

By-law for the

Associated Gospel Churches

BY-LAW NUMBER 2008-1

A by-law relating generally
to the conduct of the affairs of
the Associated Gospel Churches .

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Associated Gospel Churches

WHEREAS by Letters Patent issued under *The Companies Act* as amended by *The Companies Act Amendment Act* of 1917, (and currently subject to the *Canada Corporations Act*) and dated the 18th day of March, 1925, the Associated Gospel Churches ("AGC") was incorporated for the following object (as may be amended from time to time):

To preach and teach the Gospel of Salvation in Jesus Christ, and to ordain and appoint Ministers and Missionaries thereunto.

AND WHEREAS Supplementary Letters Patent are to be filed along with this By-Law to provide for the following objects (subject to their approval by Industry Canada):

1. To proclaim the Gospel of Jesus Christ through example and the word, i.e. the inspired word of God - the Bible, and in obedience to the Great Commission of Jesus Christ: to "go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you" (Matthew 28:19 - 20); and
2. Provided that these objects shall include only those that are, at law, exclusively charitable and without limiting the generality of the foregoing, and to accomplish the aforesaid objects.
 - a. as a denominational office, to provide oversight, structure, encouragement and support to member churches;
 - b. to set apart, credential and regulate individuals for Christian Ministry to serve the church of the denomination and to serve in similar leadership and spiritual functions;
 - c. to establish and maintain, directly or indirectly through members, autonomous local congregations;
 - d. to encourage the training of Christian ministers, missionaries and leaders;
 - e. to provide instruction in the Christian faith through preaching and teaching;
 - f. to encourage and support missions and other charitable programs through other registered Canadian charities;
 - g. from time to time employ, send out and direct missionaries, directly or indirectly through member churches, to preach the Gospel of Jesus Christ and to further the Kingdom of God;
 - h. from time to time, to organize, maintain and carry on, Christian charities and/or missions such as camps, schools, home for the aged and colleges; and
 - i. to demonstrate the love of Christ through practical assistance to individuals in need.

AND WHEREAS it is considered expedient to enact a new General By-Law relating generally to the conduct of the affairs of the AGC;

BE IT THEREFORE ENACTED as a by-law of the AGC as follows:

By-law Number 2008-1

1. **INTERPRETATION**

1.1 **Meaning of Words**

In this by-law and all other by-laws and resolutions of the AGC unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 "Act" means the *Companies Act* as amended by the *Companies Act Amendment Act of 1917* as substituted by the *Canada Corporations Act*, as amended, and any statute amending or enacted in substitution therefor, from time to time;
- 1.1.4 "Annual Meeting" means the annual meeting of members which shall be held within 15 months of the last Annual Meeting, whether held in conjunction with the National Conference or the Regional Conferences.
- 1.1.5 "National Board" means the board of Directors of the Corporation of the AGC;
- 1.1.6 "AGC" means the corporation of the *Associated Gospel Churches*;
- 1.1.7 "Delegate(s)" means the representative(s) of a member authorized to vote on behalf of the member as determined pursuant to section 10.6
- 1.1.8 "Director" means a person who has been elected to the office of Director in accordance with section 7 and 8, or who is a Director ex-officio in accordance with section 7.4, or appointed to fill a vacancy in the office of Director in accordance with section 7.8;
- 1.1.9 "Documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.10 "Member" means an AGC church as set out in section 5.
- 1.1.11 "Special Resolution" means a resolution passed by a majority of the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a special general meeting of the members of the AGC called for that purpose.

1.2 **Canada Corporations Act Terms**

All terms defined in the Act have the same meanings in this by-law and all other by-laws and resolutions of the AGC.

2. **ARTICLES OF FAITH AND DOCTRINE**

To be interpreted as expressed in and according to the natural and literal meaning of the respective passages of the Word of God referred to under each Article.

I. The Inspiration and Authority of Scripture

We believe the Holy Scriptures, both Old and New Testaments, as originally given by God are divinely inspired, without error, entirely trustworthy, and constitute the only supreme authority in all matters of faith, teaching and behaviour. II Peter 1:21; Mark 12:26-36; II Timothy 3:16-17; Acts 1:16; Hebrews 4:12.

II. *The Trinity of the Godhead*

We believe that the Godhead eternally exists in three persons, the Father, the Son and the Holy Spirit; and that these three are one God, having precisely the same nature, attributes and perfections, and are worthy of precisely the same homage, confidence and obedience. Genesis 1:26; 3:22; 11:6-8; John 1:1-4; Isaiah 63:8-10; Matthew 28:19-20; Acts 5:3-4; II Corinthians 13:1; Mark 12:29; Revelation 1:4-6; Hebrews 1:1-3.

III. *The Deity and the Virgin Birth of our Lord Jesus Christ*

We believe in the essential deity of our Lord Jesus Christ and His total humanity through the virgin birth, and that all the Scriptures from first to last centre about Him, His person and work, His sacrificial death upon the cross and His coming again. Acts 26:22-23; John 5:39; Matthew 1:18-23; Luke 1:35; 24:44; Acts 17:2-3; 18:2; Acts 28:23; Acts 1:11.

IV. *The Personality, Deity and Present Mission of the Holy Spirit*

We believe that the Holy Spirit is a divine personality – the eternal third Person of the Trinity – who is now, throughout this Age of Grace, here present in the true Church, having been sent for the express purpose of revealing Christ Jesus to the members of the Church, that they may be comforted, instructed, and built up in their most holy faith, and to the world that sinners may be convicted of sin, of righteousness and of judgement. John 7:38-39; 14:16-17; 15:26; John 16:13-15; Acts 1:8; 2:1-4.

V. *The Fall of Humanity*

We believe that human beings, originally created in the image and after the likeness of God, fell from their high and holy estate through disobedience, by eating the forbidden fruit, and in consequence, the threatened penalty of death was then and there inflicted, so that they totally lost all spiritual life, becoming dead in trespass and sins, and subject to the power of the devil. Genesis 1:26; 2:17; Isaiah 64:6; Ephesians 2:1-3; 1 John 3:8; 1 Timothy 5:6; John 5:40; 6:53.

VI. *The Total Depravity of Humans*

We believe that this spiritual death, or total corruption of human nature, has been transmitted to the entire race of human beings, the man Christ Jesus alone excepted; and hence that every child of Adam is born into the world with a sinful nature. Genesis 6:5; Jeremiah 17:9; John 3:6; Psalms 14:1-3; 51:5; Romans 5:12-19.

VII. *Salvation by Grace through Faith*

We believe that sinners are saved by grace through faith alone and that not of themselves, it is the gift of God, not of works. We further believe that every saved person is “justified from all things from which he could not be justified by the law of Moses.” Acts 13:39; Ephesians 2:8-9; Romans 5:1; 3:25-26; Titus 2:11-14.

VIII. *The Atonement of the Blood of Christ*

We believe that our redemption has been accomplished solely by the blood of our Lord Jesus Christ, who was made to be sin, and made a curse for us, dying in our place, a Sacrifice acceptable to God and effectual for every sinner who receives Him. Leviticus 17:11; Galatians 3:13; Matthew 26:28; Ephesians 1:7; John 1:12; 1 Peter 1:18-19; 2:24; II Corinthians 5:21; Romans 5:6-9

IX. *Regeneration by the Holy Spirit*

We believe that, owing to the universal depravity and death in sin, no one can see or enter the kingdom of God unless born of the Spirit whereby he becomes a new creation, sealed unto the day of Redemption. John 3:5-8; James 1:18; Galatians 6:15; 1 Peter 1:23; Ephesians 1:13; 1 John 5:1; Titus 3:5.

X. *The Believer's Eternal Salvation*

We believe in the eternal salvation of all who are actually born again by the Spirit of God through faith in Christ as revealed in the Scriptures, and that it is the privilege of all such to be assured of their present salvation and eternal life. John 5:24; Hebrews 10:24; John 10:28-39; 1John 5:11-13; Phillipians 1:6; Romans 8:28-39.

XI. *Sanctification*

We believe that all the members of the body of Christ are "sanctified ones" (saints), are perfected as to their standing forever by the one offering of the blood of Christ, and are one with Christ in sanctification. As to their state, they may be sanctified by the Word, by the blood of Christ, and by the inworking presence and power of the Holy Spirit which should issue in behaviour indicating the fruit of the Spirit. Galatians 5:16-25; Ephesians 5:25-27; John 17:17-19; I John 1:7-9; Romans 15:16; Jude 1; 1Corinthians 6:11; Ephesians 4:22-24; Hebrews 2:11; 10:10; 13:12.

XII. *The Baptism with the Holy Spirit*

We believe that when the Holy Spirit came upon the whole company of believers on the Day of Pentecost as promised by Christ, they were collectively baptized into one body, which was the birth of the Church, the Body of Christ. Since that time this baptism occurs individually at the moment of salvation, at which time the believer is also indwelt by the Spirit.

We believe that the New Testament distinguishes between being indwelt by the Spirit, which is true of all believers, and being filled with the Spirit, which is the believer's privilege and duty, producing power in Christian witness. There is one baptism with the Spirit, and it is into the Body of Christ, but there are many fillings. John 14:15-18; 1Corinthians 3:16; Romans 8:9; Matthew 3:11; 1 Corinthians 12:13; Ephesians 5:18; Acts 2:4; 4:8-31; Ephesians 1:13-14.

XIII. *The Gifts of the Holy Spirit*

We believe that the Holy Spirit administers spiritual gifts to the Church to glorify Christ in the building of His body.

We believe that God, the Holy Spirit, is sovereign in the bestowing of His gifts for the perfecting of the saints for the work of their ministry, and that it is not God's will that any one gift should be given to all believers, although all believers have at least one gift.

We believe that whenever spiritual gifts are exercised, they should always be within the limits expressly given in the Scriptures (e.g. 1Corinthians 14:23-40).

We believe that in the early church speaking in tongues (a human language unknown to the speaker), and the working of miracles were sign gifts demonstrated primarily to authenticate God's revelation through the apostles, and the baptism of the Holy Spirit.

We believe that today such signs are not necessary to give evidence of the baptism or of the filling of the Spirit, nor are they a mark of spiritual maturity.

We believe that special divine revelation for authoritative Scripture ceased with the Apostolic Age.

Acts 2:1-13; Hebrews 2:3,4; 1 Corinthians 12-14; Ephesians 2:20; Romans 12:3-8; John 14:26; 1 Peter 4:7-11; Galatians 1:8-9; Ephesians 4:11-13; Revelation 22:18-29, II Corinthians 12:12.

XIV. *The Unity of the True Church in the mystical Body of Christ*

We believe that the Church is composed of all who are united by the Holy Spirit to the risen and ascended Son of God, and that "by the same Spirit we are all baptized into one body, whether we be Jews or Gentiles", thus being members one of another and knit together in love. Romans 12:5; Ephesians 4:3-10, 1Corinthians 12:12-27; Colossians 2:19.

XV. *The Pre-Millennial Coming of Our Lord*

We believe that this present age will end with the coming of our Lord Jesus Christ, first to receive His Church unto Himself, and then to establish the throne of David upon the earth and to reign in righteousness over it for a thousand years. II Samuel 7:16, John 14:1-3; Psalms 72:7-8; Acts 1:10-11; Titus 2:13; Isaiah 9:6-7; Hebrews 9:28; Micah 5:2; 1 Thessalonians 4:13-18; Luke 1:32-33

XVI. *The Resurrection of the Body*

We believe that Jesus Christ rose from the dead, according to the Scriptures, in bodily form, and thus became the Firstfruits of them that sleep; that upon His return He will raise out from among the dead those that have died in Christ, this being the first resurrection; and that, after the thousand years, He will raise them that died in unbelief from their graves to receive their sentence. Psalms 90:3-4; John 5:28,29; Isaiah 26:19; 1 Corinthians 15; Daniel 12:2; Romans 1:4, 8:23; Revelation 20:5-6.

XVII. *The Eternal Blessedness of the Saved, and the Eternal Punishment of the Lost*

We believe that the attitude either of reconciliation or enmity toward God is fixed eternally at death, and that the saints of all the ages will be forever with the Lord and will become joint heirs with Him as their Redeemer in His inheritance. We further believe that there is an appointed day for the judgment of the wicked when they will be cast into the Lake of Fire, there to remain forever and ever, in varying degrees of torment according to their works. I Thessalonians 4:17; II Peter 2:9; Romans 8:17; Daniel 12:3,22:27; Revelation 20:11-15, 21:8, 22:11.

XVIII. *The Personality of Satan*

We believe that Satan is a person, the father of lies, a murderer from the beginning and the great deceiver of all nations; that he will be overcome by the Lord Jesus Christ, as the Seed of the woman, and cast into the Bottomless Pit for a thousand years, and finally committed to the Lake of Fire with all his angels to be tormented forever and ever. II Corinthians 11:13-15; Job 1:6-12; Genesis 3:15; John 8:44; Ephesians 6:12-16; Revelation 20:1-3, 7-10.

XIX. *Divine Healing of the Body*

We believe that divine healing of the body is not in the Atonement in the sense that salvation and forgiveness of sins are in the Atonement. The suffering and death of Christ according to the New Testament was substitutionary, penal and vicarious. It is nowhere taught in Scripture that Christ died for the effects of sin but for sin, and sickness is directly or indirectly the effect of sin. Romans 4:25; 1 Corinthians 15:3. II Corinthians 5:21; 1 Peter 2:24, 3:18.

XX. *Baptism*

We believe that the New Testament clearly prescribes baptism for believing disciples as a symbol and proclamation of the believer's death to sin and resurrection to new life. Further we believe and practice immersion as the mode of baptism prescribed by the New Testament in accordance with its word meanings, examples, and symbolism. Matthew 28:19-20; Acts 2:38, 8:12; Romans 6:3.

XXI. *The Lord's Supper*

We believe that our Lord and Saviour clearly prescribed for His believing disciples the solemn rite of the Lord's Supper as a memorial of the Lord's death to be kept by His disciples until He comes again, according to His promise and the Father's revealed plan. 1 Corinthians 11:23-27; Luke 22:19-20.

3. **HEAD OFFICE**

The head office of the AGC shall be as set out in the Letters Patent as amended from time to time.

The AGC shall maintain a national office under the supervision of the President or such other officers as he may designate. The purpose of the office will be to serve the local churches, the regions, the National Committee Chairs, the National Board, and the designated staff of the AGC. Its functions will also include the registration of AGC certified pastors in their respective provinces, the collection and receipting of monies and such other activities necessary for the fulfillment of AGC's Objects.

4. **SEAL**

The seal which is impressed in the margin hereon shall be the corporate seal of the AGC.

5. **MEMBERSHIP**

5.1 Composition

Membership in the AGC shall consist of such individual churches as set out in sections 5.3 and 5.4. Membership is not open to individuals or organizations representing groups of individual churches (e.g. regional offices).

5.2 Classes

5.2.1 In order to facilitate compliance with AGC's governing legislation (i.e. the Canada Corporations Act as amended), each member church shall also be a member of a class. There shall be two classes of membership in the AGC based on defined geographic regions of Canada.

5.2.1.1 Class A shall be known as Canada West and is composed of churches in British Columbia, Alberta, Saskatchewan and Manitoba; and

5.2.1.2 Class B shall be known as Canada East and is composed of churches in Ontario, Quebec, and the Atlantic Provinces.

Existing classes may be altered and additional classes may be formed upon the recommendation of the existing classes and upon the approval of the National Board and the National Conference.

5.2.2 Churches in close geographic proximity to two classes may choose the class with which they identify, in consultation with the National Board.

5.2.3 Notwithstanding that in consultation and with the consent of the National Board and the National Conference, a provincial region may incorporate as a Provincial 'Associated Gospel Churches' as in the case of Quebec (incorporated as the *Associated Gospel Churches in the Province of Quebec* in 1944), membership in the AGC is however, only on the basis of section 5.1.

5.3 Application Process for AGC Membership

Applicant churches shall apply for membership to the AGC, in the manner approved by the AGC from time to time.

5.3.1 Membership in the AGC shall be limited to churches who are approved by their respective Regional Doctrine and Credentials Committee on the basis that:

5.3.1.1 The congregation, and/ or its representatives, have been fully informed regarding the AGC Letters Patent, By-laws, Articles of Faith and Doctrine, its programs and the church's financial responsibility to the AGC

5.3.1.2 The congregation is interested in furthering the legal objects of the AGC;

5.3.1.3 The congregation is in agreement with the Articles of Faith and Doctrine;

- 5.3.1.4 The congregation is in agreement with the policies agreed upon by AGC and the National Conference.
- 5.3.1.5 The Regional Doctrine and Credentials Committee has received a written application from the local congregation which has voted, by a 75% majority vote of their total membership, in favour of the application.
- 5.3.1.6 That upon approval by the Regional Doctrine and Credentials Committee, arrangements have been made for a service of reception for the consummation of their membership in the AGC. This service will involve a public affirmation of agreement to the AGC Letters Patent, By-laws, Articles of Faith and Doctrine and official policies.

5.4 Church Plants

- 5.4.1 A church plant will be considered to be an AGC member church with full membership rights, from its inception where (i) the church is planted by an AGC church, group of AGC churches, or by a AGC Regional or National Church Planting Committee; **and** (ii) the church plant is overseen by a licensed or ordained Pastor in the AGC.
- 5.4.2 A service of celebration will be held when the church plant, the birthing church or churches determine the church plant is sustainable. This service will include a public affirmation of agreement with the AGC Articles of Faith and Doctrine and its support of the larger AGC church community.

5.5 Voting Classes

- 5.5.1 No church who is not a member of a Class (as set out in section 5.2) shall be entitled to vote in any proceedings of the AGC.
- 5.5.2 Where the by-laws refer to a 'vote of the members' it shall mean a vote of all members, unless there is a specific provision permitting the vote to be restricted to a particular class or region.

5.6 Transfer of Membership

Membership of the AGC is not transferable. (Explanatory note: This means that a member church which decides to leave the fellowship of the AGC may not give their membership to anyone else. This reinforces the fact that membership may only be obtained pursuant to sections 5.3 or 5.4.)

5.7 Suspension and Revocation of Membership

Any member may be suspended or expelled from the AGC for cause by a two-thirds (2/3) vote taken by secret ballot of:

- (a) An individual Class, where the member whose membership status is being voted upon is a member of that class; or
- (b) The combined members of all classes present and eligible to vote at an annual or other special general meeting of members.

5.8 Termination of Membership

Membership in the AGC automatically terminates upon the happening of any of the following events:

- 5.8.1 if a church, in writing, resigns as a member of the AGC;
- 5.8.2 if the church ceases to exist; or
- 5.8.3 if the church is expelled from AGC membership pursuant to section 5.7.

5.9 Membership Financial Responsibility

- 5.9.1 It is the responsibility of every church to contribute the percentage determined by National Conference, or its previous year's general income (exclusive of gifts designated for missions or capital) for the support of the offices, personnel and operation of the AGC.
- 5.9.2 AGC has the right to present its financial needs to the local churches. A report of these ministry needs will be given to all congregations.
- 5.9.3 The National Finance Committee shall ensure that an annual budget is provided to all member churches by the end of May of each year.
- 5.9.4 All funds which AGC collects will be acknowledged and will be distributed by the AGC national office.

5.10 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the AGC or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the AGC.

6. AUTONOMY OF MEMBER CHURCHES

6.1 Government and Property

- 6.1.1 Every AGC member church will administer its own affairs, choose its own leadership and own its property.
- 6.1.2 The AGC may request joint property ownership in cases where a member AGC church receives financial support, loans or financial backing from the AGC. Such support will be adequately secured, in the event of the disbandment of the church or the secession of the church from the AGC.

6.2 Pastors

- 6.2.1 All pastors in AGC member churches must be approved by the AGC Regional Doctrine and Credentials Committee in keeping with national procedure and policies.
- 6.2.2 Pastoral Credentialing and Care:
While the AGC values working together with members in examining a pastor's compatibility and the subsequent care and development of their life and ministry, the suitability of a pastoral candidate for a particular church will be decided by the individual member church, (II Timothy 3: 1-7, Hebrews 13: 7, 17).

6.3 Individual Membership in Member Churches

Any member church will be free to admit into membership and fellowship any Christian believer of godly walk and character who agrees to work in unity and conformity with the Articles of Faith and Doctrine of the AGC. Similarly, it will be up to the member church to discipline its members who are not in good standing.

7. NATIONAL BOARD OF DIRECTORS

7.1 National Board

The affairs of the AGC shall be managed by a National Board composed of a minimum of six (6) Directors and a maximum of fourteen (14) Directors. The number of Directors shall be fixed from time to time by Special Resolution of the members.

7.2 Election of Directors

Directors, subject to the provisions of section 7.4, shall be elected in the manner set out in section 8 each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the second annual meeting after election to office or until the successor of the Director has been elected and qualified.

7.3 Privileges to attend and participate in National Board Meetings

The persons holding the following offices are entitled to notice of, and the right to attend and speak to any issue at all National Board meetings, but are not National Board members and do not have voting privileges:

- 7.3.1 President; and
- 7.3.2 Regional Superintendents and/or Ministry Directors if any.
- 7.3.3 The Secretary-Treasurer

7.4 Ex Officio Directors

The persons holding the following positions shall each be ex officio (i.e. by virtue of their position) a National Board member:

- 7.4.1 Each Regional Council Chair;
- 7.4.2 Each Regional Representative; and
- 7.4.3 The Chairs of the Doctrine & Credentials, Church Planting, and Church Health and Leadership Development Committees; and
- 7.4.4 The Chair of any other National Standing Committee.

7.5 Election of Ex Officio Directors

- 7.5.1 Each 'Regional Council Chair' and 'Regional Representative' shall be elected by their respective Regional Conference and not the National Conference.
- 7.5.2 The Chairs of the Committees referred to in sections 7.4.3 and 7.4.4 shall be elected by the National Conference in accordance with section 8.

7.6 Qualifications

Each Director whether Ex Officio or Elected shall:

- 7.6.1 Be a regularly participating member of a member AGC church;
- 7.6.2 Sign a Reaffirmation of Faith and Lifestyle Card yearly in the form prescribed by the AGC;
- 7.6.3 Be at least eighteen (18) years of age;
- 7.6.4 Not be an undischarged bankrupt or a mentally incompetent person. If a person becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 7.8; and
- 7.6.5 Meet any additional requirements as determined by the National Board from time to time.

7.7 Quorum

A quorum for the transaction of business at meetings of the National Board shall be not less than fifty (50%) percent of the members of National Board.

7.8 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the National Board may be filled by the Directors of the AGC. If no quorum of Directors exists, the remaining Directors shall forthwith call a special general meeting of members to fill the vacancies on the National Board.

Provided that a vacancy in the position of a Regional Council Chair and a Regional Representative shall be filled by the respective Regional Council in a manner determined by the Region Council.

7.9 Removal of Directors

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of the term of the removed Director.

7.10 Remuneration of Directors

The Directors of the AGC shall serve without remuneration.

7.11 Responsibility for Acts

The Directors of the AGC shall not be under any duty or responsibility in respect of any contract, act or transaction which has been submitted to and authorized or approved by the National Board.

8. **ELECTION OF THE NATIONAL BOARD**

8.1 Term of Office

The term of office of Director shall be two years, unless otherwise provided in these by-laws.

8.2 Re-Election

A Director, if otherwise qualified, is eligible for election for two consecutive full two-year terms in one office and thereafter is eligible for election in another office for an accumulative maximum total of eight (8) years after which a period of eleven (11) months must elaps from the date of retirement of such Directorship.

8.3 Elections

8.3.1 At each annual meeting a number of Directors equal to the number of elected Directors retiring shall be elected for the term of office established in section 8.1.

8.3.2 No Director shall be nominated and elected as a 'member-at-large' of the National Board of Directors. Rather each Director shall be nominated for and elected to a specific office (e.g. the office of Moderator, Vice-Moderator, and National Representative, Chair of the Doctrine & Credentials Committee, Chair of the Church Planting Committee, or Chair of the Church Health and Leadership Development Committees.).

8.4 Nominations

All pastors and lay members in good standing of a member church in good standing within the AGC will be eligible to be a Director of the AGC. Candidates for the office of Director shall include individuals selected as follows:

8.4.1 The National Nominating Committee shall prepare a preliminary report of candidates for office;

8.4.2 The National Nominating Committee shall submit the preliminary report of all nominations to the National Board by January 31 of each year in which a National Conference is scheduled to convene';

8.4.3 The National Nominating Committee shall ensure that a preliminary report is sent to all member churches of the AGC ten (10) weeks prior to the opening of the National Conference;

8.4.4 Member churches may submit additional names for candidates, after perusal of the National Nominating Committee's preliminary slate of nominees. Such nominations will be made by mail, will be studied by the National Nominating Committee, and if the nominee is qualified for office, will be added to the National Nominating Committee's final report;

- 8.4.5 The final report will be sent to all churches not later than ten (10) days prior to the opening of the National Conference;
- 8.4.6 Any office to which no one has been nominated ten days prior to the National Conference will be left vacant and may be filled by a majority vote of the members during the National Conference sessions. Nominations for such vacancies shall be made to the Chair of the Nominating Committee and shall be signed by three delegates. Such nominations shall be posted on the day prior to the election for the particular office; and
- 8.4.7 If any office is still left vacant after the National Conference, or becomes vacant for any other reason, the National Nominating Committee will recommend candidates to fill the vacant office. The National Board is empowered to fill the office.

8.5 Election Method

Where:

- 8.5.1 the number of candidates nominated is equal to the number of offices to be filled, the members through their delegates shall be asked to signify their approval of the nominations by show of hands; and
- 8.5.2 If the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

8.6 Forms

The National Board may prescribe the form of nomination paper and the form of a ballot.

9. **MEETING OF DIRECTORS**

9.1 The National Board shall hold a minimum of at least two (2) meetings a year.

9.2 Calling Meetings

- 9.2.1 Meetings of the National Board and of the Executive Committee may be held at any place within or outside the geographic location of the head office, as designated in the notice calling the meeting.
- 9.2.2 Meetings of the National Board may be called by the Moderator, the Vice-Moderator or any five (5) Directors.

9.3 Notice of Meetings

Notice of National Board meetings shall be given to each Director by one of the methods prescribed in section 23, provided that the National Board may appoint one or more days in each year for regular meetings of the National Board at a place and time named and no further notice of the regular meetings need be given.

9.4 Meetings by Electronic Conference

If all persons who are members of the National Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the National Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

9.5 Voting

Questions arising at any meeting of the National Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the National Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

10. MEETINGS OF THE MEMBERS

10.1 Annual Meeting

10.1.1 The annual meeting of the members shall be held for the purpose of:

- 10.1.1.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the AGC at an annual meeting;
- 10.1.1.2 electing such Directors as are elected at such annual meeting;
- 10.1.1.3 appointing the auditor and fixing, or authorizing the National Board to fix, the auditor's remuneration; and
- 10.1.1.4 the transaction of any other matters properly brought before the meeting.

10.1.2 The annual meetings shall be held as follows:

- 10.1.2.1 they shall be held annually and within fifteen (15) months of the last annual meeting;
- 10.1.2.2 on the even numbered years the annual meeting shall be held in conjunction with the National Conference in June or July, within or outside the geographical location of the head office, at a time, place and date determined by the National Board;
- 10.1.2.3 since member churches are spread across Canada and since there is significant financial cost in meeting within or outside the geographical location of the head office, the annual meeting of members in the odd numbered years shall therefore be held in conjunction with the regional conferences and conducted as follows:
 - (1) The National Board shall call the annual meeting in conjunction with the first of the regional class conferences of that year.
 - (2) This regional class shall vote on the matters to be dealt with at an annual meeting of members (as set out in section 10.1.1). Once all matters have been dealt with, the annual meeting shall not be ended but rather shall be **adjourned** to the place of and a time falling within the second regional class's conference.
 - (3) The annual meeting shall reconvene at the appointed time and place. The second class shall vote on the identical agenda matters which the first class voted on. For further clarification, each class must vote on all agenda items.
 - (4) If there are more than two classes, the meeting shall be adjourned according to section 10.1.2.3(2) until every class has voted.
 - (5) Once every class has voted, the annual meeting shall be **closed**.
 - (6) Every effort shall be made to ensure that the same individual shall chair the entire annual meeting (i.e. chair every class's meeting) to ensure consistency.

10.1.3 Voting by class shall only take place at the annual members' meetings held in conjunction with the regional class conferences [generally in the odd numbered years]. For clarity, voting by class shall not be available at the annual members' meeting held in conjunction with the National Conference.

10.1.4 In order to promote unity within the AGC the following rules shall apply to annual members' meetings held pursuant to section 10.1.2.3:

- (1) All votes cast shall be cast by secret ballot;
- (2) Within each class, the percentage of votes required to pass a motion is the percentage set out in section 10.5;
- (3) Even though a class has approved a motion, it shall not be implemented unless it has been passed by each class. For clarity, each class must pass each motion by the required percent of votes for the motion to have effect.
- (4) The Moderator and Vice-Moderator shall count all ballots cast, unless the National Board designates alternative persons to count ballots;
- (5) Only the overall result of the vote on a motion shall be made public (i.e. 'motion passed by all classes' or 'motion not passed by all classes'). For clarity, the individual class voting results shall NOT be publicly disclosed; and
- (6) All ballots cast shall be destroyed thirty 30 days after the overall voting results have been announced.

10.2 Meetings by Electronic Conference

If all churches entitled to vote consent thereto generally or in respect of a particular meeting and each has adequate access, such churches via their representatives may participate in a meeting of members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

Provided that meetings held pursuant to section 10.1.2.3 may not be held by Electronic Conference.

10.3 Special General Meeting

10.3.1 The National Board may at any time call a special general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of members may also be called by the Directors or the President upon the written request of a minimum of 30% of the members

10.3.2 Voting at such meetings shall only be by class as set out in section 10.1.2 and 10.1.3 if the classes are meeting in separate geographic locations.

10.4 Notice Required for Members' Meetings

Notice of the time, place and date of meetings of members (whether an Annual or Special Members' Meeting) and the general nature of the business to be transacted shall be given at least sixty (60) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the AGC) by sending the notice by any one of the methods set out in section 24.

10.5 Quorum

Quorum at meetings shall be as follows:

10.5.1 subject to section 10.5.2, representation of 30% of all the members and the attendance by 30% of all the registered Representatives constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

10.5.2 for members' meetings held in the manner set out in section 10.1.2. and 10.1.3, representation of 30% of the members in each class and the attendance by 30% of the registered delegates in each class, constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

10.5.3 Provided however that where:

10.5.3.1 less than 30%, but more than 20% of registered delegates are in attendance, and less than 30%, but more than 20% of members are represented, after one-half hour after the commencement time specified in the notice calling the meeting of members; and

10.5.3.2 the business transacted is limited to the selection of a Chair and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then representation of 20% of members and attendance of 20% of registered delegates shall constitute a quorum.

10.6 Voting by Delegates

10.6.1 Member churches shall exercise their vote using delegates as determined in section 10.6.2.

10.6.2 In addition to being represented by its pastor(s) at the National Conference, each member church will be entitled to be represented by:

10.6.2.1 one delegate where the church has under 50 members;

10.6.2.2 two delegates where the church has between 50 to 149 members; and

10.6.2.3 one additional delegate for each additional hundred members (or fraction thereof).

10.6.3 If a member church has a Director of the National Board within its membership, then that person shall automatically fill the first delegate position available pursuant to section 10.6.2. Should a member church be in the unusual position of having two or more Directors of the National Board within its membership, and have insufficient openings available for delegates as determined pursuant to section 10.6.2, then it shall be permitted to have as many delegates as necessary to send all such Directors of the National Board.

10.6.4 Delegates other than a church's pastor or a National Board Director, shall be lay delegates duly elected and certified by the individual church.

10.6.5 Each member church will be required to submit a certified list of delegates and an updated local church membership total on the forms provided for this purpose. These delegates will be elected in keeping with the by-laws and/or procedure of the local church.

10.7 Voting by Members

Unless otherwise required by the provisions of the Act or the by-laws of the AGC, all questions proposed for consideration at a meeting of members shall be determined by a 51% majority of the votes cast, meaning in the case of an equality of votes, the question shall be deemed to have been lost.

10.8 Proxies

Voting by proxy shall not be permitted, provided that in Constitutional matters (i.e. Voting on Letters Patent, By-Laws, Articles of Faith and Doctrine) one delegate from a church more than 1000 km from the National Conference may cast proxy votes on behalf of the permitted delegates from that church. A proxy shall be in writing, shall be executed by the delegate entitled to vote and ceases to be valid one year from its date. Subject to the requirements of the *Act*, a proxy may be in such form as the National Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the National Board may prescribe.

10.9 Show of Hands

At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the AGC or unless a poll, ballot or secret ballot is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxy holder for a member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll etc. is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the AGC is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.10 Chair

In the absence of the Moderator of the National Board, and the Vice-Moderator, the members entitled to vote present at any meeting of members shall choose another Director to preside as Chair, or if all the Directors present decline to preside as Chair, the members present shall choose one of their number to be Chair.

10.11 Adjournments

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

11. **OFFICERS**

11.1 **OFFICERS**

11.1.1 There shall be the following National officers:

- (1) Those elected by the National Conference: one (1) Moderator, one (1) Vice-Moderator, three (3) National Representatives, the National Committee Chair for the Doctrine & Credentials Committee, the Church Planting Committee, the Church Health and Leadership Development Committee, and any other National Standing Committee.
- (2) Those elected by Regional Conferences: one (1) Regional Council Chair per Region, and one (1) Regional Representative per Region; and
- (3) From among the AGC's employees: one (1) President, each Regional Superintendent and each Ministry Director if any.

11.1.2 All Offices shall be held by Directors, except the offices of President, Regional Superintendents and Ministry Directors, and Secretary-Treasurer if any.

11.1.3 The President, Regional Superintendents and Ministry Directors and Secretary-Treasurer, if any, shall be selected according to section 11.2, 11.3 and 11.4 respectively.

11.1.4 The Moderator, Vice-Moderator, National Representatives and all National Committee Chairs shall be elected directly to their office by the members as set out in section 8.3; and

11.1.5 Regional Chairs and Regional Representatives shall be elected by and from each Region.

11.2 The President

11.2.1 The President will be recommended by the National Board to the member churches at least ten (10) weeks prior to an annual meeting for ratification by a 75% majority vote.

11.2.2 The President shall have the right to attend, and participate in all Regional Council and National Committee meetings.

11.2.3 The duties of the President shall be established by policy of the National Board.

11.3 Regional Superintendents and/or Ministry Directors

11.3.1 Regional Superintendents and Ministry Directors, if any, will be recommended by the Regional Councils in full consultation with the President, for approval of the National Board and ratification by the Regional Conferences.

11.3.2 In addition to the duties and privileges as set out in section 7.3, the Regional Superintendents and/or Ministry Directors, if any, shall be entitled to attend and participate in all meetings of members.

11.3.3 The duties of Regional Superintendents and Ministry Directors shall be established by policy of the National Board.

11.4 Secretary-Treasurer

11.4.1 will be appointed by the AGC National Board.

11.4.2 may be assisted in the performance of his duties, but shall continue to bear full responsibility for them.

The Secretary-Treasurer shall:

11.4.3 act as Secretary of each meeting of the AGC and the National Board;

11.4.4 be a member of the National Finance Committee, and shall be its chair;

11.4.5 give all notices required to be given to members and to Directors;

11.4.6 be the custodian of the corporate seal of the AGC and of all books, papers, records, correspondence and documents belonging to the AGC;

11.4.7 certify all documents issued by the AGC;

11.4.8 keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the AGC and shall perform the tasks and functions normally performed by a Treasurer; and

11.4.9 perform such other duties from time to time as may be prescribed by the National Board.

11.5 Moderator of the National Board

11.5.1 The Moderator of the National Board shall, when present, preside at all meetings of the National Board, the Executive Committee and members.

11.5.2 The Moderator may be re-elected for a second consecutive term, but the maximum length of office shall not exceed four (4) consecutive years.

11.5.3 The Moderator of the National Board shall have the powers and duties from time to time prescribed by the National Board or incident to the office.

11.6 Vice-Moderator

11.6.1 During the absence or inability of the Moderator to act, the duties and powers of the Moderator may be exercised by the Vice-Moderator, or if there are more than one, by the Vice-Moderators in order of seniority of office. If a Vice-Moderator exercises any of those duties or powers, the absence or inability of the Moderator to act shall be presumed with reference thereto. A Vice-Moderator shall also perform the other duties from time to time prescribed by the National Board or incident to the office.

11.6.2 The Vice-Moderator may be re-elected for a second term, but the maximum length of office shall not exceed four (4) consecutive years.

11.6.3 Where possible a new Vice-Moderator should be appointed to coincide with the Moderator's second term.

11.7 National Representatives

11.7.1 In electing the National Representatives, special consideration shall be given to their leadership and management abilities.

11.7.2 Each National Representative may be re-elected for a second term, but the maximum length of office shall not exceed four (4) consecutive years.

11.7.3 Two of the three National Representatives shall be lay persons.

11.7.4 The duties of the National Representatives shall be established by policy of the National Board.

11.8 Regional Council Chairs and Regional Representatives

11.8.1 Individuals holding these offices will be elected by their respective Regional Conference. They may be re-elected for a second term, but the maximum length of office shall not exceed four (4) consecutive years.

11.8.2 The Regional Council Chairs and the Regional Representatives shall be nominated through a process that mirrors the nomination of elected National Directors as set out in section 8.4.

11.8.3 The duties of the position of Regional Chair and of Regional Representative shall be established by policy of the National Board.

11.9 Holding More Than One Office

A person may not be nominated or selected for, elected or appointed to, and hold more than one office.

11.10 Removal from Office

Any officer may be removed by resolution of the National Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

11.11 National Board May Appoint Other Officers

The National Board may from time to time appoint such other officers as it considers expedient, to hold office at its pleasure, the duties of whom shall be established by policy of the National Board.

12. EXECUTIVE COMMITTEE

12.1 Composition

An Executive Committee shall be composed of the Moderator, the Vice-Moderator, and three other members chosen by the National Board from among the Directors of the National Board. The National Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office. The President shall be entitled to attend and participate in all meetings of the Executive Committee, but shall not be a member, nor have voting privileges.

12.2 Powers

During the intervals between the meetings of the National Board, the Executive Committee shall possess and may exercise (subject to any regulations which the National Board may from time to time impose) all the powers of the National Board in the management and direction of the affairs of the AGC in such manner as the Executive Committee shall deem best for the interest of the AGC in all cases in which specific directions shall not have been given by the National Board.

12.3 Procedures

Subject to sections 12.4, 12.5 and 12.6 and to any regulations imposed from time to time by the National Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and these shall be (circulated as soon as possible after the meeting and) submitted for approval to the National Board at the next duly called National Board meeting.

12.4 Quorum

No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

12.5 Place of Business

Meetings of the Executive Committee may be held at the head office of the AGC or at any other place within or outside the geographical location of the head office as specified in the notice calling the meeting.

12.6 Other Directors Present

Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Director is present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

13. **NATIONAL NOMINATING COMMITTEE**

13.1 For purposes of these by-laws, the National Nominating Committee is a 'Standing Committee'.

13.2 The mandate of the National Nominating Committee shall be to present nominations for the National Board.

13.3 The National Nominating Committee shall be composed of seven (7) members.

13.4 Election to the National Nominating Committee:

13.4.1 Nominations will be accepted at the National Conference and may be made by delegates. The nominations shall not be closed until a minimum of ten nominations have been made or otherwise closed by the Moderator. The AGC national Board will present six (6) nominees, with a minimum of four (4) nominees nominated by delegates at the annual meeting.

13.4.2 Six (6) members shall be elected at the National Conference.

13.4.3 The election shall be in the manner set out in section 10 (Member's Meetings)

13.4.4 The seventh member shall be the Vice-Moderator of the AGC National Board and will chair the committee.

13.5 The National Nominating Committee shall conduct itself according to the guidelines for the National Nominating Committee as approved by the National Board.

14. **NATIONAL STANDING COMMITTEES**

14.1 Standing Committee

The National Board may establish from time to time by resolution, any National Standing Committee, for any purpose, as it may determine.

14.2 Participation of Regional Committee Chair

The chair of each corresponding Regional Committee elected by the Regional Conference, shall by virtue of their position on the Regional be a member of the National Standing Committee.

14.3 Voting Members

Unless, AGC's by-laws or policy provides otherwise, only the chair of the National Standing Committee and the corresponding Regional Committee chairs shall be voting committee members.

14.4 Additional Members

Unless AGC by-laws or policy provides otherwise, each National Standing Committee shall independently appoint any and all additional non-voting members needed to accomplish the Committee's purpose.

14.5 Meetings

A National Standing Committee chair shall hold a committee meeting soon after the National Conference if one has not been already held at the National Conference, and thereafter as necessary.

14.6 Reports to the National Board

Each National Standing Committee chair shall report to the National Board at each National Board meeting.

14.7 Required Standing Committees

Until otherwise determined by the National Board, there shall be the following National Standing Committees:

- 14.7.1 Doctrine and Credentials Committee;
- 14.7.2 Church Planting Committee;
- 14.7.3 Church Health and Leadership Development Committee;
- 14.7.4 Finance Committee;
- 14.7.5 Audit committee; and
- 14.7.6 Fair Havens Governance Committee.
- 14.7.7 The National Nominating Committee

14.8 Combined and Inactive Committees

From time to time by resolution the National Board may combine the work of two or more National Standing Committees under such name as the National Board shall select; and may permit any National Standing Committee to be inactive.

15. **NATIONAL AD-HOC COMMITTEES**

15.1 There may be such National Ad Hoc Committees and for such purposes and for such period of time as the National Board may determine from time to time by resolution. Where the Board has not specified the duration of the Committee, the existence of each such Ad Hoc Committee shall be terminated automatically upon:

- 15.1.1 the delivery of its report;
- 15.1.2 the completion of its assigned task;
- 15.1.3 a change in the membership of the National Board or Executive Committee by which it was constituted; or
- 15.1.4 a resolution to that effect of the National Board or Executive Committee by which it was constituted;
- 15.1.5 whichever first occurs.

15.2 Rules Governing National Ad-Hoc Committees

Except as otherwise provided by by-law of the AGC, all National Ad-Hoc Committees are subject to the following:

- 15.2.1 the Chair and members shall be appointed by the National Board, from among the members of the AGC who are qualified to hold office;
- 15.2.2 at least one member of the National Board, if any, shall be appointed to serve on each Committee;
- 15.2.3 in addition to the members of a Committee appointed pursuant to section 15.2.1, the National Board may appoint to any Committee, persons who are not members of an AGC member church who are qualified to hold office; provided that the total number of such persons shall at all times remain less than one-third of the total number of persons who are members of such Committee;
- 15.2.4 a member of a Committee shall serve for a term ending at the annual meeting of members following appointment, and is eligible for reappointment for one or more additional terms;
- 15.2.5 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the National Board;
- 15.2.6 each Committee shall be responsible to, and report after each meeting to, the National Board; and
- 15.2.7 subject to any rules established by the National Board, each Ad-Hoc Committee may establish its own rules of procedure and may appoint subcommittees.

16. REGIONAL CONFERENCES

16.1 Purpose

The purpose of these conferences is to hear reports from the Regional Committees, to transact regional business, to elect officers and a regional Nominating Committee, to stimulate excitement for church growth and church planting, to exchange ministry ideas, and to call churches to spiritual renewal through greater obedience to the Word of God.

16.2 Timing

Each Class shall hold a regional conference in the **odd** numbered years (i.e. the year falling between the AGC National Conferences) and no later than fifteen (15) months after the National Conference.

16.3 Regional Committees and Governing Rules

- 16.3.1 Each Region may create Regional Committees having responsibilities to the applicable regional council. Each committee's mandate shall be established by its Regional Council and confirmed at the next National Board meeting.
- 16.3.2 Rules: Regional Committees shall govern themselves using the rules set out in section 15.2 called *Rules Governing National Ad-Hoc Committees*. In applying section 15.2 to Regional Committees, 'National Board' shall read 'Regional Council', 'National Ad-Hoc Committees' shall read 'Regional Committees', and 'annual members meeting' shall read 'regional conference', and so on.

17. **REGIONAL COUNCILS**

17.1 Regional Councils

Each Region will elect a Regional Council at its Regional Conference. Each Council shall have a minimum of two lay persons.

17.2 Vacancy

If any office is left vacant at the Regional Conference or becomes vacant for any other reason, the Regional Council is authorized to fill the office.

17.3 Officers

A Regional Council will consist of the Chair, the Secretary, the Chair of each Regional Committee, its Regional Representative to the National Board, and the chair(s) of any other Committee(s) unique to the Region represented by the Region.

17.4 Meetings

Each Regional Council shall meet at least twice a year to report and coordinate the activities of the Regional Committees and to hear reports from the Chair, the Superintendent, the Regional Committee Chairs, and the region's elected National Board Representative(s) regarding national developments.

17.5 Rules

The National Board shall determine the policies governing an officers' election, term of office, duties, privileges, the policies governing the establishment and conduct of committees and policies governing voting.

18. **FAIR HAVENS MINISTRIES**

18.1 Fair Havens Ministries

The facility and ministry in Beaverton, Ontario is owned by the Corporation and operated by the Corporation under the name of Fair Havens Ministries. Management of Fair Havens Ministries is to be carried out by the Fair Havens Governance Committee but shall serve at all times under the direction and control of the National Board.

18.2 Composition of the Fair Havens Governance Committee

The AGC National Board of Directors will appoint all the members of the Fair Havens Governance Committee. The Fair Havens Governance Committee will be comprised of nine (9) members including the chairperson. The chair of the Fair Havens Governance Committee must be an elected member of the AGC National Board and a member of an AGC church. Five (5) of the Fair Havens Governance Committee members (including the chairperson) must be members of an AGC church.

18.3 Responsibilities of the Fair Havens Governance Committee

In consultation with the National Board, the responsibilities of the Standing Committee of Fair Havens Ministries shall be to:

18.3.1 Provide governing oversight to the operation, maintenance and development of the Fair Havens Ministries programs, properties and facilities for the furtherance of the goals and convictions of the AGC.

18.3.2 Ensure that activities and programs operated at, or in connection with, the Fair Havens Ministries properties conform to the policies and objectives of the AGC.

19. PROTECTION OF DIRECTORS AND OFFICERS

19.1 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or officer of the AGC shall be personally liable for any loss or damage or expense to the AGC arising out of the acts (including wilful, negligent and accidental conduct), receipts, neglects, omissions or defaults of such Director or officer or of any other Director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- 19.1.1 insufficiency or deficiency of title to any property acquired by the AGC or for or on behalf of the AGC;
- 19.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the AGC shall be placed out or invested;
- 19.1.3 loss or damage arising from the bankruptcy or insolvency of any individual including any individual with whom or which any monies, securities or effects shall be lodged or deposited;
- 19.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the AGC;
- 19.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto; and
- 19.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

19.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 19.3 herein, or purchasing insurance provided in section 19.4 herein, the National Board shall consider:

- 19.2.1 the degree of risk to which the Director or officer is or may be exposed;
- 19.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 19.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 19.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 19.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

19.3 Indemnification of Directors and Officers

Every individual, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

- 19.3.1 is a Director; or,
- 19.3.2 is an officer of the AGC; or
- 19.3.3 is a member of a Committee; or
- 19.3.4 has undertaken, or, with the direction of the AGC is about to undertake, any liability on behalf of the AGC or any AGC controlled by the AGC, whether in the individual's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the National Board from time to time, be indemnified and saved harmless out of the funds of the AGC, from and against costs, charges and expenses which such individual sustains or incurs:

- 19.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

19.3.6 in relation to the affairs of the AGC generally,

save and except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The AGC shall also, upon approval by the National Board from time to time, indemnify any such individual in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

19.4 Insurance

The AGC shall purchase and maintain appropriate liability insurance for the benefit of the AGC and each individual acting or having previously acted in the capacity of a Director, officer or any other capacity at the request of or on behalf of the AGC, which insurance shall include:

19.4.1 property and public liability insurance;

19.4.2 Directors' and officers' insurance; and,

19.4.3 such other insurance as the National Board sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the National Board from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the AGC.

It shall be the obligation of any person seeking insurance coverage or indemnity from the AGC to cooperate fully with the AGC in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the AGC.

20. **EXECUTION OF DOCUMENTS**

20.1 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the National Board.

20.2 Execution of Documents

Documents requiring execution by the AGC may be signed by any two of the Moderator, Vice-Moderator, Secretary-Treasurer, President, or any two (2) Directors, and all documents so signed are binding upon the AGC without any further authorization or formality. The National Board may from time to time appoint any officer or officers or any person or persons on behalf of the AGC, either to sign documents generally or to sign specific documents. The corporate seal of the AGC shall, when required, be affixed to documents executed in accordance with the foregoing.

20.3 Books and Records

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

21. **BANKING ARRANGEMENTS**

21.1 National Board Designate Bankers

The National Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the AGC, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the National Board has designated as the AGC's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- 21.1.1 operate the AGC's accounts with the banker;
- 21.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 21.1.3 issue receipts for and orders relating to any property of the AGC;
- 21.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 21.1.5 authorize any officer of the banker to do any act or thing on the AGC's behalf to facilitate the banking business.

21.2 Deposit of Securities

The securities of the AGC shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the National Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the AGC signed by such officer or officers, agent or agents of the AGC, and in such manner, as shall from time to time be determined by resolution of the National Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the National Board shall be fully protected in acting in accordance with the directions of the National Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

22. **BORROWING BY THE CORPORATION**

22.1 General Borrowing Authority

Subject to the limitations set out in the by-laws or in the Letters Patent or Supplementary Letters Patent of the AGC, the National Board may:

- 22.1.1 borrow money upon the credit of the AGC;
- 22.1.2 limit or increase the amount to be borrowed;
- 22.1.3 issue debentures or other securities of the AGC;
- 22.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- 22.1.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the AGC, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the AGC, and the undertaking and rights of the AGC.

22.2 Specific Borrowing Authority

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

23. **FINANCIAL YEAR**

23.1 Financial Year Determined

The financial year of the AGC shall terminate on the 30th day of April in each year or on such other date as the National Board may from time to time by resolution determine.

24. **ROBERT'S RULES OF ORDER**

In situations where both the Act and the by-laws are silent on a particular procedure, *Robert's Rules of Procedure* as revised from time to time, may be used.

25. **AUDITOR**

25.1 Annual Appointment

The members of the AGC at each annual meeting shall appoint one or more external auditors (none of whom shall be a Director, officer or employee of the AGC), to audit the accounts (including the financial statements) of the AGC and to report thereon to members at the annual meeting, to hold office until the close of the next annual meeting, and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed.

25.2 Notice of Intention to Nominate

A person, other than a retiring auditor, is not capable of being appointed auditor at an annual meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given by a member not less than fourteen (14) days before the annual meeting; and the member shall send a copy of any such notice to the retiring auditor and to the person it is intended to nominate, and shall give notice thereof to the members, either by advertisement or by notice in the manner set out in section 26, not less than seven (7) days before the annual meeting.

25.3 Vacancy in the Office of Auditor

The National Board may fill any casual vacancy in the office of auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act.

25.4 Removal of Auditor

The members, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of the term of office of the auditor, and shall by a majority of the votes cast at that meeting appoint another auditor in the place and stead of such person for the remainder of the term.

25.5 Remuneration of Auditor

The remuneration of an auditor appointed by the members shall be fixed by the members, or by the National Board if authorized to do so by the members, and the remuneration of an auditor appointed by the National Board shall be fixed by the National Board.

26. **NOTICE**

26.1 Unless stated otherwise in the By-laws (e.g. Regional and National Conferences, National Board and Regional Council meetings), notice of meetings shall be given two (2) weeks before the meeting is to take place by one of the following methods:

26.1.1 By telephone, facsimile, email or other electronic method; or

26.1.2 By prepaid letter post.

26.2 Any such notice shall be deemed given:

26.2.1 in the case of telephone, at the time of the telephone call;

26.2.1 in the case of letter post, on the fifth day after mailing;

26.3 The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

26.4 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

26.5 Omissions and Errors

The accidental omission to give notice of any meeting of the National Board, a Committee or members or the non-receipt of any notice by any Director or member or by the auditor of the AGC or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the AGC may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

27. **BY-LAWS AND AMENDMENTS, ETC.**

27.1 Requirements for Amendment of By-Laws

27.1.1 Any amendments to the Letters Patent, By-law, and Articles of Faith and Doctrine of the AGC may be amended, repealed, altered, or added to by by-law enacted by a majority of the National Board at a meeting of the National Board and sanctioned by a 75% majority vote of the votes cast at a meeting of the members duly called for the purpose of considering the said amendments.

27.1.2 Provided that no repeal, amendment, alteration or addition to the By-laws shall affect anything theretofore done under or pursuant to the By-laws;

27.1.3 Provided further that the enactment, repeal, amendment, alteration or addition of or to such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

27.2 By Whom Amendments Proposed

27.2.1 Proposed amendments to AGC's Letters Patent, By-laws, Articles of Faith and Doctrine, must originate either with the AGC National Board or with a member church. They must be submitted through the National Board to all member churches of the AGC, at least ten (10) weeks prior to the annual members meeting or any specially called members meeting at which the proposed amendments are to be considered.

28. **REPEAL OF PRIOR BY-LAWS**

28.1 Repeal

Subject to the provisions of sections 28.2 and 28.3 hereof, all prior by-laws, resolutions and other enactments of the AGC heretofore enacted or made are repealed.

28.2 Exception

The provisions of section 28.1 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the National Board the power or authority to borrow.

28.3 Proviso

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

29. **EFFECTIVE DATE**

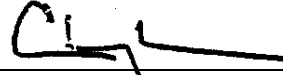
29.1 **Effective Date**

This By-law shall become effective after it has been sanctioned by 75% of the votes cast at a meeting of members duly called for the purpose of considering the said by-law, and after the approval of the Minister of Industry has been obtained.

ENACTED by the Directors as a By-Law of the Associated Gospel Churches and sealed with the corporate seal this 19th day of February, 2008.

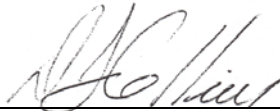


Moderator

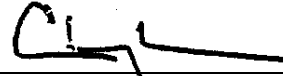


Secretary-Treasurer

CONFIRMED by the Members in accordance with the *Canada Corporations Act* (Ontario) on the 6th day of June, 2008.



Moderator



Secretary-Treasurer

APPROVED by the Minister of Industry on the 3rd day of October, 2008.