

BYLAWS
relating generally to the transaction of the affairs of
Comox Pentecostal Church

I. DEFINITIONS

1. DEFINITIONS

1.01 In these Bylaws, unless the context otherwise requires, the following definitions shall apply:

- (a) “Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time and any statute enacted in substitution thereof, and in the case of such a substitution, any references in these Bylaws to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) “Adherent” means an adherent of the Church, as described in Section 9.01;
- (c) “Annual General Meeting” means the annual business meeting of the Members, as described in Section 14.01;
- (d) “Appeal Committee” means the appeal committee appointed by the District Superintendent, as described in Section 12.17;
- (e) “Bylaws” means the bylaws of the Church filed with the Registrar;
- (f) “Church” means the legal entity incorporated as a non-profit society under the Act and named **Comox Pentecostal Church**, through which its Members and Adherents may fellowship locally together as a New Testament church;
- (g) “Constitution” means the constitution of the Church filed with the Registrar, including the Statement of Faith;
- (h) “Credential Holder” means a Person who holds credentials with the PAOC in accordance with the PAOC General Bylaws;
- (i) “Director” means a member of the Leadership Council, who shall be deemed to be a director pursuant to the Act;
- (j) “District” means The Pentecostal Assemblies of Canada British Columbia and Yukon District Society;
- (k) “District Bylaws” means the bylaws adopted by the District from time to time;
- (l) “District Superintendent” means the superintendent of the District from time to time;
- (m) “District Ex Officio Member” means the District Superintendent or their designate, as described in Section 8.04;
- (n) “Extra-Special Resolution” means a resolution passed at a General Meeting by a unanimous vote (100%) of the Regular Members and the District Ex Officio Member entitled to vote at that meeting;
- (o) “General Meeting” means any meeting of the Members, whether the Annual General Meeting or a Special General Meeting;

- (p) “Hearing Committee” means a hearing committee appointed by the Leadership Council for the purposes of Section 12.15;
- (q) “Inactive Member” means a Member without active status, as described in Section 8.03;
- (r) “Lead Pastor” means the Person called and appointed as the lead pastor, as described in Section 22.01;
- (s) “Leadership Council” means the board of the Church, including the Lead Pastor, which shall be deemed to be the board of Directors of the Church pursuant to the Act;
- (t) “Leadership Council Resolution” means a resolution passed at a meeting of the Leadership Council by a simple majority of the votes cast by those Directors entitled to vote at such a meeting;
- (u) “Member” means a member of the Church, as described in Section 4.01;
- (v) “Membership Committee” means the Leadership Council;
- (w) “Nominating Committee” means the nominating committee constituted by the Leadership Council, as described in Section 18;
- (x) “Officer” means an officer of the Church, as described in Section 26;
- (y) “Ordinary Resolution” means a resolution passed at a General Meeting by a simple majority of the votes cast by the Regular Members entitled to vote at that meeting;
- (z) “PAOC” means The Pentecostal Assemblies of Canada;
- (aa) “PAOC General Bylaws” means the bylaws adopted by the PAOC from time to time;
- (bb) “Person” means an individual person, but does not include a corporation, partnership, trust, or unincorporated organization;
- (cc) “Policy Statements” means any policy statements adopted by the Leadership Council from time to time concerning its position on practical applications of biblical principles and Christian conduct and the administration of Church business;
- (dd) “Purposes” means the charitable purposes as set forth in the Constitution;
- (ee) “Quorum” means the number of Regular Members required for a General Meeting, as described in Section 14.07;
- (ff) “Registered Address” of a Member or Director means the address of that Member or Director as recorded in the register of Members or the register of Directors;
- (gg) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (hh) “Regular Member” means a Member with voting status, as described in Section 8.01;
- (ii) “Special General Meeting” means any meeting of the Members outside of the Annual General Meeting, as described in Section 14.04;
- (jj) “Special Resolution” means a resolution passed at a General Meeting by a majority of not less than 2/3 of the votes cast by the Regular Members entitled to vote at that meeting; and

- (kk) “Statement of Faith” means the *Statement of Fundamental and Essential Truths* as approved by the General Conference of the PAOC, from time to time, and appended to these Bylaws.

2. CONSTITUTION, INTERPRETATION AND HEADINGS

- 2.01 Constitution – These Bylaws shall be strictly interpreted at all times in accordance with, and subject to, the Purposes and the Statement of Faith, which, for the purposes of these Bylaws, are incorporated by reference and made a part hereof. If any of the provisions contained in these Bylaws are inconsistent with those contained in the Constitution or the Act, the provisions contained in the Constitution and the Act, as the case may be, shall prevail.
- 2.02 Interpretation – In these Bylaws, unless the context otherwise requires, the following rules of interpretation shall apply:
- (a) words importing the singular number include the plural and vice versa; and
 - (b) words importing the masculine gender include the feminine and neuter genders, unless these Bylaws otherwise specifically provide; and
 - (c) words importing or referring to Person or Persons shall include individual persons only and shall not specifically include corporations, partnerships, trusts and unincorporated organizations.
- 2.03 Headings – Headings used in these Bylaws are for convenience of reference only and shall not affect the construction or interpretation thereof.

II. TENETS OF FAITH

3. TENETS OF FAITH

- 3.01 We believe most assuredly that the Holy Scriptures are God’s final revelation and constitute our all-sufficient rule for faith and practice. This local Church, by virtue of its affiliation with the PAOC, shall accept the Statement of Fundamental and Essential Truths
- 3.02 Prerogatives – This Church shall have a right to:
- (a) Govern itself according to the standards of the New Testament Scriptures, “endeavoring to keep the unity of the Spirit in the bond of peace...till we all come in the unity of the faith, and the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ” (Ephesians 4:3, 13).
 - (b) Govern itself according to the PAOC Operating Bylaws and the District Bylaws.
 - (c) Choose its own pastors, provided they hold credentials with, or are endorsed by, the PAOC. The Church shall select its own Officers and Directors, transact local business and exercise discipline over its Members.
 - (d) Have representation in the General Conference and District Conference of the PAOC, through properly accredited delegates, according to the provisions of the respective constitutions of these bodies, in force from time to time.

3.03 Ordinances and Practices

- (a) To administer the ordinance of Baptism by immersion in water (Matthew 28:19) to all those who have repented of their sins, who believe on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation (Romans 6:3-5; Colossians 2:12).
- (b) To regularly observe the ordinance of the Lord's Supper for believers as enjoined in the Scriptures (Luke 22:19-20; 1 Corinthians 11:23-26).
- (c) To observe the practices of:
 - i. Dedication of Children
 - ii. Prayer for the Baptism in the Holy Spirit
 - iii. Prayer for the Sick
 - iv. Christian Marriage
 - v. Christian Burial of the Dead

III. MEMBERSHIP

4. DEFINITION OF MEMBERSHIP

4.01 The Members are the Members as at the date these Bylaws become effective. Thereafter, the Members shall consist of those Persons who:

- (a) give credible profession of faith in the Lord Jesus Christ as Savior (John 1:12, 3:3-8; Romans 10:9-10; 1 Peter 1:18-25);
- (b) give evidence of a consistent Christian life and compliance with the biblical standard of Christian practice, manifesting spiritual growth, and living so as not to be a stumbling block for the Gospel (Romans 6:4, 8:1-4, 13:13-14; 2 Corinthians 5:17; Galatians 5:19-24; Ephesians 4:17-32, 5:1, 15; 2 Timothy 2:4; 1 John 1:6-7, 2:15-16). They shall refrain from "acts of the sinful nature: sexual immorality, impurity and debauchery, idolatry and witchcraft, hatred, discord, jealousy, fits of rage, selfish ambition, dissensions, factions and envy; drunkenness, orgies, and the like" (Galatians 5:19-21 NIV). Sexual immorality shall be interpreted to mean common-law marital relationships, pre-marital and extra-marital sexual relationships (1 Corinthians 6:15-18; 7:1-2; 1 Thessalonians 4:3-8; Hebrews 13:4), and all forms of homosexual and lesbian activity, along with other practices deemed inexcusable for Christian conduct, and which place a person under God's judgment (Romans 1:26-2:11);
- (c) subscribe to the Statement of Faith;
- (d) show willingness to regularly contribute financially to the support of the Church (Malachi 3:10; Matthew 23:23; 2 Corinthians 8:1-5; 2 Corinthians 9:6-8);
- (e) have regularly attended the services of the Church or predecessor thereof for a period of at least three (3) months immediately prior to applying for membership; and
- (f) seek to promote unity and growth in the Church, indicating a desire to live in harmony with this body of believers, and being open to receiving guidance from the preached Word, the general direction of the Lead Pastor and the pastoral staff, the Leadership Council, and the Constitution and these Bylaws.

5. QUALIFICATIONS FOR MEMBERSHIP

- 5.01 A Person of greater than eighteen (18) years of age shall qualify to be a Member if, in the opinion of the Membership Committee, such Person meets all of the following qualifications:
- (a) the Person fulfills the definition of membership as set out in Section 4.01;
 - (b) the Person has completed the procedure for admission into membership set out in Sections 6.01 to 6.05; and
 - (c) a Person, if a Member, would not be under the discipline of the Church, as set out in Section 12.

6. ADMISSION TO MEMBERSHIP

- 6.01 Application for membership in the Church shall be submitted to the Membership Committee on a signed application form, whereby the applicant agrees to abide by the provisions of the Constitution and these Bylaws including the terms of membership as stated in Section 4.01.
- 6.02 The applicant shall be given a complete copy of the Constitution, these Bylaws and the Statement of Faith, with a request that the applicant read the documents in full.
- 6.03 The Membership Committee shall make investigation relating to the applicant, as it deems appropriate.
- 6.04 If the applicant understands and agrees with the Constitution and meets the membership standards as set out in Section 4.01, the Membership Committee shall approve the membership of the applicant by a simple majority vote.
- 6.05 Applicants who have been approved for membership in the Church by the Membership Committee shall receive notification confirming membership and shall be publicly received into the Church (Galatians 2:9).
- 6.06 A Member's membership may be reviewed annually by the Membership Committee.

7. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP

- 7.01 Church membership shall carry the following privileges, rights and duties:
- (a) the privilege to attend all public worship services of the Church, subject to Section 11;
 - (b) the privilege to participate in the ordinances administered by the Church;
 - (c) the duty to minister to one another's spiritual needs as part of the Body of Christ;
 - (d) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit;
 - (e) the duty to support financially the work of the Church, as the Lord directs and personal circumstances permit;
 - (f) the duty to respect and submit to the spiritual authority and procedures of the Church, as expressed in the Constitution and these Bylaws;
 - (g) the right to attend, speak and participate at all General Meetings; and

- (h) subject to these Bylaws, the right to a single vote either in person or by means described in Section 14.14 at all General Meetings.
- 7.02 No Member shall call any meeting or conduct any activity in the name of or on behalf of the Church without the knowledge and consent of the Leadership Council.
- 7.03 Church membership is transferable to and from another PAOC church, whereby:
- (a) Persons moving from another PAOC church, who desire to have their membership transferred, should request a letter of transfer from the membership committee of the former church, indicating the status of the person, for presentation to the Membership Committee of the Church.
 - (b) Persons moving from another PAOC church shall apply for membership as set out in Section 6, and, notwithstanding any other provision of these Bylaws, where a Person otherwise meets the qualifications of membership, that Person need not have regularly attended the services of the Church for a period of at least three months immediately prior to applying for membership.
 - (c) The Membership Committee shall give a Member who moves to another church, upon written request, a letter of transfer indicating the status of the Member.
- 7.04 A Member in good standing is one whose membership has not been terminated under Section 11 or is not under discipline as outlined in Section 12.

8. TYPES OF MEMBERS

- 8.01 Regular Members – Persons eighteen (18) years of age and over, who fulfill the requirements of the standards for membership and who have made application on the approved application form and have been accepted, shall be known as Regular Members. Such Regular Members shall be entitled to voting privileges at all duly called General Meetings, subject to the conditions hereinafter stated.
- 8.02 Inactive Members – Regular Members who are not active in the life of the Church because of infirmity, educational advancement, temporary relocation or for any reason deemed appropriate by the Leadership Council shall be known as Inactive Members. Such Inactive Members shall not qualify for voting privileges at General Meetings. Inactive Members shall be reinstated as Regular Members upon approval by the Leadership Council.
- 8.03 District Ex Officio Member – The District Superintendent, by virtue of their office, shall be a Member of the Church and shall be known as the District Ex Officio Member. Notwithstanding any other provision of these Bylaws, the District Superintendent may appoint a designate to act on their behalf at any General Meeting. The District Ex Officio Member shall be entitled to voting privileges at all duly called General Meetings, but need not be given notice of a General Meeting, except a General Meeting at which the Church will consider an Extra-Special Resolution.

9. ADHERENTS

- 9.01 An Adherent is a Person who regularly attends the services of the Church, but who has not made formal application for membership.
- 9.02 An Adherent shall not vote or participate at and need not be given notice of any General Meeting, but may attend any General Meeting.

10. MEMBERSHIP REGISTER

10.01 A register of Members, both active and inactive, shall be kept by the secretary of the Leadership Council.

11. TERMINATION OF MEMBERSHIP

11.01 Grounds for termination of membership in the Church shall include:

- (a) Voluntary withdrawal from membership in the Church;
- (b) Transfer of membership to another church;
- (c) Absence from the regular services of the Church for three (3) consecutive months without valid reason, upon issuance of a letter from the Membership Committee noting this voluntary withdrawal;
- (d) The propagation of doctrines and practices which are, in the opinion of the Leadership Council, contrary to those set forth in the Statement of Faith, and where carrying out a full investigation as set out in Section 12 could reasonably be expected to directly or indirectly threaten the health or safety of any Person;
- (e) Any act or action which is, in the opinion of the Leadership Council, the cause of serious discord or dissension with or without intent (Proverbs 6:19; Romans 6:17-18), and where carrying out a full investigation as set out in Section 12 could reasonably be expected to directly or indirectly threaten the health or safety of any Person;
- (f) Subject to Sections 11.01(d) and (e), any proven act or conduct which, in the opinion of the Leadership Council, after a full investigation as set out in Section 12, may be determined to be in contradiction of the terms as defined in 4.01 of these Bylaws may give just cause for disciplinary action by the Leadership Council. Without limiting the generality of the foregoing, among such causes for action shall be:
 - i. Any moral failure involving sexual misconduct or sexual deviation (including, but not limited to adultery, homosexuality, incest, sexual assault, pornography, and improper contact with the opposite sex);
 - ii. Any moral or ethical failure other than sexual misconduct or any conduct unbecoming of a Member (including, but not limited to deception, fraud, theft, and assault);
 - iii. The propagation of doctrines and practices contrary to those set forth in the Statement of Faith;
 - iv. Any act or action of a Member, which is the cause of serious discord or dissension, with or without intent (Proverbs 6:19; Romans 16:17-18); or
 - v. The failure to enter the restoration program or complete the same as set out in Section 12.16.

11.02 When, by Leadership Council Resolution, disciplinary action is taken against a Member under Sections 11.01(d), (e), or (f), the Member in question shall be advised in writing by a registered letter by the secretary of the Leadership Council and a date set for the hearing before the Leadership Council to which the Member in question shall be invited to appear, with a copy of the aforementioned letter being sent to the District Superintendent.

11.03 The membership status of the Member shall be terminated by the Leadership Council if, in accordance with the procedures set out in these Bylaws, the Leadership Council by Leadership Council Resolution votes to do so.

12. PROCEDURE FOR DISCIPLINE.

- 12.01 The Nature and Purposes of Discipline – Discipline is an exercise of scriptural authority for which the Church is responsible. The aims of discipline are that God may be honoured, that the purity and welfare of the local assembly may be maintained, and that those under discipline may be brought to repentance and restoration.

Discipline is to be administered for the restoration of Church Members, while fully providing for the protection and advancement of the spiritual welfare of the local assembly. It is to be redemptive in nature as well as corrective, and is to be exercised as under a dispensation of both justice and mercy. The following shall be administered with gentleness..

12.02 Initiative

- (a) Authority – Occasions sometimes arise which make it necessary to deal with a Member who has reached the place where, in the opinion of the Leadership Council, endorsement can no longer be given. The Leadership Council, which has the authority to approve Church membership, also has the right to withdraw their approval and to terminate membership.
- (b) Leadership Council Responsibility – The Leadership Council is responsible to deal with allegations of misconduct according to these Bylaws.

In the event that the Leadership Council finds itself compromised in any manner, or appearing to lack impartiality, it shall have the right to appoint a substitute committee to hear charges against a Member.

- 12.03 Statement of Conduct – Should a Member admit to, or confess to a wrongdoing or misconduct to the Leadership Council, such as should require disciplinary action, then the Leadership Council shall exercise discretion as to the appropriate form of discipline.
- 12.04 Reports, Rumours, or Complaints – Should there be reports, rumours, or complaints, written or unwritten, which appear to be persistent, serious, becoming publicly known and posing a detriment to the testimony of the individual or Church, then the Lead Pastor shall use judgment in discussing the matter with the Member being accused, always in the presence of another Director. The Lead Pastor and Director shall exercise their discretion as to whether or not to commence an official investigation.
- 12.05 Investigation of Reports or Complaints of Alleged Violations – Written and signed allegations of violations under Sections 11.01(d), (e), and (f) by a Member shall be investigated. The Lead Pastor shall appoint two Directors to investigate the allegation, having in mind that it is their responsibility to safeguard the Member, the Church, and the PAOC. This shall be done to determine the credibility of the allegation.
- 12.06 Signed written allegations shall be filed with the Lead Pastor and/or a member of the Leadership Council, by the complainant(s) describing the alleged violations.
- 12.07 The Persons making the allegation shall be interviewed in order to ascertain the facts in the case and the reasons underlying the allegation.
- 12.08 The accused Member shall be given an opportunity to be interviewed to discuss the allegation.
- 12.09 Should a Member, when presented with the allegations, acknowledge a wrongdoing that require acknowledgement of wrongdoing to the Leadership Council who shall initiate appropriate disciplinary action and a restoration program.

12.10 Should the Member deny the allegations made, the investigators shall determine if the evidence merits a disciplinary hearing.

12.11 Where an accused Member serves in a leadership capacity in the local Church, such ministry may be restricted during the investigation at the discretion of the Lead Pastor.

12.12 Legal Charges

(a) Where a Member has been legally charged under the *Criminal Code*:

i. No disciplinary procedures shall be followed until the legal proceedings, including appeal, have run their course.

ii. Continuing involvement in Church leadership may be subject to restriction during the time of the legal proceedings at the discretion of the Leadership Council.

iii. A guilty verdict of a Member following the legal proceedings, including appeal, shall automatically precipitate disciplinary action by the Leadership Council.

iv. A Member may be eligible for participation in a restoration program, upon request for reconciliation.

(b) Should the allegations against the Member be one of a violation which is required by law to be reported (including, but not limited to, offenses against minors), the Leadership Council shall report the accused to the appropriate legal authorities and delay their own investigation, until the appropriate legal authorities have opportunity to investigate.

12.13 Preparation and Filing of Charges – Allegations shall only be investigated when they have been made in writing, dated, and signed by the complainant.

If, after due investigation, it is determined that a disciplinary hearing shall occur, charges shall be filed with the Leadership Council.

The Member against whom charges have been filed shall be informed by registered mail at least fifteen (15) days before being called to appear before the Leadership Council for a disciplinary hearing. The hearing shall take place within forty (40) days of formal charges being delivered to the Member, or the entire proceeding shall be rescinded. A copy of the charges shall be sent to the District Superintendent.

The said Member may be relieved immediately from their Church involvement upon being notified of the charges.

12.14 Disposition of Allegations

(a) If written allegations are made and signed, but the investigators conclude under the guidelines of these Bylaws that no reason exists for a hearing, then the matter shall be dropped.

(b) The Lead Pastor, or the Lead Pastor's designate, may seek to counsel all parties involved and to bring to an end any continuation of rumours or conflicts related to the matter.

(c) The complainant shall be informed in writing that the investigation has been concluded and the allegations dismissed.

(d) There shall be no record of the investigation kept except the verdict in the minutes of the Leadership Council.

(e) The Member shall be informed in writing that the investigation of the allegations has concluded

and no charges have been laid.

- (f) There shall be no record of the investigation kept except the verdict in the minutes of the Leadership Council.
- (g) The Member shall be informed in writing that the investigation of the allegations has concluded and no charges have been laid.

12.15 Disciplinary Hearing – In the event the investigators find the charges merit a hearing they shall request the Lead Pastor and the Leadership Council to arrange for a disciplinary hearing for the accused Member. The Member shall be requested to appear at the hearing.

To ensure the ability of the Hearing Committee to render an impartial judgment, no Director may sit on the Hearing Committee when they have been party to the details of the investigation or any event or incident related to the alleged offence.

The Lead Pastor may attend the hearing as an observer, but shall not participate nor be present when a vote is taken in the decision as to guilt or innocence. The role of the Lead Pastor is to be redemptive to all parties involved.

If the accused Member refuses to appear at the hearing to offer a defense, the hearing shall proceed and the accused Member may be disciplined if found guilty of the charges preferred.

- (a) The Chair – A member of the Hearing Committee shall be appointed by the Lead Pastor to serve as chair.

The chair of the Hearing Committee, along with the Lead Pastor, shall prepare an agenda and arrange for all matters of the hearing.

The chair shall appoint a recording secretary from the members of the Hearing Committee.

- (b) The Role of Investigation
 - i. The investigators shall bring a report to the hearing and offer evidence as discovered during the investigation procedures.
 - ii. They shall not participate nor be present when a vote is taken in the decision as to guilt or innocence.
 - iii. No evidence or comment regarding the evidence shall be given by the investigators or accusers in the absence of the accused Member, unless the accused Member has failed to or has refused to appear at the hearing.

- (c) Member's Support – The Member accused shall have the right to have another Member or a member of their immediate family present for support but not as an active participant in the hearing process.

Legal counsel shall not be present for either side at the hearing.

- (d) The agenda and proceedings shall provide sufficient opportunity for the complainant and complaine to speak, offer evidence, cross examine, present witnesses, and to make a summation statement. It shall be the role of the Hearing Committee to question and make inquiry of the participants and to seek to have all the facts, evidence, and testimony duly presented and examined, to ensure an objective decision.

- (e) The verdict shall be made by secret ballot in the absence of investigators, the complainant, the supporting Member, if present, and the complainee. A resolution passed by a 2/3 majority of the Hearing Committee shall be required to determine guilt.
- (f) If it has been determined that guilt has been established, discipline shall be administered by the Leadership Council, with the leadership of the Lead Pastor, prayerfully and in the fear of God, in accordance with the Scriptures and as set forth in the Constitution and these Bylaws in accordance with Section 12.16.
- (g) Announcement of the Verdict
 - i. The verdict shall be communicated to the Lead Pastor and placed in the minutes of the Leadership Council. If the verdict is one of guilt, the minutes of the hearing and any other relevant documents shall be maintained in a confidential file, until the disciplinary process has been completed.
 - ii. The Lead Pastor shall communicate the verdict in writing to the Member and the complainant within five (5) days of the decision of the Hearing Committee.
 - iii. If a guilty verdict is reached, the Member shall be informed in writing of the right and process of appeal.
 - iv. If the verdict is one of not guilty, then no record of the hearing shall be maintained except the verdict in the minutes of the Leadership Council.

12.16 Discipline – A Member who has been found guilty of violating or who has confessed in writing to having violated any of the principles set forth in the Constitution and these Bylaws, shall be subject to disciplinary action by the Leadership Council. Said discipline shall be administered in Christian love and kindness. The Leadership Council shall weigh decisions on the basis of the offense itself.

A Member who has confessed to, or been found guilty of, the charges may have their membership placed on probation, or suspended.

A Member who refuses to enter the restoration program and does not complete the same shall have their membership terminated.

12.17 Right of Appeal – The Member shall have the right of appeal. A written request must specifically state the nature, purpose and reason for the appeal based on the process leading to the judgment rendered.

Any appeal of the decision by the Hearing Committee must be made in writing, within thirty (30) days of receiving the decision of the Hearing Committee, to the secretary of the Leadership Council. The Leadership Council shall request the District Superintendent to appoint a committee to hear the appeal.

The appeal shall be heard within sixty (60) days of receiving the request for an appeal in writing.

The accused Member shall be present at this appeal, but if the accused Member neglects or refuses to attend the hearing, it may proceed in the absence of the accused person. The decision of this Appeal Committee shall be final.

The chair of the Appeal Committee shall communicate the decision of the Appeal Committee in writing to the accused Member within five (5) days of the appeal hearing.

Legal counsel shall not be present for either side at the appeal hearing, nor in any other investigative

or disciplinary hearing provided for in these Bylaws.

- 12.18 Restoration – In the event a Member who has been found guilty of an offence shows repentance and indicates a desire for continued fellowship with the Church, the Leadership Council shall determine an appropriate restoration program that shall have in view the completion of a suspension period or the reinstatement of membership as applicable.

The program of restoration shall be administered in Christian love and kindness. The restoration program may include limitations of ministry involvement during the term of restoration.

- 12.19 Reinstatement of Membership – Persons who have had their membership suspended and have successfully completed the restoration program may apply for reinstatement of membership by communicating their request to the secretary of the Leadership Council and may be reinstated as a Member at the discretion of the Leadership Council.

13. WAIVER AND MEDIATION

- 13.01 Notwithstanding any other provision of these Bylaws, membership in the Church is given upon the strict condition that disciplinary proceedings or any other proceedings or matters arising out of these Bylaws shall not give a Member cause for any legal action against either the Church, the Lead Pastor, any associate pastor, any staff member of the Church, any Director, any Officer, or any Member, and the acceptance of membership in the Church shall constitute conclusive and absolute evidence by a Member of all rights of action, causes of action, and all claims and demands against the Church, the Lead Pastor, any associate pastor, any staff member of the Church, any Director, any Officer, or any Member in relation to disciplinary proceedings or any other proceedings or matters arising out of these Bylaws or involving the Church in any matter whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.
- 13.02 In the event that a Member is dissatisfied with any matters of procedure involving the Member and the Church as set out in these Bylaws, then, if that Member does not violate or circumvent the waiver contained in Section 13.01 or attempt to do so, that Member may seek to have their concerns resolved through a process of Christian mediation whereby the Member shall appoint one (1) mediator, the Church shall appoint another mediator, and the two (2) mediators so appointed shall jointly appoint a third mediator. The three (3) mediators may then meet with the Leadership Council and the Member in attempt to mediate a resolution, provided, however, that such mediation shall not be binding either upon the Church or the Member.

IV. MEMBERS' MEETINGS

14. GENERAL MEETINGS

- 14.01 Annual General Meeting – There shall be an Annual General Meeting, at such time and place as determined by the Leadership Council, no later than four (4) calendar months from the end of the fiscal year of the Church. Notice of the Annual General Meeting shall be given, in accordance with Section 14.05. The fiscal year end shall be at December 31.

14.02 The Annual General Meeting agenda shall include, but not be limited to:

- (a) Devotional
- (b) Establish Quorum and voting bar
- (c) Approval of agenda
- (d) Approval of the minutes of the previous General Meeting
- (e) Unfinished business
- (f) Report of the Lead Pastor, and acceptance
- (g) Report of the treasurer of the Leadership Council, and acceptance
- (h) Approval of financial statements
- (i) Election of the Leadership Council members
- (j) Appointment of the auditor, if any
- (k) New business
- (l) Adjournment

14.03 New Business at the Annual General Meeting – If a Regular Member desires to present a matter for consideration at the Annual General Meeting, the same shall be in writing and signed by that Member and submitted to the Leadership Council no later than twenty-one (21) days prior to the Annual General Meeting.

14.04 Special General Meetings – Special General Meetings may be called by:

- (a) the Lead Pastor;
- (b) the secretary of the Leadership Council when a majority of the Leadership Council in writing so orders; or
- (c) the Leadership Council when no less than ten percent (10%) of the Members so petition.

14.05 Notice of Meeting – Notice of all General Meetings shall be given personally, by mail, by electronic mail, or by facsimile to the Member, to be sent to the Member's registered address, the Member's email address, or facsimile number, as recorded in the Church's records. Notice shall be given at least 14 days preceding the General Meeting. The notice for all General Meetings shall include the date, time, place, and purpose of the General Meeting, and shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken. No General Meeting shall be held in the absence of the Lead Pastor without the written authorization of the Lead Pastor.

Notice of a General Meeting shall be given only to:

- (a) every Member shown on the register of Members on the day notice is given, and
- (b) the auditor, if any.

14.06 Omission of Notice – The accidental omission to give notice of any General Meeting or any irregularity in the notice of any General Meeting or the non-receipt of any notice by any Member or by the auditor of the Church shall not invalidate any resolution passed or any proceedings taken at any General Meeting, provided that no Member objects to such omission or irregularity.

- 14.07 Quorum – A Quorum for any General Meeting shall be constituted by the presence of the greater of three (3) Regular Members or forty percent (40%) of the total Regular Members of the Church (not including Inactive Members) immediately prior to the time of the General Meeting in question and for the duration of the General Meeting, except that Quorum for a General Meeting at which the Members consider an Extra-Special Resolution shall be the greater of three (3) voting Members or twenty-five percent (25%) of the total voting Members, which includes, in either case, the District Ex Officio Member. No business shall be transacted at any General Meeting, unless the requisite Quorum is present at the time of the transaction of such business. If a Quorum is not present at the time appointed for a General Meeting or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the General Meeting to a fixed time and place, but may not transact any other business and the provisions of Section 14.05 with regard to notice shall apply to such adjournment.
- 14.08 Chair – The Lead Pastor, or in their absence a designate appointed by Leadership Council Resolution, shall act as chair of all General Meetings.
- 14.09 Majority Vote – At all General Meetings, every question shall be determined by Ordinary Resolution (simple majority), unless otherwise provided for by the Act or elsewhere in these Bylaws.
- 14.10 Voting Procedure – Every question submitted to any General Meeting shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. At any General Meeting, unless a secret ballot is provided, a declaration by the chair that a motion has carried or carried unanimously or by particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the chair or upon request of any Regular Member and shall be taken in such manner as the chair directs. The result of a secret ballot shall be deemed to be the decision of the General Meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.
- 14.11 When the Regular Members are voting on business matters, a definite voting bar shall be made between those who are entitled to vote and those who are not so entitled. A Regular Member wishing to challenge the right of another to vote may do so. In the event of such a challenge, a majority of the Regular Members shall decide.
- 14.12 Parliamentary Order – In order to expedite General Meetings, General Meetings shall be governed by the spirit of Christian love and fellowship and by the accepted rules of parliamentary procedure as outlined in *Robert's Rules of Order*, as amended from time to time.
- 14.13 Provision may be made for absentee votes, for members who, in the opinion of the Leadership Council, would be legitimately absent and requesting to submit their votes. Such votes are only allowed on the first ballot, if the Members present at the General Meeting would approve by Ordinary Resolution, and if no further relevant positive or negative input relating to the vote is given in the meeting.
- 14.14 Voting by proxy shall not be permitted.
- 14.15 Any General Meeting may also be held, or any Member may participate in any General Meeting, by conference call or similar communication equipment or device so long as all the Persons participating in the General Meeting can hear and respond to one another. All Persons so participating in a General Meeting shall be deemed to be present in person at the stated location of the General Meeting and, notwithstanding the foregoing, shall be entitled to exercise their vote, if any, by a voice vote recorded by the secretary of such meeting.

V. LEADERSHIP COUNCIL MEMBERS

15. DEFINITION OF LEADERSHIP COUNCIL

15.01 The Leadership Council shall act in an administrative capacity in matters pertaining to the Church, its spiritual life, and its financial affairs. The Leadership Council shall consist of the Lead Pastor and not fewer than five (5) lay Directors, as established by the Members at an Annual General Meeting.

15.02 The Leadership Council may exercise all such powers and do all such acts as the Church may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Church at a General Meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Church;
- (b) these Bylaws; and
- (c) Policy Statements and rules, not being inconsistent with these Bylaws, which are made from time to time by the Church at a General Meeting.

No rule made by the Church at a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

15.03 The Lead Pastor shall act as chair of the Leadership Council and shall be deemed to be a Director.

15.04 At any time and at all times when the Church does not have a Lead Pastor, the District Ex Officio Member shall assume the chair of the Leadership Council, where along with the lay Directors shall be deemed to constitute a complete Leadership Council for the purpose of carrying out the provisions of the Constitution and these Bylaws. This Section 15.04 shall not be amended except by Extra-Special Resolution (unanimity).

16. QUALIFICATIONS FOR LEADERSHIP COUNCIL

16.01 To be eligible for election to the Leadership Council, a Person must fulfill all of the following qualifications:

- (a) the Person must be a Member in good standing;
- (b) the Person must have been a Regular Member for at least one (1) year at the time of election;
- (c) the Person must have the scriptural qualifications referred to in Acts 6:3; 1 Timothy 3:8-12; Titus 1:5-9;
- (d) the Person must be a faithful person, of good report and sound judgment, an example to the Members and Adherents in matters of stewardship, Church attendance, and spiritual maturity; and
- (e) the Person must seek constantly, as a sanctified vessel, to be “filled with the Holy Spirit” (Acts 2:4; Ephesians 5:18).

17. ACCOUNTABILITY OF LEADERSHIP COUNCIL MEMBERS

- 17.01 To the Lead Pastor – To support the Lead Pastor in their primary responsibility to their family; encourage and enable the Lead Pastor to a continual growth in leadership through continuing education, development, courses, seminars, and resources; assure administrative excellence in financial reporting, strategic planning, communication, labour relations and other assigned duties; assist in creating and implementing a vision and strategy for the Church; assist in the development of that Church as a disciple-making, equipping community; ensure a global missions strategy and commitment; respect and understand mutual accountability (Romans 1:8); and provide covering, care, and nurture for the Lead Pastor.
- 17.02 To Other Directors – Support the Leadership Council in their primary responsibility to their family; encourage and enable the Leadership Council to a continual growth in leadership; assume responsibility for areas of expertise and giftedness to assure administrative excellence in the Church; fulfill assigned duties as directed by the Leadership Council; assist in creating and implementing a vision and strategy for the Church; assist in the development of the Church as a disciple-making, equipping community; ensure that adequate resources are available for reaching and discipling the community; ensure a global missions strategy and commitment; respect and understand mutual accountability (Romans 1:8); and provide covering, care, and nurture for each Director. It is expected that the Leadership Council shall function in confidentiality and loyalty, and model personal discipleship, which shall contribute to the well-being, reputation, and respect of the entire Leadership Council.
- 17.03 To the Church – Model healthy family life and teach family values; ensure that adequate resources are available for reaching and discipling the community; ensure clear communication of the vision, strategy and needs to the Members and Adherents; ensure that an adequate membership process is in place (including education, ministry, accountability and discipline); assist the Church in understanding their spiritual responsibility to serve, give, share and be involved; assist the Church in understanding their responsibility to support the leadership in its vision and direction for the future and health of the Church; and assist the Church to understand its role in, and commitment to, the community, as an agency of grace and spiritual light.
- 17.04 To the Community – Understand their role of modeling Christian values of grace, love and acceptance to the community; raising Church awareness of the community’s needs, and the responsibility of the Church to the community; to pray for and encourage the leadership of the community; and uphold and communicate justice and truth in the community.

18. SELECTION OF LEADERSHIP COUNCIL

- 18.01 A Nominating Committee, when needed for nominating Members to serve on the Leadership Council, shall be established by Leadership Council Resolution. The Nominating Committee shall consist of the Leadership Council or of a committee appointed by the Leadership Council that shall consist of the Lead Pastor, one (1) Director, and three (3) Regular Members not being Directors.
- 18.02 When a vacancy occurs in the Nominating Committee, the Leadership Council shall fill the vacancy from the roster of Regular Members.
- 18.03 The Nominating Committee shall invite confidential submissions of qualifying Members from every registered Regular Member, until twenty-one (21) days prior to the Annual General Meeting. The submissions shall be in writing and signed by the Member presenting the submission. The submissions shall not be recognized as nominations, but submissions to be vetted by the Nominating Committee and thus confidentially submitted without the knowledge of the Member being recommended.

- 18.04 After the Nominating Committee has determined whether such individuals are qualified and willing to serve on the Leadership Council, the Nominating Committee shall nominate such names at the Annual General Meeting.
- 18.05 The Members may empower, at a previous General Meeting, a Nominating Committee to set aside the submission process and agree on the names of Members who are qualified and willing to serve on the Leadership Council. Such names shall be nominated at the Annual General Meeting.
- 18.06 Voting:
- (a) The chair shall appoint at least two (2) scrutineers to count the ballots.
 - (b) When the Regular Members are voting on business or any other matters, a definite voting bar shall be made between those who are entitled to vote and those who are not so entitled.
 - (c) The election of Directors shall be by secret ballot. Each Regular Member shall be entitled to cast one (1) vote for each candidate they wish to elect according to the number of vacancies to be filled.
 - (d) To be elected to the Leadership Council, a candidate must receive a majority of the ballots cast. The first candidate, or candidates, to receive a majority of the ballots cast, shall be elected. If no candidates are elected on any particular ballot, the name receiving the lowest number of votes shall be eliminated in the succeeding ballot, until a full election is achieved. In event that a partial term is to be filled, the last Member to be elected shall fill that term.
- 18.07 Appointing
- (a) Subsequent appointments of Members to the Leadership Council will be made by the Lead Pastor & Elected Leadership Council members.
 - (b) The Lead Pastor & Elected Council Members will appoint a minimum of two additional members, not to be equal to or exceed the number of elected council members (I.e. 3 elected + 2 appointed).
 - (c) If the Leadership Council would choose to appoint staff pastors, to fill one (1) or more of the positions of appointed Leadership Council members, the pastoral members of council collectively, including the Lead Pastor, shall not exceed one third (1/3) of the total Leadership Council. Such staff pastors must be Members, as approved in Section 6 and maintained in Section 8.01.
- 18.08 Notwithstanding any other provision of these Bylaws, in the event of a vacancy on the Leadership Council, the Directors may temporarily extend membership privileges to a District leader or other Credential Holder and invite them to serve on the Leadership Council.

19. TERM OF OFFICE OF LEADERSHIP COUNCIL MEMBERS

- 19.01 The term of office of all Leadership Council members, apart from the Lead Pastor, shall be for either one (1), two (2), or three (3) years, as determined by Ordinary Resolution (simple majority). Any Director having served for six (6) consecutive years shall not be eligible for re-election for a period of one (1) year.
- 19.02 Membership on the Leadership Council shall cease if any Director during the term of office resigns, moves away, ceases to be a Regular Member (unless the Director is a District leader or other Credential Holder), or is disqualified under the provisions of Section 12. If a vacancy occurs on the Leadership Council, the Leadership Council may appoint a successor Director to fill the vacancy until the next Annual General Meeting. If a vacancy occurs on the Leadership Council during the first year of a two-year term, a Member shall be elected at the next Annual General Meeting to fill the role and serve a one-year term, in accordance with the procedures set out in Section 18.
- 19.03 The Regular Members may remove a Director before the expiration of their term of office by a Special Resolution (2/3 majority), and may elect a successor to complete the term of office, but no Director shall be removed until they have been given notice of the proposed action and an opportunity to be heard by the Members at a General Meeting.
- 19.04 A Director may be disciplined, suspended, or removed from office before the expiration of their term, in accordance with the Policy Statements and in keeping with Section 11 to 13.

20. DUTIES AND RESPONSIBILITIES OF THE LEADERSHIP COUNCIL

- 20.01 The Leadership Council will act in an eldership role providing biblical & spiritual oversight, direction and leadership to the Church, including:
- (a) Church Health & Spiritual Life;
 - (b) Establishing Values & Vision;
 - (c) Establishing Policy & Accountability;
 - (d) Ensuring Ministry Implementation; and
 - (e) Resourcing & Releasing of Ministry Teams for the Work of the Ministry, as noted in Ephesians 4:11-16.
- 20.02 Specific Responsibilities – The Leadership Council is chosen to serve the Church and therefore shall be authorized to carry out the following duties and responsibilities:
- (a) Act in an administrative capacity in matters pertaining to the Church, its spiritual life and financial affairs, assisting also in the ministry of its ordinances.
 - (b) Act in the examination of applications for membership and in the administration of the discipline of the Church.
 - (c) Facilitate the engagement of the Lead Pastor, in consultation with the District Superintendent, and ensure that an adequate remuneration is provided for the Lead Pastor, taking into consideration the cost of living and the Church's financial ability. An annual salary review shall be made.
 - (d) Engage, approve the job description outlined by the Lead Pastor, and establish the remuneration of such assistants and other employees as are needed to carry out the work of the Church effectively.

- (e) Determine the time and place of the regular services of the Church.
 - (f) Annually appoint one (1) of its members as secretary of the Leadership Council.
 - (g) Fill all appointed positions of leadership in the Church at the first meeting of the Leadership Council following the Annual General Meeting.
 - (h) Appoint financially qualified individuals prior to the Annual General Meeting to review the Church finances and bring to the Members financial statements at the Annual General Meeting.
 - (i) Work in conjunction with the Lead Pastor in formulating and recommending Policy Statements to the Church, as may be necessary from time to time.
- 20.03 Remuneration – The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit for being a Director, provided that a Director may be paid for reasonable expenses incurred by them in the performances of their duties or paid in a different capacity for services to the Church.
- 20.04 Conflict of Interest – No Director shall place himself in a position where there is conflict of interest between their duties as a Director and their other interests. Every Director who is in any way directly or indirectly interested in, or may become interested in, a material way in existing or proposed contract, transaction, or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement of with a member of their family (with “family” defined as spouse, father, mother, child, brother or sister, or spouse of such family members) or by the involvement of their partner, business associate, or a corporation that the Director is involved with as either a director, shareholder, officer, employer, employee, or agent, then such Director shall declare a conflict of interest fully at a meeting of the Leadership Council and shall withdraw from any discussion or vote thereon.
- 20.05 Documents – The Leadership Council shall from time to time at their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Church and minutes of the meetings of the Leadership Council shall be open to the inspection by Members not being Directors. In the absence of such determination by the Directors, the documents, including the books of account, of the Church and minutes of the meetings of the Leadership Council shall not be open to inspection by any Member not being a Director, subject to the provisions of the Act.

21. LEADERSHIP COUNCIL MEETINGS

- 21.01 Regular Meetings – Regular meetings of the Leadership Council shall be held at such time and place as shall be determined by the Leadership Council at regular intervals.
- 21.02 Special Meetings – Special meetings of the Leadership Council shall be called by the chair of the Leadership Council or upon written request of the majority of the Directors to the chair, who shall then give notice of a special meeting of the Leadership Council as soon as possible thereafter.
- 21.03 Notice of Meeting – At all meetings of the Leadership Council, the chair or, in the chair’s absence, the secretary of the Leadership Council shall be required to notify each Director of the time and place of each meeting of the Leadership Council. No meeting shall be held in the absence of the Lead Pastor without the written authorization of the Lead Pastor, except in an emergency when the Lead Pastor cannot be contacted or is incapacitated.
- 21.04 Chair – The chair of the Leadership Council shall be the Lead Pastor. The duties of the chair of the Leadership Council shall be those set out in Section 27.01.

- 21.05 Secretary of the Leadership Council – The secretary of the Leadership Council shall be appointed by the Directors from amongst their members at the first meeting of the Leadership Council following the Annual General Meeting. The secretary shall serve for a term of one (1) year and shall be an Officer. The duties of the secretary of the Leadership Council shall be those set out in Section 27.02.
- 21.06 Quorum – A quorum for a meeting of the Leadership Council shall be majority of the Directors, provided that all the Directors have been duly notified.
- 21.07 Voting Rights – All Directors, including the Lead Pastor as chair of the Leadership Council, shall each have one (1) vote.
- 21.08 Minutes – The Leadership Council shall keep written minutes of each meeting. The Leadership Council shall appoint the secretary of the Leadership Council to prepare and maintain such minutes. The minutes may be made public or available for review by Members at the discretion of the Leadership Council, with the exception of matters of a potentially confidential nature discussed by the Leadership Council, where such matters shall be considered *in camera*.
- 21.09 No meeting of the Leadership Council shall be held in the absence of the Lead Pastor without the Lead Pastor’s written authorization, except in an emergency when the Lead Pastor cannot be contacted or is incapacitated. In such case, the Directors shall be authorized to call a special meeting of the Leadership Council.
- 21.10 The Lead Pastor who serves as a Director, or any member of the Church staff, shall absent themselves from a meeting of the Leadership Council, when salary and allowance reviews are being considered.
- 21.11 Agenda – The agenda shall be prepared by the Lead Pastor or the secretary of the Leadership Council. A Member in good standing may submit an agenda item to the Leadership Council, where such item must be in writing, signed, and delivered to the Leadership Council at least ten (10) days prior to the meeting.

VII. LEAD PASTOR, PASTORAL STAFF, AND ADMINISTRATIVE STAFF

22. CALL OF LEAD PASTOR

22.01 Appointment and Call

- (a) A candidate for Lead Pastor shall be submitted to the Regular Members by the Leadership Council, after consultation with the District Superintendent. The Lead Pastor shall be a Credential Holder or shall be a Person whom the District approves. This Section 22.01 shall not be amended except by Extra-Special Resolution (unanimity).
- (b) A call shall be made to a prospective Lead Pastor when that prospective Lead Pastor is approved by Special Resolution at a Special General Meeting duly convened for that purpose. Upon acceptance of the call or confirmation of the appointment, a ministry agreement shall be established.
- (c) The Church shall assume the responsibility of paying the moving expenses of an incoming Lead Pastor.

- 22.02 The Lead Pastor shall give spiritual oversight to the Church and shall be deemed, by virtue of their position, to be a Member. The duties and rights of the Lead Pastor shall be as follows:
- (a) to be the spiritual overseer of the Church with responsibility for the direction of all of its activities (the Lead Pastor shall consult with the Leadership Council regarding the ongoing health and wholeness of the Members and Adherents, and to ensure the appropriate ministries and programs are in place to accomplish the same);
 - (b) to be responsible for arranging all services, special meetings, missionary conventions, revival campaigns, and other Church events. No person shall be invited to speak or preach in the Church, without the approval of the Lead Pastor (and as provided in Sections 10.5.6 and 10.5.7 of the PAOC Operating Bylaws);
 - (c) to act as chair of all General Meetings and meetings of the Leadership Council;
 - (d) to be, *ex officio*, a member of all committees and departments of the Church;
 - (e) to work in conjunction with the Leadership Council in formulating and recommending Policy Statements to the Church, as may be necessary from time to time;
 - (f) to be fully in agreement with, uphold, and be subject to the Constitution and Bylaws.

23. CONCLUSION OF MINISTRY AGREEMENT OF THE LEAD PASTOR

- 23.01 The Lead Pastor may conclude their ministry agreement by giving one (1) month's written notification to the Leadership Council or to the Members addressed to the secretary of the Leadership Council. The Lead Pastor shall also give immediate written notice of their conclusion of ministry agreement to the District Superintendent. Such conclusion of ministry agreement shall be deemed to include a termination of the *ex officio* membership of all committees and the Leadership Council, and termination as a Member.

24. VACANCY OF THE LEAD PASTOR

- 24.01 When the Lead Pastorate becomes vacant, the District Superintendent or their designate shall be empowered to act in the full legal capacity of the Lead Pastor, and shall be empowered to arrange, in consultation with the Leadership Council, suitable pulpit ministry until such time as a new Lead Pastor has been called by the Church. This Section 24.01 shall not be amended except by Extra-Special Resolution (unanimity).
- 24.02 In the event that the Lead Pastor is or may be absent for an extended period due to inability or ineligibility to serve, the District Superintendent or their designate may, in conjunction with the Leadership Council, assist in arranging for pulpit supply and chair the Leadership Council.

25. REMOVAL OF LEAD PASTOR

- 25.01 The Lead Pastor may be removed in keeping with the provisions of the District Bylaws by the following procedure:
- (a) Should difficulties arise between a Lead Pastor and the Regular Members which do not involve the credentials of the Lead Pastor, but only the position as Lead Pastor, and which apparently cannot be resolved at the local level, the Lead Pastor, the Leadership Council or not fewer than one-third (1/3) of the Regular Members shall have the right to appeal to the District Superintendent.

- (b) The refusal of the Lead Pastor to call a special meeting of the Leadership Council when requested to do so by a majority of the Leadership Council shall constitute a right to appeal to the District Superintendent.
- (c) If a satisfactory settlement cannot be reached, the District Superintendent may call a Special General Meeting, which the District Superintendent or their designate shall preside over.
- (d) At such Special General Meeting, the chair may call for a vote of confidence in the Lead Pastor. The roster for the vote shall include only those Regular Members who held membership sixty (60) days prior to the vote of confidence, and shall exclude the Lead Pastor and members of the pastoral staff, as identified in the minutes of the Leadership Council, along with their spouses, who each shall not be included in the Quorum necessary to have a Special General Meeting. The vote shall require an Ordinary Resolution in support of the Lead Pastor, for the Lead Pastor to retain the position as Lead Pastor. If such Ordinary Resolution is not achieved, the Lead Pastor's duties shall be terminated immediately. The Lead Pastor shall be given salary with benefits and the use of the Church parsonage if applicable, or the regular housing allowance, in accordance with the requirements of the provincial employment laws.
- (e) Allegations leading to charges in matters involving a Lead Pastor's right to hold credentials with the PAOC, as defined in Section 10.6.2 of the PAOC Operating Bylaws, must be made to the District Superintendent in writing, and properly signed by one who is willing to appear and give testimony concerning the charges. Charges brought against a Credential Holder shall be dealt with according to provisions made in the PAOC Operating Bylaws and the District Bylaws.
- (f) In the event that ministry is restricted by the District Superintendent as a result of a Credential Holder being charged under the *Criminal Code*, the Credential Holder shall continue to receive remuneration for a maximum of three (3) months.

VIII. OFFICERS

26. OFFICERS

26.01 The Officers of the Church shall be:

- (a) the Lead Pastor, who is chair of the Leadership Council;
- (b) the secretary of the Leadership Council, who shall be appointed annually by the Leadership Council and shall be one of its own members;
- (c) the treasurer of the Leadership Council, who shall be appointed annually by the Leadership Council and may be one of its own members; and
- (d) such other Officers as may be elected, called, or appointed by the Church or the Leadership Council from time to time.

26.02 The offices of secretary of the Leadership Council and treasurer of the Leadership Council may be held by one Person who shall be known as the secretary-treasurer of the Leadership Council.

26.03 All Officers shall be required to hold Church membership.

27. DUTIES OF OFFICERS

27.01 Lead Pastor – The duties of the Lead Pastor, who is chair of the Leadership Council, shall be as set forth in Section 22.02.

27.02 Secretary of the Leadership Council – The duties of the secretary of the Leadership Council shall be as follows:

- (a) to be custodian of the records of the meetings of the Leadership Council and all General Meetings, and to ensure the faithful recording of the business of all such meetings;
- (b) to be responsible for conducting all correspondence on behalf of the Church arising out of meetings of the Leadership Council or General Meetings;
- (c) to be responsible for preserving the records of the Church;
- (d) to be responsible for preparing notice and reports of General Meetings, as directed from time to time by the Leadership Council; and
- (e) to be responsible for keeping an up-to-date register of Members.

27.03 Treasurer of the Leadership Council – The duties of the treasurer of the Leadership Council shall be as follows:

- (a) to be the custodian of the general funds of the Church;
- (b) to be responsible for the depositing of funds received by the Church in the name of the Church in a financial institution approved by the Leadership Council;
- (c) to be responsible for disbursing funds received by the Church as authorized by the Leadership Council;
- (d) to ensure that an accurate record of accounts is kept; and
- (e) to ensure that accurate financial statements are presented at the Annual General Meeting or when requested by the Leadership Council or Regular Members. A Person or Persons appointed by the Leadership Council shall review the books before the Annual General Meeting.

IX. PROPERTY

28. REAL PROPERTY

28.01 All real estate owned by this Church shall be held in the name of the Church, in its corporate name as a local Church of the PAOC; the name of the District, as trustee for the local Church according to the terms of a declaration of trust; or in the name of the PAOC, as trustee for the local Church according to the terms of a declaration of trust. This Section 28.01 shall not be amended except by Extra-Special Resolution (unanimity).

28.02 In the event of the Church desiring to sell or otherwise dispose of any real estate or in the event of the Church electing to withdraw from affiliation with the PAOC, or being deemed by the District to have

abandoned its affiliation, or in the event of the Church having actually ceased to exist as an organized body or otherwise losing its charter and status as a local Church within the meaning of the PAOC Operating Bylaws and the District Bylaws, then and in such case title to the real property shall be dealt with in accordance with the provisions set forth in the PAOC Operating Bylaws and the District Bylaws, the applicable provincial laws, and the declaration of trust, where applicable. This Section 28.02 shall not be amended except by Extra-Special Resolution (unanimity).

- 28.03 The affairs of the Church as pertaining to the holding of property, both real and personal, shall be managed by the Leadership Council.
- 28.04 The Leadership Council shall not buy, sell, exchange, mortgage, or make any other disposition of real estate without being authorized to do so by Special Resolution (2/3 majority) of the Regular Members present at a General Meeting, which has been called in accordance with these Bylaws. Such vote shall be by secret ballot.
- 28.05 The chair of the General Meeting and the secretary of the Leadership Council shall certify that such conveyance, lease or mortgage, has been duly authorized by the vote of the Church, and such certificate shall be held to be conclusive evidence thereof.
- 28.06 If the Church at any time becomes unable to govern itself without the assistance of the District or the PAOC, the Directors shall cease to be Directors and the Members shall elect replacement Directors, who shall be nominated by the District Ex Officio Member. This Section 28.06 shall not be amended except by Extra-Special Resolution (unanimity).
- 28.07 The acquiring and disposal of real property shall be decided by Special Resolution (2/3 majority) of the Regular Members present at a duly called General Meeting. Where property is placed in trust with the District or the PAOC, the acquiring and disposal of real property shall be decided by a resolution of seventy-five percent (75%) majority of those voting at a duly called General Meeting shall be required. This Section 28.07 shall not be amended except by Extra-Special Resolution (unanimity).

29. BORROWING

- 29.01 The Directors shall have the power to borrow or raise or secure the payment of money in such manner as the Leadership Council shall think fit; and without limiting the generality of the foregoing, the Church may issue debentures, perpetual, or otherwise, charge upon all or any of the Church's present or future property, and to purchase, redeem, or pay off any such security, provided that debentures shall not be issued without the authority of a Special Resolution.
- 29.02 The Church, prior to the making of application for loan from any source or incurring indebtedness on a purchase plan or otherwise when repayment is not to be made in full within 12 months of the date of the intended loan or where the intended indebtedness, together with all other indebtedness of the Church, in the aggregate shall exceed ten percent (10%) of the total amount of the previous year's gross revenues, then the Church shall consult with and obtain the approval of the officers of the District before proceeding with the requirements of Section 28.04. The Church shall then obtain the approval of its Regular Members to the proposed action by Special Resolution (2/3 majority), passed at a duly called Special General Meeting.

30. AUDITOR

- 30.01 The Society shall only have an auditor upon Ordinary Resolution (simple majority).
- 30.02 If the Members resolve to appoint an auditor, the Society shall appoint an auditor at the next General Meeting to serve until they are re-appointed or their successor is appointed at the next Annual General Meeting in accordance with the procedures set out in the Act.

- 30.03 The Leadership Council shall fill all vacancies occurring in the office of auditor between Annual General Meetings.
- 30.04 An auditor may be removed by Ordinary Resolution (simple majority) in accordance with the procedures set out in the Act.
- 30.05 An auditor shall be promptly informed in writing of appointment or removal.
- 30.06 No Director, Officer, or employee of the Church or Person related to a Director or employee by blood or marriage shall be auditor.
- 30.07 The auditor may attend General Meetings.

X. COMMITTEES

31. COMMITTEES OF LEADERSHIP, PROGRAMS, MINISTRIES

- 31.01 The Leadership Council may create such standing and special committees, ad hoc committees, task forces, departments or ministries as may from time to time be required. Any such committee, department or ministry shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by a Leadership Council resolution.
- 31.02 All committees, departments and ministries of the Church shall be responsible to and subject to the authority of the Leadership Council, and shall present annual reports to the Annual General Meeting either through an independent report or through representation in the pastor's report.
- 31.03 The Leadership Council shall approve the selection of leadership of each committee, department and ministry.
- 31.04 The Leadership Council shall establish or otherwise approve the governing and operating procedures for each committee, department and ministry.

XI. INDEMNITIES

32. INDEMNIFICATION AND INSURANCE

- 32.01 Subject to the provisions of the Act, every Director or Officer who has properly undertaken or is about to undertake any liability on behalf of the Church or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Church, from and against:
- (a) all costs, charges and expenses whatsoever which such Director or Office actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
 - (b) all other costs, charges, and expenses which he or she actually or reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default;

provided that

- (c) the Director or Officer acted honestly and in good faith with a view to the best interests of the Church; and
 - (d) in the case of criminal or administrative proceedings, the Director or Officer had reasonable grounds for believing that their conduct was lawful.
- 32.02 The Church may purchase and maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a Director or Office.

XII. RESPONSIBILITIES OF AFFILIATION

33. RESPONSIBILITIES OF AFFILIATION

- 33.01 Missions – Accepting its responsibility under the Great Commission of the Lord Jesus Christ, as stated in Matthew 28 and Mark 16, the Church shall support the missionary program and policy of the PAOC and shall take at least one missionary offering each month for this purpose.
- 33.02 Administration – Recognizing the important services rendered to the Church by the PAOC and the District, the Church accepts the responsibility of providing support for the ministry and fellowship services of the PAOC and the District, the international missions of the PAOC, the PAOC Bible college serving this District, and other responsibilities as may be determined by the General Conference of the PAOC.

This shall be done in accordance with the General Conference resolution that each local Church forward an amount equal to ten percent (10%) of its general fund offerings (does not include missionary offerings, building fund, or any other special fund) to the District at regular intervals to support the ministry and fellowship services. From these funds the District shall forward ten percent (10%) to the PAOC for ministry and fellowship services.

- 33.03 District Conference Expenses – The Church assumes the responsibilities of paying the Lead Pastor’s expenses incidental to attending the District conference, District seminars, and any District-sponsored convention held for the benefit of its ministers. Consideration for other staff members may be made as finances allows.
- 33.04 The Pension Fund – Recognizing the responsibility of the Church to adequately provide for those who are employed in pastoral and staff services to the Church, including adequate provision for current ministry and future retirement support; and recognizing that The Pension Fund (1969) of the PAOC exists to serve retired ministers, missionaries, and employees of local Church, as an affiliated local Church, the Leadership Council shall ensure that each credentialed pastor and qualifying local Church employee shall regularly participate in a retirement income plan such as The Pension Fund (1969) of the PAOC, and the Church shall match the contributions of its employees in accordance with Canadian pension legislation and regulations.
- 33.05 The Church grants the District Leadership Team the privilege to create policies which shall allow this the Church to request care and intervention from time to time.

XIII. FORMS AND CERTIFICATES

34. FORMS AND CERTIFICATES

- 34.01 Certificates, when applicable, of membership (membership cards), marriage certificates, dedication certificates, and baptismal certificates for use in the Church shall be approved by the Leadership Council and shall be in line with the Statement of Faith.

XIV. AMENDMENTS

35. AMENDMENTS

- 35.01 These Bylaws may be amended by Special Resolution (2/3 majority) in any Annual General Meeting or in any Special General Meeting duly called for that specific purpose.
- 35.02 For such General Meeting, a copy of the proposed amendment or amendments must be presented in writing by a Regular Member to the Leadership Council and to the District Superintendent at least thirty (30) days before the date of the General Meeting. The Leadership Council may decline to present a proposed amendment at their discretion.
- 35.03 The secretary of the Leadership Council must also provide notice of the approved proposed amendment or amendments in the announcements of the General Meeting.
- 35.04 A copy of the approved proposed amendment or amendments shall be available to any Regular Member between the time of announcements and the time of the General Meeting on application to the secretary of the Leadership Council.
- 35.05 Subject to Section 35.06, an amendment of these Bylaws to be adopted shall require a Special Resolution (2/3 majority) of the Regular Members present, online or by proxy and voting at the General Meeting.
- 35.06 This Section 35.06 and the following sections of the Bylaws shall not be amended except by Extra- Special Resolution at a General Meeting called for that purpose and at which there is a Quorum in accordance with Section 14.08:
- (a) Section 8.04;
 - (b) Section 15.04;
 - (c) Section 22.01;
 - (d) Section 24.01;
 - (e) Section 28.01
 - (f) Section 28.02;
 - (g) Section 28.06;
 - (h) Section 28.07;
 - (i) Section 36.01; and
 - (j) Section 37.01.
- 35.07 Any amendment to these Bylaws shall not be contrary to the PAOC General Bylaws or the District Bylaws.

XV. MISCELLANEOUS

36. NON-PROFIT

- 36.01 The Church shall be carried on without purpose of gain for its Members and any profits or other accretions to the Church shall be used for promoting its charitable purposes in accordance with its Constitution and Bylaws or as the same may be hereafter modified or amended. This Section 36.01 shall not be amended except by Extra-Special Resolution (unanimity).

37. DISSOLUTION

- 37.01 In the case of dissolution or winding up the Church, the assets of the Church remaining after the satisfaction of its debts and liabilities shall be distributed to the British Columbia and Yukon District

of The Pentecostal Assemblies of Canada, provided that it is then a qualified donee allowed under the *Income Tax Act*; if effect cannot be given to the aforesaid provisions, then such assets shall be given to the International Office of The Pentecostal Assemblies of Canada, provided that it is then a qualified donee allowed under the *Income Tax Act*; if effect cannot be given to either of the aforesaid provisions, then such assets shall be given or transferred to such organization or organizations promoting the same purposes as the Church, as may be determined by the Members of the Church at the time of winding up or dissolution, provided that such organization is a qualified donee allowed under the *Income Tax Act*. This Section 37.01 shall not be amended except by Extra-Special Resolution (unanimity).

Date Approved: **March 5, 2023**

