time to time.
- ~~(b) A Deacon shall chair the Deacon Nominating Committee.~~

#### **6.05 Transitional Provision**

Those persons that are DeaconsTrustees as at the date these By-Laws come into force and effect shall continue to serve as DeaconsTrustees for the remainder of the respective terms for which they were each elected.

#### **6.06 Appointment and Terms**

- (a) A DeaconTrustee shall be elected by the Membership for a term of three (3) years.
- (b) As far as practicable, one-third (1/3) of the Board of DeaconsTrustees shall be elected each year.
- (c) There shall be no limitation on the number of terms, consecutive or otherwise, that a DeaconTrustee may serve on the Board of DeaconsTrustees.

#### **6.07 Chairman**

- (a) The Board of DeaconsTrustees shall annually appoint one of the DeaconsTrustees to serve as the Chairman of the Board of DeaconsTrustees.
- (b) The Chairman of the Board of DeaconsTrustees shall be the Moderator of the Church.

#### **6.08 Vice-Chairman**

The Board of DeaconsTrustees shall annually appoint one of the DeaconsTrustees to serve as the Vice-Chairman of the Board of DeaconsTrustees.

#### **6.09 Secretary**

- (a) The Board of DeaconsTrustees shall annually appoint one of the DeaconsTrustees to serve as the Secretary of the Board of DeaconsTrustees.
- (b) The Secretary of the Board of DeaconsTrustees shall maintain a record of the proceedings and minutes of the Meetings of the Board of DeaconsTrustees.

#### **6.10 Meetings**

- (a) The Board of DeaconsTrustees shall meet at a minimum of six (6) times annually.
- (b) Additional Meetings of the Board of DeaconsTrustees may be held when determined, in the sole and absolute discretion of the Chairman of the Board of DeaconsTrustees, that any such additional Meetings are necessary, advisable, beneficial, or in the best interests of the Church.
- (c) All Meetings of the Board of DeaconsTrustees shall occur at such times and places as determined in the sole and absolute discretion of the Chairman of the Board of DeaconsTrustees.

#### **6.11 Notice**

- (a) Notice of all Meetings of the Board of DeaconsTrustees, specifying the time and place thereof, shall be delivered, faxed or emailed to each DeaconTrustee not less than seven (7) days before the Meeting is to take place, or shall be mailed to each DeaconTrustee not less than fourteen (14) days before the Board Meeting is to take place.

- (b) In the computation of time for the giving of notices of all Meetings of the Board of [DeaconsTrustees](#), the day on which the notice of the specific Meeting is given is excluded from such computation, and the day on which the notice indicates the specific Meeting is to be held is included in such computation.
- (c) No notice of any Meeting of the Board of [DeaconsTrustees](#) shall be necessary if all the [DeaconsTrustees](#) are present, or if those absent have signified their consent to the Meeting being held in their absence.
- (d) A Meeting of the Board of [DeaconsTrustees](#) may be held at the close of every Membership Meeting without notice.

#### **6.12 Accidental Omission of Notice**

- (a) The accidental omission to give notice as required by Section 6.11 and/or non-receipt of such notice by any [DeaconTrustee](#) shall not invalidate any business transacted at any Meeting of the Board of [DeaconsTrustees](#), unless otherwise provided by the [DeaconsTrustees](#) in attendance at the Meeting of the Board of [DeaconsTrustees](#).
- (b) Any [DeaconTrustee](#) may at any time waive notice of a Meeting of the Board of [DeaconsTrustees](#) and may ratify and approve any or all proceedings taken.

#### **6.13 Deemed Meeting of Full Board of [DeaconsTrustees](#)**

All Meetings of the Board of [DeaconsTrustees](#) shall be deemed to be Meetings of the full Board of [DeaconsTrustees](#).

#### **6.14 Quorum**

- (a) At all Meetings of the Board of [DeaconsTrustees](#), a quorum for the transaction of business at any such Meeting shall be constituted by the attendance in person of not less than a Majority of the total number of the [DeaconsTrustees](#) as at date of that Meeting.
- (b) In the absence of a quorum, the Meeting shall be adjourned to a date thereafter fixed at the Meeting, of which adjourned Meeting notice shall be given in the form and manner prescribed by Section 6.11, and at such adjourned Meeting the [DeaconsTrustees](#) present in person shall constitute a quorum.

#### **6.15 Meetings by Electronic Means**

Meetings of the Board of [DeaconsTrustees](#) may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting, and a [DeaconTrustee](#) so participating in such a Meeting is deemed to be present at the Meeting and is thus entitled to vote at that Meeting as if such [DeaconTrustee](#) was present in person.

#### **6.16 Voting**

- (a) The Board of [DeaconsTrustees](#) shall endeavor to reach decisions by Consensus, however in the event that no Consensus is reached with regard to a particular motion or resolution then any [DeaconTrustee](#) may require that the motion or resolution be voted upon by the Board of [DeaconsTrustees](#).
- (b) Unless otherwise required by the Act or these By-Laws, each motion or resolution arising at any Meeting of the Board of [DeaconsTrustees](#) shall be decided by a Majority of votes.
- (c) Each [DeaconTrustee](#) shall be entitled to one (1) vote on each motion or resolution.
- (d) There shall be no proxy voting at Meetings of the Board of [DeaconsTrustees](#).

#### **6.17 Manner of Voting**

- (a) Votes on motions or resolutions may be taken by the Board of [DeaconsTrustees](#) by:
- (i) a show of hands;
  - (ii) a ballot, which may be requested by any [DeaconTrustee](#) and which ballot shall occur as determined in the sole and absolute discretion of the Chairman of the Board of [DeaconsTrustees](#); or,
  - (iii) a telephonic, an electronic or other communication facility, if the Board of [DeaconsTrustees](#) makes available such a communication facility, and any [DeaconTrustee](#) participating in a Meeting of the Board of [DeaconsTrustees](#) by electronic means as set forth in Section 6.15 and entitled to vote at that Meeting may vote by such means.
- (b) The result of the vote on the motion or resolution shall be entered in the minutes of the Meeting of the Board of [DeaconsTrustees](#) and such entry shall be conclusive evidence of the fact without recording the number or proportion of the votes recorded in favour of or against any motion or resolution, unless otherwise requested by a [DeaconTrustee](#).

#### **6.18 Conflict of Interest Disclosure**

- (a) A [DeaconTrustee](#) shall disclose to the Board of [DeaconsTrustees](#) any matter which is or might reasonably be seen to be a conflict of his personal interests with the interests of the Church.
- (b) On all matters of conflicting personal interest, a [DeaconTrustee](#) shall refrain from the discussion and voting on such matters at both Meetings of the Board of [DeaconsTrustees](#) and Membership Meetings.

#### **6.19 Binding upon Full Board of [DeaconsTrustees](#)**

The motions or resolutions adopted and approved by the [DeaconsTrustees](#) actually in attendance at all Meetings of the Board of [DeaconsTrustees](#) shall be binding upon the full Board of [DeaconsTrustees](#).

#### **6.20 Disqualification**

A [DeaconTrustee](#) that fails to continue meeting the qualifications as required by Section 6.03 shall be disqualified from continuing to serve as a [DeaconTrustee](#), and immediately ceases to be a [DeaconTrustee](#).

#### **6.21 Removal**

Upon approval of two-thirds (2/3) of the [DeaconsTrustees](#) in attendance at a Meeting of the Board of [DeaconsTrustees](#), a [DeaconTrustee](#) may be removed as a [DeaconTrustee](#) where, in the opinion of the Board of [DeaconsTrustees](#):

- (a) The [DeaconTrustee](#) fails to attend regular meetings of the Board of [DeaconsTrustees](#) without reasonable cause; or,
- (b) the [DeaconTrustee](#) has conduct which impairs his service as a member of the Board of [DeaconsTrustees](#).

#### **6.22 Resignation**

- (a) A [DeaconTrustee](#) may resign by written notice to the Chairman of the Board of [DeaconsTrustees](#).
- (b) The Chairman of the Board of [DeaconsTrustees](#) may resign by written notice to the Secretary of the Board of [DeaconsTrustees](#).

#### **6.23 Vacancy**

- (a) A vacancy in the office of a [DeaconTrustee](#) shall occur where any of the following occurs:

- (i) the ~~Deacon~~Trustee is disqualified pursuant to Section 6.20.
  - (ii) the ~~Deacon~~Trustee is removed pursuant to Section 6.21.
  - (iii) the ~~Deacon~~Trustee resigns pursuant to Section 6.22.
  - (iv) the ~~Deacon~~Trustee dies.
- (b) In the event of a vacancy for any of the foregoing reasons, the Board of ~~Deacons~~Trustees may appoint a replacement ~~Deacon~~Trustee to serve the remaining term of the vacating ~~Deacon~~Trustee, provided however such appointment shall be confirmed at the next Membership Meeting by a confirming vote of the Members.

ARTICLE VII
SENIOR LEADER(S)

7.01 Senior Leader(s)

Upon the nomination of a candidate by the Elders, The Board of DeaconsTrustees shall call employ the Senior Leader(s), who shall be affirmed at a Membership Meeting by an affirming vote of the Members, with the number and/or percentage that constitutes an affirming vote of the Members being established in advance by mutual agreement of the Elders, the Board of Deacons and the candidate for Senior Leader(s).

7.02 Responsibilities

The Senior Leader(s) shall:

- (a) Shall be given appropriate titles reflecting position descriptions at the time of a search or hiring process;
(b) Serve and minister to the Church of Jesus Christ through the Church;
(c) Shall lead and administer the affairs of the Church in accordance with the Bible and these By- Laws;
(d) May serve as Elder(s) depending on specific qualifications and position descriptions;
(e) Subject to motions or resolutions adopted and approved by the Board of DeaconsTrustees placing limitations thereon, have the exclusive authority to administer, direct and govern the operations of the Church including, without limitation, the exclusive authority to manage staff of the Church as defined in the organizational structure, including:
(i) Hiring and terminating staff;
(ii) Determining titles and position descriptions for staff, and,
(iii) Determining the salary, benefits and other terms of employment of staff (with the exception of determining the Senior Leader's salary, benefits and other terms of employment).

7.03 Accountability

The Senior Leader(s) shall be accountable to the Board of DeaconsTrustees, and shall report to the Board of DeaconsTrustees concerning his ministry and their administration compliance.

7.047.03 Ex-officio Attendance at Board of DeaconsTrustees Meetings

The Senior Leader(s) or his designate from the staff may, upon the invitation of the Chair of the Board of Trustees, attend all Meetings of the Board of DeaconsTrustees, may participate in all discussions at such Meetings, but shall not be entitled to any vote at such Meetings.

7.057.04 Resignation

The Senior Leader(s) may resign by written notice to the Chairman of the Board of DeaconsTrustees.

7.067.05 Termination

Upon the recommendation of the Elders, The employment of the Senior Leader(s) may shall be terminated by Consensus of the Board of DeaconsTrustees, however in the event that no Consensus is reached, the employment of the Senior Leader(s) may be terminated upon approval of a Majority of the Deacons in attendance at a Meeting of the Board of Deacons.

Commented [TH1]: I'd love to see this one gone. Leaving it in creates more ambiguity and potential for confusion and doesn't really add anything to the By-laws - or at least not enough to warrant it.

Commented [TH2]: Should it be clear that any Senior Leader is not entitled to be at any meeting of the BOT. They are there by standing or special invitation.

Commented [TH3]: Should this be the Elders?

**7-077.06 Vacancy**

If at any time there is a vacancy in a position of Senior Leader(s), an Interim Senior Leader(s) shall be appointed by ~~Consensus of the Board of Deacons~~the Elders, ~~however in the event that no Consensus is reached, an Interim Senior Leader(s) shall be appointed upon approval of a Majority of the Deacons in attendance at a Meeting of the Board of Deacons.~~

**ARTICLE VIII  
LEGAL MATTERS****8.01 Organization and Charitable Registration**

The Church was organized in 1894, registered on September 8, 1924 as a religious society under the laws of the Province of Manitoba, and continued on June 3, 2009 as a non-profit Manitoba corporation.

The Church is registered as a charity under the Income Tax Act (Canada) and maintains charitable registration no. 118946318 RR0001.

**8.02 Affiliation**

The church is a member of the Baptist General Conference – Central Canada Inc. and the Baptist General Conference of Canada. The Church desires to co-operate with all other groups of believers who are in basic agreement with the Church's Statement of Faith.

**8.03 Directors**

For all legal purposes, the Directors of the Church shall be the Board of ~~Deacons~~Trustees, but excluding the Senior Leader(s).

**8.04 Officers**

For all legal purposes, the Officers of the Church shall be the following:

- (a) Moderator (being the Chairman of the Board of ~~Deacons~~Trustees).
- (b) Vice-Moderator (being the Vice-Chairman of the Board of ~~Deacons~~Trustees).
- (c) Secretary (being the Secretary of the Board of ~~Deacons~~Trustees).
- ~~(d) Treasurer (being the Chief Financial Officer of the Church).~~

**8.05 Limitation of Liability**

No Director or Officer shall be liable for the acts, receipts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or misfortune whatever occasioned by any error of judgment or oversight on the part of such Director or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of office or in relation thereto, including any loss, damage or expense suffered or incurred by or happening to the Church through the insufficiency or deficiency of title to any property acquired for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Church shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Church shall be lodged or deposited. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof. The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction, made, done or entered into on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board of [DeaconsTrustees](#). If any Director or Officer of the Church shall be employed by or shall perform services for the Church otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Church, the fact of such Director or Officer being a shareholder, director or officer of the corporation shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

#### **8.06 Indemnification**

Subject to the limitations contained in the Act, the Church shall indemnify a Director or Officer, a former Director or Officer, or a person who undertakes or has undertaken any liability on behalf of the Church, and his or her 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 that person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the Church if:

- (a) such person acted honestly and in good faith with a view to the best interests of the Church; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his or her conduct was lawful.

The Church shall indemnify any person referred to above who fulfills the conditions contained in (a) and (b) above and who has been substantially successful on the merits in the defense of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of his or her being or having been a Director or Officer of the Church, against all costs, charges and expenses reasonably incurred by such person in connection with the defense of such action or proceeding.

The Church may also indemnify such persons in such other circumstances as the Act or other applicable law permits or requires. Nothing in these By-Laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-Laws. The Church is hereby authorized to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

#### **8.07 Insurance**

To the extent permitted by the Act and other applicable law, the Church may purchase and maintain insurance for the benefit of any person referred to in Section 8.06 against such liability as the Board of [DeaconsTrustees](#) may determine from time to time.

#### **8.08 Signing of Instruments other than Cheques**

- (a) The Board of [DeaconsTrustees](#) may, on behalf of the Church, sign contracts, documents and instruments in writing generally or sign specific contracts, documents or instruments in writing, which when so signed, shall be binding upon the Church without any further authorization or formality.

(b) The Board of [DeaconsTrustees](#) may also designate Officer(s) and/or administrative staff, on behalf of the Church, to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing, which when so signed, shall be binding upon the Church without any further authorization or formality.

#### **8.09 Corporate Seal**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Church.

#### **8.10 Use of Corporate Seal**

The corporate seal of the Church may, when required, be affixed to contracts, documents or instruments in writing signed by any such Officer(s) or person(s) so authorized by the Board of [DeaconsTrustees](#).

#### **8.11 Validity not affected**

It shall not be a prerequisite to the validity of any contract, document or instrument in writing that it be impressed with the corporate seal of the Church, and all contracts, documents or instruments in writing signed by the Board of [DeaconsTrustees](#) or by authorized Officer(s) or person(s) of the Church shall be as effectual as if signed under the corporate seal and shall bind the Church to the same extent.

#### **8.12 Facsimile or Electronic Seal**

The Board of [DeaconsTrustees](#) may authorize the use of a facsimile or electronic seal and may designate the Officer(s) or person(s) authorized to affix the same on behalf of the Church.

#### **8.13 Real and Personal Property**

The Church shall have the power to receive, either by gift or purchase, and to hold such real and personal property in the name of the Church as is authorized by the laws of Manitoba and as is deemed necessary for the activities and operations of the Church, and shall have the further power to dispose of such property by mortgage, deed, or otherwise.

#### **8.14 Registered Office**

The registered office of the Church shall be at such place in Manitoba as the Board of [DeaconsTrustees](#) may from time to time by Special Resolution determine.

### **ARTICLE IX FINANCIAL MATTERS**

#### **9.01 Bank Accounts**

One or more bank accounts shall be kept in the name of the Church in such banks or financial institutions as the Board of [DeaconsTrustees](#) may determine from time to time.

#### **9.02 Cheque Signing Authority**

(a) The Board of [DeaconsTrustees](#) shall appoint those persons who shall have authority to sign cheques, notes, drafts, and other instruments related to the Church's banking business (collectively "Banking Instruments").

- (b) All Banking Instruments shall be signed by at least two (2) of the persons appointed by the Board of [DeaconsTrustees](#).

### **9.03 Fiscal Year**

The fiscal year of the Church shall terminate on June 30th in each year.

### **9.04 Audited Financial Statements**

The Members shall annually appoint an independent auditor or auditing firm to express an opinion on the annual financial statements of the Church which shall be subsequently placed before the Members for approval.

## **ARTICLE X BORROWING**

### **10.01 Borrowing Powers**

The Board of [DeaconsTrustees](#) may and they are hereby authorized from time to time to:

- (a) Borrow money upon the credit of the Church;
- (b) Limit or increase the amount to be borrowed; and,
- (c) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Church, to secure any money borrowed or any other liability of the Church;

provided however that the Board of [DeaconsTrustees](#) shall not enter into new long term borrowing arrangements without the prior approval of the Membership (including, without limitation, new guarantees of the indebtedness of another borrower), but with the renewal of existing borrowing arrangements not requiring prior approval of the Membership (including, without limitation, the renewal of existing guarantees of the indebtedness of another borrower).

### **10.02 Supplemental Powers**

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purpose of the Church possessed by the Board of [DeaconsTrustees](#) independently of these By-Laws.

## **ARTICLE XI DISSOLUTION**

### **11.01 Dissolution**

Upon dissolution, the Church shall utilize its remaining property, firstly, for payment of all debts and liabilities owing by the Church, and secondly, for distribution or disposal to Baptist General Conference – Central Canada Inc. (which maintains charitable registration no. 106885767 RR0001), provided however that if such distribution or disposal is not possible for whatever reason(s), to Baptist General Conference of Canada (which maintains charitable registration no. 129987970 RR0001).

**ARTICLE XII  
GENERAL MATTERS**

**12.01 Amendments**

- (a) Upon the recommendation of the Board of DeaconsTrustees, these By-Laws may be amended by a motion or resolution placed before the Membership at a Membership Meeting with the motion or resolution for the amendment being adopted and approved by two-thirds (2/3) of the Members in attendance at a subsequent Membership Meeting held a minimum of twenty-one (21) days thereafter.
- (b) Upon the written request of one (1) Member, and following the prior adoption and approval of a motion or resolution by the Board of DeaconsTrustees in its sole and absolute discretion at a Meeting of the Board of DeaconsTrustees, these By-Laws may be amended by a motion or resolution placed before the Membership at a Membership Meeting with the motion or resolution for the amendment being adopted and approved by two-thirds (2/3) of the Members in attendance at a subsequent Membership Meeting held a minimum of twenty-one (21) days thereafter.
- (c) Notwithstanding Sections 12.01(a) and 12.01(b), and following the prior adoption and approval of a motion or resolution by the Elders in their sole and absolute discretion at a Meeting of the Elders, Article II of these By-Laws may be amended by a motion or resolution placed before the Membership at a Membership Meeting with the motion or resolution for the amendment being adopted and approved by three-quarters (3/4) of the Members in attendance at a subsequent Membership Meeting held a minimum of twenty-one (21) days thereafter.

**12.02 Effective Date**

These By-Laws shall come into force and effect when adopted, approved and confirmed by the Members.

**12.03 Repeal**

The Constitution and the By-Laws dated effective July 1, 1984, as amended on June 12, 2016, shall both be repealed, and of no further force and effect, immediately upon the coming into force and effect of these By-laws.

**CERTIFICATE**

I, Daniel Serhal, Moderator and Chairman of the Board of DeaconsTrustees of **GRANT MEMORIAL BAPTIST CHURCH INC.**, certify that the foregoing BY-LAWS were passed and enacted by the Members of **GRANT MEMORIAL BAPTIST CHURCH INC.** on October 28<sup>th</sup>, 2020.

Certified: November 12<sup>th</sup>, 2020.

*Hard copy certified by Daniel Serhal*

\_\_\_\_\_  
DANIEL SERHAL

**GRANT MEMORIAL BAPTIST CHURCH INC.**

**BY-LAWS**

Grant Memorial Baptist Church Inc.  
877 Wilkes Avenue  
Winnipeg, MB, R3P 1B8

Draft for Presentation & Vote at June 21, 2021 Members' Meeting

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# **BY - LAWS**

## **ARTICLE I DEFINITIONS**

### **1.01 Definitions**

The following words and terms shall have the following meanings.

- (a) “*Act*” shall mean The Corporations Act, as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may be substituted therefore.
- (b) “*Articles*” shall mean the Articles of Continuance of Grant Memorial Baptist Church Inc. issued by the Manitoba Companies Office dated June 3, 2009, and any amendments thereto from time to time.
- (c) “*Church*” shall mean Grant Memorial Baptist Church Inc.
- (d) “*Consensus*” shall mean, with regard to Meetings of the Board of Trustees, a decision arrived at as a result of a fair and open discussion where no Trustee who is entitled to vote at the Meeting objects to the matter at issue.
- (e) “*Elders*” shall mean the spiritual leaders of the Church as affirmed by the Membership, as defined in the most recent edition of the Elder Council Mandate.
- (f) “*Majority*” shall mean more than fifty percent (50%).
- (g) “*Special Resolution*” shall mean a Resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that Resolution.

### **1.02 Interpretation**

Words and expressions not defined in these By-Laws shall have the same meaning as ascribed by the Act, unless required otherwise by the context. Words importing the singular number shall include the plural and vice versa and words importing gender shall include the masculine, feminine and neuter genders.

## **ARTICLE II STATEMENT OF FAITH**

### **2.01 The Word of God**

We believe that the Bible is the revealed Word of God, fully and verbally inspired, written under the direction of the Holy Spirit. We believe it is without error in the original manuscripts and is true and trustworthy in all that it asserts. It has supreme authority in all matters of faith and conduct.

Deut 29:29; 2 Tim 3:16-17; 2 Pet 1:20-21; 1 Sam 15:29; Ps 19:7-11, 119:130; Rom 15:4; Josh 1:8; Deut 6:6-7; John 8:31-32, 19:35, 20:31; Heb 4:12

### **2.02 The Trinity**

We believe that there is one living and true God, eternally existing in three persons—Father, Son, and Holy Spirit—that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence, and redemption.

Deut 6:4; Isa 44:6; Gen 1:1-2; Rom 1:20; John 1:1-3, 10:30; 1 Cor 8:6; 2 Cor 13:14; Col 1:15, 2:9; Luke 1:35; Matt 3:16-17, 28:19; 1 Pet 1:2; John 14:16-17, 16:13-15; Eph 4:4-6

**2.03 God the Father**

We believe in God, the Father, an infinite, personal spirit, perfect in holiness, wisdom, power, and love. We believe that He concerns Himself mercifully in the affairs of each person, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

Rom 11:33-36; 1 Tim 6:15-16; Isa 6:3; Dan 7:9-10; Matt 23:9; Eph 1:3,17-19; John 1:18, 4:24; 1 Pet 1:3; Rom 1:7; 1 Tim 1:1-2, 2:1-6; Jer 33:3; Phil 4:6-7; Luke 10:21-22; John 3:16, 6:40; Eph 2:4-6

**2.04 God the Son**

We believe in Jesus Christ, existing eternally as God's Son. In His incarnation, He was conceived by the Holy Spirit, born of a virgin, led a sinless life, performed miracles, and taught with authority. We believe in his substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth. We believe that he was fully God and fully human.

John 1:1, 14, 18, 8:58; Rev 1:4, 17-18, 22:13; Dan 7:13-14; Matt 1:18-25; Luke 1:26-38; Heb 4:25; 1 Pet 2:21-23; Acts 2:22; John 3:2, 20:30-31; Mark 1:27; Matt 7:28-29; Isa 53:5; 2 Cor 5:21; Matt 20:28; Rom 5:6-8; Mark 16:6; Matt 28:5-6; Rom 6:9-10; 1 Tim 3:16; Acts 1:9; Heb 1:3; Eph 1:20-21; 1 John 2:1; Rom 8:34; Heb 7:25, 9:28; Acts 1:11; Rev 1:5-7, 20:20; Rom 9:5; John 20:28; Phil 2:6-11; Heb 2:14-18

**2.05 God the Holy Spirit**

We believe in the Holy Spirit, who was sent by the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ and that He is an abiding helper, teacher, and guide.

John 14:16-17, 26, 15:26, 16:7-16; Matt 3:11; John 3:5, 6:63; Rom 8:2; Tit 3:5-6; 1 Cor 6:11; 1 Pet 1:2; 2 Thes 2:13; Rom 8:11-14, 26-27; Acts 1:8; Gal 5:22-25; 1 John 4:13; Rom 8:9; 1 Cor 2:10-16, 3:16, 6:19; John 14:26

**2.06 Angels**

We believe that angels are a distinct order of created spiritual beings; that they can appear in human form; that good angels minister to human beings and serve God as special messengers; that Satan, a fallen angel, and his evil angels (i.e. demons) whom he leads, exercise great but limited evil power in the world, and will suffer final defeat at the hands of the Lord Jesus Christ.

Ps 148:2; Isa 6:2-3; 2 Kings 6:15-17; Neh 9:6; Luke 1:11-13, 2:8-15; Dan 10:5-6, 12-14; Heb 1:14, 13:2; Gen 3:1-6, 15; Luke 10:18; 2 Pet 2:4; Jude 1:6; Eph 6:12; 1 John 4:4, 5:18-19; Rev 20:1-10; Matt 25:41

**2.07 Creation**

We believe the Triune God created everything—both physical and spiritual—out of nothing. We believe God created human beings, male and female, in His own image and likeness and therefore with unique, intrinsic worth from conception to natural death.

Gen 1; John 1:1-3; Col 1:16-17; Heb 1:2; Job 38-41; Ps 104; Acts 17:24-26; Heb 11:3; Rev 4:11; Rom 11:36; Gen 1:26-27, 5:1-2; Ps 139:13-16; Gen 9:6

**2.08 Humanity**

We believe Adam and Eve experienced perfect relationship with their Creator and were appointed stewards of God's good creation. We believe they sinned by choosing to disobey God. Adam's rebellion rendered all people sinful in every respect, incapable of achieving God's standard of good, and thereby brought death to the human race.

Gen 1:28-31, 2:8-9, 15-25, 3:1-24, 6:5; Rom 3:9-12, 5:12; 1 Cor 15:21-22; Rom 6:16; 2 Chron 6:36a; 1 John 1:8, 10; Mark 7:21-23; John 3:19; Ecc 9:3; Jer 13:23; Rom 8:7; Ps 51:5, 58:3; Gen 8:21; Col 1:21; Gal 6:7-8; Rom 6:23; James 1:15; Ezek 18:4; Rev 21:8

**2.09 Regeneration**

We believe that all people are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust Jesus Christ as Saviour are regenerated by the Holy Spirit, who enters each believer's life at the time of their salvation, makes them a new creation—although the old nature is not eradicated before death—and secures them until they arrive in Heaven.

Ps 14:1-3; James 1:14; Jer 17:9; Ecc 2:11; Rom 3:19, 23, 9:22; 2 Thes 1:9; Rev 20:10, 14-15; John 3:14, 5:24, 8:12, 10:26; Prov 28:13; Acts 2:38, 3:19, 11:18; 17:30-31; 20:21; Ps 51:7; Rom 3:23-24, 5:19; 1 John 1:9; Rom 8:1-2; 2 Cor 5:17; John 1:13, 3:16, 6:39; 1 Peter 1:4-5; Eph 1:13-14

**2.10 The Church**

We believe in the universal church, the living spiritual body of which Christ is the Head and all regenerated persons are members. We believe in the local church, consisting of a community of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, ministry, and fellowship. We believe that the mission of the church is to edify believers in order to bring the good news of Jesus Christ into our lost world.

1 Cor 12:12, 27; Eph 1:22-23, 2:19-22, 4:11-16, 5:19-21, 23, 25-27, 29-32; Acts 2:41-47; Heb 10:23-25; Acts 1:8; Matt 28:18-20

**2.11 Ordinances**

We believe that the Lord Jesus Christ has committed two ordinances to the local church: baptism and the Lord's Supper. We believe in Christian baptism as the immersion of a believer in water in the name of the triune God. Baptism is a public witness to the believer's spiritual baptism by which the Holy Spirit places him or her in union with Christ in His death, burial and resurrection. We believe that the Lord's Supper was instituted by Christ in order to remember His death. We believe that these two ordinances should be observed and celebrated until the return of the Lord Jesus Christ.

Matt 28:19; Acts 2:38, 8:12; 10:48; Gal 3:26-27; Rom 6:3-5; Matt 28:26-28; Mark 14:22-24; Luke 22:19-20; Jer 31:31; John 6:51, 53-54; 1 Cor 11:23-26

**2.12 Christian Conduct**

We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be a good testimony before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves and others the full stature of maturity in Christ.

1 Cor 10:31; 1 Pet 2:11-17, 3:8, 4:1-11; Rom 12:1-3; John 14:15, 23-24; 1 John 2:3-6; 2 Cor 9:6-9; 1 Cor 4:2; Col 1:9-11, 3:15-17; Heb 12:1-2; Rom 14:19; 1 Thes 5:11; Eph 4:15-16, 29

**2.13 Marriage & Family**

We believe the Bible teaches that marriage refers to the covenant relationship between one biological man and one biological woman, as instituted by God in the beginning, to the exclusion of all others. We affirm the family as the basic unit of society and seek to preserve the integrity of the family and its stability.

Gen 2:23-24; Matt 19:4-6; Mark 10:6-9; 1 Cor 7:2-6, 10-11; 1 Tim 3:2, 12; Tit 1:6; Rom 1:26-32; Lev 18:22; 1 Cor 6:9-10; Ps 127:3, 128:1-4; Prov 22:6; Deut 6:6-7; Col 3:18-21; Eph 5:33-6:4; Deut 5:16

**2.14 Religious Freedom**

We believe that every person is directly responsible to God. Believers should be free to covenant together in autonomous congregations without undue interference from any ecclesiastical or government authority. While respecting the authority of government, we affirm the responsibility of the church to speak into the public forum. In matters of disagreement between Scripture and government, we believe we must obey God.

Rom 3:19, 14:7-9, 12; 2 Cor 5:10; Matt 16:24-27; Rom 13:1-7; 1 Tim 2:1-3; Tit 3:1-2; 1 Pet 2:13-17; Jer 29:7; Phil 2:9-11, 3:20; Acts 4:19-20, 5:29, 17:11; 24:10-26; Ex 1:17; Dan 2:20-21, 3:1-30, 6:1-28; Rev 2:10

**2.15 Church Cooperation**

We believe that local churches can best promote the cause of Jesus Christ by cooperating with one another in an association of likeminded congregations. They may likewise cooperate with inter-denominational fellowships on a voluntary, independent basis, provided that the Gospel is not compromised.

Ps 133:1; Phil 1:5, 7, 27, 2:1-2; Rom 16:1-16; Acts 15:36, 41, 16:5; Rom 1:11-12, 12:13; 1 Cor 16:1; 2 Cor 8:1-4; Rev 1:4, 10-11; Gal 1:1-3; 1 Pet 1:1-2; Rom 14:1, 4, 10; 2 Cor 6:14-16

**2.16 Last Things**

We believe in the rapture of the Church, the personal and visible return of the Lord Jesus Christ to earth and the establishment of His kingdom. We believe in the resurrection of the body, the final judgment, the endless suffering of the unbeliever in Hell and the eternal joy of the believer in the presence of God.

Acts 1:11; Matt 16:27; Mark 14:62; Dan 7:13-14; Rev 1:7; Tit 2:13; Phil 3:20; Luke 1:33; Isa 9:6-7, 11:3-9, 52:13-15; 1 Thes 4:14-17; 2 Tim 4:1; 1 Cor 4:5, 15:23-28, 35-57; 2 Pet 3:7; Isa 66:15-16, 22-24; 2 Thes 1:7-10; Rev 20:4-6, 11-15; Matt 25:46; Dan 7:9-10; 2 Pet 3:7; Heb 12:22-28; Rom 8:21; 2 Pet 3:10-13; John 14:3; Rev 21:1-22:5

## ARTICLE III PURPOSES AND PHILOSOPHY

### 3.01 Purposes

The Church's purposes are as follows:

- (a) The worship of Almighty God as revealed through the Bible;
- (b) The fellowship of Christian believers;
- (c) The preaching of the Gospel of Jesus Christ unto salvation of the lost at home and abroad;
- (d) The teaching and training of Christian believers in the development of a consistent Christian character and personal ministry;
- (e) The equipping and supplying of Christian believers to assist them in their personal and joint ministries; and,
- (f) To do all such things as are incidental or conducive to the attainment of the above as the Church may deem necessary from time to time.

### 3.02 Philosophy

The Church's philosophy of ministry is to equip and edify believers to the end that they multiply, unite and mature in their Christian faith (Ephesians 4:11-13).

## ARTICLE IV MEMBERSHIP

### 4.01 Membership

In order to qualify for Membership in the Church, a person shall:

- (a) Express faith in Jesus Christ as their personal Saviour and Lord;
- (b) Have been baptized by immersion upon the public confession of their faith in Jesus Christ as their personal Saviour and Lord;
- (c) Express full acceptance of the Statement of Faith as set forth in these By-Laws;
- (d) Express agreement to abide by these By-Laws; and,
- (e) Attend an orientation class designed to ensure their understanding of the Statement of Faith, these By-Laws and their responsibilities and privileges upon becoming a Member.

### 4.02 Non-immersion Baptism

Notwithstanding Section 4.01(b), a person who has been previously baptized as a professing believer in another recognized evangelical church by sprinkling or pouring may qualify for Membership in the Church upon the recommendation of the Board of Trustees provided that the person agrees to:

- (a) Endorse the practice of immersion as the Biblical model of believers' baptism; and,
- (b) Teach immersion as the Biblical model of believers' baptism.

**4.03 Interview**

A person that meets the qualifications for Membership in the Church shall be interviewed by at least one (1) Elder, at least one (1) Trustee and at least one (1) Member to confirm that the person meets the Membership qualifications.

**4.04 Board of Trustees Approval**

Upon recommendation to the Board of Trustees by those who conducted the interview, and upon Majority affirmative vote of the Board of Trustees, a person shall be admitted into the Membership of the Church

**4.05 Introduction**

As soon as reasonably practical after being granted Membership, new Members shall be introduced and welcomed into the membership of the Church at a worship service that includes the Lord's Supper or a baptism as part of the order of service.

**4.06 Not Transferable**

Membership in the Church shall not be transferrable, neither from one person to another, nor to or from the Church to another church.

**4.07 Privileges and Responsibilities**

- (a) Voting and Holding Office: Subject to the provisions of Section 6.01(a), all active Members who have reached their eighteenth (18th) birthday are eligible to vote and to hold elected or appointed offices of the Church.
- (b)
  - (i) Acknowledgement of the Headship of Jesus Christ: All Members, being members also of the universal Church, whose Head is Christ, shall recognize Jesus as Lord in all manner of life and conduct.
  - (ii) Acknowledgement of Church Authorities: All Members shall recognize the authority of the various officers of the Church as given by Scripture and/or these By-Laws.
  - (iii) Exercise of Spiritual Gifts: All Members shall seek to discover and use their spiritual gifts to further the work of the local and universal Church. They shall seek to avail themselves of the training and equipping ministries of the Church to that end.
  - (iv) Support of the Local Church: All Members shall seek to understand and support the ministry of the Church in accordance with the direction of the Holy Spirit in their personal life.

**4.08 Voluntary Withdrawal**

- (a) A Member who changes their belief so as to become opposed to the Statement of Faith as set forth in these By-Laws and of the Purposes and Philosophy of the Church is encouraged to voluntarily withdraw from Membership to minimize disruption to the Church.
- (b) A Member may also voluntarily withdraw from Membership for any other reason.
- (c) Notice of voluntary withdrawal should be given in writing to the Secretary of the Board of Trustees.

**4.09 Termination of Membership**

- (a) A Member may voluntarily terminate their Membership by providing their resignation in writing to the Secretary of the Board of Trustees.
- (b) A Member will be deemed to have terminated their Membership upon the Board of Trustees receiving satisfactory verification that the Member has joined another church.
- (c) The Board of Trustees shall have authority to remove persons from Membership in instances where it has determined, in its sole and absolute discretion, that such persons have failed to adhere to the responsibilities of Membership.

**4.10 Restoration of Membership**

A person, who has had their Membership terminated, may have their Membership restored in accordance with the provisions of Section 4.01 through 4.04 inclusive herein.

**4.11 Transitional Provision**

A person that is a Member of the Church as at the date these By-Laws come into force and effect shall be a Member of the Church.

## **ARTICLE V MEMBERSHIP MEETINGS**

**5.01 Annual Meetings**

- (a) The Membership of the Church shall meet at least twice annually:
  - (i) Once prior to the end of each fiscal year to:
    - (1) elect Trustees;
    - (2) vote to affirm the Church ministry plan for the upcoming year; and,
    - (3) vote to affirm the Church budget for the upcoming year.
  - (ii) Once subsequent to the end of each fiscal year and on or before December 31st to:
    - (1) receive and approve the annual financial statement for the most recently completed fiscal year; and,
    - (2) appoint an independent auditor or auditing firm.
- (b) Other Membership Meetings may be held as required from time to time to conduct the affairs of the Membership.

**5.02 Notice**

The Moderator shall be required to give notice of Membership Meetings.

- (a) Notice of Membership Meetings shall be given to the Membership at least twenty-one (21) days before the date appointed for the holding of the Meeting, with such notice being given by verbal notice provided during all regular Church services during that period, and also given by written notice in all regular Church written communications during that period.
- (b) The Agenda for a Membership Meeting, together with the Minutes of the immediately preceding Membership Meeting, shall be provided before the Membership Meeting to any Member upon their request.

**5.03 Omission of Notice**

The accidental omission to give notice as required by Section 5.02 shall not invalidate any business transacted at any Membership Meeting, unless otherwise provided by the Members in attendance at the Membership Meeting.

**5.04 Deemed Meeting of Full Membership**

All Membership Meetings shall be deemed to be Meetings of the full Membership.

**5.05 Quorum**

- (a) A quorum for the transaction of business at all Membership Meetings shall be constituted by the attendance in person of not less than twenty percent (20%) of the total number of Members as at date of that Membership Meeting.
- (b) In the event a quorum does not exist, the Membership Meeting shall be adjourned for one (1) week, at which time the Members present in person shall constitute a quorum.

**5.06 Chairman**

- (a) The Moderator shall act as Chairman of all Membership Meetings.
- (b) In the Moderator's absence, the Vice-Moderator or authorized delegate of the Board of Trustees shall act as Chairman of a Membership Meeting.

**5.07 Rules of Order**

The Moderator shall specify the Rules of Order by which Membership Meetings are to be conducted.

**5.08 Voting Rights**

At all Membership Meetings, each Member shall be entitled to one (1) vote on each motion or resolution.

**5.09 Voting**

- (a) Voting may be by show of hands, or, upon the request of any Member, shall be by way of secret ballot.
- (b) Unless otherwise required by the Act or these By-Laws, all motions and resolutions arising at any Membership Meeting shall be decided by a Majority of votes of the Members in attendance at the Membership Meeting.
- (c) In the event of a tie vote, the Moderator shall be entitled to a second or casting vote.

**5.10 Proxy Voting**

Voting by proxy shall be permitted at Membership Meetings by means of written proxy (in the form as approved from time to time by the Board of Trustees in their sole and absolute discretion) given to one (1) other Member, provided however there shall be no advance or absentee voting at Membership Meetings.

**5.11 Binding upon Membership**

The motions and resolutions adopted and approved by the Members in attendance at all Membership Meetings shall be binding upon the full Membership.

**5.12 Non-Members**

- (a) Non-Members may attend Membership Meetings, but shall not participate in Membership Meetings in any manner whatsoever including, without limitation, non-Members may not participate in any discussions, motions and resolutions arising at any Membership Meeting and are not entitled to any voting rights.
- (b) Notwithstanding Section 5.12(a), the Chairman of the Membership Meeting may authorize non-Members to participate in any discussions, motions and resolutions arising at the Membership Meeting and may call upon non-Members to express their opinion on any motions and resolutions

arising at the Membership Meeting by means of a vote of the non- Members, which vote however shall be non-binding and have no force or effect whatsoever upon the motions and resolutions being considered by the Membership.

### **5.13 Records and Minutes**

A record of all Membership Meetings as to notice, dates announced, purpose, Chairman of the Membership Meeting, transpired business, resolutions and motions and voting results shall be maintained in permanent form by the Secretary of the Board of Trustees.

## **ARTICLE VI BOARD OF TRUSTEES**

### **6.01 Composition**

- (a) The Board of Trustees shall consist of a minimum of seven (7) and a maximum of fifteen (15) Members elected by the Membership to represent them in accordance with these By- Laws and shall also include one Elder as nominated by the Elders.
- (b) Subject to Section 6.01(a), the specific number of Trustees comprising the Board of Trustees from time to time shall be determined in the sole and absolute discretion of the Board of Trustees.
- (c) The Board of Trustees shall be composed such that more than fifty percent (50%) of the Trustees are at "arm's length" with each other as defined in Section 251 of the Income Tax Act (Canada).

### **6.02 Responsibilities**

With the exception of those matters stated in the Act and in these By-Laws to remain within the authority of the Members, the Board of Trustees shall be responsible to govern The Church on behalf of the Membership from whom it has received its legal authority to govern. The Board of Trustees shall be responsible to call and hire all those who report to the Board of Trustees, who in turn require affirmation by the Members.

### **6.03 Qualifications**

The Trustees shall meet the following qualifications:

- (a) Member of the Church in good standing for a minimum of one (1) year;
- (b) At least eighteen (18) years of age;
- (c) Resident of Canada;
- (d) Not be an "ineligible individual" as defined in Section 149.1(1) of the Income Tax Act (Canada);
- (e) Not of unsound mind and/or not having been so found by a Court in Canada or elsewhere;
- (f) Not bankrupt; and
- (g) Meet the character qualifications as found in Timothy 3:8-13; Acts 6:1-6.

### **6.04 Nomination**

- (a) The Elders shall form a Nominating Committee to nominate from the Membership persons to stand for election as Trustees as required from time to time.

### **6.05 Transitional Provision**

Those persons that are Trustees as at the date these By-Laws come into force and effect shall continue to serve as Trustees for the remainder of the respective terms for which they were each elected.

#### **6.06 Appointment and Terms**

- (a) A Trustee shall be elected by the Membership for a term of three (3) years.
- (b) As far as practicable, one-third (1/3) of the Board of Trustees shall be elected each year.
- (c) There shall be no limitation on the number of terms, consecutive or otherwise, that a Trustee may serve on the Board of Trustees.

#### **6.07 Chairman**

- (a) The Board of Trustees shall annually appoint one of the Trustees to serve as the Chairman of the Board of Trustees.
- (b) The Chairman of the Board of Trustees shall be the Moderator of the Church.

#### **6.08 Vice-Chairman**

The Board of Trustees shall annually appoint one of the Trustees to serve as the Vice-Chairman of the Board of Trustees.

#### **6.09 Secretary**

- (a) The Board of Trustees shall annually appoint one of the Trustees to serve as the Secretary of the Board of Trustees.
- (b) The Secretary of the Board of Trustees shall maintain a record of the proceedings and minutes of the Meetings of the Board of Trustees.

#### **6.10 Meetings**

- (a) The Board of Trustees shall meet at a minimum of six (6) times annually.
- (b) Additional Meetings of the Board of Trustees may be held when determined, in the sole and absolute discretion of the Chairman of the Board of Trustees, that any such additional Meetings are necessary, advisable, beneficial, or in the best interests of the Church.
- (c) All Meetings of the Board of Trustees shall occur at such times and places as determined in the sole and absolute discretion of the Chairman of the Board of Trustees.

#### **6.11 Notice**

- (a) Notice of all Meetings of the Board of Trustees, specifying the time and place thereof, shall be delivered, faxed or emailed to each Trustee not less than seven (7) days before the Meeting is to take place, or shall be mailed to each Trustee not less than fourteen (14) days before the Board Meeting is to take place.
- (b) In the computation of time for the giving of notices of all Meetings of the Board of Trustees, the day on which the notice of the specific Meeting is given is excluded from such computation, and the day on which the notice indicates the specific Meeting is to be held is included in such computation.
- (c) No notice of any Meeting of the Board of Trustees shall be necessary if all the Trustees are present, or if those absent have signified their consent to the Meeting being held in their absence.
- (d) A Meeting of the Board of Trustees may be held at the close of every Membership Meeting without notice.

**6.12 Accidental Omission of Notice**

- (a) The accidental omission to give notice as required by Section 6.11 and/or non-receipt of such notice by any Trustee shall not invalidate any business transacted at any Meeting of the Board of Trustees, unless otherwise provided by the Trustees in attendance at the Meeting of the Board of Trustees.
- (b) Any Trustee may at any time waive notice of a Meeting of the Board of Trustees and may ratify and approve any or all proceedings taken.

**6.13 Deemed Meeting of Full Board of Trustees**

All Meetings of the Board of Trustees shall be deemed to be Meetings of the full Board of Trustees.

**6.14 Quorum**

- (a) At all Meetings of the Board of Trustees, a quorum for the transaction of business at any such Meeting shall be constituted by the attendance in person of not less than a Majority of the total number of the Trustees as at date of that Meeting.
- (b) In the absence of a quorum, the Meeting shall be adjourned to a date thereafter fixed at the Meeting, of which adjourned Meeting notice shall be given in the form and manner prescribed by Section 6.11, and at such adjourned Meeting the Trustees present in person shall constitute a quorum.

**6.15 Meetings by Electronic Means**

Meetings of the Board of Trustees may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting, and a Trustee so participating in such a Meeting is deemed to be present at the Meeting and is thus entitled to vote at that Meeting as if such Trustee was present in person.

**6.16 Voting**

- (a) The Board of Trustees shall endeavor to reach decisions by Consensus, however in the event that no Consensus is reached with regard to a particular motion or resolution then any Trustee may require that the motion or resolution be voted upon by the Board of Trustees.
- (b) Unless otherwise required by the Act or these By-Laws, each motion or resolution arising at any Meeting of the Board of Trustees shall be decided by a Majority of votes.
- (c) Each Trustee shall be entitled to one (1) vote on each motion or resolution
- (d) There shall be no proxy voting at Meetings of the Board of Trustees.

**6.17 Manner of Voting**

- (a) Votes on motions or resolutions may be taken by the Board of Trustees by:
  - (i) a show of hands;
  - (ii) a ballot, which may be requested by any Trustee and which ballot shall occur as determined in the sole and absolute discretion of the Chairman of the Board of Trustees; or,
  - (iii) a telephonic, an electronic or other communication facility, if the Board of Trustees makes available such a communication facility, and any Trustee participating in a Meeting of the Board of Trustees by electronic means as set forth in Section 6.15 and entitled to vote at that Meeting may vote by such means.
- (b) The result of the vote on the motion or resolution shall be entered in the minutes of the Meeting of the Board of Trustees and such entry shall be conclusive evidence of the fact without recording the number or proportion of the votes recorded in favour of or against any motion or resolution, unless otherwise requested by a Trustee.

**6.18 Conflict of Interest Disclosure**

- (a) A Trustee shall disclose to the Board of Trustees any matter which is or might reasonably be seen to be a conflict of his personal interests with the interests of the Church.
- (b) On all matters of conflicting personal interest, a Trustee shall refrain from the discussion and voting on such matters at both Meetings of the Board of Trustees and Membership Meetings.

**6.19 Binding upon Full Board of Trustees**

The motions or resolutions adopted and approved by the Trustees actually in attendance at all Meetings of the Board of Trustees shall be binding upon the full Board of Trustees.

**6.20 Disqualification**

A Trustee that fails to continue meeting the qualifications as required by Section 6.03 shall be disqualified from continuing to serve as a Trustee, and immediately ceases to be a Trustee.

**6.21 Removal**

Upon approval of two-thirds (2/3) of the Trustees in attendance at a Meeting of the Board of Trustees, a Trustee may be removed as a Trustee where, in the opinion of the Board of Trustees:

- (a) The Trustee fails to attend regular meetings of the Board of Trustees without reasonable cause; or,
- (b) the Trustee has conduct which impairs his service as a member of the Board of Trustees.

**6.22 Resignation**

- (a) A Trustee may resign by written notice to the Chairman of the Board of Trustees.
- (b) The Chairman of the Board of Trustees may resign by written notice to the Secretary of the Board of Trustees.

**6.23 Vacancy**

- (a) A vacancy in the office of a Trustee shall occur where any of the following occurs:
  - (i) the Trustee is disqualified pursuant to Section 6.20.
  - (ii) the Trustee is removed pursuant to Section 6.21.
  - (iii) the Trustee resigns pursuant to Section 6.22.
  - (iv) the Trustee dies.
- (b) In the event of a vacancy for any of the foregoing reasons, the Board of Trustees may appoint a replacement Trustee to serve the remaining term of the vacating Trustee, provided however such appointment shall be confirmed at the next Membership Meeting by a confirming vote of the Members.

## **ARTICLE VII SENIOR LEADER(S)**

### **7.01 Senior Leader(s)**

Upon the nomination of a candidate by the Elders, the Board of Trustees shall employ the Senior Leader, who shall be affirmed at a Membership Meeting by an affirming vote of the Members, with the number and/or percentage that constitutes an affirming vote of the Members being established in advance by mutual agreement of the Elders and the candidate for Senior Leader.

### **7.02 Responsibilities**

The Senior Leader(s) shall:

- (a) Shall be given appropriate titles reflecting position descriptions at the time of a search or hiring process;
- (b) Serve and minister to the Church of Jesus Christ through the Church;
- (c) Shall lead and administer the affairs of the Church in accordance with the Bible and these By- Laws;
- (d) May serve as Elder(s) depending on specific qualifications and position descriptions;
- (e) Subject to motions or resolutions adopted and approved by the Board of Trustees placing limitations thereon, have the exclusive authority to administer, direct and govern the operations of the Church including, without limitation, the exclusive authority to manage staff of the Church as defined in the organizational structure, including:
  - (i) Hiring and terminating staff;
  - (ii) Determining titles and position descriptions for staff; and,
  - (iii) Determining the salary, benefits and other terms of employment of staff (with the exception of determining the Senior Leader's salary, benefits and other terms of employment).

### **7.03 Ex-officio Attendance at Board of Trustees Meetings**

The Senior Leader(s) or his designate from the staff may, upon the invitation of the Chair of the Board of Trustees, attend Meetings of the Board of Trustees, but shall not be entitled to any vote at such Meetings.

### **7.04 Resignation**

The Senior Leader(s) may resign by written notice to the Chairman of the Board of Trustees.

### **7.05 Termination**

Upon the recommendation of the Elders, the employment of the Senior Leader(s) shall be terminated by the Board of Trustees.

**7.06 Vacancy**

If at any time there is a vacancy in a position of Senior Leader(s), an Interim Senior Leader(s) shall be appointed by the Elders.

**ARTICLE VIII  
LEGAL MATTERS****8.01 Organization and Charitable Registration**

The Church was organized in 1894, registered on September 8, 1924 as a religious society under the laws of the Province of Manitoba, and continued on June 3, 2009 as a non-profit Manitoba corporation.

The Church is registered as a charity under the Income Tax Act (Canada) and maintains charitable registration no. 118946318 RR0001.

**8.02 Affiliation**

The church is a member of the Baptist General Conference – Central Canada Inc. and the Baptist General Conference of Canada. The Church desires to co-operate with all other groups of believers who are in basic agreement with the Church's Statement of Faith.

**8.03 Directors**

For all legal purposes, the Directors of the Church shall be the Board of Trustees, but excluding the Senior Leader(s).

**8.04 Officers**

For all legal purposes, the Officers of the Church shall be the following:

- (a) Moderator (being the Chairman of the Board of Trustees).
- (b) Vice-Moderator (being the Vice-Chairman of the Board of Trustees).
- (c) Secretary (being the Secretary of the Board of Trustees).

**8.05 Limitation of Liability**

No Director or Officer shall be liable for the acts, receipts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or misfortune whatever occasioned by any error of judgment or oversight on the part of such Director or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of office or in relation thereto, including any loss, damage or expense suffered or incurred by or happening to the Church through the insufficiency or deficiency of title to any property acquired for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Church shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Church shall be lodged or deposited. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof. The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction, made, done or entered into on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board of Trustees. If any Director or Officer of the Church shall be employed by or shall perform services for the Church otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Church, the fact of such Director or Officer being a shareholder, director or officer of the corporation shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

#### **8.06 Indemnification**

Subject to the limitations contained in the Act, the Church shall indemnify a Director or Officer, a former Director or Officer, or a person who undertakes or has undertaken any liability on behalf of the Church, and his or her 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 that person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the Church if:

- (a) such person acted honestly and in good faith with a view to the best interests of the Church; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his or her conduct was lawful.

The Church shall indemnify any person referred to above who fulfills the conditions contained in (a) and (b) above and who has been substantially successful on the merits in the defense of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of his or her being or having been a Director or Officer of the Church, against all costs, charges and expenses reasonably incurred by such person in connection with the defense of such action or proceeding.

The Church may also indemnify such persons in such other circumstances as the Act or other applicable law permits or requires. Nothing in these By-Laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-Laws. The Church is hereby authorized to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

#### **8.07 Insurance**

To the extent permitted by the Act and other applicable law, the Church may purchase and maintain insurance for the benefit of any person referred to in Section 8.06 against such liability as the Board of Trustees may determine from time to time.

#### **8.08 Signing of Instruments other than Cheques**

- (a) The Board of Trustees may, on behalf of the Church, sign contracts, documents and instruments in writing generally or sign specific contracts, documents or instruments in writing, which when so signed, shall be binding upon the Church without any further authorization or formality.

- (b) The Board of Trustees may also designate Officer(s) and/or administrative staff, on behalf of the Church, to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing, which when so signed, shall be binding upon the Church without any further authorization or formality.

#### **8.09 Corporate Seal**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Church.

#### **8.10 Use of Corporate Seal**

The corporate seal of the Church may, when required, be affixed to contracts, documents or instruments in writing signed by any such Officer(s) or person(s) so authorized by the Board of Trustees.

#### **8.11 Validity not affected**

It shall not be a prerequisite to the validity of any contract, document or instrument in writing that it be impressed with the corporate seal of the Church, and all contracts, documents or instruments in writing signed by the Board of Trustees or by authorized Officer(s) or person(s) of the Church shall be as effectual as if signed under the corporate seal and shall bind the Church to the same extent.

#### **8.12 Facsimile or Electronic Seal**

The Board of Trustees may authorize the use of a facsimile or electronic seal and may designate the Officer(s) or person(s) authorized to affix the same on behalf of the Church.

#### **8.13 Real and Personal Property**

The Church shall have the power to receive, either by gift or purchase, and to hold such real and personal property in the name of the Church as is authorized by the laws of Manitoba and as is deemed necessary for the activities and operations of the Church, and shall have the further power to dispose of such property by mortgage, deed, or otherwise.

#### **8.14 Registered Office**

The registered office of the Church shall be at such place in Manitoba as the Board of Trustees may from time to time by Special Resolution determine.

## **ARTICLE IX FINANCIAL MATTERS**

#### **9.01 Bank Accounts**

One or more bank accounts shall be kept in the name of the Church in such banks or financial institutions as the Board of Trustees may determine from time to time.

#### **9.02 Cheque Signing Authority**

- (a) The Board of Trustees shall appoint those persons who shall have authority to sign cheques, notes, drafts, and other instruments related to the Church's banking business (collectively "Banking Instruments").

- (b) All Banking Instruments shall be signed by at least two (2) of the persons appointed by the Board of Trustees.

### **9.03 Fiscal Year**

The fiscal year of the Church shall terminate on June 30th in each year.

### **9.04 Audited Financial Statements**

The Members shall annually appoint an independent auditor or auditing firm to express an opinion on the annual financial statements of the Church which shall be subsequently placed before the Members for approval.

## **ARTICLE X BORROWING**

### **10.01 Borrowing Powers**

The Board of Trustees may and they are hereby authorized from time to time to:

- (a) Borrow money upon the credit of the Church;
- (b) Limit or increase the amount to be borrowed; and,
- (c) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Church, to secure any money borrowed or any other liability of the Church;

provided however that the Board of Trustees shall not enter into new long term borrowing arrangements without the prior approval of the Membership (including, without limitation, new guarantees of the indebtedness of another borrower), but with the renewal of existing borrowing arrangements not requiring prior approval of the Membership (including, without limitation, the renewal of existing guarantees of the indebtedness of another borrower).

### **10.02 Supplemental Powers**

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purpose of the Church possessed by the Board of Trustees independently of these By-Laws.

## **ARTICLE XI DISSOLUTION**

### **11.01 Dissolution**

Upon dissolution, the Church shall utilize its remaining property, firstly, for payment of all debts and liabilities owing by the Church, and secondly, for distribution or disposal to Baptist General Conference – Central Canada Inc. (which maintains charitable registration no. 106885767 RR0001), provided however that if such distribution or disposal is not possible for whatever reason(s), to Baptist General Conference of Canada (which maintains charitable registration no. 129987970 RR0001).

## ARTICLE XII GENERAL MATTERS

### 12.01 Amendments

- (a) Upon the recommendation of the Board of Trustees, these By-Laws may be amended by a motion or resolution placed before the Membership at a Membership Meeting with the motion or resolution for the amendment being adopted and approved by two-thirds (2/3) of the Members in attendance at a subsequent Membership Meeting held a minimum of twenty-one (21) days thereafter.
- (b) Upon the written request of one (1) Member, and following the prior adoption and approval of a motion or resolution by the Board of Trustees in its sole and absolute discretion at a Meeting of the Board of Trustees, these By-Laws may be amended by a motion or resolution placed before the Membership at a Membership Meeting with the motion or resolution for the amendment being adopted and approved by two-thirds (2/3) of the Members in attendance at a subsequent Membership Meeting held a minimum of twenty-one (21) days thereafter.
- (c) Notwithstanding Sections 12.01(a) and 12.01(b), and following the prior adoption and approval of a motion or resolution by the Elders in their sole and absolute discretion at a Meeting of the Elders, Article II of these By-Laws may be amended by a motion or resolution placed before the Membership at a Membership Meeting with the motion or resolution for the amendment being adopted and approved by three-quarters (3/4) of the Members in attendance at a subsequent Membership Meeting held a minimum of twenty-one (21) days thereafter.

### 12.02 Effective Date

These By-Laws shall come into force and effect when adopted, approved and confirmed by the Members.

### 12.03 Repeal

The Constitution and the By-Laws dated effective July 1, 1984, as amended on June 12, 2016, shall both be repealed, and of no further force and effect, immediately upon the coming into force and effect of these By-laws.

## CERTIFICATE

I, Daniel Serhal, Moderator and Chairman of the Board of Trustees of **GRANT MEMORIAL BAPTIST CHURCH INC.**, certify that the foregoing BY-LAWS were passed and enacted by the Members of **GRANT MEMORIAL BAPTIST CHURCH INC.** on October 28<sup>th</sup>, 2020.

Certified: November 12<sup>th</sup>, 2020.

*Hard copy certified by Daniel Serhal*

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DANIEL SERHAL